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 04/01 **, 2012, and ending** 03/31, 20 13

Name of foundation
TR U/W CORALE WORKUM, DECD

A Employer identification number
31-6019902

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 630858

B Telephone number (see instructions)
513- 534-5310

City or town, state, and ZIP code
CINCINNATI, OH 45263-0858

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,405,912.

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

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	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	112,733.	112,708.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	62,271.			
	b	Gross sales price for all assets on line 6a 630,396.				
	7	Capital gain net income (from Part IV, line 2)		62,271.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	175,004.	174,979.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 2	330.	165.	NONE	165.
	b	Accounting fees (attach schedule) STMT 3	1,320.	660.	NONE	660.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	1,968.	1,968.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5	36,565.	35,989.		576.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	40,183.	38,782.	NONE	1,401.
	25	Contributions, gifts, grants paid	209,001.			209,001.
	26	**Total expenses and disbursements** Add lines 24 and 25	249,184.	38,782.	NONE	210,402.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-74,180.			
	b	**Net investment income** (if negative, enter -0-)		136,197.		
	c	**Adjusted net income** (if negative, enter -0-)				

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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			
	2	Savings and temporary cash investments	21,046.	10,609.	10,609.
	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 instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 6	2,715,381.	2,739,416.	3,785,684.
	c	Investments - corporate bonds (attach schedule) STMT 7	653,328.	559,026.	609,619.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,389,755.	3,309,051.	4,405,912.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	3,389,755.	3,309,051.	
	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 instructions)	3,389,755.	3,309,051.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,389,755.	3,309,051.	

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	3,389,755.
2	Enter amount from Part I, line 27a	2	-74,180.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,315,575.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	6,524.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,309,051.

Form 990-PF (2012)

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	PUBLICLY TRADED SECURITIES			
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	630,396.		568,125.	62,271.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				62,271.
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	62,271.
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	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	201,859.	4,087,982.	0.049379
2010	187,723.	3,987,499.	0.047078
2009	213,155.	3,685,114.	0.057842
2008	251,056.	3,968,590.	0.063261
2007			

2 **Total** of line 1, column (d)	2	0.217560
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	0.054390
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,134,647.
5 Multiply line 4 by line 3	5	224,883.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,362.
7 Add lines 5 and 6	7	226,245.
8 Enter qualifying distributions from Part XII, line 4	8	210,402.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	NONE
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	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	NONE
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a			
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	NONE
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-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ FIFTH THIRD BANK Telephone no ▶ (513)534-4576

Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP+4 ▶ 45202

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

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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? ☐ Yes ☒ 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
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45263	TRUSTEE 1	-0-	-0-	-0-

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
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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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
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	4,153,336.
b	Average of monthly cash balances	1b	44,275.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,197,611.
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	NONE
3	Subtract line 2 from line 1d	3	4,197,611.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	62,964.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,134,647.
6	**Minimum investment return.** Enter 5% of line 5	6	206,732.

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	206,732.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	NONE		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	206,732.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	206,732.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	206,732.

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	210,402.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	210,402.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	210,402.

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					206,732.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years 20 10 , 20 ____, 20 ____			NONE		
3	Excess distributions carryover, if any, to 2012					
a	From 2007	NONE				
b	From 2008	41,583.				
c	From 2009	30,015.				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e		71,598.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 210,402.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					206,732.
e	Remaining amount distributed out of corpus		3,670.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		75,268.			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		75,268.			
10	Analysis of line 9					
a	Excess from 2008	41,583.				
b	Excess from 2009	30,015.				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	3,670.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
B'NAI B'RITH LODGE #4 HARVEY CHYETTE, TREAS. 5447 FIRETHORN CT. CINCINNATI OH 45242	NONE	EXEMPT	GRANT	100.
CINCINNATI-LAFAYETTE LODGE #483 317 EAST FIFTH ST. CINCINNATI OH 45202	NONE	EXEMPT	GRANT	100.
HEBREW UNION COLLEGE ATTN: MR. TODD WITT 3101 CLIFTON AVE. CINCINNATI OH 45220	NONE	EXEMPT	SCHOLARSHIPS	69,500.
JEWISH HOME OF CINCINNATI ALSO KNOWN AS GLEN ATTN: SALLY KORKIN CINCINNATI OH 45040	NONE	EXEMPT	GRANT	200.
UNIVERSITY OF CINCINNATI ATTN: M. LINDA GRAV P.O. BOX 210641 CINCINNATI OH 45221-0641	NONE	EXEMPT	SCHOLARSHIP	139,001.
THE TEMPLE 5101 US HIGHWAY 42 LOUISVILLE KY 40222	NONE	EXEMPT	GRANT	100.
Total . . . . ▶ 3a				209,001.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

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					
4 Dividends and interest from securities				NONE	112,733.
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				NONE	62,271.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	175,004.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 175,004.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
4	IN THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
3	IN THE GOVERNING AGREEMENT.

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

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

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

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

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

Signature of officer or trustee

Date: 06/03/2013

Title: Trustee

FIFTH THIRD BANK

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,856.	2,856.
FOREIGN DIVIDENDS	17,931.	17,931.
NONDIVIDEND DISTRIBUTIONS	1,305.	
DOMESTIC DIVIDENDS	51,317.	51,317.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	8.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	10.	
OID INCOME	3,972.	3,972.
NONDISTRIBUTIVE DIVIDENDS	-1,298.	
NONQUALIFIED FOREIGN DIVIDENDS	688.	688.
NONQUALIFIED DOMESTIC DIVIDENDS	35,944.	35,944.
TOTAL	112,733.	112,708.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		330.	165.		165.
	TOTALS	330.	165.	NONE	165.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,320.	660.		660.
TOTALS	1,320.	660.	NONE	660.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,170.	1,170.
FOREIGN TAXES ON QUALIFIED FOR	798.	798.
TOTALS	1,968.	1,968.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	156.	156.	
BANK SERVICE FEES	18,036.	18,036.	
BANK SERVICE FEES	17,797.	17,797.	
OTHER MISC. EXPENSES	388.		388.
MISC. CHARITABLE EXPENSE	188.		188.
TOTALS	36,565.	35,989.	576.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		2,715,381.	2,739,416.	3,785,684.
	TOTALS	2,715,381.	2,739,416.	3,785,684.

TR U/W CORALE WORKUM, DECD 31-6019902

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		653,328.	559,026.	609,619.
	TOTALS	653,328.	559,026.	609,619.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
BALANCE SHEET ADJUSTMENT - IMPUTED OID INCOME	3,972.
BALANCE SHEET ADJUSTMENT - RETURN OF CAPITAL	2,552.
TOTAL	6,524.

Form **872**
(Rev. Dec. 2004)

Department of the Treasury-Internal Revenue Service

Consent to Extend the Time to Assess Tax

In reply refer to.

Taxpayer Identification Number
31-6019902

Trust U/W Corale Workum
(Name(s))

taxpayer(s) of PO Box 630858, Cincinnati, Ohio 45263-0858
(Number, Street, City or Town, State, ZIP Code)

and the Commissioner of Internal Revenue consent and agree to the following·

(1) The amount of any Federal Income *(Kind of tax)* tax due on any return(s) made by or for the above taxpayer(s) for the period(s) ended 04/1/11 - 03/31/12; 04/1/12 - 3/31/13; 04/1/13 - 03/31/14; 04/1/14 - 03/31/15; 04/1/15 - 03/31/16

may be assessed at any time on or before 03/31/16 *(Expiration date)* However, if a notice of deficiency in tax for any such period(s) is sent to the taxpayer(s) on or before that date, then the time for assessing the tax will be further extended by the number of days the assessment was previously prohibited, plus 60 days.

(2) The taxpayer(s) may file a claim for credit or refund and the Service may credit or refund the tax within 6 months after this agreement ends.

Your Rights as a Taxpayer

You have the right to refuse to extend the period of limitations or limit this extension to a mutually agreed-upon issue(s) or mutually agreed-upon period of time. **Publication 1035, *Extending the Tax Assessment Period***, provides a more detailed explanation of your rights and the consequences of the choices you may make If you have not already received a Publication 1035, the publication can be obtained, free of charge, from the IRS official who requested that you sign this consent or from the IRS' web site at www.irs.gov or by calling toll free at 1-800-829-3676 Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled.

YOUR SIGNATURE HERE → .... *(Date signed)*
I am aware that I have the right to refuse to sign this consent or to limit the extension to mutually agreed-upon issues and/or period of time as set forth in I R C § 6501(c)(4)(B)

SPOUSE'S SIGNATURE → .... *(Date signed)*
I am aware that I have the right to refuse to sign this consent or to limit the extension to mutually agreed-upon issues and/or period of time as set forth in I R C § 6501(c)(4)(B)

TAXPAYER'S REPRESENTATIVE SIGN HERE → Matthew B. 11/2/10 *(Date signed)*
I am aware that I have the right to refuse to sign this consent or to limit the extension to mutually agreed-upon issues and/or period of time as set forth in I R C § 6501(c)(4)(B) In addition, the taxpayer(s) has been made aware of these rights

CORPORATE NAME → ....

CORPORATE OFFICER(S) SIGN HERE → .... *(Title)* .... *(Date signed)*
→ .... *(Title)* .... *(Date signed)*

I (we) am aware that I (we) have the right to refuse to sign this consent or to limit the extension to mutually agreed-upon issues and/or period of time as set forth in I R C § 6501(c)(4)(B)

INTERNAL REVENUE SERVICE SIGNATURE AND TITLE

.... *(Division Executive Name - See instructions)* .... *(Division Executive Title - see instructions)*

BY .... *(Authorized Official Signature and Title - See instructions)* .... *(Date signed)*

(Signature instructions are on the back of this form)

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
(29,564.2100)		CASH	$1.000	$(29,564.21)	(0.7)%	$(29,564.21)			
21,842.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$21,842.00	0.5%	$21,842.00		$2.19	
18,331.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$18,331.00	0.4%	$18,331.00		$1.83	
		Cash & Equivalents - Total		**$10,608.79**	**0.2%**	**$10,608.79**		**$4.02**	**0.0%**
Fixed Income									
7,802.5650	DODIX	DODGE & COX INCOME FD COM CUSIP - 256210105	$13.830	$107,909.47	2.4%	$90,821.85	$17,087.62	$3,542.36	3.3%
11,800.0000	EIBLX	EATON VANCE MUT FDS TR FLTG RATE FD CL I CUSIP - 277911491	$9.210	$108,678.00	2.5%	$106,767.82	$1,910.18	$4,779.00	4.4%
10,589.9970	OIBYX	OPPENHEIMER INTL BD FD CL Y CUSIP - 68380T509	$6.500	$68,834.98	1.6%	$69,999.88	$(1,164.90)	$2,785.17	4.0%
13,333.3980	PTTPX	PIMCO TOTAL RETURN FUND CUSIP - 72201M552	$11.240	$149,867.39	3.4%	$135,077.56	$14,789.83	$4,400.02	2.9%
4,193.1910	TGEIX	TCW FDS INC EMERGING MKTS INCOME FD CL I CUSIP - 87234N765	$9 210	$38,619.29	0.9%	$40,003.04	$(1,383.75)	$2,201.43	5.7%
14,576.7680	THYYX	TOUCHSTONE INVT TR HI YLD FD CLY CUSIP - 89154W817	$9.310	$135,709.71	3.1%	$116,355.72	$19,353.99	$8,367.06	6.2%
		Fixed Income - Total		**$609,618.84**	**13.8%**	**$559,025.87**	**$50,592.97**	**$26,075.04**	**4.3%**

TR U/W CORALE WORKUM/CONSOLDTD.

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
166.0000	DB	DEUTSCHE BANK AG COMMON STOCK CUSIP - D18190898	$39.120	$6,493.92	0.1%	$6,545.67	$(51.75)	$153.38	2.4%
1,190.0000	ACN	ACCENTURE PLC CLASS A COMMON COMPANY BASED IN IRELAND CUSIP - G1151C101	$75.970	$90,404.30	2.1%	$44,245.63	$46,158.67	$1,927.80	2.1%
127.0000	ENH	ENDURANCE SPECIALTY HOLDING CUSIP - G30397106	$47.810	$6,071.87	0 1%	$4,977.60	$1,094.27	$162.56	2.7%
384 0000	NBR	NABORS INDUSTRIES LTD COMMON CUSIP - G6359F103	$16.220	$6,228.48	0.1%	$7,180.08	$(951.60)	$61.44	1.0%
72.0000	RIG	TRANSOCEAN LTD CUSIP - H8817H100	$51.960	$3,741.12	0.1%	$2,933.33	$807.79	$227.52	6.1%
41.0000	CPA	COPA HOLDINGS SA-CLASS A CUSIP - P31076105	$119.610	$4,904.01	0.1%	$3,189.68	$1,714.33	$178.35	3.6%
1,868.0000	T	AT&T INC CUSIP - 00206R102	$36.690	$68,536.92	1.6%	$51,177.04	$17,359.88	$3,362 40	4.9%
198 0000	AAN	AARON RENTS INC CL A CUSIP - 002535300	$28.680	$5,678.64	0.1%	$5,893.05	$(214.41)	$13.46	0.2%
700.0000	ABT	ABBOTT LABS CUSIP - 002824100	$35.320	$24,724.00	0.6%	$17,034.45	$7,689.55	$392.00	1.6%
700.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$40.780	$28,546.00	0.6%	$18,472.40	$10,073.60	$1,120.00	3.9%
481.0000	ATVI	ACTIVISION BLIZZARD INC CUSIP - 00507V109	$14.570	$7,008.17	0.2%	$6,127.03	$881.14	$91.39	1.3%
139.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	$41.970	$5,833.83	0.1%	$4,298.51	$1,535.32	$66.72	1.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
56.0000	AGU	AGRIUM INC SEDOL 2213538 ISIN CA0089161081 CUSIP - 008916108	$97.500	$5,460.00	0.1%	$3,985.52	$1,474.48	$112.00	2.1%
222.0000	AKAM	AKAMAI TECHNOLOGIES INC COM CUSIP - 00971T101	$35.320	$7,841.04	0.2%	$7,253.58	$587.46		
208.0000	ATI	ALLEGHENY TECHNOLOGIES INC CUSIP - 01741R102	$31.710	$6,595.68	0.1%	$6,433.29	$162.39	$149.76	2.3%
453.0000	AZSEY	ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH CUSIP - 018805101	$13.605	$6,163.07	0.1%	$6,652.11	$(489.04)	$196.60	3.2%
1,150.0000	AIG	AMERICAN INTL GROUP INC CUSIP - 026874784	$38.820	$44,643.00	1.0%	$40,066.00	$4,577.00		
205.0000	AMT	AMERICAN TOWER CORP CUSIP - 03027X100	$76.920	$15,768.60	0.4%	$8,171.70	$7,596.90	$213.20	1.4%
140.0000	ABC	AMERISOURCEBERGEN CORP CUSIP - 03073E105	$51.450	$7,203.00	0.2%	$6,828.96	$374.04	$117.60	1.6%
50.0000	BUD	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR CUSIP - 03524A108	$99.550	$4,977.50	0.1%	$3,141.70	$1,835.80	$64.65	1.3%
110.0000	ANSS	ANSYS INC CUSIP - 03662Q105	$81.420	$8,956.20	0.2%	$4,896.16	$4,060.04		
500 0000	APA	APACHE CORP CUSIP - 037411105	$77.160	$38,580.00	0.9%	$33,485.50	$5,094.50	$400.00	1.0%
203 0000	ASAZY	ASSA ABLOY AB ADR CUSIP - 045387107	$20.463	$4,153 99	0.1%	$2,908.93	$1,245.06	$63.54	1.5%
236.0000	ATLCY	ATLAS COPCO AB	$25.315	$5,974.34	0.1%	$3,530.70	$2,443.64	$119.65	2.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		SPONSORED ADR NEW REPSTG CL B CUSIP - 049255805							
193.0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	$52.540	$10,140.22	0.2%	$6,345.94	$3,794.28		
178.0000	ADSK	AUTODESK INC CUSIP - 052769106	$41.250	$7,342.50	0.2%	$4,252.30	$3,090.20		
164.0000	BAESY	BAE SYS PLC SPONSORED ADR CUSIP - 05523R107	$23.949	$3,927.64	0.1%	$2,832.62	$1,095.02	$192.54	4.9%
131.0000	BASFY	BASF SE SPONSORED ADR CUSIP - 055262505	$87.729	$11,492.50	0.3%	$9,379 55	$2,112.95	$322.52	2.8%
132 0000	BBL	BHP BILLITON PLC SPONSORED ADR CUSIP - 05545E209	$58.060	$7,663.92	0.2%	$9,714.05	$(2,050.13)	$300.96	3.9%
115.0000	BNPQY	BNP PARIBAS-ADR COMMON STOCK CUSIP - 05565A202	$25.708	$2,956.42	0.1%	$3,391.21	$(434.79)	$139.73	4.7%
239.0000	BT	BT GROUP PLC-ADR WI COMMON STOCK CUSIP - 05577E101	$42.030	$10,045.17	0.2%	$6,493.44	$3,551.73	$319.30	3.2%
76.0000	BANF	BANCFIRST CORP COMMON CUSIP - 05945F103	$41.700	$3,169.20	0.1%	$3,397.19	$(227.99)	$88.16	2.8%
197.0000	BCS	BARCLAYS PLC ADR CUSIP - 06738E204	$17.760	$3,498.72	0.1%	$3,166.68	$332.04	$78 41	2.2%
56.0000	BCR	BARD C R INC CUSIP - 067383109	$100.780	$5,643.68	0.1%	$5,387.50	$256.18	$44.80	0.8%
260.0000	BAMXY	BAYERISCHE MOTOREN WERKE ADR	$28.811	$7,490 86	0.2%	$5,572 83	$1,918.03	$173.42	2.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 072743206							
328.0000	BHE	BENCHMARK ELECTRS INC CUSIP - 08160H101	$18.020	$5,910.56	0.1%	$5,392.32	$518.24		
278.0000	BRLI	BIO-REFERENCE LABS INC COM PAR $0.01 NEW CUSIP - 09057G602	$25.980	$7,222.44	0.2%	$4,767.75	$2,454.69		
49.0000	BIO	BIO-RAD LABS INC-CL A CUSIP - 090572207	$126.000	$6,174.00	0.1%	$3,159.37	$3,014.63		
69.0000	BHKLY	BOC HONG KONG HLDGS LTD SPONSORED ADR CUSIP - 096813209	$66.730	$4,604.37	0.1%	$3,022.36	$1,582.01	$193.48	4 2%
115.0000	BWA	BORG-WARNER AUTOMOTIVE INC CUSIP - 099724106	$77.340	$8,894.10	0.2%	$4,324.74	$4,569.36		
104.0000	BTI	BRITISH AMERN TOB PLC SPONSORED ADR CUSIP - 110448107	$107.050	$11,133.20	0.3%	$6,579.54	$4,553.66	$433.37	3.9%
385.0000	CBG	CBRE GROUP INC CUSIP - 12504L109	$25.250	$9,721.25	0.2%	$7,622.81	$2,098.44		
404.0000	CSX	CSX CORP CUSIP - 126408103	$24.630	$9,950.52	0.2%	$7,086.36	$2,864.16	$226.24	2.3%
539.0000	CCC	CALGON CARBON CORP COM CUSIP - 129603106	$18.100	$9,755.90	0.2%	$7,906.46	$1,849.44		
40 0000	CP	CANADIAN PAC RY LTD SEDOL 2793115 ISIN CA13645T1003 CUSIP - 13645T100	$130.470	$5,218.80	0.1%	$2,940.87	$2,277 93	$55.00	1.1%
82.0000	CUK	CARNIVAL PLC ADR CUSIP - 14365C103	$35.030	$2,872.46	0.1%	$3,503.13	$(630.67)	$82.00	2 9%

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TR U/W CORALE WORKUM/CONSOLDTD.

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
163.0000	GTLS	CHART INDUSTRIES INC CUSIP - 16115Q308	$80.010	$13,041.63	0.3%	$2,968.02	$10,073.61		
207.0000	CICHY	CHINA CONSTR BK CORP ADR CUSIP - 168919108	$16.335	$3,381.35	0.1%	$3,510.72	$(129.37)	$129.17	3.8%
116.0000	COH	COACH INC CUSIP - 189754104	$49.990	$5,798.84	0.1%	$6,443.74	$(644.90)	$139.20	2.4%
1,000.0000	KO	COCA COLA CO CUSIP - 191216100	$40.440	$40,440.00	0.9%	$20,709.35	$19,730.65	$1,120.00	2.8%
149.0000	CSTR	COINSTAR INC CUSIP - 19259P300	$58.420	$8,704.58	0.2%	$7,543.75	$1,160.83		
112.0000	CVD	COVANCE INC CUSIP - 222816100	$74.320	$8,323.84	0.2%	$9,198.28	$(874.44)		
98.0000	CMI	CUMMINS INC CUSIP - 231021106	$115.810	$11,349.38	0.3%	$5,102.86	$6,246.52	$196.00	1 7%
168.0000	DBSDY	DBS GROUP HLDGS LTD SPONSORED ADR CUSIP - 23304Y100	$51.588	$8,666.78	0.2%	$7,065.18	$1,601.60	$293.16	3.4%
680.0000	DHI	D R HORTON INC COM CUSIP - 23331A109	$24.300	$16,524.00	0.4%	$9,216.85	$7,307.15	$102.00	0.6%
142.0000	DRI	DARDEN RESTAURANTS INC CUSIP - 237194105	$51.680	$7,338.56	0.2%	$4,601.62	$2,736.94	$284 00	3.9%
172.0000	EMN	EASTMAN CHEM CO COM CUSIP - 277432100	$69.870	$12,017.64	0.3%	$5,797.20	$6,220.44	$206.40	1.7%
260 0000	EV	EATON VANCE CORP COM NON VTG CUSIP - 278265103	$41.830	$10,875.80	0.2%	$8,001.33	$2,874.47	$208.00	1.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
169.0000	SATS	ECHOSTAR HOLDING CORP CL A CUSIP - 278768106	$38.970	$6,585 93	0.1%	$6,670.50	$(84.57)		
1,100.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$55.870	$61,457.00	1.4%	$28,279.73	$33,177.27	$1,804.00	2.9%
144.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	$57.620	$8,297.28	0.2%	$4,821.84	$3,475.44		
1,505.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$90.110	$135,615.55	3.1%	$63,464.68	$72,150.87	$3,431.40	2.5%
63.0000	FMX	FOMENTO ECONOMICO MEXICANO S A DE C V NEW SPONSORED ADR REPSTG UNIT 1 CUSIP - 344419106	$113.500	$7,150.50	0.2%	$2,647.26	$4,503 24	$87.95	1.2%
254.0000	FWRD	FORWARD AIR CORP CUSIP - 349853101	$37.290	$9,471.66	0.2%	$6,824.23	$2,647.43	$101.60	1.1%
202.0000	FSYS	FUEL SYSTEMS SOLUTIONS INC CUSIP - 35952W103	$16.470	$3,326.94	0.1%	$5,542.31	$(2,215.37)		
141.0000	GMT	GATX CORP COM CUSIP - 361448103	$51.970	$7,327.77	0.2%	$5,416.75	$1,911.02	$174.84	2.4%
80.0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$70.510	$5,640.80	0.1%	$6,770.40	$(1,129.60)	$179.20	3.2%
2,575.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$23.120	$59,534.00	1.4%	$73,104.25	$(13,570 25)	$1,957.00	3.3%
1,050.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$48.940	$51,387.00	1.2%	$38,277.75	$13,109.25		
129.0000	GPN	GLOBAL PMTS INC COMMON CUSIP - 37940X102	$49.660	$6,406.14	0.1%	$5,301.59	$1,104.55	$10.32	0.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
111.0000	HBC	HSBC HLDGS PLC SPONSORED ADR NEW CUSIP - 404280406	$53.340	$5,920.74	0.1%	$5,682.79	$237.95	$249.75	4.2%
169.0000	HBHC	HANCOCK HLDG CO CUSIP - 410120109	$30.920	$5,225.48	0.1%	$5,424.61	$(199.13)	$162.24	3 1%
904.0000	HLIT	HARMONIC INC COM CUSIP - 413160102	$5.790	$5,234.16	0.1%	$7,168.34	$(1,934.18)		
188.0000	HSC	HARSCO CORP CUSIP - 415864107	$24.770	$4,656.76	0.1%	$9,785.03	$(5,128.27)	$154.16	3.3%
1,260.0000	HL	HECLA MNG CO COM CUSIP - 422704106	$3.950	$4,977.00	0.1%	$7,640.87	$(2,663.87)	$12.60	0.3%
485.0000	HLX	HELIX ENERGY SOLUTIONS GROUP CUSIP - 42330P107	$22 880	$11,096.80	0.3%	$1,761.24	$9,335.56		
58.0000	HTHIY	HITACHI LTD ADR 10 COM CUSIP - 433578507	$58.073	$3,368.23	0.1%	$3,098.77	$269.46	$63.86	1.9%
138.0000	HMC	HONDA MOTOR CO LTD-SPONS ADR CUSIP - 438128308	$38.260	$5,279.88	0.1%	$4,323.92	$955.96	$109.02	2.1%
320.0000	XXIA	IXIA CUSIP - 45071R109	$21.640	$6,924.80	0.2%	$3,657.14	$3,267.66		
207.0000	IPXL	IMPAX LABORATORIES INC COMMON CUSIP - 45256B101	$15.440	$3,196.08	0.1%	$4,418.17	$(1,222.09)		
150.0000	TEG	INTEGRYS ENERGY GROUP INC CUSIP - 45822P105	$58.160	$8,724.00	0.2%	$7,438.97	$1,285.03	$408.00	4.7%
68.0000	ICE	INTERCONTINENTALEXCHANGE INC CUSIP - 45865V100	$163.070	$11,088.76	0.3%	$3,535.90	$7,552.86		

PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
91.0000	IDCC	INTERDIGITAL INC PA CUSIP - 45867G101	$47.870	$4,356.17	0.1%	$2,567.56	$1,788.61	$36.40	0.8%
466.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$213.300	$99,397.80	2.3%	$44,009.09	$55,388.71	$1,584.40	1.6%
362.0000	IGT	INTERNATIONAL GAME TECHNOLOGY COM CUSIP - 459902102	$16.500	$5,973.00	0.1%	$9,926.47	$(3,953.47)	$115.84	1.9%
238.0000	IRF	INTERNATIONAL RECTIFIER CORP CUSIP - 460254105	$21.150	$5,033.70	0.1%	$3,918.02	$1,115.68		
209.0000	INTU	INTUIT COM CUSIP - 461202103	$65.660	$13,722.94	0.3%	$5,640.42	$8,082.52	$142.12	1.0%
108.0000	ITRI	ITRON INC COM CUSIP - 465741106	$46.400	$5,011.20	0.1%	$10,018.05	$(5,006.85)		
1,550.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$81.530	$126,371.50	2.9%	$89,667.50	$36,704.00	$3,782 00	3.0%
165.0000	JOY	JOY GLOBAL INC CUSIP - 481165108	$59.520	$9,820.80	0.2%	$5,944.45	$3,876.35	$115.50	1.2%
120.0000	KCRPY	KAO CORP SPONSORED ADR REPSTG 10 SHS CUSIP - 485537302	$32.334	$3,880.08	0.1%	$3,393.95	$486.13	$72.96	1.9%
551.0000	KPELY	KEPPEL LTD SPONSORED ADR CUSIP - 492051305	$18 056	$9,948.86	0.2%	$7,756.30	$2,192.56	$387.90	3.9%
733.0000	KEY	KEYCORP NEW CUSIP - 493267108	$9.960	$7,300.68	0.2%	$5,901.60	$1,399.08	$146.60	2.0%
73.0000	LVMUY	LVMH MOET HENNESSY LOU-ADR CUSIP - 502441306	$34.388	$2,510.32	0.1%	$2,381.81	$128.51	$40.95	1.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
190.0000	LKFN	LAKELAND FINL CORP CUSIP - 511656100	$26.690	$5,071.10	0.1%	$4,535.28	$535.82	$129.20	2.5%
9,593.7090	LZEMX	LAZARD FDS INC EMERGING MKTS PORTFOLIO INSTL CUSIP - 52106N889	$19.320	$185,350.46	4.2%	$106,352.51	$78,997.95	$3,415 36	1 8%
136.0000	LNN	LINDSAY CORP CUSIP - 535555106	$88.180	$11,992.48	0.3%	$7,985.95	$4,006.53	$62.56	0.5%
252.0000	MVC	MVC CAPITAL INC CUSIP - 553829102	$12.830	$3,233.16	0.1%	$3,051.42	$181.74	$136.08	4.2%
118.0000	SHOO	MADDEN STEVEN LTD COM CUSIP - 556269108	$43.228	$5,100.90	0 1%	$5,239.92	$(139.02)		
66.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	$58.700	$3,874.20	0.1%	$3,450.48	$423.72	$84 48	2 2%
800.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$99.690	$79,752.00	1.8%	$29,262.24	$50,489.76	$2,464.00	3.1%
68.0000	MD	MEDNAX INC CUSIP - 58502B106	$89.630	$6,094.84	0.1%	$4,701.21	$1,393.63		
2,500.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$28.605	$71,512.50	1.6%	$68,883.04	$2,629.46	$2,300.00	3.2%
20 0000	MITSY	MITSUI & CO LTD ADR CUSIP - 606827202	$280.366	$5,607.32	0.1%	$4,421.84	$1,185.48	$227.58	4.1%
97 0000	MUR	MURPHY OIL CORP COM CUSIP - 626717102	$63.730	$6,181.81	0.1%	$6,031.35	$150.46	$121.25	2.0%
297.0000	MYGN	MYRIAD GENETICS INC	$25.410	$7,546.77	0.2%	$7,272.56	$274.21		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
		COM CUSIP - 62855J104							
59.0000	NGG	NATIONAL GRID PLC SPONSORED ADR CUSIP - 636274300	$58.010	$3,422.59	0.1%	$2,913.49	$509.10	$186.79	5.5%
122.0000	NAVG	NAVIGATORS GROUP INC COM CUSIP - 638904102	$58.750	$7,167.50	0.2%	$6,519.67	$647.83		
250.0000	NSRGY	NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP - 641069406	$72.496	$18,124.00	0.4%	$11,324.23	$6,799.77	$456.75	2.5%
180.0000	NFX	NEWFIELD EXPL CO CUSIP - 651290108	$22.420	$4,035.60	0.1%	$10,072.92	$(6,037.32)		
400.0000	NEE	NEXTERA ENERGY INC CUSIP - 65339F101	$77.680	$31,072.00	0.7%	$20,307.28	$10,764.72	$1,056.00	3.4%
1,380.0000	NKE	NIKE INC CL B CUSIP - 654106103	$59.010	$81,433.80	1.8%	$28,935.15	$52,498.65	$1,159.20	1.4%
331.0000	NSANY	NISSAN MTR LTD SPONSORED ADR CUSIP - 654744408	$19.294	$6,386.31	0.1%	$5,844.16	$542.15	$155.24	2.4%
76.0000	NVS	NOVARTIS A G CUSIP - 66987V109	$71.240	$5,414.24	0.1%	$3,794.84	$1,619.40	$163 02	3.0%
43.0000	NVO	NOVO-NORDISK A S ADR CUSIP - 670100205	$161.500	$6,944.50	0.2%	$6,098.34	$846.16	$97.35	1.4%
114.0000	LUKOY	LUKOIL-SPON ADR CUSIP - 677862104	$64.241	$7,323.47	0.2%	$6,221.86	$1,101.61	$348.16	4 8%
242.0000	OVTI	OMNIVISION TECHNOLOGIES INC CUSIP - 682128103	$13.770	$3,332.34	0.1%	$7,470.97	$(4,138.63)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
192.0000	OKE	ONEOK INC CUSIP - 682680103	$47.670	$9,152.64	0.2%	$3,996.10	$5,156.54	$276.48	3.0%
133.2170	ODVYX	OPPENHEIMER DVLPING MKTS-Y (INCOME INVESTMENT) CUSIP - 683974505	$34.940	$4,654.60	0.1%	$4,148.17	$506.43	$33.17	0.7%
3,851.0000	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$34.940	$134,553.94	3.1%	$123,309.02	$11,244.92	$958.90	0.7%
127.0000	IX	ORIX CORP SPONSORED ADR CUSIP - 686330101	$63.580	$8,074.66	0.2%	$4,929.42	$3,145 24	$67 31	0.8%
120.0000	PRXL	PAREXEL INTL CORP COM CUSIP - 699462107	$39.540	$4,744.80	0.1%	$979.91	$3,764.89		
550.0000	PEP	PEPSICO INC COMMON CUSIP - 713448108	$79.110	$43,510.50	1.0%	$23,746.36	$19,764.14	$1,182.50	2.7%
500.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$92.710	$46,355.00	1.1%	$13,801.56	$32,553.44	$1,700.00	3.7%
82.0000	PRAA	PORTFOLIO RECOVERY ASSOCS INC CUSIP - 73640Q105	$126.920	$10,407.44	0.2%	$3,676.08	$6,731.36		
684.0000	PX	PRAXAIR INC CUSIP - 74005P104	$111.540	$76,293.36	1.7%	$23,590.42	$52,702.94	$1,641.60	2.2%
391.0000	PBH	PRESTIGE BRANDS HLDGS INC CUSIP - 74112D101	$25.690	$10,044.79	0.2%	$2,642.36	$7,402.43		
1,050.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$77.060	$80,913.00	1.8%	$37,373.06	$43,539.94	$2,360.40	2.9%
312.0000	PGR	PROGRESSIVE CORP OHIO COM CUSIP - 743315103	$25.270	$7,884.24	0.2%	$6,318.53	$1,565.71	$88.61	1.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
1,454.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$66.940	$97,330.76	2.2%	$70,376.02	$26,954.74	$1,454.00	1.5%
221.0000	RJF	RAYMOND JAMES FINL INC CUSIP - 754730109	$46.100	$10,188.10	0.2%	$5,716.51	$4,471.59	$123.76	1.2%
118.0000	RGA	REINSURANCE GROUP AMER INC COM NEW CUSIP - 759351604	$59.670	$7,041.06	0.2%	$5,408.42	$1,632.64	$113.28	1 6%
104.0000	REPYY	REPSOL S A CUSIP - 76026T205	$20.353	$2,116.71	0.0%	$3,512.68	$(1,395.97)	$106.50	5.0%
355.0000	RSG	REPUBLIC SVCS INC CUSIP - 760759100	$33.000	$11,715.00	0.3%	$9,468.39	$2,246.61	$333.70	2.8%
82.0000	REXMY	REXAM PLC SPONSORED ADR COM NO PAR CUSIP - 761655505	$40.049	$3,284.02	0.1%	$3,179.71	$104.31	$104.22	3.2%
140.0000	RHHBY	ROCHE HLDG LTD SPONSORED ADR CUSIP - 771195104	$58.345	$8,168.30	0.2%	$6,014.09	$2,154.21	$237.30	2.9%
92.0000	RDS A	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP - 780259206	$65.160	$5,994.72	0.1%	$6,195.24	$(200.52)	$269.01	4.5%
82.0000	SCHYY	SANS CHINA LTD ADR CUSIP - 80007R105	$51.851	$4,251.78	0.1%	$2,813.48	$1,438.30	$123.90	2.9%
259.0000	SNY	SANOFI CHANGED FROM SANOFI-AVENTIS ADR CUSIP - 80105N105	$51 080	$13,229.72	0.3%	$9,195 33	$4,034.39	$337.74	2 6%
49.0000	SAP	SAP AG SPONSORED ADR CUSIP - 803054204	$80.540	$3,946.46	0.1%	$2,964.98	$981.48	$33.08	0.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
487.0000	SBRCY	SBERBANK RUSSIA SPONSORED ADR ISIN US80585Y3080 SEDOL B3P7N29 CUSIP - 80585Y308	$12.688	$6,179.06	0.1%	$6,660 30	$(481.24)	$94.48	1.5%
500 0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$74.890	$37,445.00	0.8%	$33,634.95	$3,810.05	$625.00	1.7%
121.0000	SCHN	SCHNITZER STEEL INDS INC CL A CUSIP - 806882106	$26.670	$3,227.07	0.1%	$6,541.39	$(3,314.32)	$90.75	2.8%
3,000.0000	SCHW	SCHWAB CHARLES CORP NEW COM CUSIP - 808513105	$17.690	$53,070.00	1 2%	$55,191.30	$(2,121.30)	$720.00	1.4%
122.0000	SMG	SCOTTS MIRACLE-GRO COMPANY CUSIP - 810186106	$43.240	$5,275.28	0.1%	$4,520.63	$754.65	$158.60	3.0%
378.0000	SEE	SEALED AIR CORP COM CUSIP - 81211K100	$24.110	$9,113.58	0 2%	$6,297.78	$2,815.80	$196.56	2 2%
348.0000	SMTC	SEMTECH CORP COM CUSIP - 816850101	$35.400	$12,319.20	0.3%	$5,735.04	$6,584.16		
47.0000	SVNDY	SEVEN & I HLDGS CO LTD ADR CUSIP - 81783H105	$66.263	$3,114.36	0.1%	$3,116.10	$(1.74)	$67.30	2.2%
35 0000	SHPG	SHIRE PLC CUSIP - 82481R106	$91.360	$3,197.60	0.1%	$3,371.90	$(174.30)	$18 20	0.6%
28.0000	SI	SIEMENS A G SPONSORED ADR CUSIP - 826197501	$107.800	$3,018.40	0.1%	$2,774.45	$243.95	$82.38	2.7%
136.0000	SNA	SNAP ON INC COM CUSIP - 833034101	$82.700	$11,247.20	0.3%	$6,272.38	$4,974 82	$206.72	1.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
216.0000	SNHY	SUN HYDRAULICS CORP CUSIP - 866942105	$32.510	$7,022.16	0.2%	$4,333.70	$2,688.46	$77.76	1.1%
106.0000	SU	SUNCOR ENERGY INC CUSIP - 867224107	$30.010	$3,181.06	0.1%	$2,989.31	$191.75	$53.95	1.7%
196.0000	SPN	SUPERIOR ENERGY SVCS INC CUSIP - 868157108	$25.970	$5,090.12	0.1%	$7,847.92	$(2,757.80)		
180.0000	SWDBY	SWEDBANK A B SPON ADR CUSIP - 870195104	$22.793	$4,102.74	0.1%	$3,363.80	$738.94	$239.22	5.8%
263.0000	SYNA	SYNAPTICS INC COMMON CUSIP - 87157D109	$40.690	$10,701.47	0.2%	$6,743.49	$3,957.98		
47.0000	SYT	SYNGENTA AG SPONSORED ADR CUSIP - 87160A100	$83.750	$3,936.25	0.1%	$3,050.58	$885.67	$67.92	1.7%
193.0000	SNPS	SYNOPSYS INC COM CUSIP - 871607107	$35.880	$6,924.84	0.2%	$6,121.13	$803.71		
314.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	$46.750	$14,679.50	0.3%	$4,995.07	$9,684.43	$144.44	1.0%
580.0000	TTMI	TTM TECHNOLOGIES INC COMMON CUSIP - 87305R109	$7.600	$4,408.00	0.1%	$7,534.15	$(3,126.15)		
986.0000	TGT	TARGET CORP CUSIP - 87612E106	$68.450	$67,491.70	1.5%	$36,098.63	$31,393.07	$1,419.84	2.1%
373.0000	TTNDY	TECHTRONIC INDS LTD SPONSORED ADR CUSIP - 87873R101	$12.174	$4,540.90	0.1%	$3,662.86	$878.04	$30.59	0.7%
110.0000	THOR	THORATEC LABS	$37.498	$4,124.78	0.1%	$2,887.19	$1,237.59		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 885175307							
279.0000	TTC	TORO CO COM CUSIP - 891092108	$46.040	$12,845.16	0.3%	$6,800.70	$6,044.46	$156.24	1.2%
170.0000	TOT	TOTAL S.A. ADR CUSIP - 89151E109	$47.980	$8,156.60	0.2%	$12,125.66	$(3,969.06)	$436.22	5.3%
138.0000	URS	URS CORP CUSIP - 903236107	$47.410	$6,542.58	0.1%	$6,617.24	$(74.66)	$115.92	1.8%
89.0000	UL	UNILEVER PLC SPONS ADR CUSIP - 904767704	$42.240	$3,759.36	0.1%	$2,758.33	$1,001.03	$111.52	3.0%
193.0000	UNFI	UNITED NAT FOODS INC CUSIP - 911163103	$49.200	$9,495.60	0.2%	$3,898.58	$5,597.02		
700.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$93.430	$65,401.00	1.5%	$21,462.00	$43,939.00	$1,498.00	2 3%
340.0000	WOOF	VCA ANTECH INC COMMON CUSIP - 918194101	$23.490	$7,986.60	0.2%	$7,170.17	$816.43		
132.0000	VALEP	VALE SA ADR CUSIP - 91912E204	$16.530	$2,181.96	0.0%	$3,669.48	$(1,487.52)	$98.47	4.5%
249.0000	VLEEY	VALEO SPONSORED ADR CUSIP - 919134304	$27.104	$6,748.90	0.2%	$6,441.61	$307.29	$179 78	2.7%
184.0000	VAL	VALSPAR CORPORATION CUSIP - 920355104	$62.250	$11,454.00	0.3%	$5,050.96	$6,403.04	$169.28	1.5%
215.0000	VRA	VERA BRADLEY INC CUSIP - 92335C106	$23.630	$5,080.45	0.1%	$5,601.80	$(521.35)		
278.0000	VOD	VODAFONE GROUP PLC-SP ADR CUSIP - 92857W209	$28.400	$7,895.20	0.2%	$7,295.73	$599.47	$416.72	5.3%

TR U/W CORALE WORKUM/CONSOLDTD.

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
229.0000	VOLVY	VOLVO AKTIEBOLAGET ADR-B CUSIP - 928856400	$14.572	$3,336.99	0.1%	$2,867.69	$469.30	$91.14	2.7%
170.0000	WMS	WMS INDUSTRIES INC COMMON CUSIP - 929297109	$25.210	$4,285.70	0.1%	$3,491.37	$794.33		
2,000.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$36.990	$73,980.00	1.7%	$57,443.80	$16,536.20	$2,000.00	2.7%
134.0000	WLL	WHITTING PETROLEUM CORP CUSIP - 966387102	$50.840	$6,812.56	0.2%	$6,006.83	$805.73		
237.0000	XLNX	XILINX INC COM CUSIP - 983919101	$38.170	$9,046.29	0.2%	$6,334.52	$2,711.77	$237.00	2.6%
114 0000	ZURVY	ZURICH INS GROUP LTD ADR SPONSORED ADR CUSIP - 989825104	$27.900	$3,180.60	0.1%	$2,269.62	$910.98		
		Equities - Total		**$3,148,428.13**	**71.5%**	**$2,133,105.49**	**$1,015,322.64**	**$63,764.97**	**2.0%**
Alternative Strategies									
6,318.0000	JSOSX	J P MORGAN TR INCOME OPP SEL CUSIP - 4812A4351	$11.930	$75,373.74	1.7%	$74,994.66	$379.08	$2,590.38	3.4%
200,000.0000		JPMORGAN STRUCTURED CD MAT 9/30/2015 CUSIP - 48123YPF7	$98.190	$196,380.00	4.5%	$200,000.00	$(3,620.00)		
571.2770	PAUPX	PIMCO ALL ASSET ALL AUTH FUND (INCOME INVESTMENT) CUSIP - 72201M438	$10.940	$6,249.77	0.1%	$6,355.93	$(106.16)	$332.48	5.3%
10,750.6060	PAUPX	PIMCO ALL ASSET ALL AUTH FUND	$10.940	$117,611 63	2.7%	$120,175.90	$(2,564.27)	$6,256.85	5.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies								**(continued)**	
		CUSIP - 72201M438							
60.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	$154.470	$9,268.20	0.2%	$9,424.80	$(156.60)		
		Alternative Strategies - Total		**$404,883.34**	**9.2%**	**$410,951.29**	**$(6,067.95)**	**$9,179.71**	**2.3%**
Real Estate Investments									
64.0000	BXP	BOSTON PPTYS INC CUSIP - 101121101	$101.060	$6,467.84	0.1%	$5,612.50	$855.34	$166.40	2.6%
104.0000	BAM	BROOKFIELD ASSET MGMT CL A CUSIP - 112585104	$36.490	$3,794.96	0.1%	$3,406.42	$388.54	$62.40	1.6%
171.3700	IREWX	ING EQUITY TR REAL ESTATE FD CL W (INCOME INVESTMENT) CUSIP - 44981V367	$20.810	$3,566.21	0.1%	$2,836.54	$729.67	$62.55	1.8%
4,558 8220	IREWX	ING EQUITY TR REAL ESTATE FD CL W CUSIP - 44981V367	$20.810	$94,869.09	2.2%	$70,214.94	$24,654.15	$1,663.97	1.8%
1,500.0000	ICF	ISHARES COHEN & STEERS REALTY CUSIP - 464287564	$82.450	$123,675.00	2.8%	$113,290.00	$10,385.00	$3,540.00	2.9%
		Real Estate Investments - Total		**$232,373.10**	**5.3%**	**$195,360.40**	**$37,012.70**	**$5,495.32**	**2.4%**
Total Portfolio Positions				**$4,405,912.20**	**100.0%**	**$3,309,051.84**	**$1,096,860.36**	**$104,519.06**	**2.4%**