Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: WOODS FUND OF CHICAGO

A Employer identification number: 36-3917968

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 35 E. WACKER DRIVE, SUITE 1760

B Telephone number: 312-782-2698

City or town, state, and ZIP code: CHICAGO, IL 60601

C If exemption application is pending, check here ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 59,510,240.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	371.	371.		STATEMENT 2
	4 Dividends and interest from securities	1,098,030.	1,098,030.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,964,241.			STATEMENT 1
	b Gross sales price for all assets on line 6a 16,291,156.				
	7 Capital gain net income (from Part IV, line 2)		4,437,203.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	5,559.	-63,004.		STATEMENT 4
	12 **Total.** Add lines 1 through 11	5,068,201.	5,472,600.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	262,356.	0.		262,356.
	14 Other employee salaries and wages	150,807.	0.		150,807.
	15 Pension plans, employee benefits	84,192.	0.		84,192.
	16a Legal fees STMT 5	3,714.	0.		3,714.
	b Accounting fees STMT 6	26,105.	0.		26,105.
	c Other professional fees STMT 7	339,294.	244,505.		94,789.
	17 Interest	77.	0.		77.
	18 Taxes STMT 8	99,335.	8,919.		0.
	19 Depreciation and depletion				
	20 Occupancy	79,866.	0.		79,866.
	21 Travel, conferences, and meetings	30,355.	0.		30,355.
	22 Printing and publications	743.	0.		743.
	23 Other expenses STMT 9	55,524.	0.		55,524.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,132,368.	253,424.		788,528.
	25 Contributions, gifts, grants paid	2,337,545.			2,337,545.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,469,913.	253,424.		3,126,073.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,598,288.			
	b **Net investment income** (if negative, enter -0-)		5,219,176.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED NOV 20 2013

223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

09551105 099375 027-09852000 2012.04040 WOODS FUND OF CHICAGO 027-1MY1

914

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	930,957.	869,234.	869,234.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	14,045,761.	7,127,282.	10,145,323.
	c Investments - corporate bonds			
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	32,408,120.	40,986,610.	48,495,683.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	47,384,838.	48,983,126.	59,510,240.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	98,097,234.	102,061,475.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-50,712,396.	-53,078,349.	
	30 **Total net assets or fund balances**	47,384,838.	48,983,126.	
	31 **Total liabilities and net assets/fund balances**	47,384,838.	48,983,126.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	47,384,838.
2	Enter amount from Part I, line 27a	2	1,598,288.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	48,983,126.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,983,126.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	16,291,156.		11,853,953.	4,437,203.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				
b				
c				
d				
e				4,437,203.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	4,437,203.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,218,269.	57,041,753.	.056420
2010	3,217,092.	54,852,394.	.058650
2009	3,632,781.	50,174,797.	.072403
2008	4,270,223.	62,094,470.	.068770
2007	4,334,226.	71,715,003.	.060437

2 **Total** of line 1, column (d)	2	.316680
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.063336
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	56,201,585.
5 Multiply line 4 by line 3	5	3,559,584.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	52,192.
7 Add lines 5 and 6	7	3,611,776.
8 Enter qualifying distributions from Part XII, line 4	8	3,126,073.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	104,384.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	104,384.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	104,384.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 81,996.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 26,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	107,996.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	3,612.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	3,612. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ AL,GA,CO,IL,WI,IN,SC,AZ,CA,ND,NY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.WOODSFUND.ORG

14 The books are in care of ▶ SUZANNE R. BOYLE, TREASURER Telephone no. ▶ (312) 782-2698

Located at ▶ 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL ZIP+4 ▶ 60601

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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12-05-12

Part VII-B | Statement[redacted]garding Activities for Which Form 4720 May Be Required *(con[redacted])*

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		262,356.	4,921.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CONSUELLA BROWN - 35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601	PROGRAM DIRECTOR 40.00	64,935.	6,615.	0.

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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12-05-12

09551105 099375 027-09852000 2012.04040 WOODS FUND OF CHICAGO 027-1MY1

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	43,731,289.
b	Average of monthly cash balances	1b	1,009,843.
c	Fair market value of all other assets	1c	12,316,315.
d	**Total** (add lines 1a, b, and c)	1d	57,057,447.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	57,057,447.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	855,862.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,201,585.
6	**Minimum investment return** Enter 5% of line 5	6	2,810,079.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	2,810,079.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	104,384.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	155,442.		
c	Add lines 2a and 2b			2c	259,826.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,550,253.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,550,253.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,550,253.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,126,073.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,126,073.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,126,073.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				2,550,253.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 886,124.				
b From 2008 1,185,377.				
c From 2009 1,160,159.				
d From 2010 559,391.				
e From 2011 405,630.				
f Total of lines 3a through e	4,196,681.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,126,073.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,550,253.
e Remaining amount distributed out of corpus	575,820.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4,772,501.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	886,124.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	3,886,377.			
10 Analysis of line 9:				
a Excess from 2008 1,185,377.				
b Excess from 2009 1,160,159.				
c Excess from 2010 559,391.				
d Excess from 2011 405,630.				
e Excess from 2012 575,820.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

SEE ATTACHED STATEMENT, (312) 782-2698
35 E. WACKER DRIVE, SUITE 1760, CHICAGO, IL 60601

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED STATEMENT

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	2,337,545.
Total			▶ 3a	2,337,545.
b Approved for future payment				
SEE ATTACHED STATEMENT 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601		SEE ATTACHED STATEMENT	SEE ATTACHED STATEMENT	34,000.
Total			▶ 3b	34,000.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	371.	
4 Dividends and interest from securities			14	1,098,030.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	3,964,241.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME FROM LLC				5,559.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,068,201.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 5,068,201.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B **Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11/7/13 Title: PRESIDENT

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGORY S. ADAMS	[signature]	11/6/13		P00095597

Firm's name ▶ CLIFTONLARSONALLEN LLP Firm's EIN ▶ 41-0746749

Firm's address ▶ 1301 W. 22ND ST, STE 1100
OAK BROOK, IL 60523 Phone no. (630) 573-8600

Form **990-PF** (2012)

223622
12-05-12

09551105 099375 027-09852000 2012.04040 WOODS FUND OF CHICAGO 027-1MY1

Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ABBOTT LABORATORIES	P	09/26/11	09/18/12
b	ABB, LTD. ADR	P	08/15/08	02/16/12
c	APPLE INC.	P	07/01/09	03/29/12
d	APPLE INC.	P	07/01/09	08/28/12
e	CARDINAL HEALTH, INC.	P	11/07/11	08/28/12
f	CELGENE CORP.	P	07/27/09	03/28/12
g	DANAHER CORP.	P	01/29/03	09/13/12
h	DIRECTV, CLASS A	P	01/04/11	01/18/12
i	EMC CORP.	P	10/19/10	11/19/12
j	EXXON MOBIL CORP.	P	08/30/11	08/28/12
k	GILEAD SCIENCES INC.	P	03/23/04	11/19/12
l	INTERCONTINENTALEXCHANGE INC.	P	11/17/10	01/10/12
m	JOHNSON & JOHNSON	P	08/10/11	02/06/12
n	JOHNSON CONTROLS INC.	P	07/20/09	01/19/12
o	MCDONALD'S INC.	P	07/20/09	01/18/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	172,011.		126,352.	45,659.
b	121,757.		132,675.	-10,918.
c	45,895.		10,717.	35,178.
d	33,711.		7,144.	26,567.
e	118,600.		132,476.	-13,876.
f	38,925.		27,602.	11,323.
g	54,331.		15,153.	39,178.
h	168,866.		164,000.	4,866.
i	48,399.		41,640.	6,759.
j	43,964.		36,765.	7,199.
k	74,441.		13,055.	61,386.
l	62,386.		68,746.	-6,360.
m	163,347.		151,043.	12,304.
n	130,573.		92,638.	37,935.
o	50,574.		31,087.	19,487.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				45,659.
b				-10,918.
c				35,178.
d				26,567.
e				-13,876.
f				11,323.
g				39,178.
h				4,866.
i				6,759.
j				7,199.
k				61,386.
l				-6,360.
m				12,304.
n				37,935.
o				19,487.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MCDONALD'S INC.	P	07/07/09	08/28/12
b	OCCIDENTAL PETROLEUM CORP.	P	05/28/10	12/14/12
c	SUNCOR ENERGY INC.	P	05/26/11	08/28/12
d	UNITED PARCEL SERVICE, INC., CLASS B	P	07/27/09	09/13/12
e	YUM BRANDS INC.	P	06/23/10	08/28/12
f	AFFILIATED MANAGERS GROUP INC.	P	09/27/05	06/29/12
g	AIRGAS INC.	P	03/31/11	01/18/12
h	AIRGAS INC.	P	01/06/11	06/29/12
i	ALLIED WORLD ASSURANCE CO. HOLDINGS	P	06/29/09	06/19/12
j	ALLIED WORLD ASSURANCE CO. HOLDINGS	P	02/23/09	06/29/12
k	AMERISOURCEBERGEN CORP.	P	12/17/07	02/08/12
l	AMERISOURCEBERGEN CORP.	P	12/17/07	04/25/12
m	AMERISOURCEBERGEN CORP.	P	12/14/07	06/29/12
n	ANSYS INC.	P	09/14/09	02/22/12
o	ANSYS INC.	P	09/14/09	04/02/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	133,857.		87,199.	46,658.
b	133,729.		146,514.	-12,785.
c	127,386.		166,074.	-38,688.
d	36,759.		27,054.	9,705.
e	127,874.		83,080.	44,794.
f	108,290.		40,297.	67,993.
g	21,111.		17,737.	3,374.
h	93,153.		72,047.	21,106.
i	22,678.		15,307.	7,371.
j	107,944.		53,489.	54,455.
k	7,753.		4,322.	3,431.
l	15,666.		8,994.	6,672.
m	73,567.		40,746.	32,821.
n	12,149.		7,025.	5,124.
o	13,339.		7,670.	5,669.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				46,658.
b				-12,785.
c				-38,688.
d				9,705.
e				44,794.
f				67,993.
g				3,374.
h				21,106.
i				7,371.
j				54,455.
k				3,431.
l				6,672.
m				32,821.
n				5,124.
o				5,669.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-12

Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ANSYS INC.	P	09/14/09	05/11/12
b	AVNET INC.	P	06/17/09	06/29/12
c	BEAM INC.	P	08/11/11	06/29/12
d	BRINKS CO.	P	02/05/12	06/29/12
e	CBS CORP., CLASS B	P	01/11/11	04/30/12
f	CBS CORP., CLASS B	P	12/22/10	06/29/12
g	CITY NATIONAL CORP.	P	02/20/09	06/29/12
h	DENTSPLY INTERNATIONAL INC.	P	02/29/08	04/30/12
i	DENTSPLY INTERNATIONAL INC.	P	03/05/08	06/29/12
j	EASTMAN CHEMICAL CO.	P	09/20/10	06/29/12
k	FIRST NIAGARA FINANCIAL GROUP	P	12/20/10	06/29/12
l	FISERV INC.	P	09/24/07	06/29/12
m	FORTUNE BRANDS HOME & SECURITY INC.	P	08/11/11	06/29/12
n	HANESBRANDS INC.	P	11/30/06	06/29/12
o	HEINZ (H. J.) CO.	P	03/08/06	01/23/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	35,098.		21,454.	13,644.
b	80,115.		58,417.	21,698.
c	123,015.		90,607.	32,408.
d	87,150.		93,025.	-5,875.
e	8,236.		4,826.	3,410.
f	106,433.		63,862.	42,571.
g	83,583.		59,003.	24,580.
h	10,217.		9,750.	467.
i	80,977.		77,513.	3,464.
j	88,107.		68,470.	19,637.
k	76,504.		126,675.	-50,171.
l	94,783.		66,236.	28,547.
m	91,299.		67,094.	24,205.
n	121,418.		82,011.	39,407.
o	12,241.		9,446.	2,795.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				13,644.
b				21,698.
c				32,408.
d				-5,875.
e				3,410.
f				42,571.
g				24,580.
h				467.
i				3,464.
j				19,637.
k				-50,171.
l				28,547.
m				24,205.
n				39,407.
o				2,795.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-12

Part IV Capital Gains and[redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HEINZ (H. J.) CO.	P	03/08/06	06/29/12
b	INTERNATIONAL GAME TECHNOLOGY	P	04/13/09	06/29/12
c	INTERPUBLIC GROUP COMPANIES INC.	P	07/06/10	06/29/12
d	INVESCO LTD.	P	12/29/09	06/29/12
e	JONES LANG LASALLE INC.	P	12/14/11	06/29/12
f	MANPOWER INC.	P	07/25/08	06/29/12
g	OMNICOM GROUP INC.	P	10/04/05	06/29/12
h	PLAINS EXPLORATION & PRODUCTION CO.	P	12/02/11	06/29/12
i	PRICE (T. ROWE) GROUP INC.	P	09/27/05	01/27/12
j	PRICE (T. ROWE) GROUP INC.	P	09/27/05	02/01/12
k	PVH CORP.	P	03/23/10	01/24/12
l	PVH CORP.	P	03/15/10	06/29/12
m	QUANTA SERVICES INC.	P	05/17/10	06/29/12
n	REPUBLIC SERVICES INC.	P	05/02/11	05/24/12
o	REPUBLIC SERVICES INC.	P	09/27/05	06/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	71,364.		50,196.	21,168.
b	68,879.		60,287.	8,592.
c	104,722.		80,809.	23,913.
d	86,672.		81,841.	4,831.
e	67,220.		62,545.	4,675.
f	46,358.		60,335.	-13,977.
g	70,687.		59,331.	11,356.
h	71,172.		77,411.	-6,239.
i	14,331.		7,571.	6,760.
j	33,621.		16,366.	17,255.
k	17,805.		12,729.	5,076.
l	50,633.		34,891.	15,742.
m	127,527.		114,226.	13,301.
n	11,675.		13,846.	-2,171.
o	79,805.		76,451.	3,354.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				21,168.
b				8,592.
c				23,913.
d				4,831.
e				4,675.
f				-13,977.
g				11,356.
h				-6,239.
i				6,760.
j				17,255.
k				5,076.
l				15,742.
m				13,301.
n				-2,171.
o				3,354.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ROCKWELL COLLINS INC.	P	03/29/11	06/29/12
b	ROYAL CARIBBEAN CRUISES	P	04/22/09	06/29/12
c	SMUCKER (J. M.) CO.	P	09/29/11	06/29/12
d	SNAP-ON INC.	P	02/14/08	06/29/12
e	SUPERIOR ENERGY SERVICES INC.	P	12/20/07	06/29/12
f	SYMANTEC CORP.	P	11/17/10	06/29/12
g	THERMO FISHER CORP.	P	11/18/08	06/29/12
h	THOMAS & BETTS CORP.	P	03/27/10	02/10/12
i	THOMAS & BETTS CORP.	P	03/16/10	02/24/12
j	THOMAS & BETTS CORP.	P	03/16/10	02/28/12
k	TIFFANY & CO.	P	01/26/09	06/29/12
l	TORCHMARK CORP.	P	09/28/09	06/29/12
m	UGI CORP.	P	02/02/12	06/29/12
n	WILLIS GROUP HOLDINGS	P	08/17/11	06/29/12
o	WISCONSIN ENERGY	P	08/31/10	06/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	86,226.		106,478.	-20,252.
b	69,775.		56,506.	13,269.
c	65,559.		65,154.	405.
d	118,156.		83,506.	34,650.
e	72,983.		83,049.	-10,066.
f	72,111.		88,483.	-16,372.
g	77,660.		54,605.	23,055.
h	78,149.		43,888.	34,261.
i	8,927.		4,824.	4,103.
j	45,136.		23,989.	21,147.
k	48,227.		30,681.	17,546.
l	113,301.		69,447.	43,854.
m	87,725.		83,461.	4,264.
n	88,225.		89,716.	-1,491.
o	84,563.		61,062.	23,501.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-20,252.
b				13,269.
c				405.
d				34,650.
e				-10,066.
f				-16,372.
g				23,055.
h				34,261.
i				4,103.
j				21,147.
k				17,546.
l				43,854.
m				4,264.
n				-1,491.
o				23,501.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	WGL HOLDINGS INC.	P	07/19/11	06/29/12
b	XL GROUP PLC	P	05/11/12	06/29/12
c	ACTIVISION BLIZZARD INC.	P	09/26/11	03/07/12
d	ACTIVISION BLIZZARD INC.	P	09/26/11	03/13/12
e	ACTIVISION BLIZZARD INC.	P	07/14/11	04/17/12
f	ACTIVISION BLIZZARD INC.	P	07/14/11	04/18/12
g	ACTIVISION BLIZZARD INC.	P	06/29/11	05/09/12
h	ACTIVISION BLIZZARD INC.	P	06/29/11	05/15/12
i	ACTIVISION BLIZZARD INC.	P	06/29/11	06/06/12
j	ACTIVISION BLIZZARD INC.	P	06/29/11	06/08/12
k	ACTIVISION BLIZZARD INC.	P	08/05/11	06/28/12
l	ADVANCE AUTO PARTS INC.	P	12/12/11	06/06/12
m	ADVANCE AUTO PARTS INC.	P	12/12/11	06/13/12
n	ADVANCE AUTO PARTS INC.	P	12/14/11	06/28/12
o	AGCO CORP.	P	04/26/11	06/28/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	83,851.		82,336.	1,515.
b	57,312.		59,583.	-2,271.
c	27,080.		28,167.	-1,087.
d	23,988.		24,117.	-129.
e	29,394.		28,679.	715.
f	14,654.		14,224.	430.
g	13,491.		13,020.	471.
h	17,782.		16,422.	1,360.
i	6,021.		5,865.	156.
j	18,793.		18,673.	120.
k	24,993.		25,378.	-385.
l	29,310.		28,793.	517.
m	14,288.		13,839.	449.
n	19,527.		20,504.	-977.
o	63,563.		82,360.	-18,797.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,515.
b				-2,271.
c				-1,087.
d				-129.
e				715.
f				430.
g				471.
h				1,360.
i				156.
j				120.
k				-385.
l				517.
m				449.
n				-977.
o				-18,797.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	AMERICAN INTERNATIONAL GROUP INC.	P	04/04/12	06/28/12
b	AMERICAN WATER WORKS CO. INC.	P	06/06/12	06/28/12
c	AMSURG CORP.	P	06/06/12	06/28/12
d	ARKANSAS BEST CORP.	P	07/15/11	02/06/12
e	ARKANSAS BEST CORP.	P	07/14/11	02/03/12
f	AT&T INC.	P	05/03/12	06/28/12
g	AVIS BUDGET GROUP INC.	P	02/09/11	02/23/12
h	AVIS BUDGET GROUP INC.	P	02/23/11	02/21/12
i	AVIS BUDGET GROUP INC.	P	02/23/11	02/23/12
j	AVIS BUDGET GROUP INC.	P	01/28/11	02/28/12
k	AVIS BUDGET GROUP INC.	P	01/28/11	03/01/12
l	BAKER HUGHES, INC.	P	02/16/11	02/10/12
m	BAKER HUGHES, INC.	P	02/16/11	02/14/12
n	BB&T CORP.	P	04/18/12	06/28/12
o	CA INC.	P	02/15/12	06/28/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	93,412.		98,335.	-4,923.
b	30,301.		31,484.	-1,183.
c	29,237.		27,505.	1,732.
d	7,533.		10,534.	-3,001.
e	16,995.		23,157.	-6,162.
f	112,031.		106,933.	5,098.
g	13,997.		16,907.	-2,910.
h	26,963.		31,964.	-5,001.
i	6,465.		7,559.	-1,094.
j	27,076.		30,944.	-3,868.
k	31,266.		31,626.	-360.
l	14,273.		20,942.	-6,669.
m	23,855.		34,746.	-10,891.
n	109,988.		115,618.	-5,630.
o	87,108.		92,095.	-4,987.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-4,923.
b				-1,183.
c				1,732.
d				-3,001.
e				-6,162.
f				5,098.
g				-2,910.
h				-5,001.
i				-1,094.
j				-3,868.
k				-360.
l				-6,669.
m				-10,891.
n				-5,630.
o				-4,987.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL ONE FINANCIAL	P	04/27/11	03/26/12
b	CAPITAL ONE FINANCIAL	P	04/27/11	05/09/12
c	CAPITAL ONE FINANCIAL	P	04/27/11	05/15/12
d	CAPITAL ONE FINANCIAL	P	05/02/11	06/06/12
e	CAPITAL ONE FINANCIAL	P	04/26/11	06/14/12
f	CAPITAL ONE FINANCIAL	P	03/30/11	06/20/12
g	CAPITAL ONE FINANCIAL	P	03/29/11	06/28/12
h	CELGENE CORP.	P	12/08/11	06/28/12
i	CHEVRON CORP.	P	03/17/11	02/09/12
j	CHEVRON CORP.	P	05/30/08	06/28/12
k	CHICAGO BRIDGE & IRON CO. ADR	P	01/19/10	03/07/12
l	CHICAGO BRIDGE & IRON CO. ADR	P	04/14/10	03/23/12
m	CHICAGO BRIDGE & IRON CO. ADR	P	01/14/10	03/30/12
n	CHICAGO BRIDGE & IRON CO. ADR	P	01/14/10	06/28/12
o	CIGNA CORPORATION	P	08/30/11	02/03/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,413.		11,006.	407.
b	10,734.		11,006.	-272.
c	5,139.		5,503.	-364.
d	35,422.		38,479.	-3,057.
e	15,783.		16,365.	-582.
f	32,581.		32,293.	288.
g	157,240.		150,811.	6,429.
h	79,897.		82,757.	-2,860.
i	10,661.		10,193.	468.
j	214,165.		182,944.	31,221.
k	17,382.		9,397.	7,985.
l	23,667.		12,357.	11,310.
m	8,657.		4,622.	4,035.
n	16,798.		10,794.	6,004.
o	56,603.		60,590.	-3,987.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				407.
b				-272.
c				-364.
d				-3,057.
e				-582.
f				288.
g				6,429.
h				-2,860.
i				468.
j				31,221.
k				7,985.
l				11,310.
m				4,035.
n				6,004.
o				-3,987.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CIGNA CORPORATION	P	10/14/11	02/06/12
b	CIGNA CORPORATION	P	09/27/11	04/10/12
c	CIGNA CORPORATION	P	09/27/11	04/13/12
d	CIGNA CORPORATION	P	10/04/11	05/03/12
e	CIT GROUP INC.	P	10/25/11	06/28/12
f	COMCAST CORP., CLASS A	P	03/31/11	02/23/12
g	COMCAST CORP., CLASS A	P	03/31/11	06/11/12
h	COMCAST CORP., CLASS A	P	01/20/11	06/18/12
i	COMCAST CORP., CLASS A	P	12/09/10	06/28/12
j	COMERICA, INC.	P	10/21/11	06/28/12
k	COVENTRY HEALTH CARE	P	01/19/11	02/09/12
l	COVENTRY HEALTH CARE	P	12/02/10	04/30/12
m	COVENTRY HEALTH CARE	P	12/01/10	05/02/12
n	COVIDIEN PLC	P	12/22/10	06/28/12
o	CVS CAREMARK CORP.	P	06/06/12	06/28/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,126.		17,833.	-707.
b	9,474.		8,871.	603.
c	14,505.		12,611.	1,894.
d	31,996.		27,778.	4,218.
e	141,334.		154,758.	-13,424.
f	11,889.		9,902.	1,987.
g	3,003.		2,476.	527.
h	18,689.		14,448.	4,241.
i	251,822.		176,545.	75,277.
j	88,323.		78,508.	9,815.
k	12,200.		12,010.	190.
l	26,969.		23,931.	3,038.
m	33,386.		28,961.	4,425.
n	114,162.		102,078.	12,084.
o	73,061.		71,834.	1,227.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-707.
b				603.
c				1,894.
d				4,218.
e				-13,424.
f				1,987.
g				527.
h				4,241.
i				75,277.
j				9,815.
k				190.
l				3,038.
m				4,425.
n				12,084.
o				1,227.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	DELPHI AUTOMOTIVE PLC	P	11/17/11	06/28/12
b	DIRECTV, CLASS A	P	12/01/11	06/06/12
c	DIRECTV, CLASS A	P	10/06/11	06/28/12
d	DISCOVER FINANCIAL SERVICES	P	07/15/08	03/26/12
e	DISCOVER FINANCIAL SERVICES	P	07/15/08	05/11/12
f	DISCOVER FINANCIAL SERVICES	P	05/08/10	06/06/12
g	DISCOVER FINANCIAL SERVICES	P	04/24/09	06/28/12
h	DISNEY (WALT) CO.	P	03/07/12	06/28/12
i	EATON CORP.	P	10/26/07	02/02/12
j	EATON CORP.	P	10/26/07	02/03/12
k	EATON CORP.	P	10/26/07	02/07/12
l	EATON CORP.	P	10/26/07	02/15/12
m	EATON CORP.	P	10/26/07	02/28/12
n	EATON CORP.	P	10/26/07	06/28/12
o	EBAY INC.	P	06/02/09	03/20/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	27,467.		23,898.	3,569.
b	13,218.		14,380.	-1,162.
c	56,495.		52,230.	4,265.
d	6,762.		2,722.	4,040.
e	13,613.		5,389.	8,224.
f	50,444.		20,177.	30,267.
g	199,849.		60,097.	139,752.
h	123,060.		112,127.	10,933.
i	9,874.		9,244.	630.
j	15,286.		13,866.	1,420.
k	30,750.		27,733.	3,017.
l	5,102.		4,622.	480.
m	15,737.		13,866.	1,871.
n	25,889.		26,086.	-197.
o	14,967.		10,689.	4,278.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				3,569.
b				-1,162.
c				4,265.
d				4,040.
e				8,224.
f				30,267.
g				139,752.
h				10,933.
i				630.
j				1,420.
k				3,017.
l				480.
m				1,871.
n				-197.
o				4,278.

2	Capital gain net income or (net capital loss) . . { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	EBAY INC.	P	12/18/08	06/28/12
b	ERICSSON	P	05/11/11	01/23/12
c	ERICSSON	P	05/11/11	01/24/12
d	ERICSSON	P	05/11/11	01/26/12
e	ERICSSON	P	05/11/11	01/27/12
f	ERICSSON	P	05/12/11	02/02/12
g	EXXON MOBIL CORP.	P	10/26/07	02/14/12
h	EXXON MOBIL CORP.	P	12/22/10	06/28/12
i	GENERAL CABLE CORP.	P	11/02/11	01/03/12
j	GENERAL ELECTRIC CO.	P	11/06/09	06/28/12
k	GOLDMAN SACHS GROUP	P	02/03/12	06/28/12
l	HALLIBURTON CO.	P	02/17/11	03/06/12
m	HALLIBURTON CO.	P	02/16/11	03/07/12
n	HALLIBURTON CO.	P	02/16/11	03/23/12
o	HARLEY DAVIDSON	P	10/14/11	03/20/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	104,758.		40,439.	64,319.
b	2,026.		3,055.	-1,029.
c	3,058.		4,582.	-1,524.
d	12,490.		21,384.	-8,894.
e	10,713.		18,209.	-7,496.
f	16,610.		27,214.	-10,604.
g	16,961.		18,424.	-1,463.
h	90,524.		85,595.	4,929.
i	4,036.		3,705.	331.
j	173,359.		145,790.	27,569.
k	55,211.		70,625.	-15,414.
l	20,397.		28,693.	-8,296.
m	10,289.		14,276.	-3,987.
n	23,377.		29,042.	-5,665.
o	9,889.		7,529.	2,360.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				64,319.
b				-1,029.
c				-1,524.
d				-8,894.
e				-7,496.
f				-10,604.
g				-1,463.
h				4,929.
i				331.
j				27,569.
k				-15,414.
l				-8,296.
m				-3,987.
n				-5,665.
o				2,360.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and [redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	HARLEY DAVIDSON	P	11/18/10	06/28/12
b	HEALTH MANAGEMENT ASSOCIATES INC.	P	03/22/10	01/12/12
c	HEALTH MANAGEMENT ASSOCIATES INC.	P	03/24/10	01/13/12
d	HEALTH MANAGEMENT ASSOCIATES INC.	P	03/19/10	01/17/12
e	HEALTH MANAGEMENT ASSOCIATES INC.	P	03/19/10	01/18/12
f	HELEN TROY LTD.	P	02/01/12	06/06/12
g	HELEN TROY LTD.	P	01/23/12	06/28/12
h	INSPERITY INC.	P	07/07/11	05/16/12
i	INSPERITY INC.	P	07/08/11	05/18/12
j	INSPERITY INC.	P	07/06/11	05/21/12
k	INSPERITY INC.	P	12/15/11	06/06/12
l	INTERNATIONAL BUSINESS MACHINES CORP.	P	10/26/07	03/20/12
m	INTERNATIONAL BUSINESS MACHINES CORP.	P	10/26/07	04/20/12
n	INTERNATIONAL BUSINESS MACHINES CORP.	P	10/26/07	06/28/12
o	INTERNATIONAL GAME TECHNOLOGY	P	05/15/12	06/28/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	136,014.		103,817.	32,197.
b	23,859.		35,984.	-12,125.
c	13,809.		20,832.	-7,023.
d	7,564.		10,755.	-3,191.
e	5,276.		7,146.	-1,870.
f	6,326.		6,713.	-387.
g	25,873.		25,863.	10.
h	5,205.		6,348.	-1,143.
i	5,025.		6,309.	-1,284.
j	5,070.		6,159.	-1,089.
k	5,035.		4,978.	57.
l	20,464.		11,316.	9,148.
m	3,987.		2,263.	1,724.
n	109,827.		65,631.	44,196.
o	42,784.		41,649.	1,135.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				32,197.
b				-12,125.
c				-7,023.
d				-3,191.
e				-1,870.
f				-387.
g				10.
h				-1,143.
i				-1,284.
j				-1,089.
k				57.
l				9,148.
m				1,724.
n				44,196.
o				1,135.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and [illegible]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	J2 GLOBAL INC.	P	02/09/11	01/11/12
b	J2 GLOBAL INC.	P	02/09/11	01/12/12
c	J2 GLOBAL INC.	P	02/09/11	01/13/12
d	JOHNSON & JOHNSON	P	06/13/12	06/28/12
e	JPMORGAN CHASE & CO.	P	02/05/09	06/28/12
f	KORN/FERRY INTERNATIONAL	P	08/31/11	01/03/12
g	LIFEPOINT HOSPITALS INC.	P	06/15/11	02/21/12
h	LORILLARD INC.	P	03/06/12	06/28/12
i	LYONDELLBASELL INDUSTRIES, CLASS A	P	11/24/10	01/23/12
j	LYONDELLBASELL INDUSTRIES, CLASS A	P	11/24/10	06/28/12
k	MACY'S INC.	P	07/08/11	06/28/12
l	MCKESSON CORP.	P	06/14/11	06/11/12
m	MCKESSON CORP.	P	06/14/11	06/28/12
n	MERCK & CO. INC.	P	06/07/12	06/28/12
o	MOTOROLA SOLUTIONS INC.	P	12/29/11	06/14/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	13,059.		13,725.	-666.
b	5,576.		5,769.	-193.
c	9,093.		9,305.	-212.
d	79,875.		77,860.	2,015.
e	31,532.		21,141.	10,391.
f	5,061.		4,623.	438.
g	30,864.		31,524.	-660.
h	78,463.		78,353.	110.
i	7,866.		4,930.	2,936.
j	49,350.		31,826.	17,524.
k	89,320.		81,419.	7,901.
l	8,806.		8,452.	354.
m	101,840.		89,165.	12,675.
n	56,343.		53,887.	2,456.
o	14,144.		13,985.	159.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-666.
b				-193.
c				-212.
d				2,015.
e				10,391.
f				438.
g				-660.
h				110.
i				2,936.
j				17,524.
k				7,901.
l				354.
m				12,675.
n				2,456.
o				159.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and[redacted]s for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MOTOROLA SOLUTIONS INC.	P	06/21/11	06/15/12
b	MOTOROLA SOLUTIONS INC.	P	06/14/11	06/28/12
c	MYLAN INC.	P	11/10/11	04/12/12
d	MYLAN INC.	P	11/10/11	04/19/12
e	MYLAN INC.	P	11/10/11	04/19/12
f	MYRIAD GENETICS INC.	P	01/03/12	06/28/12
g	NCR CORP.	P	07/25/11	06/11/12
h	NCR CORP.	P	07/22/11	06/15/12
i	NCR CORP.	P	07/22/11	06/28/12
j	NEWS CORP., CLASS A	P	12/05/11	04/18/12
k	NEWS CORP., CLASS A	P	09/21/11	05/09/12
l	NEWS CORP., CLASS A	P	09/21/11	06/06/12
m	NEWS CORP., CLASS A	P	09/06/11	06/28/12
n	NORTHWESTERN CORP.	P	06/06/12	06/28/12
o	NU SKIN ENTERPRISES INC., CLASS A	P	05/04/11	05/08/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,730.		9,307.	423.
b	102,044.		101,491.	553.
c	15,656.		13,850.	1,806.
d	15,440.		12,866.	2,574.
e	13,088.		11,028.	2,060.
f	103,828.		104,238.	-410.
g	2,038.		2,076.	-38.
h	12,497.		12,405.	92.
i	152,814.		133,607.	19,207.
j	17,343.		15,980.	1,363.
k	13,410.		11,984.	1,426.
l	11,547.		9,854.	1,693.
m	134,109.		97,727.	36,382.
n	14,530.		14,413.	117.
o	21,452.		17,643.	3,809.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				423.
b				553.
c				1,806.
d				2,574.
e				2,060.
f				-410.
g				-38.
h				92.
i				19,207.
j				1,363.
k				1,426.
l				1,693.
m				36,382.
n				117.
o				3,809.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	OM GROUP INC.	P	10/26/11	05/04/12
b	OMNICARE INC.	P	02/17/12	06/14/12
c	OMNICARE INC.	P	02/17/12	06/15/12
d	OMNICARE INC.	P	02/02/12	06/28/12
e	OMNICOM GROUP INC.	P	06/02/09	03/20/12
f	OMNICOM GROUP INC.	P	06/02/09	06/15/12
g	OMNICOM GROUP INC.	P	02/09/09	06/28/12
h	REGAL ENTERTAINMENT GROUP, CLASS A	P	04/10/12	06/28/12
i	SIGNET JEWELERS LTD.	P	01/03/11	05/08/12
j	SIGNET JEWELERS LTD.	P	01/03/11	06/07/12
k	SIGNET JEWELERS LTD.	P	01/03/11	06/13/12
l	SIGNET JEWELERS LTD.	P	12/15/11	06/28/12
m	SIRIUS XM RADIO INC.	P	09/15/11	06/06/12
n	SIRIUS XM RADIO INC.	P	09/14/11	06/28/12
o	SLM CORP.	P	02/08/11	04/04/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	25,644.		31,390.	-5,746.
b	15,299.		17,448.	-2,149.
c	9,201.		10,432.	-1,231.
d	192,824.		208,634.	-15,810.
e	19,951.		17,369.	2,582.
f	4,770.		3,221.	1,549.
g	106,595.		61,184.	45,411.
h	62,134.		62,961.	-827.
i	9,200.		8,748.	452.
j	13,003.		13,057.	-54.
k	12,825.		13,050.	-225.
l	16,541.		17,244.	-703.
m	22,520.		22,088.	432.
n	101,198.		95,157.	6,041.
o	15,452.		14,816.	636.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-5,746.
b				-2,149.
c				-1,231.
d				-15,810.
e				2,582.
f				1,549.
g				45,411.
h				-827.
i				452.
j				-54.
k				-225.
l				-703.
m				432.
n				6,041.
o				636.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SLM CORP.	P	02/08/11	05/11/12
b	SLM CORP.	P	08/26/11	06/07/12
c	SUN TRUST BANKS, INC.	P	11/08/11	06/28/12
d	TARGET CORP.	P	06/06/12	06/28/12
e	TESORO CORP.	P	08/26/11	01/31/12
f	TESORO CORP.	P	08/26/11	02/15/12
g	TESORO CORP.	P	08/26/11	03/30/12
h	TESORO CORP.	P	08/26/11	04/10/12
i	TEXTRON, INC.	P	03/13/12	06/28/12
j	TYCO INTERNATIONAL LTD.	P	06/06/12	06/28/12
k	UNITED TECHNOLOGIES	P	10/26/07	03/01/12
l	UNITED TECHNOLOGIES	P	10/26/07	04/18/12
m	UNITED TECHNOLOGIES	P	10/26/07	04/20/12
n	UNITED TECHNOLOGIES	P	10/26/07	05/16/12
o	UNITED TECHNOLOGIES	P	10/26/07	06/06/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,122.		4,445.	-323.
b	20,114.		18,987.	1,127.
c	109,533.		104,040.	5,493.
d	80,004.		80,580.	-576.
e	15,019.		13,215.	1,804.
f	5,626.		4,405.	1,221.
g	5,365.		4,405.	960.
h	16,996.		15,418.	1,578.
i	23,432.		27,650.	-4,218.
j	25,354.		26,418.	-1,064.
k	16,808.		15,051.	1,757.
l	8,126.		7,525.	601.
m	24,280.		22,577.	1,703.
n	7,467.		7,526.	-59.
o	7,313.		7,526.	-213.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-323.
b				1,127.
c				5,493.
d				-576.
e				1,804.
f				1,221.
g				960.
h				1,578.
i				-4,218.
j				-1,064.
k				1,757.
l				601.
m				1,703.
n				-59.
o				-213.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	UNITED TECHNOLOGIES	P	10/26/07	06/28/12
b	UNITEDHEALTH GROUP INC.	P	11/11/10	06/06/12
c	UNITEDHEALTH GROUP INC.	P	02/04/09	06/28/12
d	VALUECLICK INC.	P	02/25/11	03/20/12
e	VALUECLICK INC.	P	02/25/11	04/04/12
f	VALUECLICK INC.	P	02/25/11	05/15/12
g	VALUECLICK INC.	P	02/25/11	06/06/12
h	VALUECLICK INC.	P	02/28/11	06/12/12
i	VIACOM INC., CLASS B	P	09/16/10	01/20/12
j	VIACOM INC., CLASS B	P	09/16/10	01/24/12
k	VIACOM INC., CLASS B	P	09/19/10	01/25/12
l	VIACOM INC., CLASS B	P	05/14/10	02/14/12
m	VIACOM INC., CLASS B	P	05/14/10	02/15/12
n	VIACOM INC., CLASS B	P	05/14/10	03/01/12
o	VIACOM INC., CLASS B	P	05/14/10	03/07/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	107,789.		98,307.	9,482.
b	17,193.		13,465.	3,728.
c	187,481.		82,740.	104,741.
d	14,122.		10,729.	3,393.
e	15,759.		12,016.	3,743.
f	8,656.		7,510.	1,146.
g	41,675.		35,919.	5,756.
h	13,158.		11,843.	1,315.
i	28,530.		21,170.	7,360.
j	4,792.		3,478.	1,314.
k	9,679.		6,957.	2,722.
l	14,666.		10,121.	4,545.
m	19,475.		13,494.	5,981.
n	14,540.		10,121.	4,419.
o	14,218.		10,121.	4,097.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				9,482.
b				3,728.
c				104,741.
d				3,393.
e				3,743.
f				1,146.
g				5,756.
h				1,315.
i				7,360.
j				1,314.
k				2,722.
l				4,545.
m				5,981.
n				4,419.
o				4,097.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	VIACOM INC., CLASS B	P	05/14/10	04/02/12
b	WELLS FARGO & CO.	P	10/09/08	06/28/12
c	WESCO INTERNATIONAL INC.	P	09/27/10	06/28/12
d	WESTERN UNION CO.	P	01/12/12	06/28/12
e	YAHOO INC.	P	05/16/12	06/28/12
f	ZIONS BANCORP	P	01/26/10	04/25/12
g	ZIONS BANCORP	P	01/26/10	04/30/12
h	ZIONS BANCORP	P	10/19/09	06/14/12
i	ZIONS BANCORP	P	05/28/09	06/28/12
j	BROWN CAPITAL SMALL COMPANY FUND	P	01/01/12	12/20/12
k	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	03/01/12
l	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	06/01/12
m	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	09/04/12
n	MONDRIAN EMERGING MARKETS EQUITY FUND	P	08/31/05	12/03/12
o	BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND	P	01/01/12	12/31/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	23,546.		16,153.	7,393.
b	176,104.		134,058.	42,046.
c	38,318.		28,435.	9,883.
d	95,854.		110,089.	-14,235.
e	25,966.		26,083.	-117.
f	26,020.		25,527.	493.
g	14,214.		13,439.	775.
h	14,551.		15,023.	-472.
i	150,492.		116,078.	34,414.
j	1,500,000.		562,161.	937,839.
k	7,742.		6,822.	920.
l	8,716.		9,103.	-387.
m	8,008.		7,817.	191.
n	8,621.		7,990.	631.
o	95,438.			95,438.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				7,393.
b				42,046.
c				9,883.
d				-14,235.
e				-117.
f				493.
g				775.
h				-472.
i				34,414.
j				937,839.
k				920.
l				-387.
m				191.
n				631.
o				95,438.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 } 2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8 } 3

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	EARNEST HARBOR SMALL CAP VALUE FUND	P	01/01/12	12/31/12
b	PIMCO TOTAL RETURN FUND	P	01/01/12	12/31/12
c	CLASS ACTION SETTLEMENTS	P	01/01/12	12/31/12
d	SB PARTNERS CAPITAL FUND, PARTIAL LIQUIDATION	P	01/01/12	12/31/12
e	BOOK ONLY GAIN ON INVESTMENTS	P	01/01/12	12/31/12
f	FLAG REAL ASSETS PARTNERS, L.P.	P	01/01/12	12/31/12
g	FLAG REAL ASSETS PARTNERS, L.P.	P	01/01/12	12/31/12
h	FLAG PRIVATE EQUITY III, L.P.	P	01/01/12	12/31/12
i	FLAG PRIVATE EQUITY III, L.P.	P	01/01/12	12/31/12
j	FLAG INTERNATIONAL PARTNERS, L.P.	P	01/01/12	12/31/12
k	FLAG INTERNATIONAL PARTNERS, L.P.	P	01/01/12	12/31/12
l	NORTHERN TRUST PRIVATE EQUITY FUND II, L.P.	P	01/01/12	12/31/12
m	NORTHERN TRUST PRIVATE EQUITY FUND II, L.P.	P	01/01/12	12/31/12
n	NORTHERN TRUST PRIVATE EQUITY FUND III, L.P.	P	01/01/12	12/31/12
o	NORTHERN TRUST PRIVATE EQUITY FUND III, L.P.	P	01/01/12	12/31/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	47,043.			47,043.
b	91,662.			91,662.
c	2,425.			2,425.
d	855,861.			855,861.
e	100,042.		100,042.	0.
f	5,135.			5,135.
g	50,065.			50,065.
h	-858.			-858.
i	215,139.			215,139.
j	-3,043.			-3,043.
k	84,683.			84,683.
l	445.			445.
m	125,766.			125,766.
n	1,408.			1,408.
o	90,358.			90,358.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				47,043.
b				91,662.
c				2,425.
d				855,861.
e				0.
f				5,135.
g				50,065.
h				-858.
i				215,139.
j				-3,043.
k				84,683.
l				445.
m				125,766.
n				1,408.
o				90,358.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	P	01/01/12	12/31/12
b	MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	P	01/01/12	12/31/12
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	-45,264.			-45,264.
b	49,170.			49,170.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-45,264.
b				49,170.
c				
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	4,437,203.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABBOTT LABORATORIES			PURCHASED	09/26/11	09/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
172,011.	126,352.	0.	0.	45,659.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ABB, LTD. ADR			PURCHASED	08/15/08	02/16/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,757.	132,675.	0.	0.	-10,918.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APPLE INC.			PURCHASED	07/01/09	03/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,895.	10,717.	0.	0.	35,178.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APPLE INC.	PURCHASED	07/01/09	08/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,711.	7,144.	0.	0.	26,567.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CARDINAL HEALTH, INC.	PURCHASED	11/07/11	08/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118,600.	132,476.	0.	0.	-13,876.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CELGENE CORP.	PURCHASED	07/27/09	03/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,925.	27,602.	0.	0.	11,323.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DANAHER CORP.	PURCHASED	01/29/03	09/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
54,331.	15,153.	0.	0.	39,178.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIRECTV, CLASS A	PURCHASED	01/04/11	01/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
168,866.	164,000.	0.	0.	4,866.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EMC CORP.	PURCHASED	10/19/10	11/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,399.	41,640.	0.	0.	6,759.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXXON MOBIL CORP.	PURCHASED	08/30/11	08/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,964.	36,765.	0.	0.	7,199.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GILEAD SCIENCES INC.	PURCHASED	03/23/04	11/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
74,441.	13,055.	0.	0.	61,386.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERCONTINENTALEXCHANGE INC.	PURCHASED	11/17/10	01/10/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,386.	68,746.	0.	0.	-6,360.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JOHNSON & JOHNSON	PURCHASED	08/10/11	02/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
163,347.	151,043.	0.	0.	12,304.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JOHNSON CONTROLS INC.	PURCHASED	07/20/09	01/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
130,573.	92,638.	0.	0.	37,935.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MCDONALD'S INC.	PURCHASED	07/20/09	01/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,574.	31,087.	0.	0.	19,487.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MCDONALD'S INC.	PURCHASED	07/07/09	08/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
133,857.	87,199.	0.	0.	46,658.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OCCIDENTAL PETROLEUM CORP.	PURCHASED	05/28/10	12/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
133,729.	146,514.	0.	0.	-12,785.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SUNCOR ENERGY INC.	PURCHASED	05/26/11	08/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
127,386.	166,074.	0.	0.	-38,688.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED PARCEL SERVICE, INC., CLASS B	PURCHASED	07/27/09	09/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
36,759.	27,054.	0.	0.	9,705.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
YUM BRANDS INC.	PURCHASED	06/23/10	08/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
127,874.	83,080.	0.	0.	44,794.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AFFILIATED MANAGERS GROUP INC.	PURCHASED	09/27/05	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
108,290.	40,297.	0.	0.	67,993.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AIRGAS INC.	PURCHASED	03/31/11	01/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,111.	17,737.	0.	0.	3,374.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AIRGAS INC.	PURCHASED	01/06/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93,153.	72,047.	0.	0.	21,106.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALLIED WORLD ASSURANCE CO. HOLDINGS	PURCHASED	06/29/09	06/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,678.	15,307.	0.	0.	7,371.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ALLIED WORLD ASSURANCE CO. HOLDINGS	PURCHASED	02/23/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
107,944.	53,489.	0.	0.	54,455.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERISOURCEBERGEN CORP.	PURCHASED	12/17/07	02/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,753.	4,322.	0.	0.	3,431.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERISOURCEBERGEN CORP.	PURCHASED	12/17/07	04/25/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,666.	8,994.	0.	0.	6,672.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERISOURCEBERGEN CORP.	PURCHASED	12/14/07	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,567.	40,746.	0.	0.	32,821.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ANSYS INC.	PURCHASED	09/14/09	02/22/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,149.	7,025.	0.	0.	5,124.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ANSYS INC.	PURCHASED	09/14/09	04/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,339.	7,670.	0.	0.	5,669.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ANSYS INC.	PURCHASED	09/14/09	05/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,098.	21,454.	0.	0.	13,644.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AVNET INC.	PURCHASED	06/17/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,115.	58,417.	0.	0.	21,698.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BEAM INC.	PURCHASED	08/11/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,015.	90,607.	0.	0.	32,408.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BRINKS CO.	PURCHASED	02/05/12	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,150.	93,025.	0.	0.	-5,875.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CBS CORP., CLASS B	PURCHASED	01/11/11	04/30/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,236.	4,826.	0.	0.	3,410.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CBS CORP., CLASS B	PURCHASED	12/22/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106,433.	63,862.	0.	0.	42,571.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CITY NATIONAL CORP.	PURCHASED	02/20/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,583.	59,003.	0.	0.	24,580.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DENTSPLY INTERNATIONAL INC.	PURCHASED	02/29/08	04/30/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,217.	9,750.	0.	0.	467.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DENTSPLY INTERNATIONAL INC.	PURCHASED	03/05/08	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,977.	77,513.	0.	0.	3,464.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EASTMAN CHEMICAL CO.	PURCHASED	09/20/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,107.	68,470.	0.	0.	19,637.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FIRST NIAGARA FINANCIAL GROUP	PURCHASED	12/20/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
76,504.	126,675.	0.	0.	-50,171.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FISERV INC.	PURCHASED	09/24/07	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
94,783.	66,236.	0.	0.	28,547.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FORTUNE BRANDS HOME & SECURITY INC.	PURCHASED	08/11/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
91,299.	67,094.	0.	0.	24,205.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HANESBRANDS INC.	PURCHASED	11/30/06	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
121,418.	82,011.	0.	0.	39,407.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HEINZ (H. J.) CO.	PURCHASED	03/08/06	01/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,241.	9,446.	0.	0.	2,795.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HEINZ (H. J.) CO.	PURCHASED	03/08/06	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,364.	50,196.	0.	0.	21,168.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERNATIONAL GAME TECHNOLOGY	PURCHASED	04/13/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
68,879.	60,287.	0.	0.	8,592.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERPUBLIC GROUP COMPANIES INC.	PURCHASED	07/06/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
104,722.	80,809.	0.	0.	23,913.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INVESCO LTD.	PURCHASED	12/29/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,672.	81,841.	0.	0.	4,831.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JONES LANG LASALLE INC.	PURCHASED	12/14/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
67,220.	62,545.	0.	0.	4,675.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MANPOWER INC.	PURCHASED	07/25/08	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
46,358.	60,335.	0.	0.	-13,977.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OMNICOM GROUP INC.	PURCHASED	10/04/05	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70,687.	59,331.	0.	0.	11,356.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PLAINS EXPLORATION & PRODUCTION CO.	PURCHASED	12/02/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
71,172.	77,411.	0.	0.	-6,239.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRICE (T. ROWE) GROUP INC.	PURCHASED	09/27/05	01/27/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,331.	7,571.	0.	0.	6,760.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PRICE (T. ROWE) GROUP INC.	PURCHASED	09/27/05	02/01/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,621.	16,366.	0.	0.	17,255.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PVH CORP.	PURCHASED	03/23/10	01/24/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,805.	12,729.	0.	0.	5,076.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PVH CORP.	PURCHASED	03/15/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,633.	34,891.	0.	0.	15,742.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
QUANTA SERVICES INC.	PURCHASED	05/17/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
127,527.	114,226.	0.	0.	13,301.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
REPUBLIC SERVICES INC.	PURCHASED	05/02/11	05/24/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,675.	13,846.	0.	0.	-2,171.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
REPUBLIC SERVICES INC.	PURCHASED	09/27/05	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,805.	76,451.	0.	0.	3,354.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROCKWELL COLLINS INC.	PURCHASED	03/29/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
86,226.	106,478.	0.	0.	-20,252.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ROYAL CARIBBEAN CRUISES	PURCHASED	04/22/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
69,775.	56,506.	0.	0.	13,269.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SMUCKER (J. M.) CO.	PURCHASED	09/29/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
65,559.	65,154.	0.	0.	405.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SNAP-ON INC.	PURCHASED	02/14/08	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
118,156.	83,506.	0.	0.	34,650.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SUPERIOR ENERGY SERVICES INC.	PURCHASED	12/20/07	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,983.	83,049.	0.	0.	-10,066.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SYMANTEC CORP.	PURCHASED	11/17/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
72,111.	88,483.	0.	0.	-16,372.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THERMO FISHER CORP.	PURCHASED	11/18/08	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
77,660.	54,605.	0.	0.	23,055.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THOMAS & BETTS CORP.	PURCHASED	03/27/10	02/10/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,149.	43,888.	0.	0.	34,261.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THOMAS & BETTS CORP.	PURCHASED	03/16/10	02/24/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,927.	4,824.	0.	0.	4,103.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
THOMAS & BETTS CORP.	PURCHASED	03/16/10	02/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,136.	23,989.	0.	0.	21,147.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TIFFANY & CO.	PURCHASED	01/26/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
48,227.	30,681.	0.	0.	17,546.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TORCHMARK CORP.	PURCHASED	09/28/09	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
113,301.	69,447.	0.	0.	43,854.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UGI CORP.	PURCHASED	02/02/12	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,725.	83,461.	0.	0.	4,264.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WILLIS GROUP HOLDINGS	PURCHASED	08/17/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,225.	89,716.	0.	0.	-1,491.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WISCONSIN ENERGY	PURCHASED	08/31/10	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,563.	61,062.	0.	0.	23,501.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WGL HOLDINGS INC.	PURCHASED	07/19/11	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
83,851.	82,336.	0.	0.	1,515.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
XL GROUP PLC	PURCHASED	05/11/12	06/29/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
57,312.	59,583.	0.	0.	-2,271.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	09/26/11	03/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,080.	28,167.	0.	0.	-1,087.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	09/26/11	03/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,988.	24,117.	0.	0.	-129.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	07/14/11	04/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,394.	28,679.	0.	0.	715.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	07/14/11	04/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,654.	14,224.	0.	0.	430.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	06/29/11	05/09/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,491.	13,020.	0.	0.	471.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	06/29/11	05/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,782.	16,422.	0.	0.	1,360.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	06/29/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,021.	5,865.	0.	0.	156.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	06/29/11	06/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,793.	18,673.	0.	0.	120.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ACTIVISION BLIZZARD INC.	PURCHASED	08/05/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,993.	25,378.	0.	0.	-385.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ADVANCE AUTO PARTS INC.	PURCHASED	12/12/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,310.	28,793.	0.	0.	517.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ADVANCE AUTO PARTS INC.	PURCHASED	12/12/11	06/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,288.	13,839.	0.	0.	449.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ADVANCE AUTO PARTS INC.	PURCHASED	12/14/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,527.	20,504.	0.	0.	-977.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AGCO CORP.	PURCHASED	04/26/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63,563.	82,360.	0.	0.	-18,797.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN INTERNATIONAL GROUP INC.	PURCHASED	04/04/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
93,412.	98,335.	0.	0.	-4,923.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMERICAN WATER WORKS CO. INC.	PURCHASED	06/06/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,301.	31,484.	0.	0.	-1,183.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AMSURG CORP.	PURCHASED	06/06/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,237.	27,505.	0.	0.	1,732.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARKANSAS BEST CORP.	PURCHASED	07/15/11	02/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,533.	10,534.	0.	0.	-3,001.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ARKANSAS BEST CORP.	PURCHASED	07/14/11	02/03/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,995.	23,157.	0.	0.	-6,162.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AT&T INC.	PURCHASED	05/03/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112,031.	106,933.	0.	0.	5,098.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AVIS BUDGET GROUP INC.	PURCHASED	02/09/11	02/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,997.	16,907.	0.	0.	-2,910.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AVIS BUDGET GROUP INC.	PURCHASED	02/23/11	02/21/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,963.	31,964.	0.	0.	-5,001.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AVIS BUDGET GROUP INC.	PURCHASED	02/23/11	02/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,465.	7,559.	0.	0.	-1,094.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AVIS BUDGET GROUP INC.	PURCHASED	01/28/11	02/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,076.	30,944.	0.	0.	-3,868.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
AVIS BUDGET GROUP INC.	PURCHASED	01/28/11	03/01/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,266.	31,626.	0.	0.	-360.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAKER HUGHES, INC.	PURCHASED	02/16/11	02/10/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,273.	20,942.	0.	0.	-6,669.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BAKER HUGHES, INC.	PURCHASED	02/16/11	02/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,855.	34,746.	0.	0.	-10,891.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BB&T CORP.	PURCHASED	04/18/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,988.	115,618.	0.	0.	-5,630.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CA INC.	PURCHASED	02/15/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
87,108.	92,095.	0.	0.	-4,987.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL ONE FINANCIAL	PURCHASED	04/27/11	03/26/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,413.	11,006.	0.	0.	407.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL ONE FINANCIAL	PURCHASED	04/27/11	05/09/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,734.	11,006.	0.	0.	-272.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL ONE FINANCIAL	PURCHASED	04/27/11	05/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,139.	5,503.	0.	0.	-364.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL ONE FINANCIAL	PURCHASED	05/02/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
35,422.	38,479.	0.	0.	-3,057.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL ONE FINANCIAL	PURCHASED	04/26/11	06/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,783.	16,365.	0.	0.	-582.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL ONE FINANCIAL	PURCHASED	03/30/11	06/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
32,581.	32,293.	0.	0.	288.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL ONE FINANCIAL	PURCHASED	03/29/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
157,240.	150,811.	0.	0.	6,429.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CELGENE CORP.	PURCHASED	12/08/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,897.	82,757.	0.	0.	-2,860.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHEVRON CORP.	PURCHASED	03/17/11	02/09/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,661.	10,193.	0.	0.	468.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHEVRON CORP.	PURCHASED	05/30/08	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
214,165.	182,944.	0.	0.	31,221.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHICAGO BRIDGE & IRON CO. ADR	PURCHASED	01/19/10	03/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,382.	9,397.	0.	0.	7,985.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHICAGO BRIDGE & IRON CO. ADR	PURCHASED	04/14/10	03/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,667.	12,357.	0.	0.	11,310.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHICAGO BRIDGE & IRON CO. ADR	PURCHASED	01/14/10	03/30/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,657.	4,622.	0.	0.	4,035.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CHICAGO BRIDGE & IRON CO. ADR	PURCHASED	01/14/10	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,798.	10,794.	0.	0.	6,004.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIGNA CORPORATION	PURCHASED	08/30/11	02/03/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,603.	60,590.	0.	0.	-3,987.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIGNA CORPORATION	PURCHASED	10/14/11	02/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,126.	17,833.	0.	0.	-707.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIGNA CORPORATION	PURCHASED	09/27/11	04/10/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,474.	8,871.	0.	0.	603.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIGNA CORPORATION	PURCHASED	09/27/11	04/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,505.	12,611.	0.	0.	1,894.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIGNA CORPORATION	PURCHASED	10/04/11	05/03/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,996.	27,778.	0.	0.	4,218.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CIT GROUP INC.	PURCHASED	10/25/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
141,334.	154,758.	0.	0.	-13,424.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMCAST CORP., CLASS A	PURCHASED	03/31/11	02/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,889.	9,902.	0.	0.	1,987.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMCAST CORP., CLASS A	PURCHASED	03/31/11	06/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,003.	2,476.	0.	0.	527.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMCAST CORP., CLASS A	PURCHASED	01/20/11	06/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,689.	14,448.	0.	0.	4,241.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMCAST CORP., CLASS A	PURCHASED	12/09/10	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
251,822.	176,545.	0.	0.	75,277.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COMERICA, INC.	PURCHASED	10/21/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
88,323.	78,508.	0.	0.	9,815.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COVENTRY HEALTH CARE	PURCHASED	01/19/11	02/09/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,200.	12,010.	0.	0.	190.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COVENTRY HEALTH CARE	PURCHASED	12/02/10	04/30/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,969.	23,931.	0.	0.	3,038.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COVENTRY HEALTH CARE	PURCHASED	12/01/10	05/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
33,386.	28,961.	0.	0.	4,425.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
COVIDIEN PLC	PURCHASED	12/22/10	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
114,162.	102,078.	0.	0.	12,084.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CVS CAREMARK CORP.	PURCHASED	06/06/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
73,061.	71,834.	0.	0.	1,227.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DELPHI AUTOMOTIVE PLC	PURCHASED	11/17/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,467.	23,898.	0.	0.	3,569.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIRECTV, CLASS A	PURCHASED	12/01/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,218.	14,380.	0.	0.	-1,162.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DIRECTV, CLASS A	PURCHASED	10/06/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,495.	52,230.	0.	0.	4,265.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISCOVER FINANCIAL SERVICES	PURCHASED	07/15/08	03/26/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,762.	2,722.	0.	0.	4,040.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISCOVER FINANCIAL SERVICES	PURCHASED	07/15/08	05/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,613.	5,389.	0.	0.	8,224.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISCOVER FINANCIAL SERVICES	PURCHASED	05/08/10	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,444.	20,177.	0.	0.	30,267.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISCOVER FINANCIAL SERVICES	PURCHASED	04/24/09	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
199,849.	60,097.	0.	0.	139,752.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
DISNEY (WALT) CO.	PURCHASED	03/07/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
123,060.	112,127.	0.	0.	10,933.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EATON CORP.	PURCHASED	10/26/07	02/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,874.	9,244.	0.	0.	630.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EATON CORP.	PURCHASED	10/26/07	02/03/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,286.	13,866.	0.	0.	1,420.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EATON CORP.	PURCHASED	10/26/07	02/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,750.	27,733.	0.	0.	3,017.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EATON CORP.	PURCHASED	10/26/07	02/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,102.	4,622.	0.	0.	480.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EATON CORP.	PURCHASED	10/26/07	02/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,737.	13,866.	0.	0.	1,871.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EATON CORP.	PURCHASED	10/26/07	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,889.	26,086.	0.	0.	-197.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EBAY INC.	PURCHASED	06/02/09	03/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,967.	10,689.	0.	0.	4,278.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EBAY INC.	PURCHASED	12/18/08	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
104,758.	40,439.	0.	0.	64,319.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ERICSSON	PURCHASED	05/11/11	01/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,026.	3,055.	0.	0.	-1,029.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ERICSSON	PURCHASED	05/11/11	01/24/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,058.	4,582.	0.	0.	-1,524.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ERICSSON	PURCHASED	05/11/11	01/26/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,490.	21,384.	0.	0.	-8,894.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ERICSSON	PURCHASED	05/11/11	01/27/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,713.	18,209.	0.	0.	-7,496.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ERICSSON	PURCHASED	05/12/11	02/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,610.	27,214.	0.	0.	-10,604.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXXON MOBIL CORP.	PURCHASED	10/26/07	02/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,961.	18,424.	0.	0.	-1,463.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EXXON MOBIL CORP.	PURCHASED	12/22/10	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
90,524.	85,595.	0.	0.	4,929.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GENERAL CABLE CORP.	PURCHASED	11/02/11	01/03/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,036.	3,705.	0.	0.	331.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GENERAL ELECTRIC CO.	PURCHASED	11/06/09	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
173,359.	145,790.	0.	0.	27,569.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GOLDMAN SACHS GROUP	PURCHASED	02/03/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
55,211.	70,625.	0.	0.	-15,414.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HALLIBURTON CO.	PURCHASED	02/17/11	03/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,397.	28,693.	0.	0.	-8,296.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HALLIBURTON CO.	PURCHASED	02/16/11	03/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,289.	14,276.	0.	0.	-3,987.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HALLIBURTON CO.	PURCHASED	02/16/11	03/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,377.	29,042.	0.	0.	-5,665.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HARLEY DAVIDSON	PURCHASED	10/14/11	03/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,889.	7,529.	0.	0.	2,360.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HARLEY DAVIDSON	PURCHASED	11/18/10	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
136,014.	103,817.	0.	0.	32,197.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HEALTH MANAGEMENT ASSOCIATES INC.	PURCHASED	03/22/10	01/12/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,859.	35,984.	0.	0.	-12,125.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HEALTH MANAGEMENT ASSOCIATES INC.	PURCHASED	03/24/10	01/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,809.	20,832.	0.	0.	-7,023.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HEALTH MANAGEMENT ASSOCIATES INC.	PURCHASED	03/19/10	01/17/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,564.	10,755.	0.	0.	-3,191.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HEALTH MANAGEMENT ASSOCIATES INC.	PURCHASED	03/19/10	01/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,276.	7,146.	0.	0.	-1,870.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HELEN TROY LTD.	PURCHASED	02/01/12	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,326.	6,713.	0.	0.	-387.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
HELEN TROY LTD.	PURCHASED	01/23/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,873.	25,863.	0.	0.	10.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INSPERITY INC.	PURCHASED	07/07/11	05/16/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,205.	6,348.	0.	0.	-1,143.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INSPERITY INC.	PURCHASED	07/08/11	05/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,025.	6,309.	0.	0.	-1,284.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INSPERITY INC.	PURCHASED	07/06/11	05/21/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,070.	6,159.	0.	0.	-1,089.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INSPERITY INC.	PURCHASED	12/15/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,035.	4,978.	0.	0.	57.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERNATIONAL BUSINESS MACHINES CORP.	PURCHASED	10/26/07	03/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,464.	11,316.	0.	0.	9,148.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERNATIONAL BUSINESS MACHINES CORP.	PURCHASED	10/26/07	04/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,987.	2,263.	0.	0.	1,724.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERNATIONAL BUSINESS MACHINES CORP.	PURCHASED	10/26/07	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,827.	65,631.	0.	0.	44,196.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
INTERNATIONAL GAME TECHNOLOGY	PURCHASED	05/15/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
42,784.	41,649.	0.	0.	1,135.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J2 GLOBAL INC.	PURCHASED	02/09/11	01/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,059.	13,725.	0.	0.	-666.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J2 GLOBAL INC.	PURCHASED	02/09/11	01/12/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,576.	5,769.	0.	0.	-193.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
J2 GLOBAL INC.	PURCHASED	02/09/11	01/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,093.	9,305.	0.	0.	-212.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JOHNSON & JOHNSON	PURCHASED	06/13/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79,875.	77,860.	0.	0.	2,015.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JPMORGAN CHASE & CO.	PURCHASED	02/05/09	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,532.	21,141.	0.	0.	10,391.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
KORN/FERRY INTERNATIONAL	PURCHASED	08/31/11	01/03/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,061.	4,623.	0.	0.	438.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LIFEPOINT HOSPITALS INC.	PURCHASED	06/15/11	02/21/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,864.	31,524.	0.	0.	-660.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LORILLARD INC.	PURCHASED	03/06/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
78,463.	78,353.	0.	0.	110.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LYONDELLBASELL INDUSTRIES, CLASS A	PURCHASED	11/24/10	01/23/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,866.	4,930.	0.	0.	2,936.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LYONDELLBASELL INDUSTRIES, CLASS A	PURCHASED	11/24/10	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,350.	31,826.	0.	0.	17,524.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MACY'S INC.	PURCHASED	07/08/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
89,320.	81,419.	0.	0.	7,901.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MCKESSON CORP.	PURCHASED	06/14/11	06/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,806.	8,452.	0.	0.	354.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MCKESSON CORP.	PURCHASED	06/14/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,840.	89,165.	0.	0.	12,675.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MERCK & CO. INC.	PURCHASED	06/07/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
56,343.	53,887.	0.	0.	2,456.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MOTOROLA SOLUTIONS INC.	PURCHASED	12/29/11	06/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,144.	13,985.	0.	0.	159.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MOTOROLA SOLUTIONS INC.	PURCHASED	06/21/11	06/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,730.	9,307.	0.	0.	423.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MOTOROLA SOLUTIONS INC.	PURCHASED	06/14/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
102,044.	101,491.	0.	0.	553.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MYLAN INC.	PURCHASED	11/10/11	04/12/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,656.	13,850.	0.	0.	1,806.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MYLAN INC.	PURCHASED	11/10/11	04/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,440.	12,866.	0.	0.	2,574.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MYLAN INC.	PURCHASED	11/10/11	04/19/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,088.	11,028.	0.	0.	2,060.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MYRIAD GENETICS INC.	PURCHASED	01/03/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
103,828.	104,238.	0.	0.	-410.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NCR CORP.	PURCHASED	07/25/11	06/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,038.	2,076.	0.	0.	-38.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NCR CORP.	PURCHASED	07/22/11	06/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,497.	12,405.	0.	0.	92.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NCR CORP.	PURCHASED	07/22/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
152,814.	133,607.	0.	0.	19,207.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NEWS CORP., CLASS A	PURCHASED	12/05/11	04/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,343.	15,980.	0.	0.	1,363.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NEWS CORP., CLASS A	PURCHASED	09/21/11	05/09/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,410.	11,984.	0.	0.	1,426.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NEWS CORP., CLASS A	PURCHASED	09/21/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,547.	9,854.	0.	0.	1,693.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NEWS CORP., CLASS A	PURCHASED	09/06/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
134,109.	97,727.	0.	0.	36,382.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NORTHWESTERN CORP.	PURCHASED	06/06/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,530.	14,413.	0.	0.	117.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NU SKIN ENTERPRISES INC., CLASS A	PURCHASED	05/04/11	05/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
21,452.	17,643.	0.	0.	3,809.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OM GROUP INC.	PURCHASED	10/26/11	05/04/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,644.	31,390.	0.	0.	-5,746.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OMNICARE INC.	PURCHASED	02/17/12	06/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,299.	17,448.	0.	0.	-2,149.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OMNICARE INC.	PURCHASED	02/17/12	06/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,201.	10,432.	0.	0.	-1,231.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OMNICARE INC.	PURCHASED	02/02/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
192,824.	208,634.	0.	0.	-15,810.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OMNICOM GROUP INC.	PURCHASED	06/02/09	03/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,951.	17,369.	0.	0.	2,582.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OMNICOM GROUP INC.	PURCHASED	06/02/09	06/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,770.	3,221.	0.	0.	1,549.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
OMNICOM GROUP INC.	PURCHASED	02/09/09	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
106,595.	61,184.	0.	0.	45,411.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
REGAL ENTERTAINMENT GROUP, CLASS A	PURCHASED	04/10/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,134.	62,961.	0.	0.	-827.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIGNET JEWELERS LTD.	PURCHASED	01/03/11	05/08/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,200.	8,748.	0.	0.	452.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIGNET JEWELERS LTD.	PURCHASED	01/03/11	06/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,003.	13,057.	0.	0.	-54.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIGNET JEWELERS LTD.	PURCHASED	01/03/11	06/13/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,825.	13,050.	0.	0.	-225.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIGNET JEWELERS LTD.	PURCHASED	12/15/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,541.	17,244.	0.	0.	-703.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIRIUS XM RADIO INC.	PURCHASED	09/15/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
22,520.	22,088.	0.	0.	432.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SIRIUS XM RADIO INC.	PURCHASED	09/14/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
101,198.	95,157.	0.	0.	6,041.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SLM CORP.	PURCHASED	02/08/11	04/04/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,452.	14,816.	0.	0.	636.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SLM CORP.	PURCHASED	02/08/11	05/11/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,122.	4,445.	0.	0.	-323.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SLM CORP.	PURCHASED	08/26/11	06/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,114.	18,987.	0.	0.	1,127.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SUN TRUST BANKS, INC.	PURCHASED	11/08/11	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
109,533.	104,040.	0.	0.	5,493.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TARGET CORP.	PURCHASED	06/06/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
80,004.	80,580.	0.	0.	-576.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TESORO CORP.	PURCHASED	08/26/11	01/31/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,019.	13,215.	0.	0.	1,804.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TESORO CORP.	PURCHASED	08/26/11	02/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,626.	4,405.	0.	0.	1,221.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TESORO CORP.	PURCHASED	08/26/11	03/30/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,365.	4,405.	0.	0.	960.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TESORO CORP.	PURCHASED	08/26/11	04/10/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,996.	15,418.	0.	0.	1,578.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TEXTRON, INC.	PURCHASED	03/13/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,432.	27,650.	0.	0.	-4,218.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
TYCO INTERNATIONAL LTD.	PURCHASED	06/06/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,354.	26,418.	0.	0.	-1,064.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED TECHNOLOGIES	PURCHASED	10/26/07	03/01/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,808.	15,051.	0.	0.	1,757.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED TECHNOLOGIES	PURCHASED	10/26/07	04/18/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,126.	7,525.	0.	0.	601.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED TECHNOLOGIES	PURCHASED	10/26/07	04/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24,280.	22,577.	0.	0.	1,703.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED TECHNOLOGIES	PURCHASED	10/26/07	05/16/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,467.	7,526.	0.	0.	-59.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED TECHNOLOGIES	PURCHASED	10/26/07	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,313.	7,526.	0.	0.	-213.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITED TECHNOLOGIES	PURCHASED	10/26/07	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
107,789.	98,307.	0.	0.	9,482.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITEDHEALTH GROUP INC.	PURCHASED	11/11/10	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,193.	13,465.	0.	0.	3,728.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
UNITEDHEALTH GROUP INC.	PURCHASED	02/04/09	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
187,481.	82,740.	0.	0.	104,741.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VALUECLICK INC.	PURCHASED	02/25/11	03/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,122.	10,729.	0.	0.	3,393.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VALUECLICK INC.	PURCHASED	02/25/11	04/04/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,759.	12,016.	0.	0.	3,743.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VALUECLICK INC.	PURCHASED	02/25/11	05/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,656.	7,510.	0.	0.	1,146.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VALUECLICK INC.	PURCHASED	02/25/11	06/06/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
41,675.	35,919.	0.	0.	5,756.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VALUECLICK INC.	PURCHASED	02/28/11	06/12/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,158.	11,843.	0.	0.	1,315.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	09/16/10	01/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,530.	21,170.	0.	0.	7,360.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	09/16/10	01/24/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,792.	3,478.	0.	0.	1,314.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	09/19/10	01/25/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,679.	6,957.	0.	0.	2,722.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	05/14/10	02/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,666.	10,121.	0.	0.	4,545.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	05/14/10	02/15/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,475.	13,494.	0.	0.	5,981.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	05/14/10	03/01/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,540.	10,121.	0.	0.	4,419.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	05/14/10	03/07/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,218.	10,121.	0.	0.	4,097.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VIACOM INC., CLASS B	PURCHASED	05/14/10	04/02/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
23,546.	16,153.	0.	0.	7,393.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WELLS FARGO & CO.	PURCHASED	10/09/08	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
176,104.	134,058.	0.	0.	42,046.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESCO INTERNATIONAL INC.	PURCHASED	09/27/10	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
38,318.	28,435.	0.	0.	9,883.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESTERN UNION CO.	PURCHASED	01/12/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95,854.	110,089.	0.	0.	-14,235.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
YAHOO INC.	PURCHASED	05/16/12	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,966.	26,083.	0.	0.	-117.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ZIONS BANCORP	PURCHASED	01/26/10	04/25/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
26,020.	25,527.	0.	0.	493.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ZIONS BANCORP	PURCHASED	01/26/10	04/30/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,214.	13,439.	0.	0.	775.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ZIONS BANCORP	PURCHASED	10/19/09	06/14/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,551.	15,023.	0.	0.	-472.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
ZIONS BANCORP	PURCHASED	05/28/09	06/28/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150,492.	116,078.	0.	0.	34,414.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN CAPITAL SMALL COMPANY FUND	PURCHASED	01/01/12	12/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,500,000.	562,161.	0.	0.	937,839.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	03/01/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,742.	6,822.	0.	0.	920.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	06/01/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,716.	9,103.	0.	0.	-387.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	09/04/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,008.	7,817.	0.	0.	191.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND	PURCHASED	08/31/05	12/03/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,621.	7,990.	0.	0.	631.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BROWN CAPITAL MANAGEMENT SMALL COMPANY FUND	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
95,438.	0.	0.	0.	95,438.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
EARNEST HARBOR SMALL CAP VALUE FUND	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
47,043.	0.	0.	0.	47,043.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PIMCO TOTAL RETURN FUND	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
91,662.	0.	0.	0.	91,662.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENTS	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,425.	0.	0.	0.	2,425.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SB PARTNERS CAPITAL FUND, PARTIAL LIQUIDATION	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
855,861.	0.	0.	0.	855,861.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
BOOK ONLY GAIN ON INVESTMENTS	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,042.	0.	0.	0.	100,042.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG REAL ASSETS PARTNERS, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,135.	5,135.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG REAL ASSETS PARTNERS, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,065.	50,065.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG PRIVATE EQUITY III, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-858.	-858.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG PRIVATE EQUITY III, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
215,139.	215,139.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG INTERNATIONAL PARTNERS, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-3,043.	-3,043.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
FLAG INTERNATIONAL PARTNERS, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
84,683.	84,683.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NORTHERN TRUST PRIVATE EQUITY FUND II, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
445.	445.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NORTHERN TRUST PRIVATE EQUITY FUND II, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
125,766.	125,766.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NORTHERN TRUST PRIVATE EQUITY FUND III, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,408.	1,408.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
NORTHERN TRUST PRIVATE EQUITY FUND III, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
90,358.	90,358.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
-45,264.	-45,264.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MONDRIAN EMERGING MARKETS EQUITY FUND, L.P.	PURCHASED	01/01/12	12/31/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,170.	49,170.	0.	0.	0.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	3,964,241.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
NOW INTEREST	336.
OTHER INTEREST	35.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	371.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLAIR	147,781.	0.	147,781.
BROWN CAPITAL SMALL COMPANY FUND	4,861.	0.	4,861.
CHANNING	73,739.	0.	73,739.
EARNEST	37,931.	0.	37,931.
MONDRIAN EMERGING MARKETS EQUITY	102,995.	0.	102,995.
MSCI EAFE INDEX FUND	112,740.	0.	112,740.
PALISADES	112,904.	0.	112,904.
PIMCO	505,079.	0.	505,079.
TOTAL TO FM 990-PF, PART I, LN 4	1,098,030.	0.	1,098,030.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SB PARTNERS CAPITAL FUND, L.P.	0.	-4,647.	
FLAG REAL ASSETS PARTNERS, L.P.	0.	-10,117.	
FLAG PRIVATE EQUITY III, L.P.	0.	9,903.	
FLAG INTERNATIONAL PARTNERS, L.P.	0.	-759.	
NORTHERN TRUST PRIVATE EQUITY FUND II, L.P.	0.	-17,446.	
NORTHERN TRUST PRIVATE EQUITY FUND III, L.P.	0.	-31,645.	
MONDRIAN EMERGING MARKETS EQUITY FUND	0.	-8,294.	
RELIABLE WATER SERVICES, LLC	0.	1.	
INCOME FROM LLC	5,559.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,559.	-63,004.	

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,714.	0.		3,714.
TO FM 990-PF, PG 1, LN 16A	3,714.	0.		3,714.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND TAX RETURN PREPARATION FEES	26,105.	0.		26,105.
TO FORM 990-PF, PG 1, LN 16B	26,105.	0.		26,105.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	33,128.	33,128.		0.
INVESTMENT ADVISORY FEES	67,093.	67,093.		0.
CUSTODIAL FEES	28,237.	28,237.		0.
INVESTMENT RISK/ANALYTIC SERVICES	116,047.	116,047.		0.
COMPUTER CONSULTANT FEES	10,800.	0.		10,800.
CONSULTANT FEES RELATED TO PROGRAM AND ADMINISTRATION	83,989.	0.		83,989.
TO FORM 990-PF, PG 1, LN 16C	339,294.	244,505.		94,789.

FORM 990-PF | TAXES | STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	86,200.	0.		0.
STATE UBIT	3,716.	0.		0.
FOREIGN TAXES	8,919.	8,919.		0.
FEDERAL UBIT	500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	99,335.	8,919.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	1,190.	0.		1,190.
BOOK, SUBSCRIPTIONS, ETC.	578.	0.		578.
COMPUTER RELATED EXPENSES	13,798.	0.		13,798.
DUES & MEMBERSHIPS	14,522.	0.		14,522.
EQUIPMENT RENTAL	8,154.	0.		8,154.
EQUIPMENT REPAIRS & MAINTENANCE	1,831.	0.		1,831.
FILING FEES	25.	0.		25.
PAYROLL PROCESSING FEES	2,191.	0.		2,191.
POSTAGE/COURIER SERVICES	1,553.	0.		1,553.
STORAGE	540.	0.		540.
SUPPLIES	4,137.	0.		4,137.
MISCELLANEOUS	5,435.	0.		5,435.
CONSULTANT'S REIMBURSEMENT EXPENSE	1,440.	0.		1,440.
FURNITURE AND EQUIPMENT PURCHASED	130.	0.		130.
TO FORM 990-PF, PG 1, LN 23	55,524.	0.		55,524.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABB LTD. ADR	0.	0.
ABBOTT LABORATORIES	0.	0.
ACCENTURE PLC, CLASS A	150,145.	291,935.
ACTIVISION BLIZZARD INC.	0.	0.
ADVANCE AUTO PARTS INC.	0.	0.
AFFILIATED MANAGERS GROUP INC.	0.	0.
AGCO CORP.	0.	0.
AIRGAS INC.	0.	0.
ALLERGAN INC.	239,554.	252,258.
ALLIED WORLD ASSURANCE COMPANY HOLDINGS	0.	0.
AMAZON.COM INC.	193,250.	251,140.
AMERICAN EXPRESS CO.	140,168.	201,180.
AMERISOURCEBERGEN CORP.	0.	0.
ANSYS INC.	0.	0.
APPLE INC.	163,758.	455,741.
ARKANSAS BEST CORP.	0.	0.
AVIS BUDGET GROUP INC.	0.	0.
AVNET INC.	0.	0.
BAKER HUGHES INC.	0.	0.
BEAM INC.	0.	0.
BRINKS CO.	0.	0.
BROADCOM CORP., CLASS A	136,434.	145,792.
CAPITAL ONE FINANCIAL	0.	0.
CARDINAL HEALTH INC.	0.	0.
CBS CORP., CLASS B	0.	0.
CELGENE CORP.	114,119.	162,950.
CHEVRON CORP.	242,037.	243,315.
CHICAGO BRIDGE & IRON	0.	0.
CIGNA CORP.	0.	0.
CIT GROUP INC.	0.	0.
CITRIX SYSTEMS INC.	186,698.	164,375.
CITY NATIONAL CORP.	0.	0.
COLGATE-PALMOLIVE CO.	234,140.	261,350.
COMCAST CORP., CLASS A	0.	0.
COMERICA INC.	0.	0.
COVENTRY HEALTH CARE INC.	0.	0.
COVIDIEN PLC DUBLIN SHARES	235,440.	259,830.
DANAHER CORP.	61,217.	225,836.
DELPHI AUTOMOTIVE PLC	0.	0.
DENTSPLY INTERNATIONAL INC.	0.	0.
DIRECTV, CLASS A	0.	0.
DISCOVER FINANCIAL SERVICES	0.	0.
DISCOVERY COMMUNICATIONS INC.	162,631.	278,677.
DISNEY (WALT) CO.	214,966.	248,950.
EASTMAN CHEMICAL CO.	0.	0.
EATON CORP.	0.	0.
EBAY INC.	146,692.	313,773.

EMC CORP.	95,772.	116,380.
ERICSSON (L. M.) TELEPHONE CO. ADR CLASS B	0.	0.
EXPRESS SCRIPTS, INC.	0.	0.
EXPRESS SCRIPTS HOLDING CO.	28,390.	237,060.
EXXON MOBIL CORP.	171,791.	217,241.
FASTENAL CO.	69,686.	245,589.
FIRST NIAGARA FINANCIAL GROUP	0.	0.
FISERV INC.	0.	0.
FORTUNE BRANDS HOME AND SECURITY INC.	0.	0.
GENERAL CABLE CORP.	0.	0.
GENERAL ELECTRIC CO.	0.	0.
GILEAD SCIENCES, INC.	42,691.	240,182.
GOOGLE INC., CLASS A	214,096.	248,279.
GRAINGER (W. W.) INC.	98,378.	242,844.
HALLIBURTON CO.	198,226.	173,450.
HANESBRANDS INC.	0.	0.
HARLEY DAVIDSON	0.	0.
HEALTH MANAGEMENT ASSOCIATES INC., CLASS A	0.	0.
HEINZ (H. J.) COMPANY	0.	0.
INSPERITY INC.	0.	0.
INTERCONTINENTALEXCHANGE INC.	111,669.	123,810.
INTERNATIONAL BUSINESS MACHINES CORP.	0.	0.
INTERNATIONAL GAME TECHNOLOGY	0.	0.
INTERPUBLIC GROUP COMPANIES, INC.	0.	0.
INVESCO LTD.	0.	0.
JACOBS ENERGY GROUP INC.	179,173.	170,280.
J2 GLOBAL COMMUNICATIONS INC.	0.	0.
JOHNSON & JOHNSON	0.	0.
JOHNSON CONTROLS INC.	0.	0.
JONES LANG LASALLE INC.	0.	0.
JPMORGAN CHASE & CO.	276,798.	307,790.
KORN/FERRY INTERNATIONAL	0.	0.
LIFEPOINT HOSPITALS INC.	0.	0.
LYONDELLBASELL INDUSTRIES, CLASS A	0.	0.
MACY'S INC.	0.	0.
MANPOWER INC.	0.	0.
MCCORMICK & CO. INC., NON-VOTING	210,392.	294,144.
MCDONALD'S CORP.	111,433.	172,009.
MCKESSON CORP.	0.	0.
MEAD JOHNSON NUTRITION	183,207.	231,274.
MICROSOFT CORP.	27,366.	282,001.
MONSANTO CO.	193,623.	255,555.
MOTOROLA SOLUTIONS INC.	0.	0.
MYLAN INC.	0.	0.
NATIONAL OILWELL VARCO	238,330.	205,050.
NCR CORP.	0.	0.
NEWS CORP., CLASS A	0.	0.
NIKE INC., CLASS B	200,898.	239,424.
NU SKIN ENTERPRISES INC., CLASS A	0.	0.
OCCIDENTAL PETROLEUM CORP.	0.	0.
OM GROUP INC.	0.	0.
OMNICOM GROUP INC.	0.	0.
PLAINS EXPLORATION & PRODUCTION CO.	0.	0.
PRAXAIR, INC.	122,418.	302,082.

WOODS FUND OF [illegible]CAGO 36-3917968

PRECISION CASTPARTS CORP.	209,345.	236,775.
PRICE (T. ROWE) GROUP INC.	0.	0.
PROCTER & GAMBLE CO.	225,156.	246,441.
PVH CORP. (FORMERLY PHILLIPS VAN HEUSEN CORP.)	0.	0.
QUALCOMM INC.	221,055.	359,096.
QUANTA SERVICES INC.	0.	0.
REPUBLIC SERVICES INC.	0.	0.
ROCKWELL COLLINS INC.	0.	0.
ROYAL CARIBBEAN CRUISES	0.	0.
SCHLUMBERGER LTD.	202,399.	216,878.
SIGNET JEWELERS LTD.	0.	0.
SIRIUS XM RADIO INC.	0.	0.
SLM CORPORATION	0.	0.
SMUCKER (J. M.) CO.	0.	0.
SNAP-ON INC.	0.	0.
STERICYCLE INC.	126,162.	139,905.
SUN TRUST BANKS INC.	0.	0.
SUNCOR ENERGY INC.	0.	0.
SUPERIOR ENERGY SERVICES, INC.	0.	0.
SYMANTEC CORP.	0.	0.
TESORO CORP.	0.	0.
TEVA PHARMACEUTICAL INDUSTRIES ADR	181,363.	131,063.
THERMO FISHER CORP.	0.	0.
THOMAS & BETTS CORP.	0.	0.
TIFFANY & CO.	0.	0.
TORCHMARK CORP.	0.	0.
UNION PACIFIC CORP.	145,122.	221,267.
UNITED PARCEL SERVICE INC., CLASS B	138,444.	189,486.
UNITED TECHNOLOGIES CORP.	0.	0.
UNITEDHEALTH GROUP INC.	0.	0.
VALUECLICK, INC.	0.	0.
V F CORP.	152,524.	150,970.
VIACOM INC., CLASS B	0.	0.
WELLS FARGO & CO.	0.	0.
WESCO INTERNATIONAL INC.	0.	0.
WGL HOLDINGS, INC.	0.	0.
WILLIS GROUP HOLDINGS	0.	0.
WISCONSIN ENERGY	0.	0.
YUM BRANDS INC.	130,126.	191,896.
ZIONS BANCORP	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,127,282.	10,145,323.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SB PARTNERS CAPITAL FUND	COST	0.	0.
NEIGHBORHOOD REJUVINATION PARTNERS	COST	1.	1.
NORTHERN TRUST PRIVATE EQUITY II, L.P.	COST	1,190,629.	1,190,629.
NORTHERN TRUST PRIVATE EQUITY III, L.P.	COST	1,243,283.	1,243,283.
FLAG INTERNATIONAL PARTNERS, L.P.	COST	685,747.	685,747.
FLAG PRIVATE EQUITY III, L.P.	COST	1,434,079.	1,434,079.
FLAG REAL ASSET PARTNERS, L.P.	COST	1,148,603.	1,148,603.
RELIABLE WATER SERVICES, LLC	COST	115,805.	115,805.
MONDRIAN EMERGING MARKETS EQUITY	FMV	3,311,947.	3,702,983.
AURORA OFFSHORE FUND LTD.	FMV	4,000,000.	5,157,656.
WILLIAM BLAIR BLUE TERRAIN TE	FMV	2,600,000.	3,290,270.
PIMCO TOTAL RETURN FUND	FMV	8,831,112.	9,394,485.
EARNEST HARBOR SMALL CAP VALUE FUND	FMV	3,606,846.	4,001,773.
BROWN CAPITAL SMALL COMPANY GROWTH FUND	FMV	1,387,780.	4,558,267.
ISHARES RUSSELL 1000 VALUE INDEX FUND	FMV	5,013,510.	5,536,942.
ISHARES RUSSELL MIDCAP VALUE FUND	FMV	3,249,407.	3,546,944.
MSCI EAFE INDEX FUND	FMV	3,068,503.	3,388,858.
TIFF SHORT-TERM BOND FUND	FMV	99,358.	99,358.
TOTAL TO FORM 990-PF, PART II, LINE 13		40,986,610.	48,495,683.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GRACE B. HOU 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	PRESIDENT 40.00	133,717.	0.	0.
JESUS G. GARCIA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	CHAIR AND DIRECTOR 5.00	0.	0.	0.
LEE BEY 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	5,000.	0.	0.
BETH E. RICHIE 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	VICE CHAIR AND DIRECTOR 5.00	5,000.	0.	0.
PATRICK MICHAEL SHEAHAN 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
LERRY KNOX 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
SUZANNE R. BOYLE 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	TREASURER 20.00	40,645.	2,032.	0.
DEBORAH D. CLARK 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	SECRETARY/GRANTS & OPERATI 40.00	57,777.	2,889.	0.
AMINA J. DICKERSON 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	5,000.	0.	0.
RICARDO ESTRADA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	0.	0.	0.
JOSINA W. MORITA 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	DIRECTOR 5.00	4,000.	0.	0.

CONSUELLA BROWN 35 E. WACKER DRIVE, SUITE 1760 CHICAGO, IL 60601	ACTING PRESIDENT/PROGRAM D 40.00	11,217.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		262,356.	4,921.	0.

Detail to Page 10, Part XV, Question 2, Supplementary Information

OVERVIEW OF GRANT PROGRAMS

The Woods Fund is particularly interested in supporting those organizations and initiatives that focus on enabling work, reducing poverty and eradicating structural racism within Chicago's less-advantaged communities. Grants are given exclusively to organizations with agendas that benefit metropolitan Chicago and are concentrated in three program areas

- Community Organizing;
- Public Policy; and the
- Intersection of Community Organizing and Public Policy.

The successful grant seeker will assess its proposed needs in relation to the Woods Fund's mission and core principles. Specifically, an applicant organization should determine whether the organization, or its project, embraces any of the following objectives within its mission statement:

- Increasing opportunities for less-advantaged individuals and communities;
- Enabling less-advantaged people and communities to shape decisions that affect them;
- Reducing structural racism and other barriers to equal opportunity;
- Helping to engage residents in civic life;
- Addressing the root causes of poverty;
- Promoting more effective public policies;
- Promoting employment opportunities; or
- Building a sense of community and common ground.

PROGRAM AREA: COMMUNITY ORGANIZING

Community organizing enables democracy at the grassroots level and beyond. It is a process that brings together into an influential group people who, individually, may lack sufficient power to improve their opportunities and their communities. Once organized into an effective organization, individuals gain a vehicle for articulating their concerns and goals, proposing ideas and solutions, demanding accountability from influential forces, and shaping the relevant public policies. Successful organizing "builds power for effective action in the public arena". It also generates hope, fosters leadership as well as intentional communities of interest, and strengthens institutions in economically disadvantaged neighborhoods. As a structure, community organizing is largely comprised of dedicated volunteers, assisted by professional or volunteer leaders.

The Woods Fund aims to support community organizing that:

- Develops independent, community-controlled organizations that elect their own leaders and determine their own "grassroots" issues;
- Demonstrates a willingness to develop, or already possesses experience in developing, relationships with similar organizations and broad-based coalitions to achieve greater impact both within and beyond the Chicago metropolitan area;
- Seeks to shape public policies through strategies that provide participatory and leadership opportunities for the residents of economically disadvantaged communities;
- Continually reflects on, improves and documents practices to increase effectiveness of both operations and outreach (particularly developing new leaders, members, and strategies to engage less-advantaged residents); and
- Shares best practices and learning experiences with other grantees and stakeholders.

Recognizing that there are several organizing styles, Woods Fund actively seeks to explore how arts and culture can be used as a community organizing strategy. To this end, the Woods Fund aims to support community-based artistic efforts that:

- Inspire, educate and mobilize less-advantaged individuals and communities to determine those issues that most impact them and to advance systemic solutions to address these issues;
- Serve as a critical component of direct actions and other efforts to advance public policy; and
- Develop and identify tools to demonstrate the effective use of art and culture as a successful systems change strategy.

Organizations wishing to apply for a Woods Fund Community Organizing grant should follow the Inquiry Form and Application Instructions

PROGRAM AREA: PUBLIC POLICY

The Public Policy program area primarily supports policy and constituency-building work that helps low-income individuals and families to attain higher standards of living. It encourages links between workforce development policies, transportation, affordable housing, childcare, and other supportive programs, which address issues of poverty among unemployed and under-employed low-wage workers as well as unskilled potential workers. Although employment, workforce development, and income security issues are a principal interest, the Woods Fund also will consider proposals addressing affordable housing, public school reform, governmental accountability, and other issues deemed important by Chicago's less-advantaged people.

With respect to the emphasis on employment-related issues, the Woods Fund prefers to support policy efforts that are designed to. (1) reduce structural barriers to employment and advancement; and (2) enable the working poor to meet their family's basic needs.

Of those who face significant barriers to employment, three particular groups are of special concern, those who.

- Encounter discrimination, exploitation, and other barriers to job opportunity, job retention, and job advancement based on race, immigration status, gender, age, ability and sexual orientation.
- Have prison records or felony convictions that make it difficult for them to enter the workforce. "Get tough" policies for youth and adults and mandatory sentencing guidelines have produced significant numbers of formerly incarcerated individuals who return to their communities and find that their penal history is a serious barrier to securing gainful employment.
- Lack basic skills and job readiness training that would allow them to enter and advance in the labor market. While most job-ready people find employment, those left behind need "hard skills" to perform jobs and "soft skills" to get and retain jobs.

What Is a "Policy" Proposal?

Policy proposals seek to improve the effectiveness of public laws and regulations, inform the use of public funds, and address private sector practices that impact upon people's ability to work and live above the poverty line. Policy proposals may also seek to improve the *process* by which public policy is made, by making it more inclusive, more collaborative, and more responsive to ordinary citizens' interests.

Policy change activities may include:

- Constituency building to engage more people, particularly the less-advantaged people, in issue awareness and solutions-based participation;
- Research and information gathering, including learning more about an issue and its effect upon people, evaluating programs or policies, and identifying best practices;
- Networking and coalition building to bring groups together in a coordinated strategy to win effective solutions to policy barriers;
- Providing technical information to public officials and administrators;
- Media, arts and communications strategies that raise awareness and educate the public and policy makers about low-wage workers' most common concerns, as well as viable policy solutions to those concerns; and

- Demonstration projects that inform policy where an experience or idea vacuum exists. Demonstration proposals must explain why a demonstration is needed to inform policy and provide specific plans for impacting policy based on the results of the demonstration.

Organizations wishing to apply for a Woods Fund Public Policy grant should follow the Inquiry Form and Application Instructions.

PROGRAM AREA: INTERSECTION OF COMMUNITY ORGANIZING AND PUBLIC POLICY

The Woods Fund seeks to enable policy and social justice organizations to better understand that the political realities for system change are grounded in the context of the affected community, so that they might develop effective change strategies rooted in these understandings and increase their skills in translating local issues into systemic solutions. Further, believing that project outcomes for grantees in both Community Organizing and Public Policy program areas can be strengthened through an integrated approach, the Woods Fund particularly welcomes proposals that weave successfully the voices of less-advantaged individuals into the public policy arena and expands local organizing efforts to a broader geography.

More specifically, the Woods Fund looks for:

- Strategies that build the capacity of community organizers and community organizing efforts to move beyond local issues and more purposefully address system and policy change at the city, region and state level;
- Public policy organizations' intentional involvement of affected communities and individuals in the identification of pertinent issues, the formulation of policy campaigns, engagement of elected officials and education of the public about these issues and legislative or administrative wins resulting from these campaigns; and
- The use of arts and culture to build bridges between community organizations and public policy groups to advance meaningful policy change that will positively impact less-advantaged individuals and communities.

The Woods Fund recognizes that community organizations and coalitions are at various stages of development and may need to build their capacities to achieve these objectives. To this end, the Woods Fund welcomes proposals from new and emerging, as well as established, community-based organizations and from temporary or permanent coalitions

Organizations wishing to apply for a Woods Fund Intersection of Community Organizing and Public Policy grant should follow the Inquiry Form and Application Instructions.

OTHER PROJECTS

Over the years, the Woods Fund has invested in a range of projects aimed at improving the quality of life of the area's less-advantaged residents. While the Woods Fund focuses primarily upon the Community Organizing and Public Policy program areas, it will continue to consider other innovative proposals that may benefit the Chicago area's less-advantaged residents and communities.

Grant seekers who believe they have such a project may submit the Inquiry Form, which may be found on the Woods Fund web site.

FUNDING LIMITATIONS AND RESTRICTIONS

While the Woods Fund supports many types of organizations and activities, the following areas are not eligible for grant review:

- Business or economic development projects;
- Capital campaigns, capital projects, and capital acquisitions;

- Endowments;
- Fundraising benefits or program advertising;
- Health care institutions;
- Housing construction or rehabilitation,
- Individual needs;
- Medical and scientific research;
- Programs in and for individual public and private schools,
- Religious or ecumenical programs;
- Residential care, rehabilitation, counseling, clinics, and recreation programs;
- Scholarships and fellowships; and
- Social and welfare services, except special projects with a clear public policy strategy.

Generally, applicants should be organizations as described in Section 501(c)(3) of the Internal Revenue Code. They should also have a written ruling from the IRS that they are an organization as described under Section 509(a)(1), (2), or (3) of the Code.

MULTIYEAR FUNDING

The Woods Fund is open to receiving requests for multiyear funding from organizations that have performed consistently and effectively in the past, and can communicate carefully considered visions for their future. Grant seekers who apply for multiyear funding should be aware that multiyear funding is not automatically granted to successful applicants. The decision to award a multiyear grant will depend on a number of factors, including a clear and well-organized plan that includes methods used to evaluate progress, the number of organizations seeking multiyear funding, and the amount of Woods Fund funding available for long-term commitments. Thus, applicants for multiyear funding may, even if accepted, receive funding only for one year.

RENEWED FUNDING

The Woods Fund is open to receiving requests for renewed support from successful grantees. Renewed support is not automatically guaranteed. An invitation to submit an application for renewed support will depend on a number of factors including continued alignment of proposed activities with the Woods Fund mission and core values; demonstrated impact of previously funded proposals; successful adherence to requirements outlined in the grant agreement; and availability of Woods Fund grantmaking dollars to support the request.

Organizations seeking renewed funding must first submit an Inquiry Form as outlined in the Inquiry Form and Application Instructions.

ORGANIZATIONAL PROFILE

The Woods Fund is interested in learning more about grant seekers with respect to the composition of their board, staff, membership and the individuals/communities they actively engage. This information will help the Woods Fund better understand what constituencies are likely to benefit from Woods Fund resources. Although some of the categories require self-disclosure, please complete the profile as fully as possible with information that is known at the time of the application submission. Although it may be easier to provide percentages, they should not be used. Each cell in the table should be filled in completely.

The following definitions are offered for clarification purposes only:

- Beneficiaries: recipients of an action, policy or performance.
- Low income: an individual earning less than $32,812 a year.
- Very low income: an individual earning less than $20,808 a year.

LETTER OF INQUIRY AND APPLICATION INSTRUCTIONS

The Woods Fund requires that prospective grantees first submit a completed Inquiry Form. If the Woods Fund responds positively, applicants will be asked to submit a full application. Before beginning this process, please consider carefully the Woods Fund's Guidelines to determine whether the request is appropriate for the types of grants that the Woods Fund dispenses.

As the Inquiry Form and proposal are prepared, please check to make sure that they:

- Reflect clear thinking and responsible program management;
- Fit with Woods Fund program priorities and values as set out in the Fund's mission statement and core principles, and
- Leave the reader with a clear understanding (logical flow) of how the organization/project proposes to address a Woods Fund priority program issue in a way that involves the less advantaged in project design and implementation activities.

The Woods Fund awards grants in June and December. Applicants must complete the application process three months before the Woods Fund Board meets to award grants.

APPLICATION AND AWARD TIMETABLE

PROGRAM AREAS	INQUIRY FORM SUBMISSION DATE	INQUIRY FORM RESPONSE	FULL APPLICATION SUBMISSION DATE	BOARD DECISIONS
Community Organizing Public Policy Intersection of Community Organizing and Public Policy	January 2 through last business day in January	Third Friday in February	February 20 through March 22	June
Community Organizing Public Policy Intersection of Community Organizing and Public Policy	July 1 through last business day in July	Third Friday in August	August 20 through September 19	December

All prospective grantees, including organizations that currently have a grant from the Woods Fund, should submit an Inquiry Form approximately three months prior to the required decision date (see schedule above). The purpose of the Inquiry Form is to assess, succinctly, how well the proposed request matches the Woods Fund's priorities. The Inquiry Form asks for information on the grant seeker's plans, capabilities, budget, and expected outcomes. Please use the Inquiry Form found on the Woods Fund's web site (www.woodsfund.org). The Woods Fund requires that this form be submitted in electronic format, as an e-mail word processing attachment, no later than midnight on the due date. Forms should be sent to application@woodsfund.org.

Those submitting Inquiry Forms will receive a response from the Woods Fund staff at least one month prior to the submission date for full applications. The Woods Fund's response to Inquiry Forms will be one of the following:

- A request to submit a full proposal without suggested amendments (note that this is not a guarantee of funding, but rather an indication that the Woods Fund considers the project or organization worthy of consideration);
- A request to submit a full proposal with suggested amendments that may include budgetary, methodological, or other changes; or
- A decision that the proposed project does not meet guidelines or current priorities (such decision may or may not include suggestions for changes that an applicant might use in later grant cycle applications).

Next Step if Invited to Submit a Proposal

For those applicants who receive a favorable response to their Inquiry Form, the next step is a full application. The full application consists of three parts: (1) a Cover Sheet that asks for detailed information about the organization; (2) a Narrative Section that asks about the organization's history, current work, goals, assumptions about what works, how a Woods Fund grant would be used, and expected outcomes, and (3) a series of documents that helps to highlight the fiscal health and governance structure of the organization. These documents include:

- A list of the organization's board of directors, with contact information;
- A list of 3 references including names, organizational affiliations, phone numbers and e-mail addresses;
- A copy of the current IRS exempt-status determination letter
- Organizational budget for the year to which grant funds will apply;
- Current fiscal year annual operating budget (revenue and expenses);
- Current year-to-date financial statements;
- Final financial statements for the most recently completed fiscal year;
- Most recently completed annual audit;
- A Form 990 IRS return if the organization's annual budget exceeds $25,000; and
- If applying for project support, please also include:
    - Project budget for the year to which grant funds will apply (revenue and expenses); and
    - Last year's project budget (revenue and expenses).

The Woods Fund requires that applications be submitted in electronic format and in hard copy. Applicants should set up their own word processing file using the Application template found on our web site (www.woodsfund.org).

The electronic form should be sent to the Woods Fund at application@woodsfund.org. The completed hard copy of the application should be mailed to:

Woods Fund of Chicago
Attn: Grants and Operations Manager
35 E. Wacker Dr., Suite 1760
Chicago, IL 60601

Applications must be received at the Woods Fund by midnight of the due dates specified in the Application and Award Timetable above.

Detail to Page 11, Part XV, Item 3a
Grants and Contributions Paid During the Year

For Community Organizing

A Just Harvest a/k/a Northside P O W E.R.
7653 N. Paulina St , Chicago, IL 60626
Support for organizing around issues such as affordable housing, employment, and bank accountability 20,000

Albany Park Neighborhood Council
4749 N. Kedzie Ave , 2nd floor, Chicago, IL 60625
Continued support for a grassroots organization addressing issues such as affordable housing, education, youth resources, and immigrant rights 40,000

Alianza Leadership Institute d/b/a Alliance of the Southeast
9204 S Commercial Ave , Suite 301, Chicago, IL 60617
Support to expand a Latino community organizers and leaders training model to the African-American community and to continue to look at issues through a racial equity lens 20,000

Support for an evolving multicultural organization working to build leadership and mobilize community members in social equity/social justice campaigns 30,000

Alliance of Filipinos for Immigrant Rights and Empowerment
7315 N. Western Ave., Suite B, Chicago, IL 60645
Support for a Filipino organization engaged in organizing and policy advocacy around immigration reform 15,000

American Friends Service Committee
637 S Dearborn, Suite 3, Chicago, IL 60605
Support for the United Taxi Drivers Community Council that is dedicated to organizing for a living wage, improved safety, better health and fair treatment for taxi drivers in Chicago 20,000

Arab American Action Network
3148 W 63rd St , 2nd floor, Chicago, IL 60629
Support to an organization working against profiling and structural racism that negatively impacts communities of color and on violence, youth and women issues 20,000

Blocks Together
3453 W. North Ave , Chicago, IL 60647
Support for a multi-issue grassroots organization that addresses issues such as school improvement, youth restorative justice, affordable housing, and employment 35,000

Brighton Park Neighborhood Council
4477 S. Archer Ave., Chicago, IL 60632
Support for a multi-issue grassroots organization addressing issues such as foreclosure prevention, public education reform, immigration reform, community safety and violence prevention 35,000

Chicago Anti-Eviction Campaign
(fiscal sponsor is Illinois Justice Foundation)
1401 E. 75th St., Chicago, IL 60610
Support for an organization focused on access to public housing, reclamation of foreclosed and abandoned homes and finding alternatives to foreclosure and eviction 10,000

Chicago Freedom School 719 S. State St , Suite 3N, Chicago, IL 60605 *Support for participatory education on historical approaches to community organizing, including a youth organizer training institute and a racial justice leadership training*	20,000
Interfaith Leadership Project (formerly of Cicero, Berwyn and Stickney) 1510 S. 49th Ct , Cicero, IL 60804 *Support to a faith-based, multi-issue organization focused on immigrant rights, foreclosure prevention, and civic engagement.*	25,000
Kenwood Oakland Community Organization 4242 S. Cottage Grove Ave., Chicago, IL 60653 *Continued support to engage and organize residents around issues of affordable housing, youth leadership, education and fresh food options*	40,000
Lakeview Action Coalition 3225 N Sheffield, Chicago, IL 60657 *Support for a multi-issue, grassroots organization addressing issues such as affordable housing, health care, economic justice and youth homelessness*	25,000
Logan Square Neighborhood Association, Inc 2840 N Milwaukee Ave , Chicago, IL 60618 *Continued support for a multi-issue, grassroots organization addressing issues such as affordable housing, foreclosure prevention, school improvement, and living wage jobs*	40,000
Lugenia Burns Hope Center Inc. 3424 S. State St., Suite 102, Chicago, IL 60616 *Support to implement inter-linked community block groups that can collaborate on common local issues*	10,000
Continued support for inter-linked community block groups that can collaborate on common local issues	25,000
Metropolitan Tenants Organization 2150 S. Canalport, Suite 2-B2, Chicago, IL 60608 *Continued support to organize low-income tenants around issues including affordable housing, bed bug infestations and preservation of Housing and Urban Development subsidized housing and market rate housing*	30,000
People for Community Recovery 13330 S. Corliss Ave., Chicago, IL 60827 *To support an organization that uses an environmental justice focus on affordable and public housing issues.*	10,000
Southsiders Organized for Unity and Liberation 6400 S. Kimbark, Chicago, IL 60637 *Support for a faith-based organization working to reclaim vacant properties, advocate for affordable housing and protect social safety nets*	30,000
Southwest Organizing Project 2609 W. 63rd St., 2nd floor, Chicago, IL 60629 *Continued support for a multi-issue grassroots organization organizing on issues such as foreclosure prevention, education, and immigrant rights*	40,000

West Town Leadership United 1116 N Kedzie Ave , Chicago, IL 60651 *Support for an organization that works to develop the leadership of Latino parents involved in issues of public education reform, affordable housing and access to health care*	20,000	
		560,000
For Public Policy		
Asian American Institute 4753 N Broadway St , Suite 904, Chicago, IL 60640 *Support to a Pan-Asian grassroots advocacy organization addressing Asian American civic participation on issues such as immigration and voter rights.*	15,000	
Business and Professional People for the Public Interest 25 E. Washington St , Suite 1515, Chicago, IL 60602 *Support for a program working to increase and equitably distribute affordable housing and address the foreclosure crisis throughout the Chicago area*	45,000	
Center for Tax and Budget Accountability 70 E Lake St., Suite 1700, Chicago, IL 60601 *Support of a bipartisan fiscal think tank focused on ensuring fair tax and economic policies for less-advantaged residents of Illinois*	40,000	
Chicago Jobs Council 29 E. Madison, Suite 1700, Chicago, IL 60602 *Support for a campaign that advocates for integrated workforce and economic development policy, particularly for the most disadvantaged job seekers*	25,000	
Community Renewal Society 332 S. Michigan Ave , Suite 500, Chicago, IL 60604 *Support for online and media coverage of race, poverty and school reform and to reduce suspensions and expulsions through restorative justice implementation*	20,000	
Heartland Alliance for Human Needs and Human Rights 33 W. Grand Ave , Suite 500, Chicago, IL 60654 *Support for a campaign that advocates for poverty reduction efforts at the state level*	20,000	
Illinois Arts Alliance d/b/a Arts Alliance Illinois 70 E. Lake St., Chicago, IL 60601 *Support to implement a strategic plan for a stronger foundation for arts support in Chicago and Illinois through research, base building and advocacy*	15,000	
Illinois Asset Building Group (fiscal agent is Heartland Alliance for Human Needs and Human Rights) 33 W. Grand Ave , Suite 500, Chicago, IL 60654 *Support for a coalition that focuses on asset-building policies that provide opportunities for less-advantaged individuals to avoid predatory financial services, accummulate savings, and build assets for long-term financial stability*	30,000	
Juvenile Justice Initiative 518 Davis, Suite 211, Evanston, IL 60201 *Support for a statewide coalition advocating for concrete improvements for youth in the criminal justice system and for reduced incarceration of juveniles in Illinois*	28,000	
Latino Policy Forum 180 N. Michigan Ave., Suite 1250, Chicago, IL 60601		

Continued support for a strategic alliance of Latino nonprofits in Illinois that works to secure equity, resources and investments for Latinos while building power, influence and leadership 40,000

Metropolis Strategies
30 W. Monroe St , Suite 1300, Chicago, IL 60603
Support for the salary of the Justice/Violence Program Director as the organization seeks to inform state policies for resources to address issues and behaviors that are the root causes of crime. 24,500

Mikva Challenge Grant Foundation
332 S. Michigan Ave , Chicago, IL 60604
Support to establish a Youth Governance Task Force that will institutionalize Chicago's commitment to young people and to a youth voice 25,000

Monroe Foundation
1547 S. Wolf Rd , Hillside, IL 60162
Support for a project to advocate for Cook County bank accountability policies, particularly as they affect low-income communities of color 15,000

Protestants for the Common Good
332 S. Michigan Ave , Suite 500, Chicago, IL 60602
Support for a faith-based network advocating for government support of education and human services, increasing the minimum wage, charity care advocacy and a sensible drug policy 30,000

Safer Foundation
571 W. Jackson Blvd , Chicago, IL 60661
Support for public policy advocacy to eliminate systemic barriers to employment for formerly incarcerated individuals 15,000

Sargent Shriver National Center on Poverty Law
50 E Washington Blvd , Suite 500, Chicago, IL 60602
Support for public policy advocacy to reduce poverty in Illinois, including efforts to increase earnings, assets, and opportunities for low-income families and individuals 65,000

Woodstock Institute
29 E Madison St., Suite 1710, Chicago, IL 60602
Continued support for an organization that provides original research and policy analysis regarding lending policies for low-income families and individuals in Illinois and nationally 35,000

487,500

For the Intersection of Community Organizing and Public Policy

Access Living of Metropolitan Chicago
115 W. Chicago Ave , Chicago, IL 60654
Support for organizing and advocacy work to improve access for people with disabilities to accessible, affordable and integrated housing and to quality education 15,000

Action Now Institute
820 W. Jackson Blvd., Suite 330, Chicago, IL 60607
Support for multi-issue, grassroots organizing on issues of foreclosure prevention, bank accountability, quality education and raising the minimum wage 40,000

Affinity Community Services
P. O. Box 377948, Chicago, IL 60637

Support for a social justice organization working with and on behalf of black LGBTQ communities around youth and immigrant rights issues 15,000

Albany Park Theater Project P. O Box 257995, Chicago, IL 60625 *Support for a multiethnic youth theater ensemble that uses art to communicate and organize community members and legislators in support of immigration reform*	20,000
Centro de Trabajadores Unidos· Immigrant Workers' Project 3200 E 91st St, Chicago, IL 60617 *Support for a Latino-based worker center to promote worker rights, develop the leadership of immigrant women workers and implement new wage theft legislation*	28,000
Chicago Coalition for the Homeless 70 E. Lake St., Suite 720, Chicago, IL 60601 *Support for organizing and advocacy efforts to prevent homelessness through campaigns for affordable housing, homeless youth and alleviation of state budget cuts*	40,000
Chicago Communities for Public Education Reform (fiscal sponsor is Public Interest Projects, Inc) 45 W 36th St., 6th floor, New York, NY 10018 *Support for a funder collaborative supporting education reform organizing activities in Chicago*	40,000
Chicago Legal Advocacy for Incarcerated Mothers 70 E Lake St, Suite 1120, Chicago, IL 60601 *Support for a project that seeks to increase the leadership skills of women with criminal histories to effectively advocate for family-based treatment instead of prison*	18,000
Chicago Workers' Collaborative 401 S. La Salle St., Suite 1400, Chicago, IL 60605 *Support for community organizing and advocacy efforts among low-wage Latino workers to enforce state labor laws, to forward a temporary staffing industry campaign and to expand a base to include African Americans.*	40,000
Coalition for a Better Chinese American Community (fiscal sponsor is Chinese American Service League Inc.) 155 N Harbor Dr, Unit 2112, Chicago, IL 60601 *Support to engage Chinese youth and adults in organizing for educational equity, redistricting and government responsiveness*	20,000
Coalition of African, Arab, Asian, European, and Latino Immigrants of Illinois 4300 N. Hermitage Ave., Chicago, IL 60613 *Support to organize community members to understand and fight for equity within the new health care system*	20,550
Community Organizing and Family Issues 1436 W Randolph, 4th floor, Chicago, IL 60607 *Continued support for a citywide parent organizing project addressing issues of restorative justice, expansion of early childhood education and expansion of local family-focused groups to other neighborhoods*	30,000
Developing Communities Project 212 E. 95th St., Chicago, IL 60619 *Support for a project that advocates for transportation equity that will give isolated, low-income communities access to public transportation*	30,000

ENLACE Chicago
2756 S. Harding, Chicago, IL 60623
Support for multi-issue, grassroots organizing work in a predominantly Latino neighborhood on issues such as juvenile justice, school reform and immigrant rights 35,000

Gilloury Institute d/b/a Silk Road Rising
6 E Monroe, Suite 801, Chicago, IL 60603
Support for an arts-based project to combat racism and xenophobia by organizing public support for the building of a mosque in Naperville, Illlinois 20,000

Grassroots Collaborative
637 S Dearborn St., 3rd floor, Chicago, IL 60605
Continued support for a broad-based community and labor coalition advocating for jobs, education, housing and government reform 40,000

Housing Action Illinois
11 E. Adams, Suite 1601, Chicago, IL 60603
Support for state-level public policy advocacy to improve affordable housing opportunities through reducing cuts to state-funded homeless services 30,000

Illinois Action for Children
4753 N. Broadway, Suite 1200, Chicago, IL 60640
Support to engage and empower early childhood care providers to develop and advocate for a policy agenda that will improve the quality of care for low-income children 20,000

Illinois Coalition for Immigrant and Refugee Rights
55 E Jackson Blvd , Suite 2075, Chicago, IL 60604
Continued support for a coalition of grassroots and ethnic organizations advocating for fair immigration reform at the local, state and federal levels 50,000

Illinois Hunger Coalition
205 W Monroe, Suite 310, Chicago, IL 60606
Support for advocacy to increase access to food subsidies and other income supports for low-income individuals and families 25,000

Inner-City Muslim Action Network
2744 W 63rd St , Chicago, IL 60629
Support for a campaign that brings together community residents and local storeowners on issues related to food justice and bridges racial and cultural divides 30,000

Interfaith Housing Center of the Northern Suburbs
614 Lincoln Ave., Winnetka, IL 60093
Support for continued tenant organizing and educating in foreclosed apartment buildings in the northern suburbs of Chicago 25,000

Jane Addams Senior Caucus
1111 N. Wells St , Suite 302, Chicago, IL 60610
Support for organizing of senior citizens to preserve and increase affordable housing options for low-income seniors 20,000

Korean American Resource and Cultural Center
6146 N. Lincoln Ave., Chicago, IL 60659
Continued support for organizing on issues such as immigration reform, worker rights, language access, education access and civic participation 30,000

Latino Union, Inc , a/k/a Latino Union of Chicago 3416 W Bryn Mawr Ave , Chicago, IL 60659 *Support for an organization engaging day laborers to ensure workplace rights and fair immigration policy*	40,000
Midwest Academy 27 E Monroe, #1100, Chicago, IL 60603 *Support for a community organizing internship program that recruits a diverse group of youth and trains them in organizing and advocacy and assigns interns to community-based organizations*	30,000
Mobile Home Owners Association of Illinois (fiscal sponsor is Housing Action Illinois) 1330 E Rand Road, #135, Des Plaines, IL 60016 *Support for an organization of low-income seniors who own mobile homes but not the land under them that are organizing to provide a more equitable dispute resolution process for mobile home owners and landlords*	15,000
Mothers Opposed to Violence Everywhere (fiscal sponsor is St. Agatha's Catholic Church) 3147 W Douglas Blvd , Chicago, IL 60623 *Support for an African-American organization working on neighborhood safety, school improvement and parent leadership development*	18,000
National People's Action 810 N Milwaukee Ave , Chicago, IL 60642 *Support for metropolitan Chicago-based work including the Make Wall Street Pay Campaign, foreclosure prevention and payday lending reform*	35,000
Northwestern University School of Law, Bluhm Legal Clinic 357 E Chicago Ave , Chicago, IL 60611 *Support for community organizing and public policy advocacy to eliminate life without parole sentences for juvenile offenders*	25,000
P A.S O (fiscal agent is Our Lady of Mt. Carmel Parish) 1115 N. 23rd Ave., Melrose Park, IL 60160 *Support for an organization in the western suburbs of Chicago that addresses issues such as immigration reform, public safety, education, and youth development*	25,000
Pilsen Alliance 1744 W. 18th St., Chicago, IL 60608 *Support for a multi-issue, grassroots organization working on environmental and economic justice issues*	25,000
Project NIA (fiscal sponsor is Rogers Park Community Council) 1530 W. Morse Ave., Chicago, IL 60626 *Support for an organization working on juvenile justice and prison reform issues*	20,000
Restaurant Opportunities Center of Chicago (fiscal agent is Restaurant Opportunities Centers United) 77 W. Washington St., Suite 812, Chicago, IL 60602 *Support for a campaign highlighting issues of living wage, wage theft and*	

discrimination in the restaurant industry	30,000	
Southside Together Organizing for Power (fiscal sponsor is Illinois Justice Foundation) 602 E 61st St, Chicago, IL 60637 *Support for a multi-issue, grassroots organization working on issues such as affordable housing preservation, access to health care and improved conditions at the Temporary Juvenile Detention Center*	30,000	
Storycatchers Theatre 544 W Oak St., Suite 1005, Chicago, IL 60610 *Support to use performing arts to build bridges among the juvenile justice system, the mental health community and advocacy groups to advance policy change for incarcerated youth*	20,000	
Supportive Housing Providers Association 212 E Ohio St, 5th floor, Chicago, IL 60611 *Support for advocacy to increase low-income housing opportunities paired with supportive services throughout Illinois*	30,000	
TARGET Area Development Corporation 1542 W 79th St, Chicago, IL 60620 *Support for a multi-issue, grassroots organization working on issues such as criminal justice reform, school improvement and neighborhood safety*	30,000	
United African Organization, Inc. 3424 S. State St, Suite 3C8-2, Chicago, IL 60616 *Support for a coalition of grassroots organizations advocating on issues such as criminal justice and immigration reform through a multiracial, human rights framework*	35,000	
United Congress of Community and Religious Organizations (fiscal sponsor is Inner-City Muslim Action Network) 2744 W 63rd St, Chicago, IL 60629 *Support for a coalition of grassroots organizations advocating through a multiracial, human rights framework on issues such as criminal justice and immigration reform*	30,000	
Warehouse Workers for Justice (fiscal sponsor is UE Research and Education Fund) 339 W Jefferson, Joliet, IL 60435 *Support for a worker-led center focused on developing leaders to ensure the protection of workers' rights in the warehouse and distribution industry*	25,000	
Women Employed 65 E Wacker Pl, Suite 1500, Chicago, IL 60601 *Support for a project to bring low-income student leaders into the financial and policy arena and advocate for other needs of low-income students*	30,000	
Workers Center for Racial Justice (fiscal sponsor is Grassroots Policy Project) 500 E 61st St, 2nd floor, Chicago, IL 60637 *Support for an emerging workers center that will engage African Americans in worker and community-based campaigns*	20,000	
		1,194,550

Special Opportunity Grants, Discretionary

A Long Walk Home 1658 N Milwaukee Rd , Chicago, IL 60647 *To support the Girl/Friends Leadership Institute that trains staff and students to strengthen their organizing and advocacy skills using an arts curriculum to effect policy change*	4,000
Albany Park Neighborhood Council 4749 N Kedzie Ave , 2nd floor, Chicago, IL 60625 *To support a community organizing collaborative addressing the root causes of violence by advocating for policies that promote systemic investment in youth, particularly youth of color, as opposed to criminalization and incarceration of youth*	2,500
Alliance of Filipinos for Immigrant Rights and Empowerment 7315 N Western Ave , Suite B, Chicago, IL 60645 *As part of the Illinois Funders DACA Relief Initiative, support for youth and young adults eligible for relief under Deferred Action for Childhood Arrivals*	2,500
Blocks Together 3453 W North Ave , Chicago, IL 60647 *Support for a Peace Center whose activities will be framed within a restorative justice model*	2,000
Chicago Anti-Eviction Campaign (fiscal sponsor is National Economic and Social Rights Initiative) 1401 E. 75th St., Chicago, IL 60610 *Capacity building support to retain the services of two consultants to advise the organization on development and operations matters.*	4,000
Coalition of African, Arab, Asian, European and Latino Immigrants of Illinois 4300 N. Hermitage Ave , Chicago, IL 60613 *Support toward a forum to discuss the Affordable Care Act as it affects immigrants and the undocumented immigrants the organization serves*	2,000
Donors Forum 208 S. La Salle St , Suite 740, Chicago, IL 60604 *Support for a report on a convening on community engagement and the role of philanthropy and the nonprofit community as agents of change*	5,000
Illinois Coalition for Immigrant and Refugee Rights 55 E Jackson, Suite 2075, Chicago, IL 60604 *Support to participate in the NAACP annual march and conference to bring attention to issues facing African-American and immigrant communities*	5,000
Jane Addams Senior Caucus 1111 N. Wells St., Suite 302, Chicago, IL 60610 *To support a leadership development program to increase the capacity of grassroots women leaders to advocate for policies that enhance the lives of older women, particularly those from low-income communities and communities of color.*	3,000
Logan Square Neighborhood Association Inc. 2840 N. Milwaukee Ave., Chicago, IL 60618 *Transportation support for local immigrant residents and leaders to speak to legislators in Springfield, Illinois about the painful and complex realities of immigration law and the importance of immigration reform*	2,000

Northwestern University School of Law
357 E Chicago Ave , Chicago, IL 60611
Support to address the needs of prisoners and their families after the Supreme Court's decision prohibiting the mandated sentence of life in prison without possibility of parole for juvenile homicide offenders 5,450

Parent2Parent Connection
(fiscal sponsor is Centers for New Horizons)
4150 S King Dr , Chicago, IL 60653
Support to engage parents in leadership development and community organizing activities to improve the quality of Chicago Public Schools education in the Grand Boulevard neighborhood. 7,500

People for Community Recovery
13330 S Corliss Ave , Chicago, IL 60827
Support for a campaign to continue a moratorium on landfills in the Riverdale community 3,000

Transportation of residents to a public hearing on the Chicago Housing Authority's plan to demolish several homes in the Altgeld Gardens community 245

Resurrection Project, The
1818 S. Paulina, Chicago, IL 60608
To enable representatives of small and mid-size organizations of color to attend a customized fundraising workshop 300

State Voices
500 Griswold St , Suite 2850, Detroit, MI 48226
Support to explore the feasibility and development of a state civic engagement table to provide an infrastructure identification of organizations working in communities or statewide in Illinois. 2,500

Warehouse Workers for Justice
(fiscal sponsor is UE Research and Education Fund)
339 W. Jefferson, Joliet, IL 60435
Salary support to hire a worker leader for a ten-week period 5,000

55,995

Racial Equity Mini-Grants, Discretionary

Action Now Institute
820 W. Jackson Blvd , Suite 330, Chicago, IL 60607
To research and analyze data on disparities in the percentage of teachers of color in public schools so as to propose racially equitable solutions 8,000

Center for Tax and Budget Accountability
70 E Lake St , Suite 1700, Chicago, IL 60601
For development of research to demonstrate the interplay of structural racism across various core areas 8,000

Kenwood Oakland Community Organization
4242 S Cottage Grove Ave., Chicago, IL 60653
To develop a media strategy to reframe the narrative around the displacement of public housing residents in North Kenwood and Oakland neighborhoods and to highlight the disparate racial impact of housing policies 8,000

Latino Union Inc a/k/a Latino Union of Chicago 3416 W. Bryn Mawr Ave , Chicago, IL 60659 *To conduct racial justice and anti-oppression trainings and initiate restorative justice peace circles to consolidate and advance racial justice in the context of domestic worker and day laborer organizing and public policy campaigns*	7,500	
Workers Center for Racial Justice (fiscal sponsor is Grassroots Policy Project) 500 E. 61st St., 2nd floor, Chicago, IL 60637 *To promote new images and frames about Black workers utilizing traditional, online and social media to disseminate new messages*	8,000	
		39,500
Total Line 3a, Grants and Contributions Paid During the Year		2,337,545

NOTE: All grantees are public charities.

Detail to Page 11, Part XV, Item 3b
Grants Approved for Future Payment

Albany Park Theater Project	4,000
Chicago Community and Workers Rights (fiscal sponsor is Public Interest Projects, Inc.)	15,000
Chicago Community Trust	1,500
Erie Elementary Charter School	2,500
Jazz Institute	2,500
Jobs for Youth	1,000
Korean American Resource and Cultural Center	2,500
Mexican Folkloric Dance Company	2,500
Polish American Association	2,500
Total Line 3b	34,000 *

* All grants approved in 2012 for payment in succeeding year(s).

WOODS FUND OF CHICAGO
Chicago, Illinois

FINANCIAL STATEMENTS
December 31, 2012 and 2011

CliftonLarsonAllen

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INDEPENDENT AUDITORS' REPORT

Board of Directors
Woods Fund of Chicago
Chicago, Illinois

We have audited the accompanying financial statements of Woods Fund of Chicago (the "Fund") which comprise the statements of financial position (cash basis) as of December 31, 2012 and 2011, and the related statements of activities (cash basis) for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the cash basis of accounting described in Note 1; this includes determining that the cash basis of accounting is an acceptable basis for the preparation of the financial statements in the circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Board of Directors
Woods Fund of Chicago

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets, liabilities and net assets (cash basis) of the Fund as of December 31, 2012 and 2011, and its revenue and expenses (cash basis) for the years then ended, in accordance with the basis of accounting as described in Note 1.

Basis of Accounting

We draw attention to Note 1 of the financial statements, which describes the basis of accounting. The financial statements are prepared on the cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to that matter.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Oak Brook, Illinois
July 3, 2013

WOODS FUND OF CHICAGO
STATEMENTS OF FINANCIAL POSITION (CASH BASIS)
December 31, 2012 and 2011

ASSETS

	2012	2011
Cash and temporary cash investments	$ 869,234	$ 930,957
Investments:		
Corporate stock, at cost	7,127,282	14,045,761
Mutual funds, at cost	35,168,463	26,520,630
Partnership and limited liability company interests, at cost	5,818,147	5,887,490
TOTAL ASSETS	$ 48,983,126	$ 47,384,838

NET ASSETS

	2012	2011
UNRESTRICTED NET ASSETS	$ 48,983,126	$ 47,384,838

The accompanying notes are an integral part of the financial statements.

WOODS FUND OF CHICAGO
STATEMENTS OF ACTIVITIES (CASH BASIS)
Years Ended December 31, 2012 and 2011

	2012	2011
REVENUES, GAINS, AND LOSSES		
Investment income:		
Interest on cash and temporary cash investments	$ 371	$ 1,146
Dividends	1,098,030	927,475
Realized gain on sale of corporate stocks	1,833,957	599,051
Realized gain (loss) on sale of mutual funds	1,037,855	(644,685)
Realized gain on liquidation of partnership interest	855,861	-
Capital gains distributions	234,143	-
Other income:		
Income from limited liability company interest	5,559	-
Class action settlements	2,425	2,053
Total revenues, gains, and losses	5,068,201	885,040
OPERATING AND ADMINISTRATIVE EXPENSES		
Compensation of officers, directors, and key employees	262,356	305,130
Other employee salaries and wages	150,807	67,732
Employee benefits	84,192	112,271
Legal fees	3,714	5,628
Other professional fees	365,399	345,241
Taxes	99,335	102,093
Occupancy	79,866	31,644
Travel, conferences, and meetings	30,355	22,656
Printing and publications	743	10,073
Other operating and administrative expenses	55,601	48,688
Total operating and administrative expenses	1,132,368	1,051,156
CONTRIBUTIONS, GIFTS, AND GRANTS PAID	2,337,545	2,530,450
Total expenses and disbursements	3,469,913	3,581,606
CHANGE IN NET ASSETS	1,598,288	(2,696,566)
NET ASSETS, BEGINNING OF YEAR	47,384,838	50,081,404
NET ASSETS, END OF YEAR	$ 48,983,126	$ 47,384,838

The accompanying notes are an integral part of the financial statements.

WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Woods Fund of Chicago (the "Fund") was created pursuant to a Plan of Reorganization for Woods Charitable Fund, Inc. (Charitable Fund) and was incorporated in the State of Illinois on November 16, 1993, as a charitable corporation not for pecuniary gain. In accordance with the Asset Transfer Agreement, 70% of the market value of assets of the Charitable Fund was allocated to the Fund. The Fund is a grant-making foundation whose goal is to increase opportunities for less-advantaged people and communities in the metropolitan area, including the opportunity to shape decisions affecting them. The Fund works primarily as a funding partner with nonprofit organizations. The Fund supports nonprofits in their important roles of engaging people in civic life, addressing the causes of poverty and other challenges facing the region, promoting more effective public policies, reducing racism and other barriers to equal opportunity, and building a sense of community and common ground. The Fund's primary sources of revenue are investment income and realized gains. The Fund's fiscal year ends on December 31. Significant accounting policies followed by the Fund are presented below.

Basis of Accounting

The financial statements of the Fund have been prepared on the cash basis of accounting, which is a comprehensive basis of accounting other than generally accepted accounting principles (GAAP). Accordingly, revenue is recorded when received rather than when earned and expenses are recorded when paid rather than when the obligation is incurred.

Financial Statement Presentation

The Fund reports information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. Net assets are generally reported as unrestricted unless assets are received from donors with explicit stipulations that limit the use of the asset. The Fund has no temporarily or permanently restricted net assets.

Temporary Cash Investments

The Fund considers all highly liquid investments to be temporary cash investments. The Fund's temporary cash investments consist of money market funds.

Investments

Investments in marketable equity securities and partnerships are stated at cost. The Fund evaluates partnership interests yearly for impairment.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Refunds from Grants Awarded to Other Funds

Unexpended balances of grants awarded by the Fund are required to be returned to the Fund. Grant refunds to the Fund are recorded when received.

Income Taxes

The Fund has been determined by the Internal Revenue Service (IRS) to be exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 (IRC) as an organization described in Section 501(c)(3) of the IRC. The Fund is a private foundation as described in Section 509(a) and qualifies for the charitable contribution deduction under Section 170(b). It is subject to a 2% (1% if certain criteria are met) federal excise tax on net investment income, including realized gains, as defined by the IRC. Current excise taxes were provided at 2% for 2012 and 2011. The Fund is also liable for any taxes on unrelated business net income.

The Fund determined that it was not required to record a liability related to uncertain tax positions.

The federal and state tax returns of the Fund for 2009, 2010, and 2011 are subject to examination by the IRS and state taxing authorities, generally for three years after they were filed.

NOTE 2 - INVESTMENTS

The Fund's investments are carried at cost. Fair values at December 31, 2012 and 2011 were determined as follows:

- Investments in mutual funds at net asset value.
- Investments in U. S. Government Securities at latest bid quotation.
- Corporate stocks at closing prices of national securities exchanges or latest bid quotation.
- Partnership interests by the Fund's partnership equity plus its allocated portion of income, expense, and unrealized appreciation or depreciation of partnership assets.

The total fair value of the Fund's investments, cash, and temporary cash investments at December 31, 2012 and 2011 is $61,120,800 and $56,355,243, respectively.

NOTE 2 - INVESTMENTS (continued)

Corporate Stock and Mutual Funds

Investments in corporate stock and mutual funds are stated at cost. Fair values and unrealized appreciation at December 31, 2012 and 2011 are summarized as follows:

December 31, 2012	**Cost**	**Fair Value**	**Unrealized Appreciation**
Corporate stock	$ 7,127,282	$ 10,145,323	$ 3,018,041
Mutual funds	35,168,463	42,677,536	7,509,073
Total	$ 42,295,745	$ 52,822,859	$ 10,527,114
December 31, 2011			
Corporate stock	$ 14,045,761	$ 16,977,294	$ 2,931,533
Mutual funds	26,520,630	31,214,634	4,694,004
Total	$ 40,566,391	$ 48,191,928	$ 7,625,537

The following summarizes the investment return which includes interest on cash and temporary cash investments and investments:

	2012	**2011**
Interest income	$ 371	$ 1,146
Dividends	1,098,030	927,475
Net realized gains (losses)	3,733,232	(45,634)
Capital gains distributions	234,143	-
Total investment return	$ 5,065,776	$ 882,987
Management fee	$ 244,505	$ 261,156

NOTE 2 - INVESTMENTS (continued)

Partnership and Member Interests

During the years ended December 31, 2012 and 2011, the Fund was a limited partner in seven partnerships. The Fund also became a member of a limited liability company during the year ended December 31, 2012. These investments require certain capital commitments and are stated at cost. The fair value of these investments is computed as the value of the Fund's equity plus its allocated portion of income, expense and unrealized appreciation, or depreciation of assets as determined by each individual entity.

Fair value of partnership and member interests is as of the most recent information available. Fair value of SB Partners Capital Fund, L.P. and Reliable Water Services, L.L.C. is as of December 31, 2012 audited information. Fair value of Northern Trust Private Equity II, L.P., Northern Trust Private Equity III, L.P., FLAG International Partners, L.P., FLAG Private Equity III, L.P. and FLAG Real Assets Partners, L.P. is as of the adjusted unaudited September 30, 2012 financial statements. Fair value of Neighborhood Rejuvenation Partners, L.P. is shown at a nominal value due to the uncertainty of realizing value on the underlying assets.

WOODS FUND OF CHICAGO
NOTES TO FINANCIAL STATEMENTS
December 31, 2012 and 2011

NOTE 2 - INVESTMENTS (continued)

	SB Partners Capital Fund, L.P.	Neighborhood Rejuvenation Partners, L.P.	Northern Trust Private Equity II, L.P.	Northern Trust Private Equity III, L.P.	FLAG International Partners, L.P.	FLAG Private Equity III, L.P.	FLAG Real Assets Partners, L.P.	Reliable Water Services, L.L.C.	Total
Investment at December 31, 2010	$ 257,368	$ 1	$ 1,171,729	$ 771,532	$ 619,158	$ 1,448,280	$ 824,990	$ -	$ 5,093,058
Capital contributions	-	-	82,500	351,500	150,000	276,000	370,000	-	1,230,000
Withdrawals and distributions	(111,514)	-	(14,100)	-	(72,495)	(111,287)	(126,172)	-	(435,568)
Investment at December 31, 2011	145,854	1	1,240,129	1,123,032	696,663	1,612,993	1,068,818	-	5,887,490
Capital contributions	-	-	198,000	175,750	80,000	115,000	203,500	115,805	888,055
Withdrawals and distributions	(145,854)	-	(247,500)	(55,499)	(90,916)	(293,914)	(123,715)	-	(957,398)
Investment at December 31, 2012	$ -	$ 1	$ 1,190,629	$ 1,243,283	$ 685,747	$ 1,434,079	$ 1,148,603	$ 115,805	$ 5,818,147
Initial capital commitment	$ 1,500,000	$ 1,000,000	$ 1,650,000	$ 1,850,000	$ 1,000,000	$ 2,300,000	$ 1,850,000	$ -	$ 11,150,000
Capital contributed to date as of December 31, 2012	$ 911,486	$ 1,000,000	$ 1,551,000	$ 1,304,250	$ 890,000	$ 1,989,500	$ 1,489,250	$ 115,805	$ 9,135,486
Most recent valuation of partnership interest	$ 86,596	$ -	$ 1,374,385	$ 1,465,900	$ 923,285	$ 1,936,897	$ 1,525,839	$ 115,805	$ 7,428,707

NOTE 3 - OPERATING LEASES

The Fund leased its office facilities under an operating lease which commenced on January 1, 2011 and expires on May 31, 2021. Under this lease, the Fund is required to share building operating and maintenance costs and taxes. The Fund also leases certain equipment under an operating lease that expires in November 2013. Future minimum rental payments under existing lease agreements for the years ended December 31 are summarized as follows:

2013	$ 79,981
2014	75,033
2015	76,820
2016	78,606
2017	80,393
Thereafter	288,371
Total	$ 679,204

Total rent and equipment lease expense was $76,037 and $29,108 for the years ended December 31, 2012 and 2011, respectively.

NOTE 4 - NON-CONTRIBUTORY RETIREMENT PLAN

The Fund sponsors a simplified employee pension (SEP) plan qualified under Section 408(k) of the IRC. The plan is available to all employees 21 years of age and older who have performed at least one year of service in the immediately preceding five years. Contributions are at the discretion of the Fund. During the years ended December 31, 2012 and 2011, the Fund made contributions in the amount of $12,540 and $13,161, respectively.

NOTE 5 - GRANTS AUTHORIZED BUT UNPAID

Total grants authorized but unpaid at December 31, 2012 and 2011 were $34,000 and $480,000, respectively.

NOTE 6 - RELATED PARTY TRANSACTIONS

Board of directors (board members) are compensated for their involvement on the board. Board members receive an annual retainer and additional compensation for attending board meetings. For the years ended December 31, 2012 and 2011, total members' fees for all directors were $19,000 and $26,000, respectively. These fees are considered to be part of ordinary expenses of the Fund and are included in "Compensation of officers, directors, and key employees" in the Statements of Activities (Cash Basis).

NOTE 7 - CONCENTRATIONS OF CREDIT RISK

The Fund maintains its cash in one commercial bank located in Chicago, Illinois. Balances on deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to specified limits. Balances in excess of FDIC limits are uninsured. Total cash held by the bank was $995,833 and $1,102,582, at December 31, 2012 and 2011, respectively.

NOTE 8 - CONTINGENCIES

During the year ended December 31, 2012, the Fund was named as a co-defendant in a lawsuit. Management intends to vigorously defend against any actions. Legal counsel has advised management that the range of loss, if any, cannot be determined at this time. Accordingly, no provision for possible loss related to this lawsuit has been made in these financial statements.

NOTE 9 - SUBSEQUENT EVENTS

Management evaluated subsequent events through July 3, 2013, the date the financial statements were available to be issued. Events or transactions occurring after December 31, 2012, but prior to July 3, 2013 that provided additional evidence about conditions that existed at December 31, 2012, have been recognized in the financial statements for the year ended December 31, 2012. Events or transactions that provided evidence about conditions that did not exist at December 31, 2012, but arose before the financial statements were available to be issued have not been recognized in the financial statements for the year ended December 31, 2012.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☑

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. Woods Fund of Chicago	Employer identification number (EIN) or 36-3917968
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 35 E. Wacker Dr., Suite 1760	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Chicago, IL 60601	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	[redacted]	
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ Suzanne R. Boyle

Telephone No. ▶ 312-782-2698 FAX No. ▶ 312-782-4155

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until November 15 , 20 13 .

5 For calendar year 2012 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension The Woods Fund of Chicago is a limited partner in several partnership investments, some of which have not yet furnished their 2012 tax information.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 107,996
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 106,996
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 1,000

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Suzanne R. Boyle Title ▶ Treasurer Date ▶ 8/8/13

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ ☑

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only . . . . ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. Woods Fund of Chicago	Employer identification number (EIN) or 36-3917968
	Number, street, and room or suite no. If a P.O. box, see instructions. 35 E. Wacker Dr., Suite 1760	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Chicago, IL 60601	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ S. R. Boyle, Treasurer

Telephone No. ▶ 312-782-2698 FAX No. ▶ 312-782-4155

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ . If this is for the whole group, check this box . . . ▶ ☐ . If it is for part of the group, check this box . . . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15, 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☑ calendar year 20 12 or

▶ ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 106,996
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 81,996
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 25,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.