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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 01-01-2012 , and ending 12-31-2012

Name of foundation CASEY FAMILY PROGRAMS		A Employer identification number 91-0793881	
% CASEY FAMILY PROGRAMS		B Telephone number (see instructions) (206) 282-7300	
Number and street (or P O box number if mail is not delivered to street address) 2001 Eighth Ave Suite 2700 Suite		Room/suite	
City or town, state, and ZIP code Seattle, WA 981212641		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change		<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,061,764,408		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis.)	
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

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) (see instructions))		(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 (attach schedule)	2,328,759			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,350	3,350	3,350	
	4 Dividends and interest from securities.	25,741,570	39,144,110	39,144,110	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	24,931,010			
	b Gross sales price for all assets on line 6a 1,352,084,572				
	7 Capital gain net income (from Part IV, line 2)		47,525,053		
	8 Net short-term capital gain			1,654,971	
	9 Income modifications			2,214,815	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	7,584,595	7,000,815	7,046,286	
	12 Total. Add lines 1 through 11	60,589,284	93,673,328	50,063,532	
	13 Compensation of officers, directors, trustees, etc	1,840,247	164,015	164,015	1,676,233
	14 Other employee salaries and wages	41,707,116	2,314,972	2,314,972	38,753,014
	15 Pension plans, employee benefits	12,705,455	494,972	494,972	12,239,314
	16a Legal fees (attach schedule)	504,499	170,919	170,919	333,580
	b Accounting fees (attach schedule)	195,664	36,715	36,715	158,949
	c Other professional fees (attach schedule)	10,002,319	7,081,132	7,081,132	2,874,320
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	30,509	367,224	367,224	21,085
	19 Depreciation (attach schedule) and depletion	2,869,489			
	20 Occupancy	4,150,265	310,563	310,563	3,589,680
	21 Travel, conferences, and meetings	4,827,065	46,543	46,543	4,447,848
	22 Printing and publications	294,203			294,203
	23 Other expenses (attach schedule)	41,476,999	8,579,101	8,579,101	42,157,711
	24 Total operating and administrative expenses. Add lines 13 through 23	120,603,830	19,566,156	19,566,156	106,545,937
	25 Contributions, gifts, grants paid	4,819,001			3,528,325
	26 Total expenses and disbursements. Add lines 24 and 25	125,422,831	19,566,156	19,566,156	110,074,262
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-64,833,547			
	b Net investment income (if negative, enter -0-)		74,107,172		
	c Adjusted net income (if negative, enter -0-)			30,497,376	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	8,287,190	6,304,792	6,304,792
	2	Savings and temporary cash investments	65,112,025	68,658,610	68,920,867
	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 (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,146,116	859,350	859,350
	10a	Investments—U S and state government obligations (attach schedule)	99,231,608	 109,191,046	112,649,549
	b	Investments—corporate stock (attach schedule)	1,016,504,797	 977,684,947	1,139,541,164
	c	Investments—corporate bonds (attach schedule).	221,032,060	 226,815,698	248,813,314
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	481,004,998	 441,116,703	454,122,478
	14	Land, buildings, and equipment basis ▶ 48,097,878 Less accumulated depreciation (attach schedule) ▶ 16,688,231	34,155,289	 31,409,647	27,329,965
15	Other assets (describe ▶ _____)	 3,626,158	 3,222,929	 3,222,929	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,930,100,241	1,865,263,722	2,061,764,408	
Liabilities	17	Accounts payable and accrued expenses	17,131,215	16,477,204	
	18	Grants payable	1,500	1,292,176	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 11,130,515	 10,490,878	
	23	Total liabilities (add lines 17 through 22)	28,263,230	28,260,258	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	1,901,837,011	1,837,003,464	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	1,901,837,011	1,837,003,464	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,930,100,241	1,865,263,722	

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)	1,901,837,011
2	Enter amount from Part I, line 27a	-64,833,547
3	Other increases not included in line 2 (itemize) ▶ _____	
4	Add lines 1, 2, and 3	1,837,003,464
5	Decreases not included in line 2 (itemize) ▶ _____	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	1,837,003,464

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	See Additional Data Table			
b				
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	See Additional Data Table		
b			
c			
d			
e			

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	See Additional Data Table		
b			
c			
d			
e			

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	47,525,053
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) (see instructions) If (loss), enter -0- in Part I, line 8		3	1,654,971

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 page 18 of 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			
2010			
2009			
2008			
2007			

2	Total of line 1, column (d).	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	
5	Multiply line 4 by line 3.	5	
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	
7	Add lines 5 and 6.	7	
8	Enter qualifying distributions from Part XII, line 4. 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	8	

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter 1986-03-18 (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	N/A
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	
3		Add lines 1 and 2.		3	0
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	0
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	0
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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? <input checked="" type="checkbox"/>		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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 <input checked="" type="checkbox"/>	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a	Yes	
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T. <input checked="" type="checkbox"/>			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input type="checkbox"/> See Additional Data Table			
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	Yes	
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	Yes	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶www casey org				
14	The books are in care of ▶CASEY FAMILY PROGRAMS Telephone no ▶(206) 282-7300 Located at ▶2001 EIGHTH AVE SUITE 2700 SEATTLE WA ZIP +4 ▶981212641			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
See 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.			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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		No
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		No
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?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?		5b	No
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	No
	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (see instructions).				
(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 Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). 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
JOSEPH A BOATENG	CHIEF INV OFFICER	1,104,670	47,400	0
2001 EIGHTH AVE 2700 SEATTLE,WA 98121	40 0			
DAVID B SANDERS	EVP SYSTEMS IMPROVMT	376,702	47,400	0
2001 EIGHTH AVE 2700 SEATTLE,WA 98121	40 0			
CHRISTOPHER T YEBUAH	MANGING DIRECTOR-INV	362,527	47,400	0
2001 EIGHTH AVE 2700 SEATTLE,WA 98121	40 0			
DAVID A DANIELSON	EVP OF ADMIN AND CFO	356,249	47,400	0
2001 EIGHTH AVE 2700 SEATTLE,WA 98121	40 0			
TIMOTHY R STARK	DIRECTOR-INVESTMENTS	329,233	47,400	0
2001 EIGHTH AVE 2700 SEATTLE,WA 98121	40 0			
Total number of other employees paid over \$50,000.				358

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
EIM MANAGMENT INC	INVESTMNT CONSULTANT	1,000,000
750 Lexington Ave 27th Floor NEW YORK, NY 10022		
BNY-MELLON	INVESTMENT CUSTODIAN	872,489
One Wall Street 32 Floor NEW YORK, NY 10277		
BAILLIE GIFFORD	INVESTMENT MANAGER	678,026
757 THIRD AVENUE 17TH FLOOR NEW YORK, NY 100172013		
ARROWSTREET	INVESTMENT MANAGER	620,791
200 Clarendon Street 30th Floor BOSTON, MA 02116		
AIM CONSULTING GROUP LLC	CONSULTING	603,217
PO BOX 796 SPOKANE, WA 99210		
Total number of others receiving over \$50,000 for professional services.		26

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 CASEY FAMILY PROGRAMS WORKS WITH FOSTER, KINSHIP, AND ADOPTIVE PARENTS TO PROVIDE SAFE AND LOVING HOMES FOR CHILDREN IN ITS DIRECT CARE THE FOUNDATION PROVIDES (CONT)	110,074,262
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	1,919,512,994
b	Average of monthly cash balances.	1b	79,126,945
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,998,639,939
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	1,998,639,939
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	29,979,599
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,968,660,340
6	Minimum investment return. Enter 5% of line 5.	6	98,433,017

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	
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	

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	110,074,262
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	1,689,357
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	111,763,619
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 (see instructions).	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	111,763,619
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	Undistributed income, if any, as of the end of 2012			
a	Enter amount for 2011 only.			
b	Total for prior years 2010 , 2009 , 2008			
3	Excess distributions carryover, if any, to 2012			
a	From 2007.			
b	From 2008.			
c	From 2009.			
d	From 2010.			
e	From 2011.			
f	Total of lines 3a through e.			
4	Qualifying distributions for 2012 from Part XII, line 4 \$			
a	Applied to 2011, but not more than line 2a			
b	Applied to undistributed income of prior years (Election required—see instructions).			
c	Treated as distributions out of corpus (Election required—see instructions).			
d	Applied to 2012 distributable amount.			
e	Remaining amount distributed out of corpus			
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6	Enter the net total of each column as indicated below:			
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5			
b	Prior years' undistributed income Subtract line 4b from line 2b.			
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.			
d	Subtract line 6c from line 6b Taxable amount—see instructions.			
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.			
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).			
9	Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.			
10	Analysis of line 9			
a	Excess from 2008.			
b	Excess from 2009.			
c	Excess from 2010.			
d	Excess from 2011.			
e	Excess from 2012.			

Part XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

1a

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.

1972-05-25

b

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

☒ 4942(j)(3) or ☐ 4942(j)(5)

Tax year	Prior 3 years				(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009		
30,497,376	25,782,658	41,815,707	28,278,902		126,374,643
25,922,770	21,915,259	35,543,351	24,037,067		107,418,447
111,763,619	105,339,266	104,698,562	121,023,450		442,824,897
3,528,325	1,836,328	911,450	678,170		6,954,273
108,235,294	103,502,938	103,787,112	120,345,280		435,870,624
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)					
					0
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
65,622,011	66,917,995	62,879,693	57,559,310		252,979,009
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).					
					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
					0
(3) Largest amount of support from an exempt organization					
					0
(4) Gross investment income					
					0

Part XVSupplementary Information (Complete this part only if the organization 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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV

Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,528,325
b <i>Approved for future payment</i> See Additional Data Table				
Total			3b	1,292,176

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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	3,350	
4	Dividends and interest from securities. . . .			14	25,741,570	
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	24,931,010	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a MISC INCOME					15,423
b	INCOME FROM PRIVATE EQUITY PARTNERSHIPS	900099	43,694	14	7,525,478	
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). . .		43,694		58,201,408	15,423
13	Total. Add line 12, columns (b), (d), and (e).			13		58,260,525

[illegible]

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			




[illegible]

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

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee Date Title

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 <input type="checkbox"/>	PTIN
	Firm's name	ERNST & YOUNG US LLP		Firm's EIN	
	Firm's address	111 MONUMENT CIRCLE SUITE 2600 INDIANAPOLIS, IN 46204		Phone no (317) 681-7000	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
PUBLICLY TRADED SECURITIES-ST	P		
PUBLICLY TRADED SECURITIES-LT	P		
ABRY ASF	P		
AXIOM ASIA II	P		
CARLYLE PARTNERS	P		
CHARLESBANK VII	P		
HORSLEY BRIDGE IX	P		
HORSLEY BRIDGE INTL V	P		
OAKTREE EURO FUND III	P		
OCM OPPORTUNITIES VII	P		
OCM OPPORTUNITIES VIIB	P		
PRUDENTIAL PRISA III	P		
SIGULER GUFF	P		
STEPSTONE PIONEER (PARISH)	P		
TCV VII	P		
TRUSTBRIDGE	P		
VIVO VENTURES	P		
WAYZATA	P		
ST SECTION 1256 GAINS/LOSSES FROM K-1S	P		
ACTIC FUND 2	P		
AIG EURO II	P		
AXIOM ASIA II	P		
CARLYLE PARTNERS	P		
CHARLESBANK VII	P		
CHARTERHOUSE IX	P		
CVC EUROPEAN EQUITY	P		
GS VINTAGE IV	P		
GS VINTAGE V	P		
HELLMAN & FRIEDMAN VI	P		
HORSLEY BRIDGE IX	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
HORSLEY BRIDGE INTL V	P		
INVESCO ASIA RE I	P		
INVESCO ASIA REAL ESTATE II	P		
JMI EQUITY FUND VI	P		
OAKTREE EURO FUND III	P		
OAKTREE MEZZ	P		
OCM OPPORTUNITIES VII	P		
OCM OPPORTUNITIES VIIB	P		
ONSET II	P		
PATRON CAPITAL IV	P		
PRUDENTIAL PRISA I	P		
PRUDENTIAL PRISA II	P		
PRUDENTIAL PRISA III	P		
SIGULER GUFF	P		
SPLITROCK II	P		
STEPSTONE PIONEER (PARISH)	P		
TCV VII	P		
WAYZATA	P		
LT SECTION 1256 GAINS/LOSSES FROM K-1S	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,077,396,529		1,076,197,675	1,198,854
237,796,970		202,480,059	35,316,911
68,682			68,682
		5	-5
788			788
		1,323	-1,323
63,552			63,552
1,209			1,209
109,502		116,690	-7,188
24,909			24,909
31,989			31,989
20,223		18,567	1,656
2,928			2,928
53,077			53,077
277			277
		885	-885
33,700			33,700
106,543			106,543
76,208			76,208
		319,000	-319,000
846		84,749	-83,903
3,611			3,611
421,277			421,277
34,161			34,161
559,308			559,308
826,951			826,951
		800,644	-800,644
		531,414	-531,414
1,468,033			1,468,033
1,050,583			1,050,583

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		9,691	-9,691
		225,000	-225,000
		604,831	-604,831
1,096,280			1,096,280
17,100		109,502	-92,402
644,643		1,289,286	-644,643
1,003,972			1,003,972
1,961,938			1,961,938
220			220
		238,072	-238,072
797,643		886,969	-89,326
19,353,298		18,753,181	600,117
9,629,995		6,393,711	3,236,284
79,899			79,899
6,264			6,264
500,159			500,159
475,385			475,385
753,343			753,343
114,312			114,312

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			1,198,854
			35,316,911
			68,682
			-5
			788
			-1,323
			63,552
			1,209
			-7,188
			24,909
			31,989
			1,656
			2,928
			53,077
			277
			-885
			33,700
			106,543
			76,208
			-319,000
			-83,903
			3,611
			421,277
			34,161
			559,308
			826,951
			-800,644
			-531,414
			1,468,033
			1,050,583

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-9,691
			-225,000
			-604,831
			1,096,280
			-92,402
			-644,643
			1,003,972
			1,961,938
			220
			-238,072
			-89,326
			600,117
			3,236,284
			79,899
			6,264
			500,159
			475,385
			753,343
			114,312

Form 990PF Part VII-A Line 8a

Enter the states to which the foundation reports or with which it is registered	AL, AK, AZ, CA, CO, DC, AK, FL, GA, HI, ID, IL, IN, KY, LA, ME, MD, MA, MI, MN, MO, NV, NJ, NY, NC, OH, OR, PA, SC, SD, TX, WA, WV, WY
---	--

Form 990PF Part VIII Line 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
Shelia Evans-Tranumn	Chair 24 0	174,930		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
Joan B Poliak	Vice Chair 20 0	153,083		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
Sharon McDaniel	Treasurer 18 0	153,083		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
America Y Bracho	Corp Secretary 14 0	153,083		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
Gary R Severson	Trustee 16 0	88,500		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
David Mills	Trustee 18 0	153,083		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
Robert A Watt	Trustee 15 0	153,083		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
Norman B Rice	Trustee 15 0	64,585		
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				
William C Bell PhD	President and CEO 40 0	746,817	47,400	
2001 Eighth Ave Suite 2700 Seattle, WA 981212641				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
ALS Association Greater Philadelphia Chapter 321 Norristown Road Suite 260 AMBLER, PA 19002	N/A	509(a)(1)	Memorial donation	50
American Civil Liberties Union of Washington 901 Fifth Ave Suite 630 SEATTLE, WA 98164	N/A	509(a)(3) Type 1	To help support ACLU's annual Bill of Rights Celebration Dinner in Seattle	5,000
The Aspen Institute One Dupont Circle NW 700 WASHINGTON, DC 20036	N/A	509(a)(2)	To support the Opportunity Youth Incentive Fund	300,000
Assoc of Black Foundation Executives 333 7th Ave 13th Floor NEW YORK, NY 10001	N/A	509(a)(1)	To help support the 2012 Annual conference and James A Joseph Lecture & Awards Ceremony in Philadelphia on April 27-29, 2012	15,000
Assoc of Black Foundation Executives 333 7th Ave 13th Floor NEW YORK, NY 10001	N/A	509(a)(1)	To help organization to assess the capacity of 5 rural municipalities using a philanthropic lens to support application of Cities United	20,000
Black Administrators in Child Welfare 900 second Street NE Suite 202 WASHINGTON, DC 20002	N/A	509(a)(1)	To support the restucture of grantee's strategic work	50,000
The Breakfast Group PO Box 22056 SEATTLE, WA 98122	N/A	509(a)(2)	To support the 21st Tie-On ne-On Luncheon, a rite of passage for young men who have successfully participated in the Project Mister program	3,000
Center for Children & Youth Justice 615 2nd Ave Suite 275 SEATTLE, WA 98004	N/A	509(a)(1)	To support the Philanthropists Forum	15,000
Chapin Hall Center for Children 1313 East 60th St CHICAGO, IL 60637	N/A	509(a)(1)	To help enable grantee to continue its work with the administration on Children, youth and Families	28,100
Child Welfare League of America Inc 1726 M Street NW Suite 500 WASHINGTON, DC 20036	N/A	509(a)(1)	To support grantee's leadership work in child welfare work and to facilitate its continued mission related work and success	400,000
Children Uniting Nations Inc 6380 Wilshire Blvd Suite 1006 LOS ANGELES, CA 90048	N/A	509(a)(1)	To support National "Keeping the promise to our children" conference in Washington DC on July 19, 2012	25,000
Congressional Black Caucus Foundation 1720 Massachusetts Ave NW WASHINGTON, DC 20036	N/A	509(a)(1)	To Help Support the 42nd Annual Legislative conference	25,000
Congressional Coalition on Adoption Institute 311 Massachusetts Ave NE WASHINGTON, DC 20002	N/A	509(a)(1)	To support the 2012 Angels in Adoption program to take place in Washington DC on Sept 12, 2012	25,000
Delta State University Alumni & Foundation DSU Box 3104 Cleveland, MS 38733	N/A	509(a)(1)	To be a National Alumni Association Corporate sponsor	5,000
District of Columbia Child & Family Svcs Agency 400 6th ST SW WASHINGTON, DC 20024	N/A	GOVT AGENCY	To help grantee to implement a child welfare initiative	55,940

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
The District of Columbia Children's Advocacy Cente 429 O Street NW WASHINGTON,DC 20001	N/A	509(a)(1)	To support the District of Colombia Children's Advocacy Center with the 18th Annual National Conference on Child Abuse and Neglect in Washington DC on April 16-20, 2012	30,000
Divine Alternatives for Dads Services 5709 Rainer Avenue South SEATTLE,WA 98118	N/A	509(a)(1)	To support D A D S achieve its mission of helping fathers to navigate barriers that separate them from their families and children	15,000
Foundation for Early Learning 615 - 2nd Ave Suite 525 SEATTLE,WA 98104	N/A	509(a)(1)	To support the Foundation for Early Learning and the 2012 Leadership Luncheon to support early education which will take place in Seattle on March 2,2012	5,000
Grantmakers for Children Youth and Families Inc 8757 Georgia Avenue 540 Silver Springs,MD 20910	N/A	509(a)(1)	To support 2012 Annual conference on Investing in Promising Futures for All in El Paso on Oct 9-12, 2012	10,000
Grantmakers for Children Youth and Families Inc 8757 Georgia Avenue 540 Silver Springs,MD 20910	N/A	509(a)(1)	To assist the organization to increase its capacity building efforts	50,000
Harvest of Hope Family Services Network Inc 630 Franklin Blvd SOMERSET,NJ 08873	N/A	509(a)(1)	To Support the organization's efforts to recruit and train foster parents	2,500
Independent Sector Membership 1602 L Street NW WASHINGTON,DC 20036	N/A	509(a)(1)	To support the organization's emergency campaign to maintain the charitable deduction	20,000
King County Bar Foundation 1200 Fifth Ave Ste 600 SEATTLE,WA 98101	N/A	509(a)(1)	To support pro bono programs and scholarships for minority law students	1,225
National American Indian Court Judges Association 3300 Arapahoe Ave Suite 206 BOULDER,CO 80202	N/A	INDIAN TRIBE	To support the 2012 Annual Meeting and National Tribal Judicial conference in Prior Lake, MN on Oct 17-19, 2012	53,060
Native American Rights Fund 1506 Broadway BOULDER,CO 80302	N/A	509(a)(1)	To provide support for grantee to create and maintain a website	50,000
Open Arms Perinatal Services 2524 16th Ave South Suite 207-A SEATTLE,WA 98144	N/A	509(a)(1)	To support the 2012 spring luncheon in Seattle on March 29, 2012	2,500
Project WE Foundation Inc 2110 Artesia Blvd Suite B-411 Redondo Beach,CA 90278	N/A	509(a)(1)	To support the organizations fundraising efforts with a challenge matching funds grant	30,000
Robert F Kennedy Children's Action Corps 11 Beacon Street Suite 820 BOSTON,MA 02108	N/A	509(a)(2)	To support the RFK Action Corps 2012 event "Embracing the Legacy" to be held on June 14, 2012	15,000
Root Cause Institute One Canal Park 3rd Floor Cambridge,MA 02141	N/A	509(a)(1)	To help support activities related to the Leadership Sustainability Institute	200,000
Rosebud Sioux Tribe 11 Legion Ave PO Box 430 ROSEBUD,SD 57570	N/A	INDIAN TRIBE	To support the Tribe in assuming the rights to donated real and personal property	5,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Seattle Central Community College 1701 Broadway BE 4180 SEATTLE,WA 98122	N/A	509(a)(1)	To support SCCC's 2012 Annual Fundraising Event, BELIEVE ¹ , to be held in Seattle on March 7, 2012	5,000
Southeastern Council of Foundations 50 Hurt Plaza Suite 350 ATLANTA,GA 30303	N/A	509(a)(1)	To Support the SECF Annual Meeting in Charleston, SC on November 7-9, 2012	5,000
The Fund for Philadelphia Inc Philadelphia City Hall Room 708 Philadelphia,PA 19107	N/A	509(a)(1)	To support the organizations mayoral gatherings in March and June of 2012	25,000
Treehouse 2100 - 24th Ave S Suite 200 SEATTLE,WA 98144	N/A	509(a)(1)	To support and pay for expenses in connection with the June Leonard Memorial Mini-Golf tournament on February 29,2012	5,000
United Way 720 Second Ave SEATTLE,WA 98104	N/A	509(a)(1)	To support the United Way's annual Day of Caring to take place in Seattle on September 16, 2012	10,000
United Way 720 Second Ave SEATTLE,WA 98104	N/A	509(a)(1)	To support the United Way's annual Breakfast to take place in Seattle on May 31, 2012	10,000
United Way 720 Second Ave SEATTLE,WA 98104	N/A	509(a)(1)	To support Phase I Youth/young Adults Homelessness plan	25,000
University of Washington School of Social Work PO Box 35490 SEATTLE,WA 98105	N/A	GOVT AGENCY	To support the Third Annual Scholarship Breakfast in Seattle on March 13, 2012	5,000
Wellspring Family Services King County 1900 Rainier Ave South SEATTLE,WA 98144	N/A	509(a)(1)	To help fund clinical training and consultation throughout Grantee's Early Learning Center	30,000
Year Up Inc 93 Summer St 5th Fl BOSTON,MA 02110	N/A	509(a)(1)	To help Year Up to create a program that will test strategies and apply lessons learned for improving outcomes for students who have been or currently in foster care	220,000
YMCA 1700 23rd Ave SEATTLE,WA 98122	N/A	509(a)(2)	To provide support for the YMCA's Learn, Achieve, Succeed Celebration of Education 2012 Luncheon, on May 23, 2012 in Seattle	2,500
A Contemporary Theatre Inc 700 Union St Seattle,WA 98101	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	150
American Cancer Society 728 134th Street SW Suite 101 Everett,WA 98024	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
American Cancer Society 4550 E Bell Rd Suite 126 Phoenix,AZ 85023	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	50
American Friends of the Spafford Childrens Center 2037 S Carrollton Ave New Orleans,LA 70118	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
American Heart Association 710 2nd Ave Suite 900 Seattle, WA 98104	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
American National Red Cross PO Box 37295 Washington, DC 20013	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	300
Art with Heart PO Box 94402 Seattle, WA 98124	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	150
Atlantic Street Center 2103 S Atlantic St Seattle, WA 98144	N/A	509(a)(1)	JEmployee Matching Gift - For General Operating Support	200
Bainbridge Schools Foundation 8489 Madison Ave Bainbridge Island, WA 98110	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	500
Ben Towne Pediatric Cancer Research Foundation 4535 47th Ave NE Seattle, WA 98105	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	1,000
Black Administrators in Child Welfare 900 second Street NE Suite 202 Washington, DC 20002	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	1,000
Camping Network for Kiddos Inc 9721 W Halstead Dr Boise, ID 83704	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Center for Children & Youth Justice 615 2nd Ave Suite 275 Seattle, WA 98104	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	150
Eastern Michigan University Foundation PO Box 972057 Ypsilanti, MI 48197	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
Foundation for Early Learning 615 2nd Ave Suite 525 Seattle, WA 98144	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	150
Friends of the NWAC 15600 NE 8th St B1-711 Bellevue, WA 98008	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	620
Gift of Identity Fund 4520 N Bartlett Ave Shorewood, WI 53211	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	75
Harry Chapin Food Bank of Southwest Florida 3760 Fowler St Fort Meyers, FL 33901	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	500
Heifer Project International 1 World Ave Little Rock, AR 72202	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	360


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Hope Events 414 Waller St Austin, TX 78702	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	1,000
Hyla Middle School 7861 Bucklin Hill Rd NE Bainbridge Island, WA 98110	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	500
Jewish Community Association of Austin 7300 Hart Lane Austin, TX 78750	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	820
King County Sexual Assault Resource Cent 200 Mill Ave S Suite 10 Renton, WA 98057	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	300
KUOW Puget Sound Public Radio 4518 University Way 310 Seattle, WA 98105	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	350
League of Women Voters of California Education Fun 1107 9th Street Suite 300 Sacramento, CA 95814	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	444
Lummi Island Heritage Trust P O Box 158 Lummi Island, WA 98262	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	350
Mercer Island - Eastside Orphans and Waifs P O Box 58 Kirkland, WA 98083	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	50
Mount Washington Observatory PO Box 2310 N Conway, NH 03860	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	63
Millionair Club Inc 2515 Western Ave Seattle, WA 98121	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	500
Mockingbird Society 2100 24th Ave Suite 240 Seattle, WA 98144	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	200
Moisture Festival PO Box 17484 Seattle, WA 98127	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	100
Mooreland Hill School 166 Lincoln St Kensington, CT 06037	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
North Texas Food Bank 4500 S Cockrell Hill Rd Dallas, TX 75236	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
Open Arms Perinatal Services 2524 16th Ave South Suite 207-A Seattle, WA 98144	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	650


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
Planned Parenthood Federation & America Inc 434 W 33rd Street NEW YORK, NY 10001	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
Planned Parenthood Of The Great Northwest 2001 E Madison Seattle, WA 98122	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	50
Providence Health and Services Washington 8201 10th Ave S 6 Seattle, WA 98108	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
Robert F Kennedy Children's Action Corps 11 Beacon Street Suite 820 Boston, MA 02108	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	250
Ruth Ellis Center Inc 77 Victor Street Highland Park, MT 48203	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	365
Seattle Central Community College 1701 Broadway BE 4180 Seattle, WA 98122	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	650
Seattle North APP PTA 4509 Interlake Ave 101 Seattle, WA 98103	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Sightline Institute 1402 3rd Ave Suite 500 Seattle, WA 98101	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	1,000
St Francisville Chapter of the Baton Rouge Sympho PO Box 289 Wakefield, LA 70784	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	200
St Paul School 325 Pleasant St Concord, NH 03301	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Swedish Medical Center Foundation 747 Broadway Seattle, WA 98122	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
The Detroit Institute of Arts 5200 Woodward Ave Detroit, MI 48202	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	385
The Leukemia & Lymphoma Society Inc 221 Main St Suite 1650 San Francisco, CA 94105	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	500
The Leukemia & Lymphoma Society Inc WAAK Chapte 123 NW 36th St 100 Seattle, WA 98107	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	500
The 5th Avenue Theatre Association 1308 5th Ave Seattle, WA 98101	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	50

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
Town Hall Association 1119 8th Ave Seattle, WA 98101	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	1,000
Treehouse 2100 - 24th Ave S Suite 200 Seattle, WA 98144	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	2,996
United Way 720 Second Ave Seattle, WA 98104	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	4,705
University of Washington Foundation Box 359505 Seattle, WA 98195	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Washington Women's Foundation 2100 24th Ave Suite 330 Seattle, WA 98144	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	1,000
Windsor Boys and Girls Club Inc PO Box 7464 Santa Rosa, CA 95407	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	50
Women of Power International 460 S Country Club Dr Mesa, AZ 85210	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	1,000
World Vision Inc P O Box 9716 Federal Way, WA 98063	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	2,000
Wounded Warrior Project Inc 4899 Belfort Rd Suite 300 Jacksonville, FL 32256	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
YouthCare 2500 NE 54th St Seattle, WA 98105	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	150
YWCA of King & Snohomish County 1118 5th Ave Seattle, WA 98101	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	100
Goodwill 612 W 17th Street Cheyenne, WY 82001	N/A	509(a)(1)	Donation of Car	3,017
Rosebud Sioux Indian Tribe 11 Legion Ave PO Box 430 Rosebud, SD 57570	N/A	INDIAN TRIBE	Donation of land, building and personal property associated with the Casey Family Programs building at Highway E18, Rosebud SD	1,690,000
Youth Uprising 8711 MacArthur Blvd Oakland, CA 94605	N/A	509(a)(1)	To help support hosting the welcome reception for the incoming Director of Alameda Social Services Agency	1,500
Total  3a				3,528,325

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
b <i>Approved for future payment</i>				
Oglala Sioux TribePO Box 2070 Pine Ridge,SD 57770	N/A	Indian Tribe	Donation of building and personal property associated with the Casey Family Programs building at Highway E18, Mission, SD	1,285,000
Beginning Child Care1821 15th Ave Seattle,WA 98122	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Denver Indian Family Resource Center4407 Morrison Rd 100 DENVER,CO 80219	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	650
FareStart700 Virginia St Seattle,WA 98101	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	100
Greater Baton Rouge Food Bank5546 Choctow Dr Baton Rouge,LA 70805	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Lewiston Library FoundationPO Box 1055 Lewiston,ID 83501	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	150
Mercy Corps45 SW Ankeny St Portland,OR 97204	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
Rhode Island State Grange Foundation120 Wilson Ave Rumford,RI 02916	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
Sacred Heart Community Service13815 First St San Jose,CA 95110	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	250
Seattle's Union Gospel MissionPO Box 202 SEATTLE,WA 98111	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Spay Baton RougePO Box 82638 Baton Rouge,LA 70884	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	100
Treehouse2100 - 24th Ave S Suite 200 SEATTLE,WA 98144	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	200
United Way720 Second Ave SEATTLE,WA 98104	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	3,566
Wellspring Family Services1900 Rainier Ave South SEATTLE,WA 98144	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	500
World Vision IncP O Box 9716 Federal Way,WA 98063	N/A	509(a)(1)	Employee Matching Gift - For General Operating Support	300
Yakima Symphony Orchestra32 North 3rd St 333 Yakima,WA 98901	N/A	509(a)(2)	Employee Matching Gift - For General Operating Support	560
Total  3b				1,292,176

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization CASEY FAMILY PROGRAMS	Employer identification number 91-0793881
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization CASEY FAMILY PROGRAMS	Employer identification number 91-0793881
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Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	Alameda County Social Services 24100 Amador Street Hayward, CA 94544	\$ 144,180	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>2</u>	Idaho State Controller PO Box 83720 Boise, ID 83720	\$ 113,167	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>3</u>	San Diego Health and Human Services 1700 Pacific Highway San Diego, CA 92101	\$ 299,292	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>4</u>	State of Arizona - Childs PO Box 6123 Phoenix, AZ 85005	\$ 166,315	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>5</u>	WA Dept Social Health Services PO Box 45845 Olympia, WA 98504	\$ 200,386	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
<u>6</u>	ANNE V WASILY UNITRUST 1211 Avenue of the Americas NEW YORK, NY 10036	\$ 1,400,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization CASEY FAMILY PROGRAMS	Employer identification number 91-0793881
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Part II	Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed		
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization CASEY FAMILY PROGRAMS	Employer identification number 91-0793881
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
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	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
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TY 2012 Accounting Fees Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ERNST & YOUNG LLP	153,746	23,062	23,062	130,684
JACOBSON JARVIS & CO PLLC	7,785			7,785
JESSE THOMAS GRAYSTON, CPA	34,133	13,653	13,653	20,480

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAND	2000-01-01	4,360,513		L					
BUILDING	2000-01-01	22,015,268	6,202,285	SL	27	798,813			
FURNITURE AND FIXT	2000-01-01	9,501,866	5,922,131	SL	7	960,557			
AUTOMOBILES	2000-01-01	493,497	448,184	SL	7	29,068			
LEASEHOLD IMPLOVEM	2000-01-01	11,726,734	1,246,142	SL	15	1,081,051			

TY 2012 General Explanation Attachment**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Identifier	Return Reference	Explanation
EXPLANATION FOR LINE 9 INCOME MODIFICATIONS	PAGE 1 PART 1 LINE 9	Casey made a donation of property of \$2,053,181 and received reimbursement of expenses of \$161,634 for a total of \$2,214,815

**TY 2012 Investments Corporate
Bonds Schedule****Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	226,815,698	248,813,314
SEE ATTACHMENTS FOR DETAIL		

**TY 2012 Investments Corporate
Stock Schedule****Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON AND PREFERRED STOCK	977,684,947	1,139,541,164
SEE ATTACHMENTS FOR DETAIL		

TY 2012 Investments Government Obligations Schedule

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

**US Government Securities - End of
Year Book Value:**

109,191,046

**US Government Securities - End of
Year Fair Market Value:**

112,649,549

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2012 Investments - Other Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
OTHER INVESTMENTS	AT COST	441,116,703	454,122,478
SEE ATTACHMENTS FOR DETAIL			

TY 2012 Land, Etc. Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAND	4,360,513		4,360,513	
BUILDING	22,015,268	7,001,098	15,014,170	
FURNITURE AND FIXT	9,501,866	6,882,688	2,619,178	
AUTOMOBILES	493,497	477,252	16,245	
LEASEHOLD IMPLOVEM	11,726,734	2,327,193	9,399,541	

TY 2012 Legal Fees Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CAPLIN & DRYSDALE	17,973			17,973
DAVIS & GILBERT LLP	13,525			13,525
LITTLER MENDELSON FASTIFF	31,774			31,774
STOEL RIVES LLP	386,868	170,919	170,919	215,949
VARIOUS ATTORNEYS AND COSTS	32,507			32,507
ZIONTZ,CHESTNUT,VARNELL,BER	21,852			21,852

TY 2012 Other Assets Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MISC RECEIVABLE	502,880	439,876	439,876
INTEREST AND DIVIDENDS RECEIVA	2,237,462	1,862,099	1,862,099
CONSTRUCTION IN PROGRESS	123,062	16,805	16,805
DEPOSITS	62,991	66,398	66,398
OTHER NON CURRENT ASSETS	250,005	162,746	162,746
457F DEFERRED COMP PLAN	449,758	675,005	675,005

TY 2012 Other Expenses Schedule

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
YOUTH AND FAMILY SUPPORT SERVI	35,203,015			35,203,015
ADVERTISING AND PROMOTION	82,137			82,137
AUTOMOBILE EXPENSE	95,536			95,536
BANK FEES	38,870			38,870
BOT DEFERRED GAINS	24,097			24,097
COMMUNICATIONS	623,786			623,786
DATA PROCESSING	52,610			52,610
DUES AND MEMBERSHIPS	308,509			308,509
EQUIPMENT RENTAL/LEASE	487,952			487,952
LIABILITY INSURANCE	701,465			701,465
MISCELLANEOUS	2,225			2,225
MOVING EXPENSE	62,132			62,132
OFFICE SUPPLIES	440,330			440,330
POSTAGE	202,834			202,834
RECRUITMENT EXPENSES	122,328			122,328
REPAIRS & MAINTENANCE	695,647			695,647
SOFTWARE & FIXED ASSETS <\$1000	1,297,657			1,297,657
STAFF TRAINING AND DEVELOPMENT	482,104			482,104
TEMPORARY HELP	553,765			553,765
EXP ALLOCATION TO INV INCOME		944,663	944,663	-944,663
ACCRUAL TO CASH ADJUSTMENT				1,759,451
INV EXPENSES FROM K-1		7,634,438	7,634,438	
LESS 50% MEALS DISALLOWED				-134,076

TY 2012 Other Income Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISC INCOME	15,423	13,646	15,423
INCOME FROM PRIVATE EQUITY PARTNERSHIPS	7,569,172	6,036,872	6,036,872
OTHER INCOME FROM K-1s		950,297	993,991

TY 2012 Other Liabilities Schedule

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Description	Beginning of Year - Book Value	End of Year - Book Value
BOT DEFERRED INCOME & INTEREST	1,132,845	1,098,516
DEFERRED RENT	2,573,783	2,823,803
DEFFERED LEASE INCENTIVE	6,920,611	6,129,684
INSURANCE CLAIM RESERVE	500,600	435,000
UNCLAIMED PROPERTY	2,676	2,176
TDA LOANS		1,699

TY 2012 Other Professional Fees Schedule

Name: CASEY FAMILY PROGRAMS
EIN: 91-0793881

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ALTRINSIC	450,421	450,421	450,421	
ARBOR CAPITAL	576,855	576,855	576,855	
ARROWSTREET	620,791	620,791	620,791	
BNY MELLON	872,489	872,489	872,489	
BAILLIE GIFFORD	678,026	678,026	678,026	
BGI	131,231	131,231	131,231	
DELAWARE	349,611	349,611	349,611	
DODGE & COX	166,277	166,277	166,277	
EIM MANAGEMENT INC	1,000,000	1,000,000	1,000,000	
HEWITT ENNISKNUPP, INC	340,000	340,000	340,000	
GLENROCK CAPITAL ADVISERS, LLC	350,000	350,000	350,000	
GOLDMAN SACHS	330,752	330,752	330,752	
INSTSHAREHOLDERS	77,000	77,000	77,000	
ORG PORTFOLIO MANAGEMENT, LLC	160,896	160,896	160,896	
OTHERS	606,181	26,513	26,513	579,668
PIMCO	390,151	390,151	390,151	
PORTFOLIO MANAGEMENT TECHNOLOG	44,000	44,000	44,000	
STEINBERG US	516,119	516,119	516,119	
ARTHUR J GALLAGHER & CO OF WA	95,000			95,000
AFFIRMA CONSULTING	46,020			46,020
AIM CONSULTING GROUP, LLC	603,217			603,217
ALEX FRYER	148,137			148,137
AON CONSULTING, INC	65,000			65,000
APCO WORLDWIDE, INC	102,529			102,529
APPIPHONY, LLC	38,600			38,600
BLINK INTERACTIVE, INC	37,500			37,500
BT AMERICAS, INC	71,360			71,360
BULLETIN NEWS NETWORK, INC	44,831			44,831
DENALI ADVANCED INTEGRATION	117,125			117,125
FACE TO FACE INTEGRATED TECH	124,204			124,204
FRESH CONSULTING, LLC	105,000			105,000
G A JONES & ASSOCIATES, INC	56,375			56,375
KORN FERRY INTERNATIONAL	117,747			117,747
MURPHY & ASSOCIATES, INC	56,280			56,280
ORANGEBELLY DESIGN	38,790			38,790
RED JET FILMS, LLC	57,474			57,474
RESYNC, INC	57,301			57,301
SAGE INFORMATION TECHNOLOGY	359,029			359,029
LESS 50% MEALS DISALLOWED				-46,867

TY 2012 Taxes Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LICENSING	5,828			5,828
PROPERTY TAXES	10,933			10,933
EXCISE AND B & O TAXES	4,324			4,324
UNRELATED BUSINESS INCOME TAX	9,424	9,424	9,424	
FOREIGN TAXES FROM K-1'S		357,800	357,800	

**TY 2012 Earnings and Profits Other
Adjustments Statement**

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Description	Amount
UNREALIZED GAINS	3,154,119

TY 2012 Earnings and Profits Other

Adjustments Statement

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Description	Amount
UNREALIZED GAINS	244,025

TY 2012 Itemized Other Assets Schedule

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Corporation Name	Corporation EIN	Other Assets Description	Beginning Amount	Ending Amount
		OTHER ASSETS	47	

TY 2012 Other Deductions Schedule**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Description	Foreign Amount (should only be used when attached to 5471 Schedule C Line 16)	Amount
MANAGEMENT FEES		145,818
UNCONSUMMATED DEAL COSTS		2,228
GENERAL AND ADMIN EXPENSES		42,767

TY 2012 Itemized Other Investments Schedule

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Corporation Name	Corporation EIN	Other Investments Description	Beginning Amount	Ending Amount
		REAL ESTATE INVESTMENT AT FAIR VALU	10,879,362	7,536,260

TY 2012 Other Income Statement**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Description	Foreign Amount	Amount
UNREALIZED GAINS		-3,154,119

TY 2012 Owns Foreign Partnership Statement**Name:** CASEY FAMILY PROGRAMS**EIN:** 91-0793881

Name	EIN or SSN	Other Forms Filed	Name of Tax Matters Partner	Foreign Partnership Tax Year	
				Beginning Date	Ending Date
INVESCO ASIAN RE PARTNERS II(USD)LP	26-0628586			2012-01-01	2012-12-31

TY 2012 Paid-In or Capital Surplus Reconciliation Statement

Name: CASEY FAMILY PROGRAMS

EIN: 91-0793881

Description	Beginning Amount	Ending Amount
NET ASSETS	11,861,664	9,705,273

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2012 FORM 990-PF
PART II, LINE 10A US AND STATE OBLIGATIONS

Security Name	Shares/Par	Cost	Market Value	Description
CALIFORNIA ST	375,000 0	377,756 3	521,531 3	STATE OBLIGATIONS
CALIFORNIA ST	800,000 0	816,350 3	1,153,440 0	STATE OBLIGATIONS
CALIFORNIA ST	375,000 0	361,389 0	519,637 5	STATE OBLIGATIONS
CALIFORNIA ST	100,000 0	101,701 0	144,470 0	STATE OBLIGATIONS
CALIFORNIA ST	175,000 0	176,660 8	255,652 3	STATE OBLIGATIONS
CALIFORNIA ST	200,000 0	197,294 0	239,574 0	STATE OBLIGATIONS
CALIFORNIA ST	300,000 0	302,847 0	438,261 0	STATE OBLIGATIONS
CHICAGO IL TRANSIT AUTH SALES	800,000 0	800,000 0	970,928 0	STATE OBLIGATIONS
CHICAGO IL TRANSIT AUTH SALES	2,100,000 0	2,259,840 0	2,548,686 0	STATE OBLIGATIONS
GOLDEN ST TOBACCO SECURITIZATI	500,000 0	304,790 0	454,150 0	STATE OBLIGATIONS
ILLINOIS ST	900,000 0	922,832 0	1,009,008 0	STATE OBLIGATIONS
ILLINOIS ST	300,000 0	309,601 1	341,787 0	STATE OBLIGATIONS
LOS ANGELES CA UNIF SCH DIST	350,000 0	350,000 0	467,176 5	STATE OBLIGATIONS
NEW JERSEY ST TURNPIKE AUTH	550,000 0	586,834 8	792,731 5	STATE OBLIGATIONS
TOBACCO SETTLEMENT FIN AUTH WV	1,020,000 0	977,364 0	814,755 6	STATE OBLIGATIONS
TOTAL - STATE OBLIGATIONS		8,845,260	10,671,789	
COMMIT TO PUR FNMA SF MTG	-1,000,000	-1,061,094	-1,060,781	US OBLIGATIONS
COMMIT TO PUR FNMA SF MTG	4,000,000	4,282,500	4,285,000	US OBLIGATIONS
COMMIT TO PUR GNMA SF MTG	11,000,000	11,699,492	11,692,657	US OBLIGATIONS
FHLMC POOL #1Q-1400	1,387,925	1,513,272	1,488,950	US OBLIGATIONS
FHLMC POOL #30-0088	1,458,301	1,461,238	1,741,756	US OBLIGATIONS
FHLMC POOL #78-6190	14,117	14,693	15,151	US OBLIGATIONS
FHLMC POOL #A5-4675	250,157	250,920	273,445	US OBLIGATIONS
FHLMC POOL #A6-4639	391,860	419,046	445,980	US OBLIGATIONS
FHLMC POOL #B1-4156	13,592	13,120	14,391	US OBLIGATIONS
FHLMC POOL #C0-0874	4,013	3,656	4,780	US OBLIGATIONS
FHLMC POOL #E0-1137	25,709	26,706	27,803	US OBLIGATIONS
FHLMC POOL #E0-1378	30,390	31,540	32,559	US OBLIGATIONS
FHLMC POOL #E0-1538	152,156	148,661	162,902	US OBLIGATIONS
FHLMC POOL #E8-9844	2,137	2,163	2,313	US OBLIGATIONS
FHLMC POOL #E9-1323	12,525	13,007	13,556	US OBLIGATIONS
FHLMC POOL #G0-1391	533	552	632	US OBLIGATIONS
FHLMC POOL #G0-3265	576,869	637,891	628,678	US OBLIGATIONS
FHLMC POOL #G0-3392	543,906	594,898	593,082	US OBLIGATIONS
FHLMC POOL #G0-4593	17,413	16,891	18,903	US OBLIGATIONS
FHLMC POOL #G0-4599	66,160	64,175	71,802	US OBLIGATIONS
FHLMC POOL #G0-6020	112,446	122,461	121,473	US OBLIGATIONS
FHLMC POOL #G0-6571	327,101	360,066	357,023	US OBLIGATIONS
FHLMC POOL #G0-6832	226,219	247,285	246,536	US OBLIGATIONS
FHLMC POOL #G0-6945	187,145	204,280	202,168	US OBLIGATIONS
FHLMC POOL #G1-1681	29,781	30,063	32,041	US OBLIGATIONS
FHLMC POOL #G1-1742	15,557	15,671	16,737	US OBLIGATIONS
FHLMC POOL #G1-1769	210,478	211,457	225,856	US OBLIGATIONS
FHLMC POOL #G1-2396	693,172	707,902	769,862	US OBLIGATIONS
FHLMC POOL #G1-3889	1,174,412	1,263,226	1,267,471	US OBLIGATIONS
FHLMC POOL #G1-4593	1,176,563	1,253,462	1,243,872	US OBLIGATIONS
FHLMC POOL #G1-8053	47,176	47,684	50,807	US OBLIGATIONS
FHLMC POOL #G1-8065	77,298	77,782	83,248	US OBLIGATIONS
FHLMC POOL #G1-8295	932,838	994,347	1,030,212	US OBLIGATIONS
FHLMC MULTICLASS MTG 2248 FB	11,562	11,551	11,611	US OBLIGATIONS
FHLMC MULTICLASS MTG 2266 F	12,677	12,675	12,718	US OBLIGATIONS
FHLMC MULTICLASS MTG 2812 DF	23,846	23,966	23,891	US OBLIGATIONS
FHLMC MULTICLASS MTG 2945 FA	72,758	72,576	72,857	US OBLIGATIONS
FHLMC MULTICLASS MTG 61 1A1	684,210	659,992	699,169	US OBLIGATIONS
FNMA POOL #0254360	30,917	32,709	34,432	US OBLIGATIONS

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2012 FORM 990-PF
PART II, LINE 10A US AND STATE OBLIGATIONS

	Security Name	Shares/Par	Cost	Market Value	Description
FNMA	POOL #0254393	92,937	98,484	103,552	US OBLIGATIONS
FNMA	POOL #0256335	47,905	48,035	50,192	US OBLIGATIONS
FNMA	POOL #0256985	93,865	98,676	107,017	US OBLIGATIONS
FNMA	POOL #0323520	48,631	49,642	52,071	US OBLIGATIONS
FNMA	POOL #0448182	184	183	187	US OBLIGATIONS
FNMA	POOL #0497284	2,764	2,911	3,305	US OBLIGATIONS
FNMA	POOL #0541416	711	702	767	US OBLIGATIONS
FNMA	POOL #0555162	57,468	56,911	57,518	US OBLIGATIONS
FNMA	POOL #0555424	463,280	500,342	509,158	US OBLIGATIONS
FNMA	POOL #0555432	845,722	901,090	929,473	US OBLIGATIONS
FNMA	POOL #0555531	1,124,413	1,219,109	1,235,763	US OBLIGATIONS
FNMA	POOL #0606540	7,059	7,350	8,434	US OBLIGATIONS
FNMA	POOL #0721252	120,260	117,892	131,023	US OBLIGATIONS
FNMA	POOL #0725220	77,629	73,948	84,577	US OBLIGATIONS
FNMA	POOL #0745406	243,097	249,630	261,473	US OBLIGATIONS
FNMA	POOL #0748502	78,588	74,947	85,621	US OBLIGATIONS
FNMA	POOL #0831809	1,102,709	1,229,866	1,242,418	US OBLIGATIONS
FNMA	POOL #0852534	69,577	67,522	75,612	US OBLIGATIONS
FNMA	POOL #0888366	457,344	492,359	526,900	US OBLIGATIONS
FNMA	POOL #0888367	620,837	703,486	715,280	US OBLIGATIONS
FNMA	POOL #0889528	336,451	347,044	372,714	US OBLIGATIONS
FNMA	POOL #0890341	154,497	169,774	168,979	US OBLIGATIONS
FNMA	POOL #0919539	20,284	20,918	24,143	US OBLIGATIONS
FNMA	POOL #0931696	244,911	266,188	267,759	US OBLIGATIONS
FNMA	POOL #0995952	541,527	575,541	599,892	US OBLIGATIONS
FNMA	POOL #0AC8781	542,833	564,970	584,151	US OBLIGATIONS
FNMA	POOL #0AD0167	1,427,123	1,508,067	1,546,117	US OBLIGATIONS
FNMA	POOL #0AD0695	318,963	339,820	345,217	US OBLIGATIONS
FNMA	POOL #0AD5637	287,715	307,675	310,469	US OBLIGATIONS
FNMA	POOL #0AE0616	195,653	214,454	214,203	US OBLIGATIONS
FNMA	POOL #0AH2140	813,973	849,966	863,973	US OBLIGATIONS
FNMA	POOL #0AH4446	51,452	53,406	54,613	US OBLIGATIONS
FNMA	POOL #0AJ9158	219,883	230,328	233,390	US OBLIGATIONS
FNMA	POOL #0AL0852	199,022	218,302	215,404	US OBLIGATIONS
FNMA	POOL #0AL0901	312,132	341,297	337,824	US OBLIGATIONS
FNMA	POOL #0AL1114	674,999	700,522	716,462	US OBLIGATIONS
FNMA	GTD REMIC P/T 00-32 FM	26,768	26,779	26,851	US OBLIGATIONS
FNMA	GTD REMIC P/T 03-32 FH	22,730	22,851	22,777	US OBLIGATIONS
FNMA	GTD REMIC P/T 03-78 FI	88,570	88,875	88,735	US OBLIGATIONS
FNMA	GTD REMIC P/T 04-21 FL	92,163	92,292	92,242	US OBLIGATIONS
FNMA	GTD REMIC P/T 05-120 UF	248,948	248,481	249,819	US OBLIGATIONS
FNMA	GTD REMIC P/T 11-62 KF	2,042,215	2,062,637	2,062,686	US OBLIGATIONS
FNMA	GTD REMIC P/T 12-46 BA	205,069	231,984	229,242	US OBLIGATIONS
FNMA	GTD REMIC P/T 99-51 LK	422,059	433,665	428,925	US OBLIGATIONS
GNMA	POOL #0515849	4,434	4,597	4,540	US OBLIGATIONS
GNMA	POOL #0620926	25,383	23,517	27,946	US OBLIGATIONS
GNMA	POOL #0781328	13,592	14,321	16,311	US OBLIGATIONS
GNMA	POOL #0781548	15,660	14,513	18,617	US OBLIGATIONS
GNMA	GTD REMIC P/T 00-26 DF	12,135	12,121	12,270	US OBLIGATIONS
GNMA	GTD REMIC P/T 00-30 FB	11,858	12,001	11,995	US OBLIGATIONS
GNMA	GTD REMIC P/T 99-7 K	640,619	609,389	687,207	US OBLIGATIONS
GNMA II	POOL #0002910	2,321	2,399	2,910	US OBLIGATIONS
GNMA II	POOL #0002947	2,518	2,602	3,151	US OBLIGATIONS
GNMA II	POOL #0003029	2,102	2,171	2,638	US OBLIGATIONS
GNMA II	POOL #0003057	132	137	133	US OBLIGATIONS
GNMA II	POOL #0008008	4,854	4,942	5,051	US OBLIGATIONS

CASEY FAMILY PROGRAMS

EIN # 91-0793881

2012 FORM 990-PF

PART II, LINE 10A US AND STATE OBLIGATIONS

Security Name	Shares/Par	Cost	Market Value	Description
GNMA II POOL #0008188	28,191	28,791	29,303	US OBLIGATIONS
GNMA II POOL #0008238	8,949	9,126	9,300	US OBLIGATIONS
GNMA II POOL #0008337	5,376	5,452	5,543	US OBLIGATIONS
GNMA II POOL #0008339	2,362	2,399	2,435	US OBLIGATIONS
GNMA II POOL #0008777	6,260	6,340	6,496	US OBLIGATIONS
GNMA II POOL #0080030	6,961	7,039	7,231	US OBLIGATIONS
GNMA II POOL #0080045	9,079	9,190	9,432	US OBLIGATIONS
GNMA II POOL #0080119	31,074	32,026	32,038	US OBLIGATIONS
GNMA II POOL #0080329	24,095	24,479	24,843	US OBLIGATIONS
GNMA II POOL #0080395	32,583	32,459	34,110	US OBLIGATIONS
GNMA II POOL #008968M	7,182	7,263	7,464	US OBLIGATIONS
U S TREASURY BOND	25,000	22,183	28,262	US OBLIGATIONS
U S TREASURY BOND	100,000	104,215	129,750	US OBLIGATIONS
U S TREASURY BOND	100,000	106,454	104,563	US OBLIGATIONS
U S TREASURY BOND	300,000	317,111	305,625	US OBLIGATIONS
U S TREASURY BOND	300,000	426,329	452,344	US OBLIGATIONS
U S TREASURY BOND	300,000	429,634	460,406	US OBLIGATIONS
U S TREASURY BOND	300,000	453,798	477,750	US OBLIGATIONS
U S TREASURY BOND	600,000	577,875	766,125	US OBLIGATIONS
U S TREASURY BOND	800,000	773,437	770,750	US OBLIGATIONS
U S TREASURY BOND	900,000	1,020,209	1,057,781	US OBLIGATIONS
U S TREASURY NOTE	100,000	100,301	100,277	US OBLIGATIONS
U S TREASURY NOTE	200,000	227,305	226,797	US OBLIGATIONS
U S TREASURY NOTE	1,000,000	998,675	999,688	US OBLIGATIONS
U S TREASURY NOTE	1,250,000	1,250,244	1,250,781	US OBLIGATIONS
U S TREASURY NOTE	1,300,000	1,306,500	1,300,508	US OBLIGATIONS
U S TREASURY NOTE	1,500,000	1,535,109	1,537,149	US OBLIGATIONS
U S TREASURY NOTE	1,500,000	1,568,268	1,551,212	US OBLIGATIONS
U S TREASURY NOTE	2,300,000	2,299,738	2,304,133	US OBLIGATIONS
U S TREASURY NOTE	2,400,000	2,403,464	2,403,374	US OBLIGATIONS
U S TREASURY NOTE	2,400,000	2,416,406	2,409,000	US OBLIGATIONS
U S TREASURY NOTE	3,100,000	3,114,652	3,105,450	US OBLIGATIONS
U S TREASURY NOTE	3,872,000	3,893,478	3,892,568	US OBLIGATIONS
U S TREASURY NOTE	4,200,000	4,315,514	4,305,000	US OBLIGATIONS
U S TREASURY NOTE	4,700,000	4,973,486	4,940,875	US OBLIGATIONS
U S TREASURY NOTE	5,700,000	5,823,746	5,749,430	US OBLIGATIONS
U S TREASURY NOTE	9,800,000	10,228,687	10,171,332	US OBLIGATIONS
US TREAS-CPI INFLAT	301,770	321,756	327,586	US OBLIGATIONS
US TREAS-CPI INFLAT	633,780	669,550	935,866	US OBLIGATIONS
US TREAS-CPI INFLAT	981,744	1,312,041	1,324,357	US OBLIGATIONS
US TREAS-CPI INFLAT	3,883,714	3,878,574	4,217,473	US OBLIGATIONS
US TREAS-CPI INFLATION INDEX	203,688	218,367	218,121	US OBLIGATIONS
TOTAL - US OBLIGATIONS		100,345,786	101,977,760	
TOTAL - PART II, LINE 10A		109,191,046	112,649,549	

CASEY FAMILY PROGRAMS
EIN # 91-0793881
2012 FORM 990-PF
PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
ARROWSTREET EMERGING MARKET	150,000	15,000,000	22,000,500	MUTUAL FUND
ARROWSTREET EMERGING MARKET FU	20,000	2,000,000	2,187,400	MUTUAL FUND
BAILLIE GIFFORD EMG MKTS	2,009,896	18,973,700	32,957,260	MUTUAL FUND
BGI ACWI EX-US SUPERFUND B	4,203,439	109,586,309	94,506,183	MUTUAL FUND
BGI EAFE	412,160	19,165,676	22,035,874	MUTUAL FUND
BGI MSCI EQ IND FD B CANADA	82,996	6,695,113	6,080,169	MUTUAL FUND
RUSSELL 3000 INDEX FUND B	3,336,949	60,322,161	54,817,333	MUTUAL FUND
GENESIS EMERGING MARKETS	79,411	37,285,293	60,747,799	MUTUAL FUND
JPMORGAN LLC 130/29	81,138,010	50,000,000	81,138,010	MUTUAL FUND
MARATHON LONDON INTERNATIONAL	1,552,497	68,016,988	68,862,062	MUTUAL FUND
MONDRIAN INTL EQUITY FD LP	2,183,641	53,456,249	52,874,776	MUTUAL FUND
MONDRIAN INTL SMALL CAP EQUITY	375,469	5,598,520	8,096,527	MUTUAL FUND
MONDRIAN LARGE CAP EMERGING	999,007	13,388,959	16,704,129	MUTUAL FUND
PRIMECAP ODYSSEY STOCK FUND	2,208,171	27,197,519	32,967,992	MUTUAL FUND
PYRAMIS GLOBAL MARKET NEUTRAL	1,672,678	21,014,805	26,729,395	MUTUAL FUND
RUSSELL 1000 VALUE INDEX FUND	13,444	13,443,960	16,013,932	MUTUAL FUND
VANGUARD PRIMECAP CORE FUND	3,374,721	60,452,033	65,657,440	MUTUAL FUND
INCITEC PIVOT NPV	147,550	439,109	494,792	COMMON STOCK
TALISMAN ENERGY INC	108,840	1,359,183	1,229,738	COMMON STOCK
CANADIAN NATURAL RESOURCES LTD	29,780	1,037,173	856,583	COMMON STOCK
LUNDIN MINING CORP	144,020	693,724	740,567	COMMON STOCK
KINROSS GOLD CORP	86,540	790,482	839,587	COMMON STOCK
ADIDAS AG	5,710	447,558	506,865	COMMON STOCK
E ON SE NPV	26,730	692,526	496,543	COMMON STOCK
ALLIANZ SE (SOCIETAS EUROPEAE)	5,050	661,464	697,750	COMMON STOCK
DAIMLER AG ORD NPV	17,440	913,322	950,066	COMMON STOCK
SIEMENS AG NPV REGD	10,800	1,182,016	1,170,423	COMMON STOCK
DEUTSCHE BOERSE AG NPV	21,820	1,156,262	1,329,346	COMMON STOCK
CARREFOUR EUR2 5	25,340	792,647	646,283	COMMON STOCK
TOTAL SA EUR2 5	10,780	585,256	554,424	COMMON STOCK
DANONE	9,830	602,029	646,762	COMMON STOCK
HEINEKEN NV EUR1 60	14,159	853,060	942,135	COMMON STOCK
CHEUNG KONG(HLDGS) HK\$0 50	40,362	582,696	619,684	COMMON STOCK
SUMITOMO MITSUI TRUST HOLDINGS	292,000	972,707	1,016,504	COMMON STOCK
MITSUBISHI CORP NPV	72,995	1,600,775	1,390,421	COMMON STOCK
NINTENDO CO	5,399	890,823	572,588	COMMON STOCK
SMC CORP NPV	4,600	779,787	827,803	COMMON STOCK
SUZUKI MOTOR CO NPV	27,900	625,421	723,435	COMMON STOCK
BANK OF YOKOHAMA Y50	248,777	1,204,325	1,150,880	COMMON STOCK
INPEX CORPORATION	84	571,030	444,457	COMMON STOCK
MS&AD INSURANCE GROUP HOLDINGS	30,910	684,978	609,513	COMMON STOCK
NKSJ HOLDINGS INC	27,445	668,912	582,450	COMMON STOCK
SIME DARBY BHD (NEW) MYR0 50	98,300	298,474	306,022	COMMON STOCK
DIAGEO ORD 28 101/108P	39,720	866,277	1,153,774	COMMON STOCK
GLAXOSMITHKLINE ORD GBP0 25	45,130	948,996	979,340	COMMON STOCK
ANGLO AMERICAN	23,198	909,288	714,196	COMMON STOCK
MTN GROUP LTD ZAR 0 0001	34,920	685,692	730,964	COMMON STOCK
GOLDEN AGRI-RESOURCES LTD	1,077,520	566,470	573,384	COMMON STOCK
ERICSSON (L M)	79,920	916,509	799,759	COMMON STOCK
NOVARTIS AG CHF0 50 (REGD)	19,880	1,098,125	1,247,726	COMMON STOCK
ROCHE HLDG AG GENUSSSCHEINE NPV	7,050	1,206,423	1,417,163	COMMON STOCK
NESTLE SA	19,000	1,192,892	1,237,122	COMMON STOCK
AOL INC	16,517	248,854	489,068	COMMON STOCK
AGRIUM INC	9,818	783,016	980,916	COMMON STOCK
APACHE CORP	13,790	1,269,799	1,082,515	COMMON STOCK
BP PLC	13,460	573,066	560,474	COMMON STOCK
BAKER HUGHES INC	20,790	1,082,039	849,064	COMMON STOCK
BIOMARIN PHARMACEUTICAL INC	14,690	438,791	723,483	COMMON STOCK
CISCO SYSTEMS INC	40,840	641,993	802,506	COMMON STOCK
COMCAST CORP	21,020	561,125	785,728	COMMON STOCK
EXELON CORP	11,120	449,531	330,709	COMMON STOCK
GENERAL ELECTRIC CO	54,990	990,221	1,154,240	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
HEALTHSOUTH CORP	21,110	532,449	445,632	COMMON STOCK
JUNIPER NETWORKS INC	42,420	887,496	834,401	COMMON STOCK
LORILLARD INC	7,290	823,209	850,524	COMMON STOCK
MERCK & CO INC	26,090	948,925	1,068,125	COMMON STOCK
MOLSON COORS BREWING CO	13,400	586,150	573,386	COMMON STOCK
MOSAIC CO/THE	6,950	368,327	393,579	COMMON STOCK
NEWMONT MINING CORP	11,920	595,022	553,565	COMMON STOCK
ORACLE CORP	31,050	958,909	1,034,586	COMMON STOCK
PEPSICO INC	15,690	1,030,718	1,073,667	COMMON STOCK
PHILIP MORRIS INTERNATIONAL IN	7,410	516,789	619,772	COMMON STOCK
PRINCIPAL FINANCIAL GROUP INC	31,790	913,383	906,651	COMMON STOCK
PRUDENTIAL FINANCIAL INC	15,180	884,693	809,549	COMMON STOCK
PUBLIC SERVICE ENTERPRISE GROU	21,110	667,684	645,966	COMMON STOCK
SCHLUMBERGER LTD	4,280	274,452	296,561	COMMON STOCK
STATE STREET CORP	18,050	783,033	848,531	COMMON STOCK
STILLWATER MINING CO	42,670	473,967	545,323	COMMON STOCK
TARGET CORP	13,730	743,375	812,404	COMMON STOCK
TIME WARNER INC	22,720	872,914	1,086,698	COMMON STOCK
TORCHMARK CORP	16,920	736,120	874,256	COMMON STOCK
UNUM GROUP	62,070	1,221,999	1,292,297	COMMON STOCK
VODAFONE GROUP PLC	27,380	712,157	689,702	COMMON STOCK
WAL-MART STORES INC	17,663	966,592	1,205,146	COMMON STOCK
WEIGHT WATCHERS INTERNATIONAL	5,233	270,973	274,000	COMMON STOCK
AON CORP	16,063	803,454	893,103	COMMON STOCK
COVIDIEN PLC	17,510	938,147	1,011,027	COMMON STOCK
MARVELL TECHNOLOGY GROUP LTD	59,850	810,266	434,511	COMMON STOCK
WILLIS GROUP HOLDINGS PUBLIC	34,000	1,284,266	1,140,020	COMMON STOCK
FOSTER WHEELER AG COM	30,697	801,930	746,551	COMMON STOCK
NOBLE CORPORATION BAAR	35,570	1,231,338	1,238,547	COMMON STOCK
ACME PACKET INC	25,800	517,876	570,696	COMMON STOCK
ADVISORY BOARD CO/THE	23,300	776,523	1,090,207	COMMON STOCK
AKORN INC	42,100	601,600	562,456	COMMON STOCK
ALIGN TECHNOLOGY INC	11,100	361,066	308,025	COMMON STOCK
ALTISOURCE RESIDENTIAL CORP	3,333	50,833	52,800	COMMON STOCK
ALTISOURCE ASSET MANAGEMENT	1,000	19,000	80,250	COMMON STOCK
ARUBA NETWORKS INC	30,800	646,023	639,100	COMMON STOCK
BOFI HOLDING INC	25,200	663,439	702,324	COMMON STOCK
BEACON ROOFING SUPPLY INC	44,700	988,373	1,487,616	COMMON STOCK
BUFFALO WILD WINGS INC	5,900	328,072	429,638	COMMON STOCK
C&J ENERGY SERVICES INC	28,300	632,218	606,752	COMMON STOCK
CARPENTER TECHNOLOGY CORP	11,700	633,922	604,071	COMMON STOCK
CATAMARAN CORP	42,700	1,230,420	2,011,597	COMMON STOCK
CAVIUM INC	32,700	981,813	1,020,567	COMMON STOCK
CHART INDUSTRIES INC	9,200	507,717	613,364	COMMON STOCK
COGENT COMMUNICATIONS GROUP IN	32,300	697,806	731,272	COMMON STOCK
COSTAR GROUP INC	13,400	995,863	1,197,558	COMMON STOCK
CUBIST PHARMACEUTICALS INC	31,600	1,270,508	1,329,096	COMMON STOCK
CYNOSURE INC	33,300	851,715	802,863	COMMON STOCK
DORMAN PRODUCTS INC	44,900	1,178,966	1,586,766	COMMON STOCK
ECHO GLOBAL LOGISTICS INC	16,600	311,456	298,302	COMMON STOCK
ELIZABETH ARDEN INC	9,100	431,784	409,591	COMMON STOCK
ELLIE MAE INC	35,100	684,949	974,025	COMMON STOCK
EXLSERVICE HOLDINGS INC	15,900	398,356	421,350	COMMON STOCK
FINANCIAL ENGINES INC	26,400	515,229	732,600	COMMON STOCK
FRANCESCAS HOLDINGS CORP	29,000	747,488	752,840	COMMON STOCK
FRESH MARKET INC/THE	16,200	747,736	779,058	COMMON STOCK
GENTHERM INC COM	24,900	284,648	331,170	COMMON STOCK
GEOSPACE TECHNOLOGIES CORP	16,700	866,807	1,484,129	COMMON STOCK
GUIDEWIRE SOFTWARE INC	34,200	960,697	1,016,424	COMMON STOCK
HEALTHCARE SERVICES GROUP INC	33,100	793,731	768,913	COMMON STOCK
HEALTHSTREAM INC	32,900	595,770	799,799	COMMON STOCK
HEXCEL CORP	25,700	624,759	692,872	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
HIBBETT SPORTS INC	10,700	436,180	563,890	COMMON STOCK
IPC THE HOSPITALIST CO INC	8,400	397,049	333,564	COMMON STOCK
IXIA	58,800	839,915	998,424	COMMON STOCK
IMPAX LABORATORIES INC	14,400	355,712	295,056	COMMON STOCK
IMPERVA INC	20,200	522,972	636,906	COMMON STOCK
INNERWORKINGS INC	46,800	607,733	644,904	COMMON STOCK
LIGAND PHARMACEUTICALS CL B	22,600	475,816	468,724	COMMON STOCK
LULULEMON ATHLETICA INC	6,400	386,040	487,872	COMMON STOCK
MRC GLOBAL INC	31,600	730,674	877,848	COMMON STOCK
MANHATTAN ASSOCIATES INC	17,800	797,597	1,074,052	COMMON STOCK
MARKETAXESS HOLDINGS INC	20,500	694,444	723,650	COMMON STOCK
MEDIDATA SOLUTIONS INC	47,300	1,483,064	1,853,687	COMMON STOCK
MIDDLEBY CORP	14,700	1,006,558	1,884,687	COMMON STOCK
MISTRAS GROUP INC	13,800	334,255	340,722	COMMON STOCK
MYRIAD GENETICS INC	29,000	780,584	790,250	COMMON STOCK
NEOGEN CORP	22,600	911,133	1,024,232	COMMON STOCK
NETGEAR INC	20,500	819,199	808,110	COMMON STOCK
NETSPEND HOLDINGS INC	75,800	811,118	895,956	COMMON STOCK
OSI SYSTEMS INC	6,700	452,051	429,068	COMMON STOCK
ORASURE TECHNOLOGIES INC	30,700	327,565	220,426	COMMON STOCK
PERFORMANT FINANCIAL CORP	57,400	551,047	579,740	COMMON STOCK
POLYONE CORP	46,800	922,801	955,656	COMMON STOCK
RBC BEARINGS INC	21,900	835,205	1,096,533	COMMON STOCK
SIGNATURE BANK/NEW YORK NY	20,800	1,017,118	1,483,872	COMMON STOCK
SOLARWINDS INC	17,900	625,829	938,855	COMMON STOCK
SOURCEFIRE INC	19,200	629,344	906,624	COMMON STOCK
TEAM INC	29,000	795,125	1,103,160	COMMON STOCK
TENNANT CO	14,300	591,622	628,485	COMMON STOCK
THERMON GROUP HOLDINGS INC	28,600	679,286	644,358	COMMON STOCK
TILE SHOP HOLDINGS INC	38,000	578,159	639,540	COMMON STOCK
TYLER TECHNOLOGIES INC	21,100	977,316	1,022,084	COMMON STOCK
ULTA SALON COSMETICS & FRAGRAN	13,200	300,220	1,297,032	COMMON STOCK
ULTIMATE SOFTWARE GROUP INC	16,100	634,394	1,520,001	COMMON STOCK
UNITED NATURAL FOODS INC	20,100	1,050,151	1,077,159	COMMON STOCK
VASCULAR SOLUTIONS INC	23,300	337,081	368,140	COMMON STOCK
VITAMIN SHOPPE INC	18,100	1,019,623	1,038,216	COMMON STOCK
ALTISOURCE PORTFOLIO SOLUTIONS	9,100	496,088	788,561	COMMON STOCK
CSL ORD NPV	9,411	370,847	526,630	COMMON STOCK
CCR SA	8,100	65,926	76,945	COMMON STOCK
COSAN SA INDUSTRIA E COMERCIO	900	15,624	18,352	COMMON STOCK
HYPERMARCAS SA COM NPV	8,000	58,865	64,938	COMMON STOCK
BM&F BOVESPA SA BOLSA DE	29,600	143,478	202,393	COMMON STOCK
CIELO SA	3,000	82,738	83,502	COMMON STOCK
OI SA	21,700	94,299	97,080	COMMON STOCK
SUN LIFE FINANCIAL INC	5,464	149,130	144,708	COMMON STOCK
ONEX CORP	6,801	276,264	285,988	COMMON STOCK
POWER CORP CANADA	12,615	314,351	321,551	COMMON STOCK
POWER FINANCIAL CORP	17,988	476,246	492,109	COMMON STOCK
ROYAL BANK OF CANADA	8,420	495,948	506,367	COMMON STOCK
DANSKE BANK AS DKK10	11,839	198,206	200,103	COMMON STOCK
NOVO-NORDISK AS DKK1	2,704	336,535	437,917	COMMON STOCK
ERSTE GROUP BANK AG	2,969	76,964	94,042	COMMON STOCK
VIENNA INSURANCE GROUP NPV(BR)	1,924	84,074	102,415	COMMON STOCK
KBC GROUPE NPV	3,230	72,911	111,358	COMMON STOCK
UCB S A NPV	2,413	117,835	137,496	COMMON STOCK
GROUPE BRUXELLES L NPV	2,199	161,241	174,356	COMMON STOCK
AGEAS NV	3,142	62,005	92,024	COMMON STOCK
ADIDAS AG	704	53,429	62,493	COMMON STOCK
CONTINENTAL AG NPV	6,709	668,502	774,746	COMMON STOCK
DEUTSCHE POST AG NPV (REGD)	3,982	80,126	87,148	COMMON STOCK
MUENCHENER RUECKVERSICHERUNGS	2,798	462,268	501,688	COMMON STOCK
VOLKSWAGEN AG ORD NPV	2,330	447,942	499,947	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
DAIMLER AG ORD NPV	2,831	141,626	154,222	COMMON STOCK
BAYERISCHE MOTOREN WERKE (BMW)	2,973	269,003	285,857	COMMON STOCK
KABEL DEUTSCHLAND HOLDING AG	1,582	85,689	117,989	COMMON STOCK
BANCO BILBAO VIZCAYA	54,376	372,773	498,958	COMMON STOCK
BANCO SANTANDER SA	2,992	20,696	24,062	COMMON STOCK
GRIFOLS SA EUR0 5	280	6,210	9,731	COMMON STOCK
CAIXABANK	3,384	14,911	11,765	COMMON STOCK
AMADEUS IT HLD SA-A SHS0 0100	682	13,462	17,129	COMMON STOCK
CHRISTIAN DIOR EUR2	1,132	170,081	191,404	COMMON STOCK
CAP GEMINI EUR8	3,678	154,398	159,341	COMMON STOCK
LAGARDERE S C A EUR6 1(REG)	4,169	129,415	138,977	COMMON STOCK
ICADE NPV (POST MERGER)	162	13,881	14,293	COMMON STOCK
CNP ASSURANCES EUR1	6,724	67,772	102,877	COMMON STOCK
ATOS EUR1	1,083	61,611	75,475	COMMON STOCK
STMICROELECTRONICS EUR1 04	13,589	131,803	96,172	COMMON STOCK
SOCIETE GENERALE EUR1 25	15,593	426,847	582,608	COMMON STOCK
UNIBAIL-RODAMCO SE EUR5	1,120	201,289	268,669	COMMON STOCK
AXA EUR2 29	39,889	634,546	702,072	COMMON STOCK
JC DECAUX SA NPV	3,361	78,732	79,694	COMMON STOCK
CREDIT AGRICOLE SA EUR3	34,599	249,403	277,524	COMMON STOCK
BNP PARIBAS EUR2	30,290	1,489,014	1,700,604	COMMON STOCK
NATIXIS EUR1 6	16,631	78,098	55,912	COMMON STOCK
SCOR SE EUR7 876972 (POST	1,076	30,559	28,954	COMMON STOCK
EDENRED	1,762	52,222	54,126	COMMON STOCK
OPAP SA EUR0 3 (CR)	6,758	99,675	48,113	COMMON STOCK
ASSICURAZIONI GENERALI EUR1	31,021	478,993	561,940	COMMON STOCK
INTESA SANPAOLO EUR0 52	361,842	555,091	620,168	COMMON STOCK
INTESA SANPAOLO EUR0 52	21,413	29,312	30,122	COMMON STOCK
LUXOTTICA GROUP EUR0 06	4,671	189,098	191,337	COMMON STOCK
FIAT SPA EUR3 58	5,063	30,688	25,298	COMMON STOCK
UBI BANCA SCPA EUR2 5	10,772	53,104	49,792	COMMON STOCK
TELECOM ITALIA DI RISP EUR0 55	19,159	17,051	15,092	COMMON STOCK
BANCO POPOLARE SOC COOPERATIVA	14,226	29,755	23,595	COMMON STOCK
UNICREDIT SPA	171,925	744,127	840,024	COMMON STOCK
CORIO NV EUR10	1,877	80,071	84,917	COMMON STOCK
AEGON NV EUR0 12	19,913	94,941	126,095	COMMON STOCK
ING GROEP N V CVA EUR0 24	13,583	120,686	126,447	COMMON STOCK
DELTA LLOYD NV	4,712	71,257	76,629	COMMON STOCK
KERRY GROUP 'A' ORD EUR0 125	482	22,362	25,454	COMMON STOCK
IRISH BANK RESOLUTION CORP LTD	3,842	8,762	0	COMMON STOCK
SAMPO OYJ SER'A NPV	3,316	106,810	106,410	COMMON STOCK
CHINA MOBILE LTD	13,500	131,602	157,192	COMMON STOCK
FIRST PACIFIC CO US\$0 01	244,000	271,093	267,898	COMMON STOCK
PCCW LIMITED HKD0 25	113,000	51,886	49,569	COMMON STOCK
AJINOMOTO CO INC	15,000	199,419	198,288	COMMON STOCK
AEON CREDIT SERVICE CO Y50	5,100	110,096	102,631	COMMON STOCK
ASAHI GROUP HOLDINGS LTD	4,200	95,204	89,231	COMMON STOCK
CHIYODA CORP Y50	10,000	145,762	142,023	COMMON STOCK
KDDI CORP Y5000	2,800	196,118	197,213	COMMON STOCK
DAIHATSU MOTOR CO Y50	7,000	122,264	138,518	COMMON STOCK
DAINIPPON SUMITOMO PHARMA CO	2,800	30,928	33,516	COMMON STOCK
DAIWA HOUSE INDUSTRY CO Y50	8,000	118,369	136,841	COMMON STOCK
LAWSON INC NPV	1,800	121,776	122,200	COMMON STOCK
EAST JAPAN RAILWAY CO Y50000	6,100	406,137	393,662	COMMON STOCK
FAMILYMART Y50	4,200	187,313	172,683	COMMON STOCK
MTSUBISHI UFJ FINANCIAL GROUP	40,600	178,317	216,464	COMMON STOCK
FUJITSU NPV	20,000	78,044	83,271	COMMON STOCK
HACHIJUNI BANK LTD/THE	35,000	180,840	174,464	COMMON STOCK
RESONA HOLDINGS INC	18,600	77,164	84,325	COMMON STOCK
HINO MOTORS LTD Y50	6,000	33,401	53,640	COMMON STOCK
JAPAN TOBACCO INC Y50000	8,487	230,799	239,499	COMMON STOCK
KAO CORP	8,000	210,352	208,084	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
KIRIN HOLDINGSCO LTD Y50	8,000	100,102	93,633	COMMON STOCK
JTEKT CORP	16,100	121,847	151,569	COMMON STOCK
TOKIO MARINE HOLDINGS INC NPV	3,600	93,193	99,217	COMMON STOCK
JAPAN RETAIL FUND JAPAN RETAIL	126	228,635	231,118	COMMON STOCK
SUMITOMO MITSUI GR NPV	34,300	1,102,657	1,235,697	COMMON STOCK
CREDIT SAISON CO NPV	2,900	60,945	71,909	COMMON STOCK
MITSUBISHI GAS & CHEML CO Y50	15,000	89,401	91,077	COMMON STOCK
MITSUMI FUDOSAN CO Y50	8,000	170,520	193,373	COMMON STOCK
NISHI-NIPPON CITY BANK LTD NPV	39,000	91,424	96,074	COMMON STOCK
NIPPON TEL & TEL CORP Y50000	9,700	459,688	407,228	COMMON STOCK
NOMURA HOLDING NPV	43,800	159,373	254,801	COMMON STOCK
ORIX CORP Y50	2,520	258,382	282,413	COMMON STOCK
NOMURA REAL ESTATE NOMURA	19	115,411	109,212	COMMON STOCK
T&D HOLDINGS INC NPV	16,100	177,992	193,837	COMMON STOCK
SOFTBANK CORPORATION NPV	8,400	328,256	305,048	COMMON STOCK
SEKISUI CHEMICAL Y50	23,000	194,257	199,237	COMMON STOCK
SEKISUI HOUSE NPV	7,000	69,399	76,262	COMMON STOCK
SHIONOGI & CO JPY50	10,200	169,520	169,518	COMMON STOCK
SHIMANO INC NPV	1,800	118,649	114,914	COMMON STOCK
SONY CORP NPV	10,600	105,981	117,444	COMMON STOCK
TOKYU LAND CORP NPV	10,000	50,723	72,399	COMMON STOCK
TOYOTA MOTOR CORP NPV	6,900	292,852	319,603	COMMON STOCK
TSUMURA & CO Y50	7,600	238,290	229,411	COMMON STOCK
USHIO ELECTRIC NPV	15,000	160,933	163,419	COMMON STOCK
WEST JAPAN RAILWAY CO JPY50000	5,000	201,721	196,611	COMMON STOCK
ASTELLAS PHARMA INC Y50	4,600	191,810	206,153	COMMON STOCK
HAKUHODO DY HLDGS INC NPV	1,510	97,045	97,273	COMMON STOCK
SEVEN & I HLDG CO LTD NPV	7,400	206,619	208,568	COMMON STOCK
DAIICHI SANKYO COMPANY LIMITED	16,300	265,665	249,218	COMMON STOCK
NOMURA RL EST INC NPV	3,000	54,527	56,832	COMMON STOCK
IDEMITSU KOSAN CO LTD NPV	1,000	84,423	86,509	COMMON STOCK
FUKUOKA FINANCIAL GROUP INC	43,000	167,319	171,075	COMMON STOCK
SONY FINANCIAL HOLDINGS INC	4,900	87,284	87,272	COMMON STOCK
MS&AD INSURANCE GROUP HOLDINGS	4,800	85,047	94,651	COMMON STOCK
OTSUKA HOLDINGS CO LTD	9,000	276,143	253,351	COMMON STOCK
DAI-ICHI LIFE INSURANCE CO LTD	109	131,381	151,149	COMMON STOCK
NKSJ HOLDINGS INC	7,200	145,620	152,802	COMMON STOCK
JAPAN AIRLINES CO LTD	4,900	235,890	209,680	COMMON STOCK
DIGI COM BERHAD MYR0 01	165,300	127,287	285,951	COMMON STOCK
ENKA INSAAT TRY1	90,160	252,442	267,747	COMMON STOCK
KOC HLDG TRY1	38,061	186,606	197,481	COMMON STOCK
BIM BIRLESIK MAGAZALAR TRY1	1,661	63,391	81,203	COMMON STOCK
TAV HAVALIMANLARI HOLDING A S	37,764	186,272	192,978	COMMON STOCK
ABOITIZ POWER CORPORATION PHP1	64,500	41,683	58,040	COMMON STOCK
BRITISH SKY BRDCSTG	10,085	71,895	125,736	COMMON STOCK
LLOYDS BANKING GROUP PLC	72,117	39,515	56,169	COMMON STOCK
GLAXOSMITHKLINE ORD GBP0 25	35,086	659,859	761,381	COMMON STOCK
ASTRAZENECA ORD USD0 25	10,207	407,268	482,729	COMMON STOCK
BT GROUP ORD GBP0 05	2,450	4,990	9,204	COMMON STOCK
NEXT GROUP ORD GBP0 10	2,611	42,281	157,417	COMMON STOCK
ITV ORD GBP0 10	66,712	87,003	114,079	COMMON STOCK
STANDARD LIFE ORD GBP0 10	15,769	62,219	85,126	COMMON STOCK
HOME RETAIL GROUP ORD GBP0	14,315	56,021	29,482	COMMON STOCK
EXPERIAN PLC ORD USD0 10	6,547	97,981	104,293	COMMON STOCK
INTERCONTINENTAL HOTELS GROUP	3,029	72,413	84,047	COMMON STOCK
SHOPRITE HLDGS LTD SHS	3,122	38,179	75,250	COMMON STOCK
SANLAM ZAR0 01	36,622	92,339	193,245	COMMON STOCK
SKANDINAVISKA ENSKILDA BANKEN	32,258	253,770	273,963	COMMON STOCK
SWEDBANK AB SEK'A' NPV	13,764	222,480	268,702	COMMON STOCK
SWEDISH MATCH AB NPV	1,177	21,523	39,478	COMMON STOCK
NORDEA BANK AB EUR0 39632	37,274	332,201	355,812	COMMON STOCK
HENNES & MAURITZ AB	17,262	561,166	595,703	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
SVENSKA HANDELSBANKEN SER A	6,678	211,936	238,564	COMMON STOCK
ERICSSON (L M)	18,587	177,128	186,000	COMMON STOCK
HUSQVARNA AB SER B NPV	20,359	123,982	122,646	COMMON STOCK
RATOS AB SER B NPV	11,813	117,389	113,491	COMMON STOCK
ZURICH INSURANCE GROUP AG	2,057	485,043	546,975	COMMON STOCK
SWISS PRIME SITE AG	984	76,681	82,076	COMMON STOCK
GAM HOLDING LTD	5,791	78,818	78,133	COMMON STOCK
JULIUS BAER GRUPPE AG	2,169	76,033	76,609	COMMON STOCK
SWISS RE LTD	6,280	410,534	452,124	COMMON STOCK
ADVANCED INFO SVCS PUBLIC CO	28,900	112,928	197,453	COMMON STOCK
BEC WORLD PCL-FOREIGN	89,500	103,878	207,731	COMMON STOCK
CP ALL PCL THB1(ALIEN MARKET)	454,600	96,235	683,609	COMMON STOCK
ADT CORP/THE	9,739	387,436	452,766	COMMON STOCK
AMC NETWORKS INC	376	14,635	18,612	COMMON STOCK
ABBOTT LABORATORIES	7,034	430,111	460,727	COMMON STOCK
ACTIVISION BLIZZARD INC	19,559	238,460	207,717	COMMON STOCK
ADVANCE AUTO PARTS INC	1,297	115,217	93,838	COMMON STOCK
ADVANCED MICRO DEVICES INC	29,209	144,668	70,102	COMMON STOCK
AEGON NV	16,461	89,575	106,009	COMMON STOCK
ALCOA INC	2,193	19,629	19,035	COMMON STOCK
ALLEGHANY CORP	485	160,966	162,679	COMMON STOCK
ALLSTATE CORP/THE	2,240	87,109	89,981	COMMON STOCK
AMERICAN INTERNATIONAL GROUP I	15,250	502,237	538,325	COMMON STOCK
AMERIPRISE FINANCIAL INC	2,861	167,582	179,184	COMMON STOCK
AMGEN INC	4,773	368,366	412,005	COMMON STOCK
ANSYS INC	1,428	94,469	96,162	COMMON STOCK
APPLE INC	2,927	1,820,966	1,560,179	COMMON STOCK
APPLIED MATERIALS INC	21,909	239,409	250,639	COMMON STOCK
ASSURANT INC	1,034	43,303	35,880	COMMON STOCK
AUTODESK INC	8,185	266,870	289,340	COMMON STOCK
AUTOZONE INC	2,931	765,017	1,038,834	COMMON STOCK
AVNET INC	7,562	218,491	231,473	COMMON STOCK
BANCO BRADESCO SA	16,187	240,035	281,168	COMMON STOCK
BANCO SANTANDER BRASIL SA/BRAZ	18,882	148,526	137,272	COMMON STOCK
BANK OF AMERICA CORP	55,932	530,047	648,811	COMMON STOCK
BANK OF NEW YORK MELLON CORP/T	6,307	152,017	162,090	COMMON STOCK
CR BARD INC	641	66,739	62,651	COMMON STOCK
BIOGEN IDEC INC	1,603	207,345	235,112	COMMON STOCK
BLACKROCK INC	420	79,078	86,818	COMMON STOCK
BRISTOL-MYERS SQUIBB CO	382	12,810	12,449	COMMON STOCK
BROADCOM CORP	2,791	86,576	92,689	COMMON STOCK
CF INDUSTRIES HOLDINGS INC	2,156	444,813	438,013	COMMON STOCK
CIT GROUP INC	1,325	49,288	51,198	COMMON STOCK
CVS CAREMARK CORP	1,376	62,259	66,530	COMMON STOCK
CAPITAL ONE FINANCIAL CORP	3,755	221,321	217,527	COMMON STOCK
CARDINAL HEALTH INC	2,967	115,929	122,181	COMMON STOCK
CELGENE CORP	562	37,100	44,241	COMMON STOCK
CISCO SYSTEMS INC	44,382	849,305	872,106	COMMON STOCK
CITIGROUP INC	2,137	73,481	84,540	COMMON STOCK
COMCAST CORP	8,835	321,400	330,252	COMMON STOCK
COMCAST CORP	26,073	931,742	937,324	COMMON STOCK
CIA ENERGETICA DE MINAS GERAIS	2,751	46,920	29,876	COMMON STOCK
CIA DE BEBIDAS DAS AMERICAS	7,816	296,752	328,194	COMMON STOCK
COSTCO WHOLESALE CORP	4,943	436,764	488,220	COMMON STOCK
CROWN HOLDINGS INC	4,323	161,830	159,130	COMMON STOCK
DR HORTON INC	1,741	37,188	34,437	COMMON STOCK
DELTA AIR LINES INC	2,909	31,684	34,530	COMMON STOCK
DIRECTV	26,495	1,298,350	1,328,989	COMMON STOCK
DOLLAR GENERAL CORP	6,193	290,313	273,049	COMMON STOCK
DOLLAR TREE INC	3,854	155,179	156,318	COMMON STOCK
DUN & BRADSTREET CORP	2,464	199,632	193,794	COMMON STOCK
EMC CORP/MA	7,913	186,357	200,199	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
EXPRESS SCRIPTS HOLDING CO	4,213	239,695	227,502	COMMON STOCK
FACEBOOK INC	9,598	197,834	255,595	COMMON STOCK
F5 NETWORKS INC	1,483	180,730	144,073	COMMON STOCK
FOREST LABORATORIES INC	9,114	312,686	321,906	COMMON STOCK
GENWORTH FINANCIAL INC	22,202	127,803	166,737	COMMON STOCK
GILEAD SCIENCES INC	4,697	230,749	344,995	COMMON STOCK
GLAXOSMITHKLINE PLC	3,167	142,762	137,669	COMMON STOCK
GOLDMAN SACHS GROUP INC/THE	2,259	265,247	288,158	COMMON STOCK
HCA HOLDINGS INC	15,605	401,514	470,803	COMMON STOCK
HSBC HOLDINGS PLC	15,048	792,889	798,597	COMMON STOCK
HARRIS CORP	2,343	109,900	114,713	COMMON STOCK
ING GROEP NV	7,214	65,809	68,461	COMMON STOCK
INTEL CORP	42,888	943,921	884,779	COMMON STOCK
KLA-TENCOR CORP	4,521	208,373	215,923	COMMON STOCK
KEYCORP	32,853	281,286	276,622	COMMON STOCK
KIMBERLY-CLARK CORP	3,437	288,874	290,186	COMMON STOCK
LSI CORP	38,641	273,136	273,578	COMMON STOCK
LEUCADIA NATIONAL CORP	3,713	76,075	88,332	COMMON STOCK
LIBERTY INTERACTIVE CORP	24,211	424,995	476,472	COMMON STOCK
ELI LILLY & CO	8,928	368,018	440,329	COMMON STOCK
LLOYDS BANKING GROUP PLC	15,942	46,813	51,014	COMMON STOCK
MGM RESORTS INTERNATIONAL	28,047	323,945	326,467	COMMON STOCK
MARATHON PETROLEUM CORP	3,251	158,420	204,813	COMMON STOCK
MASTERCARD INC	144	60,638	70,744	COMMON STOCK
MAXIM INTEGRATED PRODUCTS INC	14,607	389,192	429,446	COMMON STOCK
MCKESSON CORP	1,613	143,112	156,396	COMMON STOCK
MERCK & CO INC	9,243	359,210	378,408	COMMON STOCK
MICROSOFT CORP	28,878	878,236	771,909	COMMON STOCK
MICRON TECHNOLOGY INC	31,779	196,330	201,797	COMMON STOCK
MOBILE TELESYSTEMS OJSC	1,137	18,766	21,205	COMMON STOCK
MONDELEZ INTERNATIONAL INC	1,122	28,207	28,577	COMMON STOCK
MONSANTO CO	1,063	96,806	100,613	COMMON STOCK
MORGAN STANLEY	40,766	684,221	779,446	COMMON STOCK
NETAPP INC	2,824	94,595	94,745	COMMON STOCK
NIPPON TELEGRAPH & TELEPHONE C	3,698	86,106	77,769	COMMON STOCK
NOVO NORDISK A/S	1,712	241,592	279,416	COMMON STOCK
NVIDIA CORP	6,602	87,329	81,139	COMMON STOCK
O'REILLY AUTOMOTIVE INC	1,429	125,510	127,781	COMMON STOCK
PFIZER INC	18,237	419,106	457,384	COMMON STOCK
PHILIP MORRIS INTERNATIONAL IN	14,038	1,236,442	1,174,138	COMMON STOCK
PHILLIPS 66	15,638	634,827	830,378	COMMON STOCK
PRUDENTIAL FINANCIAL INC	12,238	664,632	652,653	COMMON STOCK
QUALCOMM INC	2,939	181,688	182,277	COMMON STOCK
REED ELSEVIER NV	5,108	149,505	151,095	COMMON STOCK
REGIONS FINANCIAL CORP	97,084	652,639	691,238	COMMON STOCK
ROSS STORES INC	2,170	122,575	117,506	COMMON STOCK
SLM CORP	9,526	160,557	163,180	COMMON STOCK
SOUTHWEST AIRLINES CO	23,300	206,114	238,592	COMMON STOCK
STAPLES INC	20,564	230,442	234,430	COMMON STOCK
STATE STREET CORP	2,754	122,352	129,466	COMMON STOCK
STMICROELECTRONICS NV	5,168	53,927	37,416	COMMON STOCK
TJX COS INC	7,828	337,009	332,299	COMMON STOCK
TYSON FOODS INC	4,503	75,513	87,358	COMMON STOCK
VALERO ENERGY CORP	24,615	715,741	839,864	COMMON STOCK
VERISIGN INC	5,091	208,256	197,633	COMMON STOCK
VERISK ANALYTICS INC	577	25,955	29,427	COMMON STOCK
VOLKSWAGEN AG	1,467	59,789	63,770	COMMON STOCK
WALGREEN CO	6,013	189,436	222,541	COMMON STOCK
WESTERN DIGITAL CORP	10,328	368,107	438,837	COMMON STOCK
WEYERHAEUSER CO	9,527	249,097	265,041	COMMON STOCK
WYNN RESORTS LTD	3,714	410,234	417,788	COMMON STOCK
YAHOO! INC	26,058	453,238	518,554	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
ZIMMER HOLDINGS INC	1,232	78,861	82,125	COMMON STOCK
EVEREST RE GROUP INC COM	583	62,201	64,101	COMMON STOCK
MARVELL TECHNOLOGY GROUP LTD	26,794	269,114	194,524	COMMON STOCK
NABORS INDUSTRIES LTD SHS	1,895	30,661	27,383	COMMON STOCK
SEAGATE TECHNOLOGY	9,451	272,073	288,066	COMMON STOCK
XL GROUP PLC	7,529	176,921	188,677	COMMON STOCK
PENTAIR LTD	4,721	210,756	232,037	COMMON STOCK
TE CONNECTIVITY LTD USD0 97	3,452	117,802	128,138	COMMON STOCK
LYONDELLBASELL INDUSTRIES NV	813	40,505	46,414	COMMON STOCK
GAZPROM OAO REGS	80,584	745,643	784,082	COMMON STOCK
LUKOIL OAO	7,336	442,406	480,341	COMMON STOCK
SURGUTNEFTEGAS OAO	19,806	169,427	178,254	COMMON STOCK
AVAGO TECHNOLOGIES LTD	4,980	160,296	157,667	COMMON STOCK
ALL AMERICA LATINA LOGISTICA	192,700	1,679,960	782,094	COMMON STOCK
NOVOZYMES A/S	102,732	1,904,428	2,890,024	COMMON STOCK
INDUSTRIA DE DISENO TEXTIL SA	36,928	2,870,023	5,136,360	COMMON STOCK
L'OREAL EUR0 2	16,823	1,982,645	2,326,624	COMMON STOCK
HERMES INTL FRF10 POST SPLIT	7,910	1,314,506	2,359,980	COMMON STOCK
KERING EUR4 00	29,737	3,903,153	5,522,061	COMMON STOCK
TENCENT HOLDINGS LTD	195,000	3,603,475	6,264,474	COMMON STOCK
BELLE INTERNATIONAL HLDGS HKD0	730,000	1,336,317	1,584,162	COMMON STOCK
HOUSING DEV FIN CORP INR2	143,700	2,085,261	2,173,859	COMMON STOCK
ARM HOLDINGS ORD GBP0 0005	30,110	358,516	375,888	COMMON STOCK
BURBERRY GROUP ORD GBP0 0005	72,459	1,487,250	1,444,009	COMMON STOCK
AGGREKO ORD GBP0 13708387	43,628	1,213,414	1,233,961	COMMON STOCK
ATLAS COPCO AB SER A NPV	182,785	3,059,096	5,009,733	COMMON STOCK
SANDVIK AB NPV (POST SPLIT)	137,367	2,685,548	2,185,473	COMMON STOCK
STRAUMANN HOLDING AG	6,232	1,731,837	762,532	COMMON STOCK
AMAZON COM INC	40,965	4,229,101	10,287,950	COMMON STOCK
APPLE INC	11,827	1,100,415	6,304,146	COMMON STOCK
BAIDU INC/CHINA	69,300	3,967,149	6,950,097	COMMON STOCK
CTRIIP COM INTERNATIONAL LTD	36,638	1,585,582	834,980	COMMON STOCK
DEERE & CO	27,987	1,831,260	2,418,637	COMMON STOCK
EBAY INC	107,379	3,642,880	5,478,477	COMMON STOCK
FLIR SYSTEMS INC	52,998	1,530,385	1,182,385	COMMON STOCK
FACEBOOK INC	87,684	3,033,564	2,335,025	COMMON STOCK
GOOGLE INC	7,386	4,376,079	5,239,407	COMMON STOCK
ILLUMINA INC	65,067	4,040,786	3,617,075	COMMON STOCK
INTUITIVE SURGICAL INC	10,707	3,171,833	5,250,392	COMMON STOCK
NEW ORIENTAL EDUCATION & TECHN	69,372	921,696	1,347,898	COMMON STOCK
RACKSPACE HOSTING INC	31,949	1,377,481	2,372,852	COMMON STOCK
SALESFORCE COM INC	23,653	2,982,239	3,976,069	COMMON STOCK
WHOLE FOODS MARKET INC	53,881	2,638,014	4,920,952	COMMON STOCK
ADOBE SYSTEMS INC	73,300	2,098,087	2,761,944	COMMON STOCK
ALLERGAN INC/UNITED STATES	33,900	1,877,064	3,109,647	COMMON STOCK
APPLE INC	9,150	1,444,737	4,877,225	COMMON STOCK
BMC SOFTWARE INC	68,350	2,865,765	2,710,761	COMMON STOCK
CME GROUP INC	26,550	1,429,576	1,346,351	COMMON STOCK
CATERPILLAR INC	11,800	1,036,941	1,057,044	COMMON STOCK
CELGENE CORP	18,050	1,413,664	1,420,896	COMMON STOCK
CROWN CASTLE INTERNATIONAL COR	52,725	1,629,642	3,804,636	COMMON STOCK
EOG RESOURCES INC	32,400	2,968,914	3,913,596	COMMON STOCK
GOOGLE INC	3,650	1,858,216	2,589,201	COMMON STOCK
INTERCONTINENTALEXCHANGE INC	15,275	1,414,074	1,891,198	COMMON STOCK
INTUIT INC	45,900	1,484,052	2,731,050	COMMON STOCK
KINDER MORGAN INC/DELAWARE	91,478	3,122,738	3,231,918	COMMON STOCK
KINDER MORGAN INC/DELAWARE	35,136	62,893	132,814	COMMON STOCK
LIBERTY INTERACTIVE CORP	133,875	2,320,409	2,634,660	COMMON STOCK
MASTERCARD INC	7,150	1,466,134	3,512,652	COMMON STOCK
NIKE INC	32,850	874,410	1,695,060	COMMON STOCK
NOVO NORDISK A/S	14,350	813,698	2,342,064	COMMON STOCK
PERRIGO CO	12,900	802,799	1,341,987	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
POLYCOM INC	69,950	939,942	731,677	COMMON STOCK
PRICELINE COM INC	4,000	793,308	2,484,800	COMMON STOCK
PROGRESSIVE CORP/THE	109,100	2,384,157	2,302,010	COMMON STOCK
QUALCOMM INC	58,100	2,705,054	3,603,362	COMMON STOCK
SALLY BEAUTY HOLDINGS INC	29,975	744,827	706,511	COMMON STOCK
STAPLES INC	102,300	2,234,592	1,166,220	COMMON STOCK
SYNGENTA AG	26,450	1,199,608	2,137,160	COMMON STOCK
TERADATA CORP	27,800	792,831	1,720,542	COMMON STOCK
VERIFONE SYSTEMS INC	29,150	873,436	865,172	COMMON STOCK
VERISIGN INC	44,850	1,430,462	1,741,077	COMMON STOCK
VISA INC	25,625	1,719,519	3,884,238	COMMON STOCK
WALGREEN CO	64,575	2,346,250	2,389,921	COMMON STOCK
AAR CORP	4,511	90,425	84,265	COMMON STOCK
AARON'S INC	7,002	196,050	198,017	COMMON STOCK
ACADIA HEALTHCARE CO INC	8,698	136,868	202,924	COMMON STOCK
ACADIA REALTY TRUST	8,712	147,038	218,497	COMMON STOCK
ACUITY BRANDS INC	1,789	112,117	121,169	COMMON STOCK
ADTRAN INC	6,848	198,245	133,810	COMMON STOCK
ALLETE INC	2,915	114,255	119,457	COMMON STOCK
ALTRA HOLDINGS INC	6,384	85,792	140,767	COMMON STOCK
AMERICAN AXLE & MANUFACTURING	19,773	204,480	221,458	COMMON STOCK
AMERICAN CAMPUS COMMUNITIES IN	4,175	114,289	192,593	COMMON STOCK
AMERICAN EQUITY INVESTMENT LIF	33,805	279,772	412,759	COMMON STOCK
ANIXTER INTERNATIONAL INC	5,014	246,589	320,796	COMMON STOCK
APPLIED INDUSTRIAL TECHNOLOGIE	4,943	150,807	207,655	COMMON STOCK
APPROACH RESOURCES INC	13,377	341,847	334,559	COMMON STOCK
ARCTIC CAT INC	3,004	119,424	100,304	COMMON STOCK
ASBURY AUTOMOTIVE GROUP INC	2,898	74,837	92,823	COMMON STOCK
MICHAEL BAKER CORP	1,930	71,033	48,115	COMMON STOCK
BANCORPSOUTH INC	13,037	153,011	189,558	COMMON STOCK
BANK OF THE OZARKS INC	9,269	125,279	310,233	COMMON STOCK
BANNER CORP	1,313	36,866	40,348	COMMON STOCK
BELDEN INC	8,308	286,186	373,777	COMMON STOCK
BLACK HILLS CORP	1,647	56,065	59,852	COMMON STOCK
BOSTON PRIVATE FINANCIAL HOLDI	14,646	94,717	131,960	COMMON STOCK
BRIDGE CAPITAL HOLDINGS	2,975	24,582	46,291	COMMON STOCK
BROOKLINE BANCORP INC	9,685	94,166	82,323	COMMON STOCK
BRUNSWICK CORP/DE	5,077	124,456	147,690	COMMON STOCK
CBL & ASSOCIATES PROPERTIES IN	10,585	187,235	224,508	COMMON STOCK
CLECO CORP	9,846	316,843	393,938	COMMON STOCK
CYS INVTs INC	23,162	302,823	273,543	COMMON STOCK
CABELA'S INC	3,424	147,188	142,952	COMMON STOCK
CABOT MICROELECTRONICS CORP	7,480	303,928	265,615	COMMON STOCK
CARLISLE COS INC	5,673	217,694	333,345	COMMON STOCK
CARPENTER TECHNOLOGY CORP	4,013	214,165	207,191	COMMON STOCK
CARTER'S INC	2,524	133,780	140,461	COMMON STOCK
CASEY'S GENERAL STORES INC	2,204	127,947	117,032	COMMON STOCK
CHECKPOINT SYSTEMS INC	9,427	157,150	101,246	COMMON STOCK
CHICO'S FAS INC	7,934	136,189	146,462	COMMON STOCK
CIRCOR INTERNATIONAL INC	3,714	141,743	147,037	COMMON STOCK
COBIZ FINANCIAL INC	7,120	32,459	53,186	COMMON STOCK
COEUR MINING INC	1,784	34,483	43,886	COMMON STOCK
COHERENT INC	1,109	54,154	56,138	COMMON STOCK
COHEN & STEERS INC	2,605	79,554	79,374	COMMON STOCK
COMFORT SYSTEMS USA INC	17,963	211,822	218,430	COMMON STOCK
COMMERCIAL METALS CO	4,250	63,797	63,155	COMMON STOCK
COMMUNITY BANK SYSTEM INC	6,870	177,096	187,963	COMMON STOCK
CONVERGYS CORP	15,261	197,774	250,433	COMMON STOCK
CORESITE REALTY CORP	8,824	138,929	244,072	COMMON STOCK
CRANE CO	4,393	190,021	203,308	COMMON STOCK
CREXUS INVESTMENT CORP	8,050	88,585	98,613	COMMON STOCK
CUBESMART	14,711	146,966	214,339	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
CYTEC INDUSTRIES INC	2,086	139,280	143,579	COMMON STOCK
DANA HOLDING CORP	4,949	86,572	77,254	COMMON STOCK
DARLING INTERNATIONAL INC	10,830	166,765	173,713	COMMON STOCK
DIAMONDBACK ENERGY INC	5,577	100,679	106,632	COMMON STOCK
DIGI INTERNATIONAL INC	7,757	103,826	73,459	COMMON STOCK
DIME COMMUNITY BANCSHARES INC	5,779	69,341	80,270	COMMON STOCK
DINEEQUITY INC	1,106	54,987	74,102	COMMON STOCK
DRIL-QUIP INC	4,834	317,122	353,124	COMMON STOCK
DUPONT FABROS TECHNOLOGY INC	5,903	140,919	142,616	COMMON STOCK
EPR PPTYS COM SH BEN INT	7,614	250,451	351,082	COMMON STOCK
EDWARDS GROUP LTD	18,156	148,512	110,388	COMMON STOCK
EL PASO ELECTRIC CO	17,747	378,964	566,307	COMMON STOCK
ELECTRONICS FOR IMAGING INC	12,848	163,006	243,984	COMMON STOCK
ELIZABETH ARDEN INC	4,189	125,068	188,547	COMMON STOCK
FNB CORP/PA	13,056	101,395	138,655	COMMON STOCK
FAIRCHILD SEMICONDUCTOR INTERN	21,767	286,881	313,445	COMMON STOCK
FIRST CASH FINANCIAL SERVICES	2,620	61,392	130,004	COMMON STOCK
FIRST FINANCIAL BANKSHARES INC	4,929	173,475	192,280	COMMON STOCK
FIRST OF LONG ISLAND CORP/THE	1,868	45,283	52,902	COMMON STOCK
FIRST MIDWEST BANCORP INC/IL	11,202	142,014	140,249	COMMON STOCK
FLUSHING FINANCIAL CORP	8,133	105,893	124,760	COMMON STOCK
FORUM ENERGY TECHNOLOGIES INC	12,781	283,632	316,330	COMMON STOCK
FORWARD AIR CORP	7,254	231,230	253,963	COMMON STOCK
FRANCESCAS HOLDINGS CORP	3,813	100,622	98,985	COMMON STOCK
HB FULLER CO	7,895	208,709	274,904	COMMON STOCK
G&K SERVICES INC	6,571	161,014	224,400	COMMON STOCK
GNC HOLDINGS INC	5,351	195,700	178,081	COMMON STOCK
GEORGIA GULF CORPORATION	2,803	108,663	115,708	COMMON STOCK
GLACIER BANCORP INC	10,906	148,525	160,427	COMMON STOCK
GOLUB CAPITAL BDC INC	3,904	56,707	62,386	COMMON STOCK
WR GRACE & CO	2,878	143,874	193,488	COMMON STOCK
GRACO INC	4,378	169,987	225,423	COMMON STOCK
HSN INC	3,182	118,564	175,265	COMMON STOCK
HAIN CELESTIAL GROUP INC/THE	3,221	88,934	174,643	COMMON STOCK
HANCOCK HOLDING CO	3,973	121,921	126,103	COMMON STOCK
HANESBRANDS INC	7,046	217,563	252,388	COMMON STOCK
HARMAN INTERNATIONAL INDUSTRIE	1,800	81,830	80,352	COMMON STOCK
HEALTHSOUTH CORP	19,550	394,209	412,701	COMMON STOCK
HEARTLAND EXPRESS INC	12,742	196,361	166,538	COMMON STOCK
HERITAGE FINANCIAL CORP/WA	3,632	47,404	53,354	COMMON STOCK
HITTITE MICROWAVE CORP	2,888	144,873	179,345	COMMON STOCK
HOME BANCSHARES INC/AR	4,208	90,725	138,948	COMMON STOCK
HUDSON PACIFIC PROPERTIES INC	13,168	186,661	277,318	COMMON STOCK
ICON PLC	8,543	181,137	237,154	COMMON STOCK
IDACORP INC	9,099	362,346	394,442	COMMON STOCK
INDEPENDENT BANK CORP/ROCKLAND	3,586	88,604	103,815	COMMON STOCK
INTERACTIVE INTELLIGENCE GROUP	2,048	52,382	68,690	COMMON STOCK
INTERSIL CORP	25,821	265,413	214,056	COMMON STOCK
KBW INC	3,343	54,316	51,148	COMMON STOCK
KAISER ALUMINUM CORP	5,518	223,810	340,405	COMMON STOCK
KAMAN CORP	8,137	214,665	299,442	COMMON STOCK
KAPSTONE PAPER AND PACKAGING C	2,285	49,204	50,704	COMMON STOCK
KENNEDY-WILSON HOLDINGS INC	8,722	107,543	121,934	COMMON STOCK
LTC PROPERTIES INC	5,622	179,940	197,838	COMMON STOCK
LAKELAND FINANCIAL CORP	2,871	50,595	74,187	COMMON STOCK
LASALLE HOTEL PROPERTIES	11,233	295,770	285,206	COMMON STOCK
LITTELFUSE INC	3,191	138,463	196,917	COMMON STOCK
LUFKIN INDUSTRIES INC	2,962	164,971	172,181	COMMON STOCK
MB FINANCIAL INC	9,952	182,357	196,552	COMMON STOCK
MFA FINANCIAL INC	41,794	305,196	338,949	COMMON STOCK
MKS INSTRUMENTS INC	9,124	185,403	235,217	COMMON STOCK
MYR GROUP INC	6,789	117,565	151,055	COMMON STOCK

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PART II, LINE 10B CORPORATE STOCK

Security Name	Shares/Par	Cost	Market Value	Description
STEVEN MADDEN LTD	4,800	163,090	202,896	COMMON STOCK
MAGNUM HUNTER RESOURCES CORP	1,414	0	28	COMMON STOCK
MANNING & NAPIER INC	2,972	36,183	37,447	COMMON STOCK
MARKETAXESS HOLDINGS INC	5,704	171,064	201,351	COMMON STOCK
MARRIOTT VACATIONS WORLDWIDE	6,173	241,860	257,229	COMMON STOCK
MATTRESS FIRM HOLDING CORP	3,125	97,678	76,656	COMMON STOCK
MEADOWBROOK INSURANCE GROUP IN	28,549	197,755	165,013	COMMON STOCK
MENTOR GRAPHICS CORP	12,754	114,940	217,073	COMMON STOCK
MERITAGE HOMES CORP	5,882	157,493	219,693	COMMON STOCK
METALS USA HOLDINGS CORP	9,910	139,988	173,326	COMMON STOCK
METHANEX CORP	3,080	98,101	98,160	COMMON STOCK
MICREL INC	8,857	72,749	84,142	COMMON STOCK
MID-AMERICA APARTMENT COMMUNIT	2,934	185,920	189,977	COMMON STOCK
MINERALS TECHNOLOGIES INC	3,921	106,201	156,526	COMMON STOCK
MONOTYPE IMAGING HOLDINGS INC	7,958	68,794	127,169	COMMON STOCK
MONRO MUFFLER BRAKE INC	3,060	104,520	107,008	COMMON STOCK
NRG ENERGY INC	6,285	136,489	144,490	COMMON STOCK
NATIONAL RETAIL PROPERTIES INC	6,648	139,748	207,418	COMMON STOCK
NETSCOUT SYSTEMS INC	6,200	107,020	161,138	COMMON STOCK
NEW MOUNTAIN FINANCE CORP	4,837	69,464	72,071	COMMON STOCK
NEWPARK RESOURCES INC	40,207	311,122	315,625	COMMON STOCK
NEWPORT CORP	15,687	238,842	210,990	COMMON STOCK
NORTHWEST BANCSHARES INC	9,338	104,418	113,363	COMMON STOCK
NORTHWESTERN CORP	2,407	76,014	83,595	COMMON STOCK
OCWEN FINANCIAL CORP	11,683	149,153	404,115	COMMON STOCK
OLYMPIC STEEL INC	3,186	80,420	70,538	COMMON STOCK
OMEGA HEALTHCARE INVESTORS INC	4,901	92,112	116,889	COMMON STOCK
ON ASSIGNMENT INC	6,384	53,124	129,468	COMMON STOCK
ORITANI FINANCIAL CORP	3,490	51,239	53,467	COMMON STOCK
PS BUSINESS PARKS INC	5,268	300,577	342,315	COMMON STOCK
PARAMETRIC TECHNOLOGY CORP	14,344	276,938	322,883	COMMON STOCK
PEBBLEBROOK HOTEL TRUST	9,250	181,771	213,675	COMMON STOCK
PENNANTPARK INVESTMENT CORP	10,057	88,762	110,577	COMMON STOCK
PERKINELMER INC	6,679	183,862	211,991	COMMON STOCK
PINNACLE FINANCIAL PARTNERS IN	7,385	93,029	139,133	COMMON STOCK
PIPER JAFFRAY COS	1,265	48,880	40,644	COMMON STOCK
PLANTRONICS INC	3,600	127,874	132,732	COMMON STOCK
POLARIS INDUSTRIES INC	1,804	87,450	151,807	COMMON STOCK
POLYONE CORP	17,653	169,172	360,474	COMMON STOCK
PREMIERE GLOBAL SERVICES INC	22,213	164,290	217,243	COMMON STOCK
PROASSURANCE CORP	7,450	203,494	314,316	COMMON STOCK
PRIVATEBANCORP INC	14,341	188,506	219,704	COMMON STOCK
PROSPERITY BANCSHARES INC	7,452	287,140	312,984	COMMON STOCK
PROVIDENT FINANCIAL SERVICES I	9,511	132,042	141,904	COMMON STOCK
QUAKER CHEMICAL CORP	1,507	72,065	81,167	COMMON STOCK
RLI CORP	1,568	84,631	101,387	COMMON STOCK
RAVEN INDUSTRIES INC	3,761	108,747	99,140	COMMON STOCK
RBC BEARINGS INC	4,006	145,869	200,580	COMMON STOCK
REX ENERGY CORP	15,868	192,227	206,601	COMMON STOCK
SCBT FINANCIAL CORP	4,043	110,641	162,448	COMMON STOCK
SS&C TECHNOLOGIES HOLDINGS INC	9,435	171,266	218,137	COMMON STOCK
SANDY SPRING BANCORP INC	3,172	43,391	61,600	COMMON STOCK
SCANSOURCE INC	5,441	186,564	172,861	COMMON STOCK
SCHNITZER STEEL INDUSTRIES INC	2,094	113,075	63,511	COMMON STOCK
SEMTECH CORP	11,912	235,689	344,852	COMMON STOCK
SERVICE CORP INTERNATIONAL/US	8,368	121,313	115,562	COMMON STOCK
SHOE CARNIVAL INC	6,656	152,662	136,381	COMMON STOCK
SIERRA BANCORP	1,718	13,455	19,637	COMMON STOCK
SIGNATURE BANK/NEW YORK NY	5,698	192,682	406,495	COMMON STOCK
SILVER BAY REALTY TRUST CORP	6,211	114,904	116,953	COMMON STOCK
SIMMONS FIRST NATIONAL CORP	1,834	46,692	46,510	COMMON STOCK
SIX FLAGS ENTERTAINMENT CORP	2,152	92,812	131,702	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
AO SMITH CORP	3,449	136,501	217,528	COMMON STOCK
SOLAR CAPITAL LTD	3,599	67,425	86,052	COMMON STOCK
SOLAR SENIOR CAPITAL LTD	2,594	51,657	48,404	COMMON STOCK
SOUTHWEST GAS CORP	16,734	581,551	709,689	COMMON STOCK
STANDARD PACIFIC CORP	7,815	58,806	57,440	COMMON STOCK
STARWOOD PROPERTY TRUST INC	3,596	79,335	82,564	COMMON STOCK
STERLING FINANCIAL CORP/WA	7,613	154,582	158,959	COMMON STOCK
STIFEL FINANCIAL CORP	7,535	248,790	240,894	COMMON STOCK
SUSSER HOLDINGS CORP	4,410	131,927	152,101	COMMON STOCK
SYNNEX CORP	4,712	124,863	161,999	COMMON STOCK
THL CREDIT INC	4,287	60,386	63,405	COMMON STOCK
TEAM HEALTH HOLDINGS INC	7,141	100,390	205,447	COMMON STOCK
TELEDYNE TECHNOLOGIES INC	3,105	195,312	202,042	COMMON STOCK
TENNANT CO	1,959	63,510	86,098	COMMON STOCK
TENNECO INC	3,678	126,668	129,135	COMMON STOCK
TEXAS CAPITAL BANCSHARES INC	7,562	150,387	338,929	COMMON STOCK
THERMON GROUP HOLDINGS INC	5,168	72,401	116,435	COMMON STOCK
TOWER GROUP INC	11,062	258,151	196,572	COMMON STOCK
TREEHOUSE FOODS INC	2,709	127,378	141,220	COMMON STOCK
TRICO BANCSHARES	3,842	63,670	64,354	COMMON STOCK
TRIUMPH GROUP INC	3,387	172,512	221,171	COMMON STOCK
TRUEBLUE INC	6,938	94,311	109,274	COMMON STOCK
TWIN DISC INC	4,432	127,791	77,250	COMMON STOCK
TWO HARBORS INVESTMENT CORP	22,609	217,444	250,508	COMMON STOCK
UMB FINANCIAL CORP	6,370	254,409	279,261	COMMON STOCK
UNS ENERGY CORP	4,252	150,923	180,370	COMMON STOCK
ULTRATECH INC	3,177	96,536	118,502	COMMON STOCK
UNIVERSAL FOREST PRODUCTS INC	3,186	121,198	121,195	COMMON STOCK
VAIL RESORTS INC	4,720	222,011	255,305	COMMON STOCK
VERINT SYSTEMS INC	5,821	166,900	170,905	COMMON STOCK
VITAMIN SHOPPE INC	995	41,695	57,073	COMMON STOCK
WSFS FINANCIAL CORP	1,487	44,314	62,826	COMMON STOCK
WALTER INVESTMENT MANAGEMENT C	4,377	185,244	188,299	COMMON STOCK
WASTE CONNECTIONS INC	3,876	87,644	130,970	COMMON STOCK
WATSCO INC	3,134	159,924	234,737	COMMON STOCK
WEBSTER FINANCIAL CORP	8,865	156,579	182,176	COMMON STOCK
WEST PHARMACEUTICAL SERVICES I	2,924	115,880	160,089	COMMON STOCK
WESTERN REFINING INC	7,689	183,831	216,753	COMMON STOCK
WESTLAKE CHEMICAL CORP	2,092	131,773	165,896	COMMON STOCK
WORLD FUEL SERVICES CORP	4,889	123,305	201,280	COMMON STOCK
ALTERRA CAPITAL HOLDINGS LTD	11,368	259,955	320,464	COMMON STOCK
ASPEN INSURANCE HOLDINGS	6,479	182,271	207,846	COMMON STOCK
ENSTAR GROUP LIMITED SHS	1,134	78,875	126,985	COMMON STOCK
MAIDEN HOLDINGS LTD SHS	4,849	43,442	44,562	COMMON STOCK
HOME LOAN SERVICING SOLUTION	8,400	159,245	158,760	COMMON STOCK
ORTHOFIX INTERNATIONAL NV	4,620	188,321	181,705	COMMON STOCK
COMPUTER LEARNING CENTERS	236	0	0	COMMON STOCK
EXPRESS SCRIPTS HOLDING CO	4	219	216	COMMON STOCK
NORTEL NETWORKS CORP	268	0	1	COMMON STOCK
BWIN PARTY DIGITAL ENTERTAIN	400,649	1,426,994	724,196	COMMON STOCK
KEPPEL CORP NPV	126,460	782,153	1,138,813	COMMON STOCK
ABBOTT LABORATORIES	36,600	1,852,908	2,397,300	COMMON STOCK
ALERE INC	128,375	3,595,303	2,374,938	COMMON STOCK
CHARTER COMMUNICATIONS INC	4,465	323,570	340,412	COMMON STOCK
COMPASS MINERALS INTERNATIONAL	12,250	979,126	915,198	COMMON STOCK
EBAY INC	55,975	2,136,343	2,855,845	COMMON STOCK
FIDELITY NATIONAL INFORMATION	53,476	1,454,421	1,861,500	COMMON STOCK
GANNETT CO INC	113,025	1,667,738	2,035,580	COMMON STOCK
GULFMARK OFFSHORE INC	27,395	834,569	943,758	COMMON STOCK
HARRY WINSTON DIAMOND CORP	82,725	1,056,016	1,163,941	COMMON STOCK
HECKMANN CORP	321,400	1,756,292	1,295,242	COMMON STOCK
HOSPIRA INC	56,875	2,237,924	1,776,775	COMMON STOCK

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Security Name	Shares/Par	Cost	Market Value	Description
JARDEN CORP	32,810	1,077,216	1,696,277	COMMON STOCK
JOHNSON CONTROLS INC	30,175	1,109,826	926,373	COMMON STOCK
LABORATORY CORP OF AMERICA HOL	13,575	1,012,205	1,175,867	COMMON STOCK
LOCKHEED MARTIN CORP	8,930	631,152	824,150	COMMON STOCK
MACY'S INC	29,950	738,777	1,168,649	COMMON STOCK
MADISON SQUARE GARDEN CO/THE	15,350	444,879	680,773	COMMON STOCK
MOLYCORP INC	17,400	466,122	164,256	COMMON STOCK
MONSANTO CO	16,285	1,049,214	1,541,375	COMMON STOCK
MONSTER WORLDWIDE INC	201,550	2,559,119	1,132,711	COMMON STOCK
NEUSTAR INC	76,410	1,897,027	3,203,871	COMMON STOCK
NEWS CORP	62,525	868,569	1,596,889	COMMON STOCK
REPUBLIC SERVICES INC	64,950	1,935,599	1,904,984	COMMON STOCK
THERMO FISHER SCIENTIFIC INC	32,815	1,556,408	2,092,941	COMMON STOCK
VIASAT INC	28,050	1,142,949	1,091,145	COMMON STOCK
VISTEON CORP/NEW	50,510	3,138,642	2,718,448	COMMON STOCK
YAHOO' INC	111,600	1,738,122	2,220,840	COMMON STOCK
ARCH CAPITAL GROUP LTD SHS	94,625	2,399,490	4,165,393	COMMON STOCK
SEADRILL LTD	38,600	1,472,492	1,420,480	COMMON STOCK
WARNER CHILCOTT PLC CLASS A	109,050	2,540,002	1,312,962	COMMON STOCK
GOLAR LNG LIMITED SHS	141,950	2,141,159	5,220,921	COMMON STOCK
WILLIS GROUP HOLDINGS PUBLIC	64,150	2,250,299	2,150,950	COMMON STOCK
SYNERON MEDICAL LTD	86,000	875,060	745,620	COMMON STOCK
PALADIN ENERGY LTD	130,750	473,668	142,518	COMMON STOCK
GOLAR LNG PARTNERS LP	44,275	1,266,119	1,321,609	COMMON STOCK
UNITED PARCEL SERVICE INC	100,000	5,160,813	7,373,000	COMMON STOCK
HENKEL AG & CO KGAA	4,480	310,371	367,380	PREFERRED SECURITIES
VALE SA	14,300	271,987	285,441	PREFERRED SECURITIES
METALURGICA GERDAU SA	12,700	161,255	142,042	PREFERRED SECURITIES
PROSIEBENSAT 1 MEDIA AG	2,057	52,739	57,765	PREFERRED SECURITIES
VOLKSWAGEN AG	3,248	633,430	737,174	PREFERRED SECURITIES
BAYERISCHE MOTOREN WERKE-PRF	2,484	150,687	159,668	PREFERRED SECURITIES
PORSCHE AUTOMOBIL HOLDING SE	32,039	5,837,776	2,606,221	PREFERRED SECURITIES
VALE SA	166,086	4,725,147	3,371,546	PREFERRED SECURITIES
CITIGROUP CAPITAL XIII	21,300	555,318	594,270	PREFERRED SECURITIES
TOTAL - PART II, LINE 10B		977,684,947	1,139,541,164	

CASEY FAMILY PROGRAMS**EIN # 91-0793881****2012 FORM 990-PF****PART II, LINE 10C CORPORATE BONDS**

Security Name	Shares/Par	Cost	Market Value	Description
BGI US DEBT INDEX FUND B	1,882,401	68,245,125	74,661,845	COMMINGLED BOND FUND
OAKTREE MEZZANINE FUND III	27,359,526	27,359,526	27,359,526	COMMINGLED BOND FUND
SSGA U S TIPS INDEX STRATEGY	4,492,254	54,778,040	64,913,069	COMMINGLED BOND FUND
ALLY FINANCIAL INC	200,000	221,250	245,000	CORPORATE BONDS
ALLY FINANCIAL INC	1,200,000	1,200,000	1,227,564	CORPORATE BONDS
ALTRIA GROUP INC	305,000	399,764	426,978	CORPORATE BONDS
AMERICAN GENERAL MO 1A A1 144A	458,900	458,789	473,157	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	500,000	536,641	656,943	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	150,000	146,496	158,010	CORPORATE BONDS
AMERICAN INTERNATIONAL GROUP I	350,000	263,970	460,161	CORPORATE BONDS
AT&T CORP	250,000	289,553	378,331	CORPORATE BONDS
BAC CAPITAL TRUST XI	860,000	799,165	963,925	CORPORATE BONDS
BANCO SANTANDER BRAZIL SA 144A	500,000	500,000	498,216	CORPORATE BONDS
BANK OF AMERICA CORP	425,000	450,191	543,818	CORPORATE BONDS
BANK OF AMERICA CORP	900,000	893,196	1,151,614	CORPORATE BONDS
BANK OF AMERICA NA	394,000	378,299	443,136	CORPORATE BONDS
BEAR STEARNS COS LLC/THE	700,000	646,366	760,670	CORPORATE BONDS
BEAR STEARNS COS LLC/THE	300,000	279,747	360,299	CORPORATE BONDS
BEAR STEARNS COS LLC/THE	700,000	689,071	877,130	CORPORATE BONDS
BERICA 8 RESIDENTIAL 8 A REGS	61,949	70,271	72,689	CORPORATE BONDS
BERICA ABS SRL 1 A1 REGS	300,000	352,100	372,542	CORPORATE BONDS
BOSTON PROPERTIES LP	400,000	430,476	473,198	CORPORATE BONDS
BOSTON PROPERTIES LP	300,000	287,205	326,050	CORPORATE BONDS
BP CAPITAL MARKETS PLC	200,000	182,000	208,185	CORPORATE BONDS
BP CAPITAL MARKETS PLC	100,000	99,716	106,155	CORPORATE BONDS
BP CAPITAL MARKETS PLC	500,000	497,255	576,231	CORPORATE BONDS
BURLINGTON NORTHERN AND SANTA	92,713	84,943	108,711	CORPORATE BONDS
BURLINGTON NORTHERN AND SANTA	556,405	626,161	677,114	CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	500,000	510,705	610,640	CORPORATE BONDS
CAPITAL ONE FINANCIAL CORP	175,000	174,190	201,803	CORPORATE BONDS
CHASE ISSUANCE TRUST A8 A8	780,000	780,129	779,313	CORPORATE BONDS
CIGNA CORP	75,000	86,696	97,332	CORPORATE BONDS
CIGNA CORP	650,000	772,392	854,782	CORPORATE BONDS
CITIGROUP INC	375,000	380,779	446,309	CORPORATE BONDS
CITIGROUP INC	750,000	752,085	755,846	CORPORATE BONDS
CITIGROUP MORTGAGE LO AHL1 A2C	3,000,000	933,750	1,203,183	CORPORATE BONDS
COMCAST CABLE COMMUNICATIONS H	295,000	353,073	299,652	CORPORATE BONDS
COOPERATIEVE CENTRALE RAIFFEIS	700,000	698,103	786,787	CORPORATE BONDS
COUNTRYWIDE ASSET-BACKE BC3 M2	1,200,000	1,048,875	1,142,060	CORPORATE BONDS
COX COMMUNICATIONS INC 144A	398,000	508,405	547,235	CORPORATE BONDS
CREDIT AGRICOLE HOME LOAN 144A	1,400,000	1,400,000	1,402,344	CORPORATE BONDS
CREDIT SUISSE FIRST P1A A 144A	60,009	49,282	53,815	CORPORATE BONDS
CSX TRANSPORTATION INC	99,841	101,070	120,808	CORPORATE BONDS
DAIMLER FINANCE NORTH AME 144A	2,400,000	2,369,753	2,405,062	CORPORATE BONDS
DNB BOLIGKREDITT AS 144A	1,000,000	998,800	1,063,180	CORPORATE BONDS
DOW CHEMICAL CO/THE	790,000	939,317	1,066,560	CORPORATE BONDS
EATON CORP 144A	75,000	74,918	75,153	CORPORATE BONDS
EATON CORP 144A	175,000	174,412	174,460	CORPORATE BONDS
ENEL FINANCE INTERNATIONA 144A	200,000	191,410	193,669	CORPORATE BONDS
ESC LEHMAN BRTH HLD ESCROW	2,200,000	1,972,400	519,750	CORPORATE BONDS
EXPORT-IMPORT BK KOREA	425,000	424,180	460,845	CORPORATE BONDS

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Security Name	Shares/Par	Cost	Market Value	Description
EXPORT-IMPORT BK KOREA	1,400,000	1,400,000	1,399,582	CORPORATE BONDS
FEDERAL EXPRESS CORP 1998 PASS	693,824	689,367	839,527	CORPORATE BONDS
FORD MOTOR CREDIT CO LLC	350,000	348,131	383,262	CORPORATE BONDS
GAZPROM OAO VIA GAZ CAPITAL SA	1,300,000	1,522,625	1,603,550	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	500,000	512,163	591,856	CORPORATE BONDS
GENERAL ELECTRIC CAPITAL CORP	500,000	546,952	567,148	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	950,000	941,574	983,261	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	413,700	582,399	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	200,000	190,188	226,665	CORPORATE BONDS
GOLDMAN SACHS GROUP INC/THE	600,000	509,154	707,770	CORPORATE BONDS
GOODRICH CORP	300,000	306,234	350,576	CORPORATE BONDS
GSMPS MORTGAGE LOAN 4 1A2 144A	1,688,835	1,724,723	1,891,271	CORPORATE BONDS
HCA INC	350,000	362,250	365,750	CORPORATE BONDS
HEALTH NET INC/CA	225,000	183,094	238,781	CORPORATE BONDS
HEWLETT-PACKARD CO	1,200,000	1,188,016	1,196,526	CORPORATE BONDS
HISTORIC TW INC	760,000	906,624	888,638	CORPORATE BONDS
HSBC HOLDINGS PLC	475,000	456,382	593,456	CORPORATE BONDS
HSBC HOLDINGS PLC	200,000	193,008	249,638	CORPORATE BONDS
HSBC HOLDINGS PLC	225,000	224,512	265,698	CORPORATE BONDS
ING BANK NV 144A	600,000	623,222	623,761	CORPORATE BONDS
INTESA SANPAOLO SPA 144A	1,500,000	1,488,495	1,580,558	CORPORATE BONDS
JP MORGAN MORTGAGE ACQU WF1 A4	1,308,639	759,011	828,978	CORPORATE BONDS
JPMORGAN CHASE & CO	675,000	722,667	782,933	CORPORATE BONDS
JPMORGAN CHASE & CO	300,000	345,588	370,129	CORPORATE BONDS
JPMORGAN CHASE & CO	400,000	398,040	444,851	CORPORATE BONDS
KAUPTHING BANK HF	850,000	641,500	10,625	CORPORATE BONDS
LAFARGE SA	700,000	685,118	782,250	CORPORATE BONDS
LAFARGE SA 144A	175,000	174,850	189,000	CORPORATE BONDS
LEGG MASON INC 144A	375,000	371,104	404,271	CORPORATE BONDS
LEHMAN BRTH HLD (RICI) ESCROW	300,000	299,778	0	CORPORATE BONDS
LIBERTY INTERACTIVE LLC	127,000	113,983	137,478	CORPORATE BONDS
LIBERTY INTERACTIVE LLC	171,000	151,335	186,390	CORPORATE BONDS
LLOYDS TSB BANK PLC 144A	1,200,000	1,200,000	1,388,028	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	560,000	462,386	675,656	CORPORATE BONDS
MACY'S RETAIL HOLDINGS INC	125,000	99,864	148,681	CORPORATE BONDS
MAGNOLIA FUNDING LTD	91,522	122,685	120,787	CORPORATE BONDS
MERRILL LYNCH & CO INC	300,000	318,881	361,636	CORPORATE BONDS
MERRILL LYNCH MORTGAG MLN1 A2A	780,446	516,314	518,303	CORPORATE BONDS
MORGAN STANLEY	300,000	272,707	394,187	CORPORATE BONDS
MORGAN STANLEY	380,000	383,059	430,314	CORPORATE BONDS
MORGAN STANLEY	1,500,000	1,527,840	1,682,690	CORPORATE BONDS
NEWS AMERICA INC	150,000	178,407	193,829	CORPORATE BONDS
NEWS AMERICA INC	175,000	180,955	221,652	CORPORATE BONDS
NORDEA BANK AB 144A	1,500,000	1,492,845	1,740,165	CORPORATE BONDS
NORDSTROM INC	600,000	564,288	790,030	CORPORATE BONDS
PETROBRAS INTERNATIONAL FINANC	325,000	360,230	365,892	CORPORATE BONDS
PROLOGIS INTERNATIONAL FU 144A	600,000	595,488	607,872	CORPORATE BONDS
PROVINCE OF ONTARIO CANADA	1,000,000	996,850	1,052,792	CORPORATE BONDS
QWEST CORP	1,000,000	1,130,749	1,167,602	CORPORATE BONDS
REED ELSEVIER CAPITAL INC	275,000	273,933	354,583	CORPORATE BONDS
REYNOLDS AMERICAN INC	1,000,000	995,380	1,196,413	CORPORATE BONDS
ROYAL BANK OF SCOTLAND GROUP P	500,000	433,750	505,000	CORPORATE BONDS

CASEY FAMILY PROGRAMS
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PART II, LINE 10C CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
ROYAL BANK OF SCOTLAND PLC/THE	100,000	99,805	108,201	CORPORATE BONDS
ROYAL BANK OF SCOTLAND PLC/THE	175,000	182,180	203,170	CORPORATE BONDS
ROYAL BANK OF SCOTLAND PLC/THE	400,000	398,524	483,271	CORPORATE BONDS
SBA GTD PARTN CTFS 2002-20C 1	585,715	597,429	652,428	CORPORATE BONDS
SLM CORP	325,000	313,144	380,250	CORPORATE BONDS
SLM CORP	400,000	395,000	433,000	CORPORATE BONDS
SLM PRIVATE EDUCATI E A2A 144A	275,000	274,931	277,911	CORPORATE BONDS
SLM PRIVATE EDUCATIO C A2 144A	300,000	319,969	318,257	CORPORATE BONDS
SPRINT CAPITAL CORP	425,000	361,625	463,250	CORPORATE BONDS
TELECOM ITALIA CAPITAL SA	200,000	220,666	232,100	CORPORATE BONDS
TELECOM ITALIA CAPITAL SA	650,000	689,986	742,950	CORPORATE BONDS
TIME WARNER CABLE INC	375,000	407,354	505,935	CORPORATE BONDS
TIME WARNER CABLE INC	275,000	312,951	365,953	CORPORATE BONDS
TIME WARNER CABLE INC	225,000	225,077	246,975	CORPORATE BONDS
TIME WARNER COS INC	200,000	215,367	269,466	CORPORATE BONDS
TIME WARNER INC	800,000	837,721	1,118,542	CORPORATE BONDS
TIME WARNER INC	1,100,000	1,098,427	1,147,387	CORPORATE BONDS
UBS AG/STAMFORD CT	400,000	400,000	402,452	CORPORATE BONDS
UBS AG/STAMFORD CT	300,000	299,871	304,332	CORPORATE BONDS
UNION PACIFIC RAILROAD CO 1998	224,073	231,795	256,071	CORPORATE BONDS
UNION PACIFIC RAILROAD CO 2001	396,432	381,026	454,240	CORPORATE BONDS
UNUM GROUP	446,000	361,122	518,500	CORPORATE BONDS
VOLKSWAGEN INTERNATIONAL 144A	600,000	600,000	601,934	CORPORATE BONDS
VULCAN MATERIALS CO	125,000	125,000	137,813	CORPORATE BONDS
VULCAN MATERIALS CO	225,000	225,000	256,500	CORPORATE BONDS
WACHOVIA BANK NA	500,000	500,335	599,588	CORPORATE BONDS
WESTLB AG/NEW YORK	740,000	678,594	820,970	CORPORATE BONDS
XEROX CORP	945,000	935,429	1,089,869	CORPORATE BONDS
CCP CDX HY14 5Y CME	-1,056,000	-0	0	CDSWP
CCP CDX IG10 10Y CME	-1,548,800	-0	0	CDSWP
CCP CDX IG14 5Y CME	-7,200,000	-0	0	CDSWP
CCP CDX IG19 5Y CME	-21,800,000	-35,539	0	CDSWP
CCP CDX IG9 10Y CME	-20,715,200	-0	0	CDSWP
CCP_CDX HY14 5Y CME	1,056,000	15,840	-63,270	CDSWP
CCP_CDX IG10 10Y CME	1,548,800	13,962	-19,963	CDSWP
CCP_CDX IG14 5Y CME	7,200,000	7,913	-93,482	CDSWP
CCP_CDX IG19 5Y CME	21,800,000	0	-47,934	CDSWP
CCP_CDX IG9 10Y CME	20,715,200	922,731	424,297	CDSWP
CDS BP TIME WARNER INC SNR	-500,000	0	0	CDSWP
CDS BP UL GOODRICH CORP	-300,000	0	0	CDSWP
CDS BP UL INTESA SANPAOLO SPA	300,000	1,819	-4,700	CDSWP
CDS SP UL BP P L C	200,000	1,953	23,397	CDSWP
CDS SP UL BP P L C	100,000	3,469	11,699	CDSWP
CDS SP UL CDX IG 5 10Y 10-15%	-2,700,000	0	0	CDSWP
CDS_BP TIME WARNER INC SNR	500,000	0	-6,425	CDSWP
CDS_BP UL GOODRICH CORP	300,000	0	-4,529	CDSWP
CDS_BP UL INTESA SANPAOLO SPA	-300,000	-0	0	CDSWP
CDS_SP UL BP P L C	-100,000	0	0	CDSWP
CDS_SP UL BP P L C	-200,000	0	0	CDSWP
CDS_SP UL CDX IG 5 10Y 10-15%	2,700,000	0	-54,313	CDSWP
CDX BP UL ITRAXX EUROPE SERIE	200,000	3,171	1,309	CDSWP
CDX BP UL ITRAXX EUROPE SERIE	1,000,000	12,604	6,544	CDSWP

CASEY FAMILY PROGRAMS
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PART II, LINE 10C CORPORATE BONDS

Security Name	Shares/Par	Cost	Market Value	Description
CDX_BP UL ITRAXX EUROPE SERIE	-200,000	-0	0	CDSWP
CDX_BP UL ITRAXX EUROPE SERIE	-1,000,000	-0	0	CDSWP
IRS P BRL CDI DAILY R 10 87%	-700,000	0	0	IRSWP
IRS P US0003M R 1 4% 03/20/18	-500,000	-11,900	-150	IRSWP
IRS R US0003M P 1 4% 03/20/18	-500,000	-3,450	-12,179	IRSWP
IRS R US0003M P 1 40% 03/20/18	-5,800,000	-143,090	-1,742	IRSWP
IRS R US0003M P 1 40% 03/20/18	-5,800,000	-37,100	-141,278	IRSWP
IRS R US0003M P 2 5% 9/23/20	-2,900,000	-55,100	-46,218	IRSWP
IRS R US0003M P 3 45% 09/23/45	700,000	55,796	53,101	IRSWP
IRS ZCS P BRL CETIP INTERBANK	-900,000	0	0	IRSWP
IRS ZCS P BRL-CDI DAILY R 10 6	-400,000	0	0	IRSWP
IRS ZCS P BRL-CDI R 9 93%	-100,000	0	0	IRSWP
IRS ZCS P BZDIOVRA R 7 785%	3,900,000	8,630	14,287	IRSWP
IRS ZCS P BZDIOVRA R 8 44%	-1,500,000	0	0	IRSWP
IRS ZCS P BZDIOVRA R 9 94%	-700,000	0	0	IRSWP
IRS ZCS P BZDIOVRA R 9 93%	-2,800,000	0	0	IRSWP
IRS ZCS_P BRL CETIP INTERBANK	900,000	0	19,899	IRSWP
IRS ZCS_P BRL-CDI DAILY R 10 6	400,000	0	11,694	IRSWP
IRS ZCS_P BRL-CDI R 9 93%	100,000	92	2,252	IRSWP
IRS ZCS_P BZDIOVRA R 8 44%	1,500,000	9,174	11,336	IRSWP
IRS ZCS_P BZDIOVRA R 9 94%	700,000	0	15,839	IRSWP
IRS ZCS_P BZDIOVRA R 9 93%	2,800,000	1,771	63,077	IRSWP
IRS_P BRL CDI DAILY R 10 87%	700,000	3,480	17,150	IRSWP
IRS_ZCS P BZDIOVRA R 7 785%	-3,900,000	0	0	IRSWP
CCP IRS USD-LIBOR-BBA 3M CME	-1,100,000	-550	0	IRSWP
CCP_IRS USD-LIBOR-BBA 3M CME	1,100,000	0	68,237	IRSWP
AMERICAN HOME MORTGAGE AS 5 A1	687,373	393,385	373,622	CORPORATE BONDS-CMO
BEAR STEARNS ALT-A TRUS 4 23A2	376,854	284,643	363,410	CORPORATE BONDS-CMO
BEAR STEARNS ARM TRUST 20 2 A1	609,592	595,567	614,110	CORPORATE BONDS-CMO
CITIGROUP MORTGAGE LOAN 3 2A2B	333,036	322,180	179,910	CORPORATE BONDS-CMO
COUNTRYWIDE ALTERNATI 46CB A10	1,403,882	1,023,079	1,095,570	CORPORATE BONDS-CMO
INDYMAC INDEX MORTGAGE AR12 A1	625,757	384,457	435,747	CORPORATE BONDS-CMO
JP MORGAN MORTGAGE TRUS A1 6T1	124,153	117,053	126,042	CORPORATE BONDS-CMO
LUMINENT MORTGAGE TRUST 7 2A1	651,963	392,677	459,034	CORPORATE BONDS-CMO
MELLON RESIDENTIAL FUN TBC3 A1	164,191	165,118	163,247	CORPORATE BONDS-CMO
RESIDENTIAL ASSET SECU A13 1A1	276,772	181,684	194,996	CORPORATE BONDS-CMO
STRUCTURED ADJUSTABLE R 20 3A1	573,874	562,936	523,924	CORPORATE BONDS-CMO
STRUCTURED ASSET MORTGA AR5 A3	381,909	374,646	375,824	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR AR19 1A	678,873	388,358	489,428	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY1 1A1	518,533	361,573	379,558	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THR HY5 2A1	601,162	431,176	463,541	CORPORATE BONDS-CMO
WAMU MORTGAGE PASS THROU AR6 A	11,301	11,346	10,849	CORPORATE BONDS-CMO
WASHINGTON MUTUAL MSC M AR1 2A	1,747	1,785	1,714	CORPORATE BONDS-CMO
TOTAL - PART II, LINE 10C		226,815,698	248,813,314	

CASEY FAMILY PROGRAMS

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PART II, LINE 13 OTHER INVESTMENTS

Security Name	Shares/Par	Cost	Market Value	Description
US 10YR TREAS NTS FUTURE (CBT)	26	0	11,539	FUTURES CONTRACTS
US 5YR TREAS NTS FUTURE (CBT)	19	0	3,711	FUTURES CONTRACTS
USD IRS 5YR PRIM FUTURE (CBT)	17	0	-4,516	FUTURES CONTRACTS
ABRY ADVANCED SECURITIES FD II	6,828,756	5,745,536	6,828,756	ALTERNATIVE INVESTMENTS
BLACKSTONE RESOURCES SELECT FD	31,845	40,000,000	33,451,406	ALTERNATIVE INVESTMENTS
BLUECREST CAPITAL INTL LTD	273,022	30,157,598	32,877,294	ALTERNATIVE INVESTMENTS
CLIVE FUND LIMITED	181,708	30,000,000	23,402,944	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	10,299,517	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	10,293,068	ALTERNATIVE INVESTMENTS
LD COMMODITIES ALPHA FD LTD	10,000	10,000,000	10,352,640	ALTERNATIVE INVESTMENTS
ORTUS FUND	70,909	20,228,975	16,723,225	ALTERNATIVE INVESTMENTS
ACTIS AFRICA REAL ESTATE	2,057,861	1,972,184	2,057,861	REAL ESTATE
AIG EUROPEAN REAL ESTATE	3,210,511	12,056,470	4,232,737	REAL ESTATE
ALCION REAL ESTATE PARTNERS	6,987,220	6,627,516	6,987,220	REAL ESTATE
GREENFIELD ACQUISITION	8,454,428	8,468,889	8,454,428	REAL ESTATE
H/2 CREDIT PARTNERS LP	15,000	15,000,000	18,145,645	REAL ESTATE
H/2 CREDIT PARTNERS LP SER 11	15,000	15,000,000	16,849,573	REAL ESTATE
INVESCO ASIA	9,581,986	9,473,167	9,581,986	REAL ESTATE
INVESCO ASIA RE PARTNERS II	4,068,952	3,601,813	4,068,952	REAL ESTATE
INVESCO CORE REAL ESTATE	231	30,779,040	27,896,228	REAL ESTATE
INVESCO REAL ESTATE FUND II	13,537,484	11,931,341	13,537,484	REAL ESTATE
LEGACY PARTNERS REALTY FUND	5,762,172	4,725,016	5,762,172	REAL ESTATE
PRUDENTIAL PRISA ANNUITY	451	13,840,832	15,470,597	REAL ESTATE
ABRY PARTNERS VII L P	2,697,351	2,450,824	2,697,351	PRIVATE EQUITY
AMPERSAND 2011 LP	6,545,300	5,172,144	6,545,300	PRIVATE EQUITY
AXIOM ASIA PRIVATE CAPITAL II	5,054,960	4,782,095	5,054,960	PRIVATE EQUITY
CHARLESBANK EQUITY FUND VII	6,339,407	5,439,514	6,339,407	PRIVATE EQUITY
CHARTERHOUSE IX	4,888,783	5,185,155	6,445,372	PRIVATE EQUITY
CI CAPITAL INVESTOR II LP	3,892,613	3,362,403	3,892,613	PRIVATE EQUITY
CVC EUROPEAN EQUITY PARTNERS V	6,829,783	6,929,668	9,004,386	PRIVATE EQUITY
GILBERT GLOBAL EQ PTNRS L P	2,425,523	5,762,408	2,425,523	PRIVATE EQUITY
GOLDMAN SACHS VINTAGE FD V	10,019,364	7,577,348	10,019,364	PRIVATE EQUITY
HELLMAN & FRIEDMAN VI L P	5,185,469	5,185,465	5,185,469	PRIVATE EQUITY
HELLMAN & FRIEDMAN VII LP	2,447,598	2,447,598	2,447,598	PRIVATE EQUITY
HORSLEY BRIDGE INTERNATIONAL V	5,356,582	4,922,158	5,356,582	PRIVATE EQUITY
HORSLEY BRIDGE IX	14,588,198	11,230,990	14,588,198	PRIVATE EQUITY
JMI EQUITY FUND VI	10,739,216	8,911,523	10,739,216	PRIVATE EQUITY
OAKTREE EURO PRINCIPAL FD III	2,106,245	2,600,457	2,776,873	PRIVATE EQUITY
OCM OPPORTUNITIES FUND VII	4,028,705	3,007,640	4,028,705	PRIVATE EQUITY
OCM OPPORTUNITIES FUND VII-B	3,826,814	2,696,236	3,826,814	PRIVATE EQUITY
ONSET ENTERPRISE ASSOCIATES II	100,323	100,338	100,323	PRIVATE EQUITY
PATRON CAPITAL FUND IV LP	1,066,384	1,320,973	1,405,921	PRIVATE EQUITY
RESOLUTE FUND II LP	11,351,862	9,634,793	11,351,862	PRIVATE EQUITY
SIGULER GUFF-BRIC OPPTYS FD II	8,840,843	7,901,110	8,840,843	PRIVATE EQUITY
SPLIT ROCK PARTNERS II LP	5,116,448	4,869,633	5,116,448	PRIVATE EQUITY
STEPSTONE PIONEER CAP II	7,674,647	8,122,429	7,674,647	PRIVATE EQUITY
TCV VII (A)	7,603,118	6,690,461	7,603,118	PRIVATE EQUITY
TRUSTBRIDGE PARTNERS IV LP	4,666,630	4,310,768	4,666,630	PRIVATE EQUITY
VINTAGE IV OFFSHORE HOLDINGS	13,794,095	8,959,783	13,794,095	PRIVATE EQUITY
VIVO VENTURES FUND VII LP	1,446,369	1,438,138	1,446,369	PRIVATE EQUITY
WAYZATA OPPORTUNITIES FUND II	13,464,023	10,496,275	13,464,023	PRIVATE EQUITY

TOTAL - PART II, LINE 13

441,116,704 454,122,478