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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

THE STATEN ISLAND FOUNDATION

A Employer identification number

13-3993115

Number and street (or P O box number if mail is not delivered to street address)

260 CHRISTOPHER LANE

Room/suite

3B

B Telephone number (see instructions)

(718) 697-2832

City or town, state, and ZIP code

STATEN ISLAND, NY 10314

C If exemption application is pending, check here ☐

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1 Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method ☐ Cash ☐ Accrual

of year (from Part II, col (c), line

☒ Other (specify) MODIFIED CASH

16) \$ 71,988,093.

(Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	85,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	225,935.	225,935.		ATCH 1
4 Dividends and interest from securities	1,159,620.	1,159,620.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,495,977.			
b Gross sales price for all assets on line 6a	46,011,750.			
7 Capital gain net income (from Part IV, line 2)		5,863,030.		
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) ATCH 3	3,419.	70,467.		
12 Total. Add lines 1 through 11	2,969,951.	7,319,052.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	166,642.	4,999.		161,643.
14 Other employee salaries and wages	148,460.			148,460.
15 Pension plans, employee benefits	47,692.	1,431.		46,261.
16a Legal fees (attach schedule)	9,466.			9,466.
b Accounting fees (attach schedule) ATCH 4	28,600.	14,250.		14,350.
c Other professional fees (attach schedule) *	411,061.	392,785.		53,813.
17 Interest ATCH 6		306.		
18 Taxes (attach schedule) (see instructions) ATCH 7	23,549.	13,942.		
19 Depreciation (attach Schedule) and depletion				
20 Occupancy	74,219.			74,219.
21 Travel, conferences, and meetings	1,037.			1,037.
22 Printing and publications	573.			573.
23 Other expenses (attach schedule) ATCH 8	60,169.			60,169.
24 Total operating and administrative expenses. Add lines 13 through 23	971,468.	427,713.		569,991.
25 Contributions, gifts, grants paid	2,359,962.			3,245,962.
26 Total expenses and disbursements. Add lines 24 and 25	3,331,430.	427,713.	0	3,815,953.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-361,479.			
b Net investment income (if negative, enter -0-)		6,891,339.		
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		2,356,102.	1,371,010.	1,371,010.
	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				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule) **		3,365,312.	5,309,192.	5,309,192.
	b	Investments - corporate stock (attach schedule) ATCH 10		51,131,942.	52,687,209.	52,687,209.
	c	Investments - corporate bonds (attach schedule) ATCH 11		3,769,222.	3,995,193.	3,995,193.
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) ATCH 12		8,745,837.	8,510,652.	8,510,652.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe ATCH 13)		151,874.	114,837.	114,837.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		69,520,289.	71,988,093.	71,988,093.	
Liabilities	17	Accounts payable and accrued expenses		22,500.		
	18	Grants payable		936,000.	50,000.	
	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)		958,500.	50,000.	
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		68,561,789.	71,938,093.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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 instructions)		68,561,789.	71,938,093.	
	31	Total liabilities and net assets/fund balances (see instructions)		69,520,289.	71,988,093.	

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	68,561,789.
2	Enter amount from Part I, line 27a	2	-361,479.
3	Other increases not included in line 2 (itemize) ATCH 14	3	3,737,783.
4	Add lines 1, 2, and 3	4	71,938,093.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	71,938,093.

**ATCH 9

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
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					
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					
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	5,863,030.	
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	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,215,082.	68,716,623.	0.046788
2010	3,433,292.	72,717,200.	0.047214
2009	3,495,304.	70,558,959.	0.049537
2008	4,006,182.	68,025,911.	0.058892
2007	5,330,765.	91,314,148.	0.058378
2 Total of line 1, column (d)			2 0.260809
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 0.052162
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 69,858,681.
5 Multiply line 4 by line 3			5 3,643,969.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 68,913.
7 Add lines 5 and 6			7 3,712,882.
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 3,815,953.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	68,913.
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	68,913.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	68,913.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	69,420.
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	69,420.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	507.
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) NEW YORK		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.THESTATENISLANDFOUNDATION.ORG				
14	The books are in care of THE FOUNDATION Telephone no. (718) 697-2832			
Located at 260 CHRISTOPHER LANE, SUITE 3B, STATEN ISLAND, NY ZIP+4 10314				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country _____				X

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 instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here		<input type="checkbox"/>
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?		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		
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?	<input checked="" type="checkbox"/> Yes <input 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****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**

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
ATCH 15		166,642.	16,952.	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
ATCH 16		142,679.	7,706.	0

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

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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
ATCH 17		393,091.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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 NONE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	NONE

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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	60,236,437.
b	Average of monthly cash balances	1b	1,789,329.
c	Fair market value of all other assets (see instructions)	1c	8,896,753.
d	Total (add lines 1a, b, and c)	1d	70,922,519.
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	
3	Subtract line 2 from line 1d	3	70,922,519.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,063,838.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,858,681.
6	Minimum investment return. Enter 5% of line 5	6	3,492,934.

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	3,492,934.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	68,913.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	68,913.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,424,021.
4	Recoveries of amounts treated as qualifying distributions	4	1,900.
5	Add lines 3 and 4	5	3,425,921.
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	3,425,921.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,815,953.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,815,953.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,815,953.

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				3,425,921.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 876,384.				
b From 2008 632,648.				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	1,509,032.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 3,815,953.				
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				3,425,921.
e Remaining amount distributed out of corpus	390,032.			
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:	1,899,064.			
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				0
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)	876,384.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,022,680.			
10 Analysis of line 9				
a Excess from 2008 632,648.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 390,032.				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ATCH 18

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

ATCH 18A

c Any submission deadlines

ATCH 18A

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

ATCH 18B

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 ATTACHMENT 19				3,245,962.
Total			▶ 3a	3,245,962.
b Approved for future payment ATTACHMENT 19				620,000.
Total			▶ 3b	620,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	225,935.	
4	Dividends and interest from securities			14	1,159,620.	
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	1,495,977.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a OTHER					1,519.
b	RETURNED GRANT					1,900.
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				2,881,532.	3,419.
13	Total. Add line 12, columns (b), (d), and (e)				13	2,884,951.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B

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

Schedule of Contributors

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012**Name of the organization**

THE STATEN ISLAND FOUNDATION

Employer identification number

13-3993115

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)(03) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 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 33 1/3 % 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization **THE STATEN ISLAND FOUNDATION**Employer identification number
13-3993115**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
1	NYS HEALTH FOUNDATION 1385 BROADWAY, 23RD FLOOR NEW YORK, NY 10018	\$ 50,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	CATHOLIC COMMUNAL FUND 1011 FIRST AVENUE NEW YORK, NY 10022	\$ 25,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	IDB BANK 511 FIFTH AVENUE NEW YORK, NY 10017	\$ 10,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE STATEN ISLAND FOUNDATION

Employer identification number

13-3993115

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
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Name of organization THE STATEN ISLAND FOUNDATION

Employer identification number

13-3993115

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
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		CAPITAL GAIN FROM PARTNERSHIP				P	1,629,802.	
26,366,416.		PUBLICLY TRADED SECURITIES 24,870,439.				P	1,495,977.	
19,645,334.		GAIN ON DISPOSITION OF PARTNERSHIP PROPERTY TYPE: OTHER 16,908,083.				P	2,737,251.	
TOTAL GAIN (LOSS)							<u>5,863,030.</u>	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS & TEMPORARY CASH INVESTMENTS	225,935.	225,935.
TOTAL	225,935.	225,935.

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS FROM SECURITIES	1,159,620.	1,159,620.
TOTAL	<u>1,159,620.</u>	<u>1,159,620.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RETURNED GRANT	1,900.	
OTHER INCOME	1,519.	
INVESTMENT INCOME FROM PARTNERSHIP		70,467.
TOTALS	3,419.	70,467.

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONDON O'MEARA MCGINTY & DONNELLY LLP - AUDIT & TAX SERVICES	28,600.	14,250.		14,350.
TOTALS	<u>28,600.</u>	<u>14,250.</u>		<u>14,350.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IDB BANK OF NEW YORK	273,107.	273,107.	
- INVESTMENT MANAGEMENT FEES			
JPMORGAN CHASE BANK	84,141.	84,141.	
- CUSTODIAN AND INVESTMENT MANAGEMENT FEES			
JPMORGAN GLOBAL ACCESS PORTFOLIOS LLC		35,537.	
- DEDUCTIONS-PORTFOLIO CONSULTING FEES	51,500.		51,500.
IT FEES	2,313.		2,313.
TOTALS	<u>411,061.</u>	<u>392,785.</u>	<u>53,813.</u>

ATTACHMENT 6

FORM 990PF, PART I - INTEREST EXPENSE

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
PARTNERSHIP INTEREST EXPENSE		306.
TOTALS		<u>306.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	10,000.	
FOREIGN TAXES FROM PARTNERSHIP		393.
FOREIGN TAX WITHHELD	13,549.	13,549.
TOTALS	<u>23,549.</u>	<u>13,942.</u>

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
STATIONARY AND SUPPLIES	1,870.
POSTAGE	823.
DUES AND SUBSCRIPTIONS	1,945.
INSURANCE	10,035.
OTHER OFFICE EXPENSES	25,185.
BUSINESS MEALS	4,003.
MAINTENANCE CONTRACTS	8,718.
FILING FEES	2,422.
COMPUTER EXPENSE	3,631.
OTHER EXPENSES	1,537.
TOTALS	60,169.

CHARITABLE PURPOSES
1,870.
823.
1,945.
10,035.
25,185.
4,003.
8,718.
2,422.
3,631.
1,537.
60,169.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US GOVERNMENT AND AGENCY OBLIGATIONS	1,214,120.	1,214,120.
US OBLIGATIONS TOTAL	<u>1,214,120.</u>	<u>1,214,120.</u>
MUNICIPAL BONDS	4,095,072.	4,095,072.
STATE OBLIGATIONS TOTAL	<u>4,095,072.</u>	<u>4,095,072.</u>
US AND STATE OBLIGATIONS TOTAL	<u>5,309,192.</u>	<u>5,309,192.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MF - FIXED INCOME -- SEE 10A	9,928,926.	9,928,926.
MF - EQUITY -- SEE 10B	2,408,726.	2,408,726.
FI - COMMODITIES -- SEE 10C	950,314.	950,314.
ETF -- SEE 10D	18,904,471.	18,904,471.
EQ - COMMON STOCK -- SEE 10E	19,206,052.	19,206,052.
EQ - REIT -- SEE 10F	1,039,222.	1,039,222.
PS - GE CAPITAL FINANCIAL CORP	249,498.	249,498.
TOTALS	52,687,209.	52,687,209.

Attachment 10 Legend
MF - Mutual Fund
FI - Fixed Income
ETF - Exchange Traded Funds
EQ - Equities
PS - Preferred Stock

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	13,834.00	1,243,986.48		1,115,297.08	33,381.44	2.99%
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUJE X	68,677.10	1,204,350.20		1,141,413.34(A)	26,097.29 4,580.08	2.29%
Total Real Estate & Infrastructure		\$2,448,336.68	\$0.00	\$2,256,710.42	\$59,478.73 \$4,580.08	

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	583,607.78	583,607.78	583,607.78		58.35	0.01 %
						4.39	
US Fixed Income							
HARBOR HIGH YIELD BOND-INST 411511-55-3	10.83	54,806.82	593,557.84	594,653.97	(1,096.13)	34,966.74	5.89 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	11.03	164,444.44	1,813,822.22	1,850,000.00	(36,177.78)	99,488.88	5.49 %
JPM TR I MLT SC INCOME FD - SEL FUND 2130 48121A-29-0	10.03	159,752.14	1,602,313.98	1,612,783.20	(10,469.22)	45,848.86	2.86 %
						2,875.54	
JPM TR I INFL MANAGED BOND FD - SEL FUND 2037 48121A-56-3	10.41	112,151.51	1,167,497.19	1,200,000.00	(32,502.81)	16,374.12	1.40 %
						897.21	
JPM TR I FLOAT RATE INC FD FUND 2808 48121L-51-0	9.97	87,666.59	874,035.92	858,612.97	15,422.95	41,641.63	4.76 %
						2,893.00	
RIDGEWORTH INTERMED BOND-I 76628T-70-2	10.09	79,946.44	806,659.58	830,000.00	(23,340.42)	13,031.26	1.62 %
Total US Fixed Income			\$6,857,886.73	\$6,946,050.14	(\$88,163.41)	\$251,351.49	3.67 %
			(A)			\$6,665.75	

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Global Fixed Income							
TEMPLETON GLOBAL BOND FD-AD 880208-40-0	12.91	61,114.20	788,984.36 (P)	836,294.79	(47,310.43)	45,713.42	5.79%
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	14.01	81,416.25	1,140,641.66 (P)	1,200,000.00	(59,358.34)	30,612.51	2.68%

SUM OF A= \$9,928,926

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	57.30	22,930.000	1,313,889.00	1,291,890.33	21,998.67	40,379.73	3.07%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	22.88	63,208.591	1,446,212.56 ⁽⁶⁾	1,500,000.00	(53,787.44)	27,748.57	1.92%
Total EAFE Equity			\$2,760,101.56	\$2,791,890.33	(\$31,788.77)	\$68,128.30	2.47%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
CS REN HSCEI 02/20/14	75.52	200,000,000	151,038.40	200,000.00	(48,961.60)		
2XLEV- 16 25%CAP							
32 5%MAXRTN							
INITIAL LEVEL-2/1/13 HSCEI:12215							
USDCNH							
22546T-X9-7							
JPM CHINA REGION FD - SEL	18.54	10,080,645	186,895.16	200,000.00	(13,104.84)	504.03	0.27%
FUND 3810							
4812A3-52-8 JCHS X							
MS REN HSCEI 1/29/14	77.38	200,000,000	154,750.00	200,000.00	(45,250.00)		
2XLEV- 15 65%CAP							
31 10% MXRTN							
INITIAL LEVEL-1/11/13 HSCEI:11842.60							
61761J-BG-3							
VANGUARD FTSE EMERGING MARKETS ETF	38.80	31,775,000	1,232,711.13	1,388,919.95	(156,208.82)	48,901.72	3.97%
922042-85-8 VWO							
VIRTUS EMERGING MKTS OPPOR-I	9.77	98,517,343	962,514.44 ⁽⁶⁾	1,005,000.00	(42,485.56)	4,137.72	0.43%
92828T-88-9 HIEM X							
Total Emerging Market Equity			\$2,687,909.13	\$2,993,919.95	(\$306,010.82)	\$53,543.47	1.99%

SUM OF B= \$2,408,726

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BNP PARTICIPATING GOLD NOTE 06/12/14 LNKD TO GOLDLNP 85% BARRIER, 20 50% MAXRTN 12/07/12; INITIAL STRIKE: 1701 5 05574L-DA-3	73.73	200,000 000	147,457.21 C	200,000.00
PIMCO COMMODITY PL STRAT-P 72201P-16-7 PCLP X	10 16	37,104 072	376,977.37 C	410,000.00
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	25.13	12,610,000	316,889.30	352,402.84
SG BRENT CBEN 11/01/13 LNKD TO CO1 75% BARRIER, 11 40% CPN, 11.40% CAP 10/19/12, INITIAL STRIKE 110 14 78423E-EL-4	106.47	400,000 000	425,880 00 C	400,000.00
SPDR GOLD TRUST 78463V-10-7 GLD	119.11	4,377 000	521,344.47	709,592 39
Total Hard Assets			\$1,788,548.35	\$2,071,995.23

SUM OF C= \$950,314

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
BARC MARKET PLUS XLK 08/13/13 71% CONTIN BARRIER- 0%CPN UNCAPPED INITIAL LEVEL-02/03/12 XLK:27 715 06738K-M9-9	109.28	400,000 000	437,120 00 (P)	400,000.00	37,120.00		
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	33.22	92,402.659	3,069,616.33 (D)	2,500,000.00	569,616.33	75,492.97	2.46 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	160.42	21,041 000	3,375,397.22 (D)	2,746,148.98	629,248 24	70,150 69 17,655 92	2 08 %
UBS CONT BUFF EQ SPX 09/05/13 80% CONTIN BARRIER- 6.75%CPN 15% CAP INITIAL LEVEL-08/17/12 SPX:1418.16 902674-LF-5	111.58	290,000 000	323,582 00 (D)	290,000.00	33,582 00		
Total US Large Cap Equity			\$7,205,715.55	\$5,936,148.98	\$1,269,566.57	\$145,643.66 \$17,655.92	2.02 %
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	115.50	30,681 000	3,543,655.50 (P)	3,059,808 44	483,847 06	52,004.29	1.47 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	57.30	22,930,000	1,313,889.00 (P)	1,291,890.33	21,998.67	40,379.73	3.07%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	22.88	63,208,591	1,446,212.56	1,500,000.00	(53,787.44)	27,748.57	1.92%
Total EAFE Equity			\$2,760,101.56	\$2,791,890.33	(\$31,788.77)	\$68,128.30	2.47%

European Large Cap Equity

DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	105.37	400,000,000	421,472.00 (D)	400,000.00	21,472.00		
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Asia ex-Japan Equity

ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	54.77	16,640,000	911,372.80 (D)	932,075.67	(20,702.87)	17,588.48	1.93%
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPIX	15.04	57,863,704	870,270.11 (D)	770,000.00	100,270.11	37,379.95	4.30%
Total Asia ex-Japan Equity			\$1,781,642.91	\$1,702,075.67	\$79,567.24	\$54,968.43	3.09%






	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
CS REN HSCEI 02/20/14 2XLEV- 16 25%CAP 32 5%MAXRTN INITIAL LEVEL-2/1/13 HSCEI.12215 USDCNH 22546T-X9-7	75 52	200,000 000	151,038 40 (D)	200,000.00	(48,961.60)		
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	18 54	10,080.645	186,895 16 (D)	200,000 00	(13,104.84)	504.03	0 27 %
MS REN HSCEI 1/29/14 2XLEV- 15 65%CAP 31 10% MXRTN INITIAL LEVEL-1/1/13 HSCEI:11842 60 61761J-BG-3	77.38	200,000 000	154,750 00 (D)	200,000.00	(45,250 00)		
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	38 80	31,775.000	1,232,711.13 (D)	1,388,919 95	(156,208.82)	48,901 72	3 97 %
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	9 77	98,517 343	962,514 44	1,005,000.00	(42,485 56)	4,137 72	0 43 %
Total Emerging Market Equity			\$2,687,909.13	\$2,993,919.95	(\$306,010.82)	\$53,543.47	1.99 %

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	13,834.00	1,243,986.48		1,115,297.08 (D)	33,381.44	2.99 %
JPM US REAL ESTATE FD - SEL FUND 3037 481200-61-3 SUJE X	68,677.10	1,204,350.20		1,141,413.34	26,097.29 4,580.08	2.29 %
Total Real Estate & Infrastructure		\$2,448,336.68	\$0.00	\$2,256,710.42	\$59,478.73 \$4,580.08	

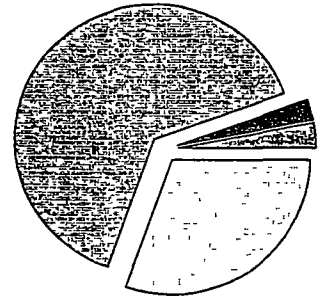
	Price	Quantity	Estimated Value	Cost
Hard Assets				
BNP PARTICIPATING GOLD NOTE 06/12/14 LNKD TO GOLDLPM 85% BARRIER, 20 50% MAXRTN 12/07/12, INITIAL STRIKE 1701 5 05574L-DA-3	73.73	200,000 000	147,457.21	200,000 00
PIMCO COMMODITY PL STRAT-P 72201P-16-7 PCLP X	10.16	37,104 072	376,977.37	410,000 00
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73936S-10-5 DBC	25.13	12,610 000	316,889.30 (P)	352,402.84
SG BRENT CBEN 11/01/13 LNKD TO CO1 75% BARRIER, 11.40% CPN, 11 40% CAP 10/19/12; INITIAL STRIKE 110.14 78423E-EL-4	106.47	400,000 000	425,880 00	400,000.00
SPDR GOLD TRUST 78463V-10-7 GLD	119.11	4,377,000	521,344.47 (P)	709,592.39
Total Hard Assets			\$1,788,548.35	\$2,071,995.23

SUM OF D= \$18,904,471

PORTFOLIO SUMMARY

	TAX COST	MARKET VALUE	PERCENT
 ALTERNATIVE INVESTMENTS	1,114,344.15	959,169.50 	3.0%
 CASH AND EQUIVALENTS	757,824.88	757,824.88	2.4%
 EQUITIES	17,415,351.78	20,245,272.98	64.3%
 FIXED INCOME	9,619,063.30	9,553,882.70	30.3%
TOTAL ASSETS	28,906,584.11	31,516,150.06	100.0%
ACCRUED INCOME			
EQUITIES	27,235.50	27,235.50	
FIXED INCOME SECURITIES	58,670.56	58,670.56	
CASH AND EQUIVALENTS	25.25	25.25	
TOTAL ACCRUED INCOME	85,931.31	85,931.31	
TOTAL ASSETS & ACCRUALS	28,992,515.42	31,602,081.37	

BEGINNING MARKET VALUE 32,029,914.35
 ENDING MARKET VALUE 31,602,081.37



ACTIVITY SUMMARY

	THIS PERIOD	YEAR TO DATE	REALIZED CAPITAL GAINS / LOSSES	
			THIS PERIOD	YEAR TO DATE
BEGINNING MARKET VALUE	31,928,217.64	30,305,620.83		
DIVIDENDS AND INTEREST	78,357.72	307,022.53		
OTHER RECEIPTS	0.00	49,400.00		
DISBURSEMENTS	2,909.20-	358,973.89-	LONG TERM	8,007.67
FEEs	28,774.35-	140,157.77-	SHORT TERM	7,747.75
MISCELLANEOUS	46,674.17-	142,572.39	TOTAL GAINS / LOSSES	15,755.42
UNREALIZED GAINS / LOSSES	412,067.58-	1,210,665.97		533,281.08
ENDING MARKET VALUE	31,516,150.06	31,516,150.06		

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AIA GROUP LTD SPONSORED ADR	AAGIY	1,739 000	29,397 80 16 91	31,281 81 1,884 01-	292.15	0 99
ACADIA RLTY TR	AKR	405 000	9,999.45 24 69	11,711 99 1,712 54-	340 20 85 05	3 40
ADVANCE AUTO PARTS INC	AAP	956 000	77,598 52 81 17	85,255 98 7,657.46-	229 44 57 36	0 30
AGILENT TECHNOLOGIES INC	A	705 000	30,145 80 42 76	31,110 61 964 81-	338 40 84 60	1.12
AIR METHODS CORP COM	AIRM	810 000	27,426.60 33 86	21,746 75 5,679 85		
AIR LEASE CORP	AL	2,100 000	57,939 00 27 59	51,577 30 6,361 70	210 00 52 50	0 36
AKZO NOBEL NV SPONSORED ADR	AKZOY	3,591 000	67,546 71 18 81	68,345 25 798 54-	1,835 00	2 72
ALEXANDRIA REAL EST EQUITY INC EQUITY	ARE	666 000	43,769 52 65 72	46,744 78 2,975 26-	1,731 60 432.90	3 96
ALEXION PHARMACEUTICALS INC	ALXN	221 000	20,385 04 92 24	19,887.68 497 36		
ALLERGAN INC	AGN	699 000	58,883 76 84.24	73,465 56 14,581 80-	139 80	0 24
ALLIANCE DATA SYSTEMS CORP	ADS	266 000	48,153 98 181 03	29,279 74 18,874 24		
AMAZON INC	AMZN	235 000	65,257.15 277 69	47,660 32 17,596 83		
AMERICAN CAMPUS COMMUNITIES	ACC	2,836 000	115,311 76 40.66	110,580 63 4,731 13	4,083 84	3.54
AMERICAN CAPITAL AGENCY CORP	AGNC	1,310 000	30,143 10 23 01	39,693 97 9,550 87-	5,502 00 1,375 50	18 25
AMERICAN INTERNATIONAL GROUP INC	AIG	903 000	40,364 10 44 70	33,766 87 6,597 23		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AMERICAN TOWER CORP REIT	AMT	1,183 000	86,560 11 73 17	83,413 21 3,146 90	1,277 64 319 41	1 48
AMPHENOL CORP	APH	1,416 000	110,363 04 77 94	86,772 34 23,590 70	594 72 148 68	0 54
ANSYS INC	ANSS	1,920 000	140,352 00 73 10	122,308 66 18,043.34		
APPLE INC	AAPL	217 000	86,047 01 396 53	91,211 48 5,164 47-	2,647.40	3 08
ASPEN TECHNOLOGY INC	AZPN	1,183 000	34,058 57 28 79	28,227 35 5,831.22		
ATLAS COPCO AB SPONSORED ADR A	ATLKY	1,785 000	43,321 95 24 27	49,731 58 6,409 63-	1,051 37	2 43
ATWOOD OCEANICS INC	ATW	1,330.000	69,226 50 52.05	43,548 18 25,678 32		
AUTOZONE INC	AZO	81 000	34,318 89 423 69	30,437 53 3,881 36		
AVALONBAY COMMUNITIES	AVB	856 000	115,482.96 134.91	113,097 12 2,385 84	3,663 68 915 92	3 17
AXA SA SPONSORED ADR	AXAHY	660 000	12,995 40 19 69	11,506 20 1,489.20	505 56	3 89
BASF SE SPONSORED ADR	BASFY	280.000	25,057.20 89 49	19,658 00 5,399 20	690 48	2 76
BG GROUP PLC ADR	BRGY	2,195.000	37,227 20 16 96	41,061 40 3,834 20-	572 90	1 54
BP PLC SPONSORED ADR	BP	1,126.000	46,999 24 41.74	45,548 22 1,451.02	2,432 16	5 17
BRE PROPERTIES INC	BRE	1,218.000	60,924 36 50 02	59,796 92 1,127 44	1,924 44	3 16
BNP PARIBAS SPONSORED ADR	BNPQY	1,576 000	43,371.52 27 52	46,481 65 3,090 13-	1,070 10	2.47
BT GROUP PLC ADR	BT	304 000	14,284 96 46 99	10,922 05 3,362 91	432 29	3 03
BANCFIRST CORP	BANF	550 000	25,602 50 46 55	22,922 44 2,680 06	638 00 159 50	2 49
BANCO SANTANDER S.A.	SAN	3,299.000	21,344 53 6 47	28,599 16 7,254 63-	2,002 49	9 38
BARCLAYS PLC ADR	BCS	3,287.000	56,273 44 17 12	48,418 44 7,855 00	1,304 94	2.32
BARRICK GOLD CORP	ABX	2,605 000	41,002 70 15 74	82,016 61 41,013 91-	2,084 00	5 08

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
BAXTER INTERNATIONAL INC	BAX	1,725 000	119,490 75 69 27	101,831 33 17,659 42	3,381 00 845 25	2 83
BAYER A G SPONSORED ADR	BAYRY	541 000	57,708 47 106 67	37,827 68 19,880 79	976 51	1 69
BENCHMARK ELECTRONICS INC	BHE	2,410.000	48,441 00 20 10	44,980 26 3,460 74		
BERKSHIRE HATHAWAY INC CLASS B NEW	BRK.B	329 000	36,821 68 111 92	26,843 08 9,978 60		
BHP BILLITON LTD ADR	BHP	625 000	36,037 50 57 66	50,805 07 14,767 57-	1,425 00	3 95
BIO-REFERENCE LABS INC	BRLI	1,200 000	34,500 00 28 75	20,576 40 13,923 60		
BIOMED REALTY TRUST INC	BMR	612 000	12,380 76 20 23	11,562 22 818 54	575 28 143 82	4 65
BJS RESTAURANTS INC	BJRI	665 000	24,671 50 37 10	23,858 09 813 41		
BLACKBAUD INC	BLKB	1,025 000	33,384 25 32 57	23,890 88 9,493 37	492 00	1 47
BLACKROCK INC CL A	BLK	220 000	56,507 00 256 85	44,598 14 11,908 86	1,478 40	2 62
BOEING CO	BA	440 000	45,073 60 102 44	32,995 55 12,078 05	853 60	1 89
BOSTON PROPERTIES	BXP	1,049 000	110,638 03 105 47	106,108 17 4,529 86	2,727.40 681 85	2 47
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	BTI	325 000	33,455 50 102 94	23,248 10 10,207 40	1,375 08	4 11
BROCADE COMMUNICATIONS SYS INC	BRCD	6,097.000	35,118 72 5 76	36,785.95 1,667 23-		
BROOKFIELD ASSET MANAGEMENT	BAM	365 000	13,147 30 36 02	9,709 57 3,437 73	219 00	1.67
BROWN FORMAN CORP CL B	BF-B	913 000	61,673 15 67 55	51,560 09 10,113 06	931 26 232 82	1 51
CBL & ASSOCIATES PROPERITES INC	CBL	3,204 000	68,629 68 21 42	67,499 74 1,129 94	2,947 68 736 92	4 30
CLECO CORP	CNL	1,100 000	51,073 00 46 43	29,024 89 22,048 11	1,595 00	3 12
CABOT CORP	CBT	977.000	36,559 34 37.42	37,424.62 865.28-	781 60	2 14
CADENCE DESIGN SYSTEM INC	CDNS	2,707 000	39,197 36 14 48	38,823 79 373 57		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
CALGON CARBON CORP	CCC	4,040 000	67,387 20 16 68	58,152 41 9,234 79		
CAMERON INTL CORP	CAM	870 000	53,209 20 61 16	46,281 82 6,927 38		
CAMPUS CREST COMMUNITIES INC	CCG	1,640 000	18,925 60 11 54	20,984 33 2,058 73-	1,082 40 270 60	5 72
CANADIAN NATIONAL RAILWAY COMPANY	CNI	420 000	40,853 40 97 27	27,028 15 13,825 25	703 50	1 72
CANADIAN NATURAL RESOURCES LTD	CNQ	930 000	26,281 80 28.26	38,692 02 12,410 22-	460 35 115 06	1 75
CANADIAN PACIFIC RAILWAY LTD	CP	610 000	74,041 80 121 38	38,462 06 35,579 74	847.90 211 96	1 15
CANON INC ADR REPSTG 5 SHS	CAJ	806 000	26,493 22 32 87	36,871 74 10,378 52-	1,110 67	4 19
CARDTRONICS INC	CATM	1,000 000	27,600 00 27 60	27,443 40 156 60		
CAVIUM INC	CAVM	730 000	25,820 10 35.37	29,386 68 3,566 58-		
CENOVUS ENERGY INC	CVE	429 000	12,235 08 28.52	14,400 29 2,165 21-	404 55	3 31
CENTERPOINT ENERGY INC	CNP	1,765 000	41,459 85 23.49	37,834 81 3,625 04	1,464 95	3 53
CENTURYLINK INC	CTL	1,475 000	52,141 25 35 35	55,611.25 3,470 00-	3,186 00	6 11
CERNER CORP	CERN	395 000	37,955.55 96 09	30,010 09 7,945 46		
CHART INDUSTRIES INC	GTLS	1,200 000	112,908.00 94.09	29,786 17 83,121 83		
CHEVRON CORP	CVX	830 000	98,222 20 118 34	93,133 97 5,088.23	3,320 00	3 38
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR	CHU	1,946 000	25,570 44 13 14	30,423 63 4,853.19-	338 60	1 32
CHURCH & DWIGHT CO INC	CHD	1,041 000	64,240 11 61.71	51,623 19 12,616 92	1,165 92	1 81
CLARCOR INC	CLC	800 000	41,768 00 52 21	28,299 75 13,468 25	432.00	1 03
CLEARBRIDGE ENERGY MLP	CEM	500 000	14,075 00 28.15	10,242 95 3,832 05	770 00	5 47
CLIFFS NATURAL RESOURCES INC	CLF	1,273 000	20,686 25 16 25	54,141 27 33,455 02-	763 80	3.69

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
COGNEX CORP	CGNX	875 000	39,567 50 45 22	16,633 28 22,934 22	385 00	0.97
COHEN & STEERS INC	CNS	1,075 000	36,528 50 33 98	24,599 41 11,929 09	860.00	2 35
COHU INC	COHU	1,225 000	15,312 50 12 50	16,662 63 1,350 13-	294 00 73 50	1 92
COINSTAR INC	CSTR	1,000 000	58,680 00 58 68	41,545 70 17,134.30		
COLGATE PALMOLIVE	CL	920 000	52,706 80 57 29	44,661 35 8,045 45	1,251 20	2 37
COMERICA INC	CMA	1,255 000	49,986 65 39 83	46,071 05 3,915 60	853 40 213 35	1 71
COMPASS GROUP PLC SPONSORED ADR	CMPGY	954 000	12,268 44 12 86	9,034 38 3,234.06	286 20	2 33
COMPASS MINERALS INTL INC	CMP	290 000	24,513 70 84 53	21,811 79 2,701.91	632 20	2 58
COPART INC	CPRT	3,030 .000	93,324 00 30 80	79,194 80 14,129 20		
CORPORATE EXECUTIVE BOARD CO	CEB	600 000	37,932 00 63 22	30,323.77 7,608 23	540 00	1 42
CORPORATE OFFICE PPTYS REIT TR	OFC	1,772 000	45,186 00 25 50	61,493 72 16,307.72-	1,949 20 487 30	4 31
COSTAR GROUP INC	CSGP	295 000	38,075 65 129 07	21,137 80 16,937 85		
CROWN CASTLE INTL CORP	CCI	840 000	60,807 60 72 39	44,570 32 16,237.28		
CUBIST PHARMACEUTICALS INC	CBST	825 000	39,839 25 48 29	35,121 16 4,718 09		
DBS GROUP HOLDINGS LTD SPONSORED ADR	DBSDY	894 000	43,756 83 48 95	39,169 52 4,587 31	1,578 80 772 08	3 61
DCT INDUSTRIAL TRUST	DCT	1,525 .000	10,903 75 7 15	10,918 85 15 10-	427 00	3 92
DDR CORP		1,393 000	23,193 45 16 65	18,096 84 5,096 61	752 22 188 06	3 24
DANAHER CORP	DHR	1,402 000	88,746 60 63 30	81,797 27 6,949 33	140 20 35.05	0 16
DANONE SPONSORED ADR	DANOY	3,072 000	46,080 00 15 00	37,345 50 8,734 50	755 71	1 64
DASSAULT SYSTEMS S A SPONSORED ADR	DASTY	242 000	29,674 04 122.62	16,204 55 13,469 49	174 97 174 93	0 59

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
DENSO CORP ADR	DNZOY	2,970 000	70,092 00 23.60	48,487 82 21,604 18	840 51 559 46	1 20
DENTSPLY INT INC	XRAY	2,179 000	89,251 84 40 96	88,031 16 1,220 68	544 75 136 19	0 61
DIAGEO PLC SPONSORED ADR	DEO	365 000	41,956 75 114 95	26,363 64 15,593 11	1,032 22	2 46
DICKS SPORTING GOODS INC	DKS	1,624 000	81,297 44 50 06	78,893 76 2,403.68	812 00	1 00
DIGITAL REALTY TRUST	DLR	3,399 000	207,339 00 61 00	198,605 81 8,733 19	10,604 88	5 11
DILLARDS INC	DDS	310 000	25,410 70 81.97	27,128 07 1,717 37-	62 00 15 50	0 24
DISNEY WALT CO	DIS	1,040 000	65,676 00 63 15	43,913 79 21,762 21	780 00	1 19
DISCOVER FINANCIAL SERVICES	DFS	1,096 000	52,213 44 47 64	26,627 14 25,586 30	876 80	1 68
DISCOVERY COMMUNICATIONS SERIES A	DISCA	391 000	30,200 84 77 24	20,829 59 9,371 25		
DOLLAR GENERAL CORP	DG	780 000	39,335 40 50 43	37,215 56 2,119 84		
DOLLAR TREE INC	DLTR	1,944 000	98,832 96 50 84	77,267 20 21,565 76		
DRESSER-RAND GROUP INC	DRC	2,726 000	163,505 48 59 98	127,734 12 35,771 36		
DRIL-QUIP INC	DRQ	425.000	38,373 25 90 29	24,197 67 14,175 58		
DUKE ENERGY CORP	DUK	740 000	49,950 00 67 50	50,697 05 747 05-	2,308 80	4 62
DUPONT FABROS TECHNOLOGY INC	DFT	1,848 000	44,629 20 24 15	42,827.29 1,801 91	1,848 00	4 14
EMC CORP MASS	EMC	2,035.000	48,066 70 23.62	50,323 11 2,256 41-	814 00 203 50	1 69
EAST JAPAN RAILWAY CO ADR	EJPRY	1,369 000	17,797 00 13 00	13,593 91 4,203 09	265 59	1 49
EASTGROUP PROPERTY INC	EGP	831 000	46,760 37 56 27	34,294 57 12,465 80	1,761 72	3 77
EASTMAN CHEMICAL CO	EMN	554 000	38,785 54 70 01	29,302 89 9,482 65	664 80 166 20	1 71
EDUCATION REALTY TRUST INC	EDR	5,739 000	58,709 97 10 23	56,669 22 2,040 75	2,295 60	3 91

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ENERGIZER HLDGS INC	ENR	1,202 000	120,813 02 100 51	85,475 77 35,337 25	1,923 20	1 59
ENSIGN ENERGY SERVICES INC	ESVIF	440 000	6,808 12 15.47	5,879 46 928.66	192 28 48 02	2 82
EQUIFAX INC	EFX	2,673 000	157,519 89 58 93	121,959 28 35,560 61	2,352 24	1 49
EQUINIX INC NEW	EQIX	218,000	40,268 96 184 72	21,540 20 18,728 76		
ERICSSON ADR	ERIC	1,995 000	22,503 60 11 28	21,252 32 1,251 28	586 53	2 61
ESSEX PROPERTY REIT	ESS	613 000	97,417 96 158 92	80,695 78 16,722 18	2,966 92 741 73	3 05
EXPEDITORS INTL WASH INC	EXPD	3,310 000	125,912 40 38 04	132,638 07 6,725.67-	1,986 00	1 58
EXXON MOBIL CORP	XOM	570 000	51,499 50 90 35	47,912.32 3,587 18	1,436 40	2 79
FEI CO	FEIC	775 000	56,590 50 73 02	31,893 81 24,696 69	372 00	0 66
FASTENAL CO	FAST	462 000	21,154 98 45 79	22,622.85 1,467.87-	369 60	1.75
FEDERAL REALTY INVT	FRT	538 000	55,779 84 103 68	53,956 16 1,823.68	1,570 96 392 74	2 82
FIFTH THIRD BANCORP	FITB	2,966 000	53,536 30 18 05	38,179 69 15,356.61	1,423 68 355 92	2 66
FINNING INTERNATIONAL INC NEW	FINGF	85 000	1,754 06 20 64	2,346.00 591.94-	50 49	2 88
FIRST FINANCIAL SERVICES INC	FCFS	1,372 000	67,516.12 49 21	55,238 23 12,277.89		
FIRST REPUBLIC BANK SAN FRAN CA	FRC	1,171 000	45,060 08 38 48	39,090.44 5,969.64	562 08	1 25
FLOTEK INDUSTRIES	FTK	1,550 000	27,807.00 17 94	24,846.35 2,960 65		
FLUOR CORP	FLR	723 000	42,881.13 59 31	40,783 65 2,097 48	462 72 115 68	1 08
FOOT LOCKER INC	FL	669 000	23,501 97 35 13	22,939 68 562 29	535 20	2 28
FOREST CITY ENTERPRISES INC CL A	FCE/A	7,522 000	134,719 02 17.91	115,735 92 18,983.10		
FORWARD AIR CORP	FWRD	1,910 000	73,114 80 38.28	52,151 24 20,963 56	764 00	1 04

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
FUEL SYSTEM SOLUTIONS INC	FSYS	1,470,000	26,298.30 17.89	44,561.46 18,263.16-		
GDF SUEZ SPONSORED ADR	GDFZY	1,850,000	36,315.50 19.63	40,488.36 4,172.86-	2,436.45	6.71
GENERAL GROWTH PROPERTIES INC	GGP	2,075,000	41,230.25 19.87	42,278.04 1,047.79-	996.00	2.42
GLACIER BANCORP INC NEW	GBCI	1,825,000	40,496.75 22.19	26,090.59 14,406.16	1,095.00	2.70
GLAXOSMITHKLINE PLC SPONSORED ADR	GSK	1,026,000	51,269.22 49.97	47,641.59 3,627.63	2,408.02 564.53	4.70
GOOGLE INC	GOOG	134,000	117,969.58 880.37	95,394.41 22,575.17		
GRACO INC	GGG	1,116,000	70,542.36 63.21	59,315.29 11,227.07	1,116.00	1.58
GRAND CANYON ED INC	LOPE	1,700,000	54,791.00 32.23	28,226.70 26,564.30		
GROUP 1 AUTOMOTIVE INC	GPI	825,000	53,072.25 64.33	34,243.17 18,829.08	528.00	0.99
GULFPORT ENERGY CORP NEW	GPOR	1,300,000	61,217.00 47.09	20,827.69 40,389.31		
HDFC BANK LTD ADR	HDB	572,000	20,729.28 36.24	18,703.75 2,025.53	163.59 146.61	0.79
HMS HOLDINGS CORP	HMSY	950,000	22,135.00 23.30	14,872.91 7,262.09		
HSBC HOLDINGS PLC SPONSORED ADR NEW	HBC	1,011,000	52,470.90 51.90	48,153.67 4,317.23	2,325.30 505.50	4.43
HANCOCK HOLDING CO	HBHC	1,237,000	37,196.59 30.07	34,916.30 2,280.29	1,187.52	3.19
HANESBRANDS INC	HBI	754,000	38,770.68 51.42	31,532.28 7,238.40	603.20	1.56
HANGER INC NEW	HGR	1,300,000	41,119.00 31.63	30,052.65 11,066.35		
HARMONIC INC	HLIT	7,970,000	50,609.50 6.35	51,192.76 583.26-		
HARRIS TEETER SUPERMARKETS INC	HTSI	875,000	41,002.50 46.86	27,157.34 13,845.16	525.00 131.25	1.28
HATTERAS FINL CORP	HTS	1,688,000	41,592.32 24.64	45,179.98 3,587.66-	4,726.40 1,181.60	11.36
HEALTHCARE SERVICES GROUP INC	HCSG	1,388,000	34,033.76 24.52	20,427.73 13,606.03	929.96	2.73

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
HEARTLAND EXPRESS INC	HTLD	2,450.000	33,993 75 13 88	36,448 30 2,454 55-	196 00 49 00	0 58
HELCA MINING	HL	9,690 000	28,876 20 2 98	57,037 24 28,161 04-	96 90	0 34
HEINEKEN NV SPONSORED ADR L1	HEINY	729 000	23,218 65 31.85	16,850 91 6,367 74	327 32	1.41
HENNES & MAURITZ AB ADR	HNNMY	3,310 000	21,614 30 6 53	24,782 63 3,168.33-	738 13	3.42
HIBBETT SPORTS INC	HIBB	600 000	33,342 00 55 57	14,097 33 19,244 67		
HIGHWOODS PROPERTIES INC	HIW	803 000	28,594 83 35 61	32,520 37 3,925 54-	1,365 10	4 77
HITTITE MICROWAVE CORP	HITT	625 000	36,250 00 58 00	26,284 96 9,965 04		
HOLLYFRONTIER CORP	HFC	441 000	18,865 98 42 78	24,655 74 5,789.76-	529 20 132 30	2 81
HOLOGIC INC	HOLX	4,024.000	77,663 20 19 30	85,158 84 7,495 64-		
HONDA MOTOR LTD AMERN ADR	HMC	2,175 000	81,018 75 37 25	77,629 67 3,389 08	1,735 65	2 14
HONEYWELL INTERNATIONAL INC	HON	1,487 000	117,978 58 79 34	91,446 59 26,531 99	2,438 68	2 07
HOSPIRA INC	HSP	1,422 000	54,476 82 38 31	50,071.24 4,405.58		
HOST HOTELS & RESORT	HST	2,427 000	40,943 49 16 87	37,966 79 2,976 70	1,067 88 266.97	2 61
HUMANA INC	HUM	614 000	51,809 32 84 38	47,779 64 4,029 68	663 12 165 78	1.28
HUTCHISON WHAMPOA LTD ADR	HUWHY	2,959 000	61,917 08 20 93	49,726 79 12,190.29	1,411 44	2 28
IAC INTERACTIVE CORP	IACI	632 000	30,070 56 47 58	30,772 02 701.46-	606 72	2 02
ICU MED INC	ICUI	725 000	52,243 50 72 06	25,849 47 26,394 03		
IPC THE HOSPITALIST CO INC	IPCM	665 000	34,154 40 51 36	31,878 64 2,275 76		
IXIA	XXIA	2,300 000	42,320 00 18 40	28,106 00 14,214.00		
IBERIABANK CORP	IBKC	610.000	32,702 10 53 61	34,582.95 1,880 85-	829 60 207.40	2 54

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ICICI BANK LTD ADR	IBN	512 000	19,584 00 38 25	22,639.39 3,055 39-	341 50	1 74
IHS INC CL A	IHS	172 000	17,953 36 104 38	18,603 50 650 14-		
IMPAX LABORATORIES INC	IPXL	1,480 000	29,507 50 19 94	29,152 30 355.20		
INFINEON TECHNOLOGIES AG SPONSORED ADR	IFNNY	3,103 000	25,879 02 8 34	24,172 37 1,706 65	437 52	1 69
ING GROEP NV SPONSORED ADR	ING	3,993 000	36,296 37 9 09	39,366 19 3,069 82-		
INTERDIGITAL INC	IDCC	600 000	26,790 00 44 65	19,661 16 7,128.84	240 00	0 90
INTERMUNE INC	ITMN	1,454 000	13,987 48 9 62	17,604 45 3,616 97-		
INTL FLAVORS & FRAGRANCES INC FRAGRANCES INC	IFF	963 000	72,379 08 75 16	57,375.06 15,004.02	1,309 68 327 42	1 81
INTUIT	INTU	1,923 000	117,379 92 61 04	116,725 91 654 01	1,307 64	1 11
ITAU UNIBANCO HOLDING SA SPONSORED ADR REP PFD	ITUB	1,474 000	19,044 08 12 92	26,852.35 7,808 27-	119 39 9 90	0 63
ITRON INC	ITRI	790 000	33,519 70 42 43	51,817 90 18,298 20-		
JPMORGAN CHASE & CO	JPM	2,884 000	152,246 36 52 79	128,861 33 23,385 03	4,383 68	2 88
KAO CORP SPONSORED ADR	KCRPY	936 000	32,170 32 34 37	22,691.24 9,479 08	569 09	1 77
KDDI CORP ADR	KDDIY	3,810 000	49,396 65 12 97	26,943 31 22,453 34	1,181 10	2 39
KINDER MORGAN INC	KMI	1,320 000	50,358 00 38.15	50,075 52 282 48	2,006 40	3 98
LKQ CORP	LKQX	2,193 000	56,469 75 25 75	34,501 81 21,967 94		
LI & FUNG LTD ADR	LFUGY	13,869 000	37,446 30 2 70	49,750 67 12,304 37-	929 22	2.48
LVMH MOET HENNESSEY LOU VUITTON ADR	LVMUY	1,027 000	33,296 37 32 42	29,650.22 3,646.15	568 96	1 71
LAKELAND FINANCIAL CORP	LKFN	1,390 000	38,572 50 27 75	28,497 91 10,074 59	1,056 40	2 74
LANDSTAR SYSTEM INC	LSTR	803 000	41,354 50 51 50	41,317 29 37.21	200 75	0 49

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
LASALLE HOTEL PROPERTIES	LHO	2,882 000	71,185 40 24 70	74,378 12 3,192 72-	2,305 60 576 40	3 24
LAUDER ESTEE INC CL A	EL	800 000	52,616 00 65 77	51,795 05 820 95	576 00	1.09
LEAR CORP NEW	LEA	493 000	29,806 78 60 46	20,409 22 9,397 56	335 24	1 12
LIBERTY PROPERTY TRUST	LRY	1,204 000	44,499 84 36 96	45,206 88 707.04-	2,287 60 571 90	5 14
LIFE TIME FITNESS INC	LTM	560 000	28,061 60 50 11	19,787 64 8,273 96		
LINCOLN NATIONAL CORP	LNC	1,449 000	52,845 03 36 47	38,287 08 14,557 95	695 52	1 32
LINDSAY CORP	LNN	1,030 000	77,229 40 74 98	62,058 77 15,170 63	473 80	0 61
LOWES COS INC	LOW	857 000	35,051 30 40 90	33,064 95 1,986 35	617 04	1 76
MGM RESORTS INTERNATIONAL	MGM	3,380 000	49,956 40 14 78	37,788 06 12,168 34		
MSC INDUSTRIAL DIRECT INC CL A	MSM	1,186 000	91,867 56 77 46	98,967 90 7,100 34-	1,423 20	1 55
MVC CAPITAL INC	MVC	1,810 000	22,787 90 12 59	23,348 26 560 36-	977 40	4 29
MACYS INC	M	1,027 000	49,296 00 48 00	44,980 19 4,315.81	1,027 00 256 75	2 08
MADDEN STEVEN LTD	SHOO	850 000	41,123 00 48 38	38,173 25 2,949 75		
MANULIFE FINL CORP	MFC	875.000	14,017 50 16 02	13,113 96 903 54	442 75	3.16
MARKETAXESS HOLDINGS INC	MKTX	1,150 000	53,762 50 46 75	28,945 07 24,817.43	598 00	1 11
MARSH & MCLENNAN COS INC	MMC	1,310 000	52,295 20 39 92	44,747.50 7,547.70	1,310 00	2 51
MEDIDATA SOLUTIONS INC	MDSO	450 000	34,852 50 77 45	17,188 83 17,663 67		
METTLER TOLEDO INTERNATIONAL	MTD	260.000	52,312 00 201 20	48,476 97 3,835 03		
MICROS SYSTEMS INC	MCRS	1,556.000	67,141 40 43.15	82,347.12 15,205.72-		
MICROSOFT CORP	MSFT	2,130 000	73,580 85 34 55	66,502 43 7,078.42	1,959 60	2 66

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
MID-AMERICA APT COMMUNITIES INC	MAA	615 000	41,678 55 67 77	30,987.76 10,690 79	1,709 70	4.10
MIDDLEBY CORP	MIDD	340 000	57,830 60 170 09	15,604 49 42,226 11		
MITSUBISHI CORP SPONSORED ADR	MSBHY	806 000	27,774 76 34 46	35,341 76 7,567 00-	872 09 317 36	3 14
MITSUBISHI UFJ FINANCIAL GRP INC SPONSORED ADR	MTU	8,861 000	55,026 81 6 21	43,327 64 11,699 17	1,205 10	2 19
MOBILE MINI INC	MINI	675 000	22,376 25 33 15	19,028 25 3,348 00		
MONDELEZ INTERNATIONAL INC	MDLZ	1,765 000	50,355 45 28 53	48,955 45 1,400 00	917 80 229 45	1 82
MONRO MUFFLER BRAKE INC	MNRO	377 000	18,114.85 48.05	11,475 07 6,639 78	165 88	0 92
MONSTER BEVERAGE CORP	MNST	1,926.000	117,158 58 60 83	88,874 03 28,284 55		
MYLAN INC	MYL	933 000	28,950 99 31 03	24,298 87 4,652 12		
MYRIAD GENETICS INC	MYGN	2,130.000	57,233 10 26 87	52,835 39 4,397 71		
NIC INC	EGOV	1,600 000	26,448 00 16 53	20,972 48 5,475 52		
NASDAQ OMX GROUP INC	NDAQ	1,365 000	44,758.35 32.79	30,558 20 14,200.15	709 80	1 59
NATIONAL FUEL GAS CO	NFG	466.000	27,004 70 57 95	28,157 77 1,153.07-	699 00 174.75	2.59
NATIONAL HEALTH INVESTMENT INC	NHI	545 000	32,623 70 59 86	24,033 32 8,590 38	1,602 30 400 58	4 91
NAVIGATORS GROUP INC	NAVJ	930.000	53,047 20 57 04	40,831 23 12,215 97		
NESTLE S A SPONSORED ADR	NSRGY	2,547 000	167,541 66 65 78	139,091 77 28,449 89	4,625 35	2 76
NEUSTAR INC CL A	NSR	752.000	36,607.36 48 68	25,464 40 11,142 96		
NEWMARKET CORP	NEU	139 000	36,495 84 262 56	26,835 85 9,659 99	500 40 125 10	1 37
NORDSON CORP	NDSN	2,138 000	148,184 78 69 31	95,917 81 52,266 97	1,282 80	0 87
NORTHWESTERN CORP (NEW)	NWE	625 000	24,937 50 39 90	22,847 12 2,090 38	950 00	3 81

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
NOVARTIS A G SPONSORED ADR	NVS	1,555.000	109,954 05 70 71	85,229 19 24,724 86	3,198 64	2 91
O'REILLY AUTOMOTIVE INC NEW	ORLY	210 000	23,650 20 112 62	17,960 90 5,689 30		
OMNICARE INC	OCR	829 000	39,551.59 47 71	32,315 67 7,235 92	464 24	1 17
OMNICOM GROUP	OMC	1,324 000	83,239 88 62 87	65,988 16 17,251 72	2,118 40 529 60	2 54
OMNIVISION TECHNOLOGIES INC	OVTI	1,710 000	31,891 50 18 65	44,694 40 12,802 90-		
ON SEMICONDUCTOR CORP	ONNN	4,423 000	35,737 84 8 08	37,433 38 1,695 54-		
ORACLE CORP	ORCL	2,060 000	63,262 60 30 71	63,385 65 123 05-	988 80	1 56
PNC FINANCIAL SERVICES GROUP INC	PNC	1,060 000	77,295 20 72.92	66,621 95 10,673.25	1,865 60	2 41
PALL CORP	PLL	366 000	24,313 38 66 43	21,893 94 2,419.44	366 00	1 51
PAREXEL INTERNATIONAL CORP	PRXL	870 000	39,993 90 45.97	15,305 47 24,688 43		
PARKER HANNIFIN CORP	PH	482 000	45,982 80 95 40	40,534 00 5,448 80	867.60	1 89
PATTERSON COS INC	POCO	749 000	28,162.40 37.60	24,765 09 3,397 31	479 36	1 70
PEBBLEBROOK HOTEL TRUST	PEB	975 000	25,203 75 25 85	23,516.91 1,686.84	624 00 156 00	2 48
PEPSICO INC	PEP	675.000	55,208 25 81.79	44,218.03 10,990 22	1,532 25	2 78
PERNOD RICARD SA ADR	PDRDY	1,109 000	24,220 56 21.84	27,480 09 3,259 53-	354 88	1 47
PERRIGO CO.	PRGO	545 000	65,945.00 121 00	29,181 43 36,763 57	196 20	0 30
PFIZER INC	PFE	1,335 000	37,393 35 28 01	30,037 24 7,356 11	1,281 60	3 43
PHILIP MORRIS INTERNATIONAL INC	PM	760.000	65,831 20 86.62	67,305 52 1,474 32-	2,584 00 646 00	3 93
PIER 1 IMPORTS INC	PIR	1,125 000	26,426 25 23 49	25,200 00 1,226.25	225 00	0 85
PORTFOLIO RECOVERY ASSOCIATES	PRAA	995 000	152,861 85 153.63	59,540.02 93,321.83		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
POST PROPERTIES INC	PPS	1,637 000	81,015 13 49 49	73,820 16 7,194 97	2,160 84 540 21	2 67
POTASH CORP SASK INC	POT	1,020 000	38,892 60 38 13	42,808 48 3,915 88-	1,428 00	3 67
POWER INEGRATIONS INC	POWI	660 000	26,769 60 40 56	23,317.90 3,451 70	211 20	0 79
PRECISION CASTPARTS CORP	PCP	278 000	62,830 78 226 01	47,784 75 15,046 03	33 36 8 34	0 05
PRESTIGE BRANDS HOLDINGS INC	PBH	2,970 000	86,545 80 29 14	27,311 45 59,234 35		
T ROWE PRICE GROUP INC	TROW	1,713 000	125,391 60 73 20	112,265 56 13,126.04	2,603 76	2 08
PROASSURANCE CORP	PRA	800 000	41,728 00 52 16	21,207 61 20,520 39	800 00 200 00	1 92
PROS HOLDINGS INC	PRO	1,150 000	34,442 50 29 95	13,257.57 21,184 93		
PROTO LABS INC	PRLB	465 000	30,211 05 64.97	19,434 07 10,776 98		
PUBLIC STORAGE INC	PSA	369 000	56,578 77 153 33	50,852 57 5,726 20	1,845 00	3 26
PUBLICIS S A SPONSORED ADR NEW	PUBGY	1,824.000	32,759 04 17 96	23,033 88 9,725.16	417 70	1 28
QUALCOMM INC	QCOM	2,552 000	155,901.68 61 09	168,526 36 12,624.68-	3,572 80	2 29
QUESTAR CORP	STR	3,335.000	79,539 75 23 85	65,445.04 14,094 71	2,401 20	3 02
RLI CORP	RLI	1,528 000	116,754 48 76 41	103,277 31 13,477 17	2,078 08	1 78
RAYONIER INC	RYN	510 000	28,248 90 55.39	23,368 41 4,880 49	897 60	3.18
RBC BEARINGS INC	ROLL	750 000	38,962 50 51.95	31,587 60 7,374 90		
RECKITT BENCKISER GROUP PLC ADR	RBGLY	2,751.000	39,243 02 14 27	29,058.16 10,184 86	1,086 65	2 77
RED HAT INC	RHT	1,125 000	53,797 50 47 82	58,778.24 4,980 74-		
REINSURANCE GROUP AMER INC	RGA	747 000	51,625 17 69 11	44,461 67 7,163 50	717 12	1 39
RIO TINTO PLC SPONSORED ADR	RIO	2,775.000	113,997 00 41 08	163,104 28 49,107.28-	4,595 40	4 03

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
RITCHIE BROS AUCTIONEERS INC	RBA	1,425 000	27,388 50 19 22	28,954 04 1,565 54-	698 25	2 55
RIVERBED TECHNOLOGY INC	RVBD	2,182 000	33,951 92 15 56	53,506 92 19,555 00-		
ROCHE HOLDINGS LTD SPONSORED ADR	RHHBY	1,186 000	73,371 89 61 87	41,079 00 32,292 89	1,926 06	2 63
ROCK-TENN CO	RKT	461 000	46,044 68 99 88	34,095 56 11,949 12	553 20	1 20
ROCKWELL COLLINS INC	COL	1,764 000	111,855 24 63 41	102,788 10 9,067 14	2,116 80	1 89
ROFIN SINAR TECHNOLOGIES INC	RSTI	950 000	23,693.00 24 94	20,631 91 3,061.09		
ROPER INDS INC	ROP	914 000	113,537 08 124 22	76,930 73 36,606.35	603 24	0 53
ROSS STORES INC	ROST	2,261 000	146,535 41 64 81	112,642 82 33,892.59	1,537 48	1 05
ROYAL DUTCH SHELL PLC SPONSORED ADR A	RDS.A	1,325 000	84,535 00 63 80	79,656 69 4,878 31	4,054 50	4 80
RYLAND GROUP INC	RYL	1,050 000	42,105 00 40.10	27,482 21 14,622 79	126 00	0 30
SBA COMMUNICATIONS CORP	SBAC	570.000	42,248 40 74 12	41,154 97 1,093 43		
SL GREEN REALTY CORP	SLG	526.000	46,387 94 88 19	34,451.00 11,936 94	694 32 173 58	1 50
SVB FINANCIAL GROUP	SIVB	505 000	42,076 60 83 32	23,500 63 18,575.97		
SANDISK CORP	SNDK	499 000	30,488 90 61 10	23,156 26 7,332 64		
SCHLUMBERGER	SLB	1,830 000	131,137 80 71 66	128,426 31 2,711 49	2,287 50 571.88	1 74
SCHNITZER STEEL INDUSTRIES	SCHN	850 000	19,873 00 23 38	41,260 79 21,387.79-	637 50	3 21
SCIQUEST INC NEW	SQI	825.000	20,666 25 25 05	12,054 78 8,611.47		
SEMTECH CORP.	SMTC	2,610.000	91,428 30 35 03	52,430 27 38,998 03		
SEMPRA ENERGY INC	SRE	770 000	62,955 20 81 76	48,077 65 14,877 55	1,940 40 485.10	3 08
SEVEN & I HOLDINGS LTD ADR	SVNDY	342 000	24,983 10 73 05	19,323 00 5,660 10	423 05	1 69

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
SIEMENS A G SPONSORED ADR	SI	744 000	75,374 64 101 31	75,501 39 126 75-	2,188 85	2 90
SIGMA ALDRICH CORP	SIAL	1,506.000	121,112 52 80 42	112,014 32 9,098 20	1,295 16	1 07
SIGNATURE BANK NEW YORK	SBNY	775 000	64,340 50 83 02	27,329 95 37,010 55		
SILGAN HOLDINGS INC	SLGN	915 000	42,968 40 46 96	25,472 72 17,495 68	512 40	1.19
SIMON PROPERTY GROUP INC	SPG	974 000	153,814 08 157.92	128,259 35 25,554.73	4,480 40	2 91
SIRONA DENTAL SYSTEMS INC	SIRO	1,791.000	117,991 08 65 88	91,880 59 26,110 49		
SKYWORK SOLUTIONS INC	SWKS	1,641.000	35,921 49 21 89	38,378.96 2,457 47-		
J M SMUCKER CO	SJM	352 000	36,308 80 103 15	29,760 27 6,548 53	732 16	2 02
SNYDERS-LANCE INC	LNCE	866 000	24,603 06 28 41	22,273.78 2,329 28	554 24	2.25
SOLERA HOLDINGS INC	SLH	470 000	26,155 50 55 65	17,452.49 8,703 01	235 00	0 90
SOURCEFIRE INC	FIRE	485 000	26,941 75 55 55	18,562 43 8,379 32		
STERICYCLE INC	SRCL	616 000	68,024.88 110 43	52,435 03 15,589 85		
STIFEL FINANCIAL CORP	SF	1,045 000	37,275 15 35.67	33,678 36 3,596 79		
SUEZ ENVIRONMENT CO S A ADR	SZEVY	3,730 000	24,114.45 6 47	24,964 74 850 29-	1,160 03	4 81
SUMITOMO MITSUI FINANCIAL GROUP SPONSORED ADR	SMFG	6,843 000	63,092 46 9.22	41,867 26 21,225 20	1,656 01 972 41	2 62
SUN HYDRAULICS CORP	SNHY	1,650.000	51,612.00 31 28	31,992 18 19,619 82	594 00 148.50	1.15
SUNCOR ENERGY	SU	1,550 000	45,709 50 29 49	52,166 09 6,456.59-	1,181.10	2 58
SUNSTONE HOTEL	SHO	960 000	11,596.80 12.08	11,097 50 499.30		
SUPERIOR ENERGY SERVICES INC	SPN	1,430.000	37,094 20 25 94	38,103 94 1,009 74-		
SYMRISE AG ADR	SYIEY	930 000	37,665 00 40.50	22,553 24 15,111 76	525 45	1.40

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
SYNAPTICS INC	SYNA	1,930 000	74,420 80 38 56	58,529 96 15,890 84		
TJX COS INC NEW	TJX	780 000	39,046 80 50 06	30,668 97 8,377 83	452 40	1 16
TTM TECHNOLOGIES INC	TTMI	4,220 000	35,448 00 8 40	47,105 62 11,657 62-		
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	2,141 000	39,223 12 18 32	22,486 41 16,736 71	860 68	2 19
TALISMAN ENERGY INC	TLM	780 000	8,915 40 11 43	12,927.12 4,011 72-	210 60	2 36
TARGET CORP	TGT	770 000	53,022 20 68 86	44,305 72 8,716 48	1,324 40	2 50
TAUBMAN CENTERS	TCO	661 000	49,674 15 75 15	50,960 12 1,285 97-	1,322 00	2 66
TECK RESOURCES LTD CL B	TCK	305 000	6,517 85 21 37	10,906 52 4,388 67-	267 49 133 74	4 10
TELECOM ITALIA SPA SPONSORED ADR	TI	805 000	5,594 75 6 95	10,478 66 4,883 91-	167 44	2 99
TENARIS S A SPONSORED ADR	TS	960 000	38,659 20 40 27	40,802 43 2,143 23-	825 60	2 14
TESCO CORP	TESO	675 000	8,943 75 13 25	8,823 45 120.30		
TEXAS ROADHOUSE INC	TXRH	1,650 000	41,283 00 25 02	24,008 72 17,274 28	792 00	1 92
TEXTRON INC	TXT	1,421 000	37,017 05 26 05	38,097.16 1,080 11-	113 68 28 42	0 31
THERMO FISHER SCIENTIFIC INC	TMO	800 000	67,704 00 84 63	43,599 92 24,104 08	480 00 120 00	0 71
THORATEC CORP	THOR	800 000	25,048.00 31 31	20,644 91 4,403 09		
3M CO	MMM	485 000	53,034.75 109 35	49,009 20 4,025 55	1,231 90	2 32
TIM PARTICIPACOES SA SPONSORED ADR ORD SHS	TSU	574 000	10,676 40 18 60	14,137 62 3,461 22-	406 39	3.81
TOKIO MARINE HOLDINGS INC ADR	TKOMY	650 000	20,650 50 31.77	18,995.36 1,655 14	341 90 182.36	1.66
TORCHMARK CORP	TMK	838 000	54,587 32 65 14	31,516 03 23,071 29	569 84	1 04
TORO CO	TTC	2,865 000	130,099 65 45 41	77,493 22 52,606 43	1,604 40 401 10	1 23

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
TORTOISE ENERGY INFRASTRUCTURE CORP	TYG	467.000	21,715 50 46 50	14,128 28 7,587 22	1,064 76	4 90
TOWERS WATSON & CO	TW	541.000	44,329 54 81.94	33,335 86 10,993 68	248 86	0 56
TREEHOUSE FOODS INC	THS	985.000	64,556 90 65 54	58,784 51 5,772 39		
TUPPERWARE CORP	TUP	470.000	36,514 30 77 69	21,345 73 15,168 57	1,165 60 291 40	3 19
II VI INC	IVI	1,150.000	18,699 00 16 26	16,136.10 2,562 90		
TYLER TECHNOLOGIES INC	TYL	850.000	58,267 50 68 55	34,969 45 23,298 05		
URS CORP	URS	1,068.000	50,430 96 47 22	39,422 02 11,008 94	897.12 224.28	1.78
UMPQUA HOLDINGS CORP	UMPQ	4,048.000	60,760 48 15 01	52,697 34 8,063.14	2,428 80 607 20	4.00
UNILEVER NV ADR NEW	UN	820.000	32,234.20 39 31	24,483 81 7,750 39	893 80	2.77
UNITED NATURAL FOODS INC	UNFI	1,480.000	79,905 20 53 99	49,328 74 30,576 46		
UNITED TECHNOLOGIES CORP	UTX	820.000	76,210 80 92.94	65,870 52 10,340 28	1,754 80	2 30
UNITED THERAPEUTICS CORP	UTHR	633.000	41,664 06 65 82	26,721.85 14,942 21		
UNIVERSAL FOREST PRODUCTS INC	UFPI	575.000	22,954 00 39 92	20,273.44 2,680 56	230 00	1 00
UNUMPROVIDENT CORP	UNM	1,691.000	49,664 67 29 37	41,683 15 7,981 52	879 32	1.77
US ECOLOGY INC	ECOL	750.000	20,580 00 27 44	11,191 52 9,388 48	540 00	2 62
VCA ANTECH INC	WOOF	2,170.000	56,615 30 26 09	45,472 24 11,143 06		
VF CORP	VFC	560.000	108,113 60 193 06	80,000 10 28,113 50	1,948 80	1 80
VALE SA ADR	VALE	1,700.000	22,355 00 13.15	50,572 92 28,217 92-	765 00	3 42
VALMONT INDUSTRIES INC	VMI	283.000	40,494 47 143 09	45,100 61 4,606 14-	283 00 70 75	0.70
VALUECLICK INC	VCLK	1,259.000	31,109 89 24 71	24,828 10 6,281 79		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
VARIAN MEDICAL SYSTEMS INC	VAR	364 000	24,551 80 67 45	24,020 76 531 04		
VENTAS INC	VTR	685 000	47,580 10 69 46	42,800 92 4,779 18	1,835.80	3 86
VERA BRADLEY, INC	VRA	1,550 000	33,573 00 21 66	39,810 82 6,237 82-		
VIACOM INC NEW CL B	VIAB	383 000	26,055 49 68 03	18,295 87 7,759 62	459 60 114 90	1 76
VISA INC CL A	V	620 000	113,305 00 182 75	74,292 12 39,012.88	818 40	0 72
VODAFONE GROUP PLC SPONSORED ADR NEW	VOD	911 000	26,186 70 28 75	24,205 27 1,981.43	1,400 21 937 23	5 35
VORNADO REALTY TRUST	VNO	1,691 000	140,099 35 82 85	125,621 30 14,478 05	4,937 72	3 52
WD-40 CO	WDFC	455 000	24,788 40 54 48	14,820 23 9,968 17	564 20	2 28
WMS INDUSTRIES INC	WMS	1,230.000	31,377.30 25 51	55,972 94 24,595 64-		
WADDELL & REED FINANCIAL INC CL A	WDR	943 000	41,020.50 43 50	28,930 37 12,090.13	1,056 16	2 57
WATERS CORP	WAT	1,248 000	124,862 40 100 05	117,399 24 7,463 16		
WEINGARTEN REALTY	WRI	1,280 000	39,385 60 30.77	35,644 29 3,741.31	1,561 60	3 96
WELLS FARGO & CO COMPANY NEW	WFC	1,395 000	57,571 65 41 27	48,840 07 8,731.58	1,674 00	2 91
WENDYS CO	WEN	3,763 000	21,938 29 5 83	22,163 32 225 03-	602 08	2 74
WESCO INTERNATIONAL INC	WCC	350 000	23,786 00 67 96	22,872.76 913 24		
WEST PHARMACEUTICAL SERVICES INC	WST	675 000	47,425 50 70.26	25,857.85 21,567 65	513 00	1 08
WESTPAC BANKING CORP SPONSORED ADR	WBK	338 000	44,578.82 131 89	37,268 19 7,310 63	3,151 17 1,673 34	7 07
WHIRLPOOL CORP	WHR	364 000	41,627 04 114 36	27,092 49 14,534 55	910 00	2 19
WHITING PETE CORP NEW	WLL	1,701 000	78,399 09 46 09	91,369 29 12,970 20-		
WILLIAMS COS INC	WMB	2,115 000	68,674 05 32 47	66,130 24 2,543 81	2,982 15	4 34

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
XILINX INC	XLNX	2,475 000	98,034 75 39.61	90,231 32 7,803 43	2,475 00	2 52
YARA INTERNATIONAL ASA SPONSORED ADR	YARIY	55 000	2,197 25 39 95	2,533 55 336 30-	101 81	4 63
YUM BRANDS INC	YUM	1,150 000	79,741 00 69.34	77,644 18 2,096 82	1,541 00	1 93
FIRST HORIZON NATIONAL BANCORP 1/100,000		146,800 000	16 44 0.00	3 00 13 44	0 07	
ARCOS DORADOS HOLDINGS INC CL A	ARCO	2,175 000	25,404 00 11 68	28,017.67 2,613 67-	519 83 129 63	2 05
ENERGY XXI LTD USD UNRS SHS	EXXI	1,132.000	25,102 10 22 18	33,331 10 8,229 00-	543.36	2 16
BUNGE LTD	BG	352 000	24,911 04 70.77	25,565 62 654 58-	422 40	1 70
COVIDIEN PLC (NEW)	COV	800.000	50,272 00 62 84	42,426 80 7,845 20	832.00	1 65
EATON CORP PLC	ETN	500 000	32,905 00 65 81	25,977.54 6,927 46	840 00	2 55
ENDURANCE SPECIALTY HOLDINGS LTD SHS	ENH	950 000	48,877 50 51 45	36,985 40 11,892 10	1,216 00	2 49
INGERSOLL RAND PLC	IR	730 000	40,529 60 55 52	28,473 63 12,055 97	613 20	1 51
NABORS INDUSTRIES	NBR	5,184 000	79,367 04 15 31	99,405 51 20,038 47-	829 44	1 05
PARTNERRE LTD	PRE	140 000	12,678 40 90 56	11,180 80 1,497 60	358 40	2 83
ACE LTD	ACE	575.000	51,451.00 89 48	50,636 11 814.89	1,173.00	2 28
WEATHERFORD INTERNATIONAL LTD	WFT	2,660 000	36,442 00 13 70	48,875 46 12,433.46-		
NOBLE CORPORATION SWITZERLAND	NE	1,615.000	60,691 70 37.58	58,350 63 2,341 07	839 80	1 38
TRANSOCEAN LTD	RIG	1,120 000	53,704.00 47 95	68,879 88 15,175 88-	2,508 80	4 67
UBS AG SHS	UBS	3,955 000	67,037.25 16 95	62,812 63 4,224 62	632.80	0 94
CORE LABORATORIES	CLB	605 000	91,754 30 151 66	65,110 14 26,644.16	774 40	0 84
LYONDELLBASELL INDUSTRIES N	LYB	413 000	27,365 38 66 26	21,170 34 6,195.04	826 00	3 02

TOTAL EQUITIES= \$20,245,273

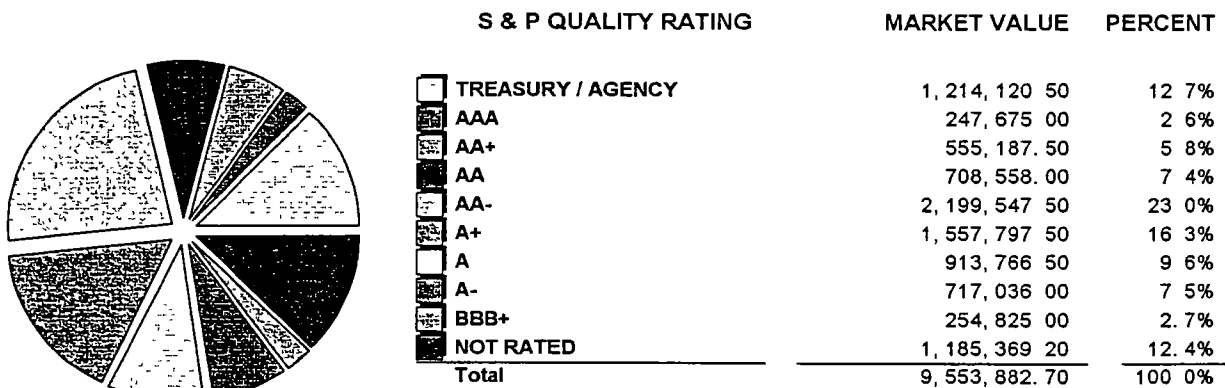
Less: TOTAL FROM ATTACHMENT F: \$1,039,221

TOTAL FOR ATTACHMENT E= \$19,206,052

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
STEINER LEISURE LTD ORD	STNR	435 000	22,994 10 52 86	20,598 14 2,395 96		
TOTAL EQUITIES			20,245,272.98	17,415,351.78 2,829,921.20	341,608.89 27,235.50	1.69

BOND QUALITY SUMMARY



DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FIXED INCOME						
ATLANTIC CITY NJ PENSION REFUNDING 4 556% 04/01/2020	AA-	200,000 000	209,138 00 104 57	219,858 00 10,720 00-	9,112 00 2,278.00	4 36
BANK OF AMERICA CORP NOTE 4.75% 08/01/2015	A-	200,000 000	211,926 00 105 96	203,034.74 8,891.26	9,500 00 3,958 33	4 48
BRISTOL MYERS SQUIBB NOTE 5 45% 05/01/2018	A+	250,000 000	290,590 00 116 24	304,437.50 13,847.50-	13,625 00 2,270 83	4.69
BROOKHAVEN NY 2% 12/15/2013	AA+	300,000 000	302,265 00 100.76	301,306 80 958 20	6,000 00 266 67	1 99
CATERPILLAR INC SENIOR NOTE 1 375% 05/27/2014	A	200,000 000	201,530 00 100 77	201,652 00 122.00-	2,750 00 259 72	1.36
CENTER LINE MI PUB SCH BLDG BONDS 2012 2.25% 05/01/2017	A	200,000 000	196,244 00 98 12	202,104 00 5,860 00-	4,500 00 750 00	2 29
CISCO SYSTEMS INC SENIOR NOTE 3.15% 03/14/2017	A+	250,000 000	263,922 50 105 57	269,942 50 6,020 00-	7,875 00 2,340 63	2.98
COLGATE PALMOLIVE CO MEDIUM TERM NOTES 1.3% 01/15/2017	AA-	250,000 000	248,007 50 99 20	249,740 00 1,732.50-	3,250 00 1,498 61	1 31

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AIA GROUP LTD SPONSORED ADR	AAGIY	1,739.000	29,397 80 16 91	31,281 81 1,884 01-	292 15	0 99
ACADIA RLTY TR	AKR	405.000	9,999 45 (F) 24 69	11,711.99 1,712 54-	340.20 85 05	3 40
ADVANCE AUTO PARTS INC	AAP	956.000	77,598.52 81.17	85,255 98 7,657.46-	229.44 57 36	0 30
AGILENT TECHNOLOGIES INC	A	705 000	30,145 80 42 76	31,110.61 964 81-	338 40 84 60	1 12
AIR METHODS CORP COM	AIRM	810.000	27,426 60 33 86	21,746 75 5,679 85		
AIR LEASE CORP	AL	2,100.000	57,939 00 27.59	51,577 30 6,361 70	210 00 52 50	0.36
AKZO NOBEL NV SPONSORED ADR	AKZOY	3,591.000	67,546 71 18 81	68,345 25 798 54-	1,835 00	2.72
ALEXANDRIA REAL EST EQUITY INC EQUITY	ARE	666 000	43,769 52 (F) 65.72	46,744 78 2,975.26-	1,731 60 432 90	3 96
ALEXION PHARMACEUTICALS INC	ALXN	221.000	20,385 04 92 24	19,887 68 497 36		
ALLERGAN INC	AGN	699.000	58,883.76 84.24	73,465 56 14,581.80-	139 80	0 24
ALLIANCE DATA SYSTEMS CORP	ADS	266.000	48,153.98 181 03	29,279 74 18,874.24		
AMAZON INC	AMZN	235.000	65,257.15 277 69	47,660.32 17,596.83		
AMERICAN CAMPUS COMMUNITIES	ACC	2,836 000	115,311 76 40 66	110,580 63 4,731.13	4,083 84	3.54
AMERICAN CAPITAL AGENCY CORP	AGNC	1,310.000	30,143.10 23 01	39,693 97 9,550 87-	5,502 00 1,375 50	18 25
AMERICAN INTERNATIONAL GROUP INC	AIG	903.000	40,364 10 44 70	33,766.87 6,597 23		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AMERICAN TOWER CORP REIT	AMT	1,183.000	86,560 11 73.17	83,413 21 3,146 90	1,277.64 319 41	1 48
AMPHENOL CORP	APH	1,416 000	110,363 04 77 94	86,772 34 23,590 70	594.72 148 68	0 54
ANSYS INC	ANSS	1,920 000	140,352 00 73 10	122,308 66 18,043 34		
APPLE INC	AAPL	217.000	86,047 01 396.53	91,211 48 5,164 47-	2,647.40	3 08
ASPEN TECHNOLOGY INC	AZPN	1,183.000	34,058 57 28.79	28,227.35 5,831 22		
ATLAS COPCO AB SPONSORED ADR A	ATLKY	1,785.000	43,321 95 24 27	49,731.58 6,409 63-	1,051 37	2.43
ATWOOD OCEANICS INC	ATW	1,330 000	69,226 50 52 05	43,548 18 25,678.32		
AUTOZONE INC	AZO	81.000	34,318 89 423 69	30,437.53 3,881.36		
AVALONBAY COMMUNITIES	AVB	856 000	115,482.96 134.91	113,097 12 2,385 84	3,663 68 915 92	3.17
AXA SA SPONSORED ADR	AXAHY	660.000	12,995.40 19.69	11,506 20 1,489 20	505.56	3 89
BASF SE SPONSORED ADR	BASFY	280 000	25,057.20 89 49	19,658.00 5,399.20	690 48	2.76
BG GROUP PLC ADR	BRGY	2,195.000	37,227.20 16.96	41,061 40 3,834 20-	572 90	1 54
BP PLC SPONSORED ADR	BP	1,126.000	46,999.24 41.74	45,548 22 1,451 02	2,432 16	5 17
BRE PROPERTIES INC	BRE	1,218.000	60,924.36 (F) 50.02	59,796.92 1,127.44	1,924.44	3 16
BNP PARIBAS SPONSORED ADR	BNPQY	1,576.000	43,371.52 27.52	46,461 65 3,090.13-	1,070 10	2 47
BT GROUP PLC ADR	BT	304.000	14,284 96 46.99	10,922.05 3,362 91	432 29	3 03
BANCFIRST CORP	BANF	550.000	25,602.50 46.55	22,922 44 2,680 06	638 00 159 50	2 49
BANCO SANTANDER S.A.	SAN	3,299.000	21,344 53 6.47	28,599.16 7,254 63-	2,002 49	9.38
BARCLAYS PLC ADR	BCS	3,287 000	56,273 44 17.12	48,418 44 7,855 00	1,304 94	2 32
BARRICK GOLD CORP	ABX	2,605 000	41,002 70 15 74	82,016 61 41,013 91-	2,084.00	5 08

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
BAXTER INTERNATIONAL INC	BAX	1,725 000	119,490 75 69.27	101,831 33 17,659 42	3,381 00 845 25	2 83
BAYER A G SPONSORED ADR	BAYRY	541.000	57,708 47 106 67	37,827 68 19,880 79	976 51	1 69
BENCHMARK ELECTRONICS INC	BHE	2,410.000	48,441.00 20 10	44,980 26 3,460 74		
BERKSHIRE HATHAWAY INC CLASS B NEW	BRK.B	329 000	36,821 68 111.92	26,843 08 9,978 60		
BHP BILLITON LTD ADR	BHP	625.000	36,037.50 57.66	50,805 07 14,767 57-	1,425 00	3 95
BIO-REFERENCE LABS INC	BRLI	1,200 000	34,500 00 28 75	20,576 40 13,923 60		
BIOMED REALTY TRUST INC	BMR	612.000	12,380 76 (F) 20 23	11,562 22 818.54	575 28 143 82	4 65
BJS RESTAURANTS INC	BJRI	665 000	24,671 50 37.10	23,858 09 813 41		
BLACKBAUD INC	BLKB	1,025.000	33,384 25 32 57	23,890 88 9,493 37	492.00	1.47
BLACKROCK INC CL A	BLK	220 000	56,507 00 256 85	44,598 14 11,908.86	1,478 40	2 62
BOEING CO	BA	440 000	45,073.60 102 44	32,995 55 12,078 05	853.60	1.89
BOSTON PROPERTIES	BXP	1,049.000	110,638 03 105 47	106,108 17 4,529 86	2,727 40 681.85	2 47
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	BTI	325 000	33,455 50 102 94	23,248 10 10,207.40	1,375 08	4 11
BROCADE COMMUNICATIONS SYS INC	BRCD	6,097.000	35,118 72 5 76	36,785 95 1,667.23-		
BROOKFIELD ASSET MANAGEMENT	BAM	365.000	13,147.30 36 02	9,709 57 3,437.73	219.00	1.67
BROWN FORMAN CORP CL B	BF-B	913.000	61,673 15 67.55	51,560 09 10,113 06	931 26 232 82	1.51
CBL & ASSOCIATES PROPERITES INC	CBL	3,204.000	68,629.68 21.42	67,499 74 1,129 94	2,947 68 736.92	4.30
CLECO CORP	CNL	1,100 000	51,073 00 46.43	29,024 89 22,048 11	1,595 00	3.12
CABOT CORP	CBT	977.000	36,559 34 37.42	37,424.62 865.28-	781.60	2.14
CADENCE DESIGN SYSTEM INC	CDNS	2,707.000	39,197 36 14.48	38,823 79 373.57		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
CALGON CARBON CORP	CCC	4,040 000	67,387 20 16.68	58,152 41 9,234 79		
CAMERON INTL CORP	CAM	870 000	53,209 20 61.16	46,281 82 6,927 38		
CAMPUS CREST COMMUNITIES INC	CCG	1,640 000	18,925 60 (F) 11.54	20,984 33 2,058 73-	1,082 40 270 60	5 72
CANADIAN NATIONAL RAILWAY COMPANY	CNI	420 000	40,853 40 97.27	27,028 15 13,825 25	703 50	1 72
CANADIAN NATURAL RESOURCES LTD	CNQ	930 000	26,281.80 28.26	38,692 02 12,410 22-	460.35 115 06	1 75
CANADIAN PACIFIC RAILWAY LTD	CP	610.000	74,041 80 121 38	38,462 06 35,579.74	847 90 211 96	1 15
CANON INC ADR REPSTG 5 SHS	CAJ	806.000	26,493 22 32 87	36,871 74 10,378 52-	1,110 67	4 19
CARDTRONICS INC	CATM	1,000.000	27,600 00 27 60	27,443 40 156 60		
CAVIUM INC	CAVM	730 000	25,820 10 35.37	29,386.68 3,566.58-		
CENOVUS ENERGY INC	CVE	429 000	12,235.08 28.52	14,400 29 2,165 21-	404 55	3.31
CENTERPOINT ENERGY INC	CNP	1,765.000	41,459 85 23 49	37,834 81 3,625 04	1,464 95	3.53
CENTURYLINK INC	CTL	1,475 000	52,141 25 35 35	55,611.25 3,470 00-	3,186.00	6 11
CERNER CORP	CERN	395.000	37,955 55 96.09	30,010 09 7,945 46		
CHART INDUSTRIES INC	GTLS	1,200 000	112,908 00 94.09	29,786.17 83,121.83		
CHEVRON CORP	CVX	830.000	98,222 20 118 34	93,133 97 5,088 23	3,320 00	3.38
CHINA UNICOM (HONG KONG) LTD SPONSORED ADR	CHU	1,946.000	25,570.44 13.14	30,423 63 4,853.19-	338 60	1 32
CHURCH & DWIGHT CO INC	CHD	1,041.000	64,240 11 61.71	51,623 19 12,616.92	1,165 92	1 81
CLARCOR INC	CLC	800.000	41,768 00 52 21	28,299 75 13,468 25	432.00	1.03
CLEARBRIDGE ENERGY MLP	CEM	500.000	14,075.00 28.15	10,242.95 3,832.05	770 00	5 47
CLIFFS NATURAL RESOURCES INC	CLF	1,273.000	20,686 25 16 25	54,141 27 33,455.02-	763.80	3 69

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
COGNEX CORP	CGNX	875 000	39,567 50 45 22	16,633 28 22,934 22	385 00	0.97
COHEN & STEERS INC	CNS	1,075.000	36,528 50 33 98	24,599 41 11,929 09	860 00	2.35
COHU INC	COHU	1,225 000	15,312.50 12.50	16,662.63 1,350.13-	294 00 73 50	1 92
COINSTAR INC	CSTR	1,000 000	58,680.00 58 68	41,545 70 17,134.30		
COLGATE PALMOLIVE	CL	920 000	52,706 80 57 29	44,661 35 8,045 45	1,251 20	2 37
COMERICA INC	CMA	1,255.000	49,986 65 39.83	46,071.05 3,915.60	853.40 213.35	1 71
COMPASS GROUP PLC SPONSORED ADR	CMPGY	954.000	12,268 44 12.86	9,034 38 3,234 06	286 20	2.33
COMPASS MINERALS INTL INC	CMP	290.000	24,513 70 84 53	21,811 79 2,701.91	632.20	2 58
COPART INC	CPRT	3,030 000	93,324.00 30.80	79,194.80 14,129 20		
CORPORATE EXECUTIVE BOARD CO	CEB	600.000	37,932 00 63 22	30,323.77 7,608 23	540 00	1 42
CORPORATE OFFICE PPTYS REIT TR	OFC	1,772.000	45,186 00 25.50	61,493.72 16,307 72-	1,949 20 487.30	4 31
COSTAR GROUP INC	CSGP	295.000	38,075 65 129.07	21,137 80 16,937.85		
CROWN CASTLE INTL CORP	CCI	840.000	60,807 60 72.39	44,570 32 16,237.28		
CUBIST PHARMACEUTICALS INC	CBST	825.000	39,839 25 48.29	35,121 16 4,718.09		
DBS GROUP HOLDINGS LTD SPONSORED ADR	DBSDY	894.000	43,756 83 48.95	39,169 52 4,587 31	1,578 80 772 08	3.61
DCT INDUSTRIAL TRUST	DCT	1,525 000	10,903.75 7.15	10,918 85 15.10-	427.00	3.92
DDR CORP		1,393 000	23,193.45 16 65	18,096 84 5,096.61	752 22 188.06	3 24
DANAHER CORP	DHR	1,402.000	88,746 60 63.30	81,797.27 6,949 33	140.20 35.05	0 16
DANONE SPONSORED ADR	DANOY	3,072 000	46,080 00 15 00	37,345 50 8,734 50	755 71	1 64
DASSAULT SYSTEMS S A SPONSORED ADR	DASTY	242.000	29,674 04 122.62	16,204.55 13,469 49	174 97 174 93	0.59

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
DENSO CORP ADR	DNZOY	2,970 000	70,092 00 23 60	48,487 82 21,604 18	840.51 559 46	1.20
DENTSPLY INT INC	XRAY	2,179 000	89,251 84 40 96	88,031.16 1,220.68	544 75 136 19	0.61
DIAGEO PLC SPONSORED ADR	DEO	365 000	41,956.75 114 95	26,363.64 15,593 11	1,032.22	2 46
DICKS SPORTING GOODS INC	DKS	1,624 000	81,297 44 50 06	78,893 76 2,403 68	812.00	1.00
DIGITAL REALTY TRUST	DLR	3,399 000	207,339 00 61.00	198,605.81 8,733.19	10,604 88	5.11
DILLARDS INC	DDS	310 000	25,410 70 81.97	27,128.07 1,717.37-	62.00 15.50	0.24
DISNEY WALT CO	DIS	1,040 000	65,676.00 63 15	43,913 79 21,762.21	780 00	1 19
DISCOVER FINANCIAL SERVICES	DFS	1,096 000	52,213 44 47.64	26,627 14 25,586 30	876.80	1 68
DISCOVERY COMMUNICATIONS SERIES A	DISCA	391.000	30,200 84 77 24	20,829 59 9,371 25		
DOLLAR GENERAL CORP	DG	780.000	39,335 40 50 43	37,215 56 2,119.84		
DOLLAR TREE INC	DLTR	1,944 000	98,832.96 50 84	77,267 20 21,565 76		
DRESSER-RAND GROUP INC	DRC	2,726 000	163,505.48 59 98	127,734 12 35,771 36		
DRIL-QUIP INC	DRQ	425 000	38,373 25 90.29	24,197.67 14,175.58		
DUKE ENERGY CORP	DUK	740.000	49,950 00 67.50	50,697 05 747.05-	2,308.80	4 62
DUPONT FABROS TECHNOLOGY INC	DFT	1,848 000	44,629.20 24.15	42,827 29 1,801.91	1,848.00	4.14
EMC CORP MASS	EMC	2,035 000	48,066.70 23.62	50,323 11 2,256 41-	814 00 203 50	1 69
EAST JAPAN RAILWAY CO ADR	EJPRY	1,369 000	17,797.00 13.00	13,593 91 4,203 09	265.59	1.49
EASTGROUP PROPERTY INC	EGP	831.000	46,760 37 (F) 56 27	34,294 57 12,465 80	1,761 72	3.77
EASTMAN CHEMICAL CO	EMN	554.000	38,785 54 70 01	29,302 89 9,482.65	664 80 166.20	1.71
EDUCATION REALTY TRUST INC	EDR	5,739.000	58,709 97 (F) 10.23	56,669 22 2,040 75	2,295 60	3 91

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ENERGIZER HLDGS INC	ENR	1,202.000	120,813.02 100.51	85,475.77 35,337.25	1,923.20	1.59
ENSIGN ENERGY SERVICES INC	ESVIF	440.000	6,808.12 15.47	5,879.46 928.66	192.28 48.02	2.82
EQUIFAX INC	EFX	2,673.000	157,519.89 58.93	121,959.28 35,560.61	2,352.24	1.49
EQUINIX INC NEW	EQIX	218.000	40,268.96 184.72	21,540.20 18,728.76		
ERICSSON ADR	ERIC	1,995.000	22,503.60 11.28	21,252.32 1,251.28	586.53	2.61
ESSEX PROPERTY REIT	ESS	613.000	97,417.96 158.92	80,695.78 16,722.18	2,966.92 741.73	3.05
EXPEDITORS INTL WASH INC	EXPD	3,310.000	125,912.40 38.04	132,638.07 6,725.67-	1,986.00	1.58
EXXON MOBIL CORP	XOM	570.000	51,499.50 90.35	47,912.32 3,587.18	1,436.40	2.79
FEI CO	FEIC	775.000	56,590.50 73.02	31,893.81 24,696.69	372.00	0.66
FASTENAL CO	FAST	462.000	21,154.98 45.79	22,622.85 1,467.87-	369.60	1.75
FEDERAL REALTY INVT	FRT	538.000	55,779.84 103.68	53,956.16 1,823.68	1,570.96 392.74	2.82
FIFTH THIRD BANCORP	FITB	2,966.000	53,536.30 18.05	38,179.69 15,356.61	1,423.68 355.92	2.66
FINNING INTERNATIONAL INC NEW	FINGF	85.000	1,754.06 20.64	2,346.00 591.94-	50.49	2.88
FIRST FINANCIAL SERVICES INC	FCFS	1,372.000	67,516.12 49.21	55,238.23 12,277.89		
FIRST REPUBLIC BANK SAN FRAN CA	FRC	1,171.000	45,060.08 38.48	39,090.44 5,969.64	562.08	1.25
FLOTEK INDUSTRIES	FTK	1,550.000	27,807.00 17.94	24,846.35 2,960.65		
FLUOR CORP	FLR	723.000	42,881.13 59.31	40,783.65 2,097.48	462.72 115.68	1.08
FOOT LOCKER INC	FL	669.000	23,501.97 35.13	22,939.68 562.29	535.20	2.28
FOREST CITY ENTERPRISES INC CL A	FCE/A	7,522.000	134,719.02 17.91	115,735.92 18,983.10		
FORWARD AIR CORP	FWRD	1,910.000	73,114.80 38.28	52,151.24 20,963.56	764.00	1.04

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
FUEL SYSTEM SOLUTIONS INC	FSYS	1,470.000	26,298.30 17.89	44,561.46 18,263.16-		
GDF SUEZ SPONSORED ADR	GDFZY	1,850.000	36,315.50 19.63	40,488.36 4,172.86-	2,436.45	6.71
GENERAL GROWTH PROPERTIES INC	GGP	2,075.000	41,230.25 (F) 19.87	42,278.04 1,047.79-	996.00	2.42
GLACIER BANCORP INC NEW	GBCI	1,825.000	40,496.75 22.19	26,090.59 14,406.16	1,095.00	2.70
GLAXOSMITHKLINE PLC SPONSORED ADR	GSK	1,026.000	51,269.22 49.97	47,641.59 3,627.63	2,408.02 564.53	4.70
GOOGLE INC	GOOG	134.000	117,969.58 880.37	95,394.41 22,575.17		
GRACO INC	GGG	1,116.000	70,542.36 63.21	59,315.29 11,227.07	1,116.00	1.58
GRAND CANYON ED INC	LOPE	1,700.000	54,791.00 32.23	28,226.70 26,564.30		
GROUP 1 AUTOMOTIVE INC	GPI	825.000	53,072.25 64.33	34,243.17 18,829.08	528.00	0.99
GULFPORT ENERGY CORP NEW	GPOR	1,300.000	61,217.00 47.09	20,827.69 40,389.31		
HDFC BANK LTD ADR	HDB	572.000	20,729.28 36.24	18,703.75 2,025.53	163.59 146.61	0.79
HMS HOLDINGS CORP	HMSY	950.000	22,135.00 23.30	14,872.91 7,262.09		
HSBC HOLDINGS PLC SPONSORED ADR NEW	HBC	1,011.000	52,470.90 51.90	48,153.67 4,317.23	2,325.30 505.50	4.43
HANCOCK HOLDING CO	HBHC	1,237.000	37,196.59 30.07	34,916.30 2,280.29	1,187.52	3.19
HANESBRANDS INC	HBI	754.000	38,770.68 51.42	31,532.28 7,238.40	603.20	1.56
HANGER INC NEW	HGR	1,300.000	41,119.00 31.63	30,052.65 11,066.35		
HARMONIC INC	HLIT	7,970.000	50,609.50 6.35	51,192.76 583.26-		
HARRIS TEETER SUPERMARKETS INC	HTSI	875.000	41,002.50 46.86	27,157.34 13,845.16	525.00 131.25	1.28
HATTERAS FINL CORP	HTS	1,688.000	41,592.32 24.64	45,179.98 3,587.66-	4,726.40 1,181.60	11.36
HEALTHCARE SERVICES GROUP INC	HCSG	1,388.000	34,033.76 24.52	20,427.73 13,606.03	929.96	2.73

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
HEARTLAND EXPRESS INC	HTLD	2,450 000	33,993 75 13 88	36,448 30 2,454 55-	196 00 49 00	0 58
HELCA MINING	HL	9,690 000	28,876 20 2.98	57,037.24 28,161.04-	96 90	0 34
HEINEKEN NV SPONSORED ADR L1	HEINY	729.000	23,218 65 31 85	16,850 91 6,367.74	327.32	1.41
HENNES & MAURITZ AB ADR	HNNMY	3,310.000	21,614 30 6 53	24,782 63 3,168.33-	738.13	3.42
HIBBETT SPORTS INC	HIBB	600.000	33,342 00 55.57	14,097.33 19,244 67		
HIGHWOODS PROPERTIES INC	HIW	803 000	28,594.83 (F) 35 61	32,520 37 3,925 54-	1,365 10	4.77
HITTITE MICROWAVE CORP	HITT	625.000	36,250 00 58.00	26,284 96 9,965 04		
HOLLYFRONTIER CORP	HFC	441.000	18,865 98 42 78	24,655 74 5,789.76-	529.20 132 30	2.81
HOLOGIC INC	HOLX	4,024 000	77,663 20 19 30	85,158 84 7,495 64-		
HONDA MOTOR LTD AMERN ADR	HMC	2,175 000	81,018 75 37.25	77,629 67 3,389.08	1,735.65	2.14
HONEYWELL INTERNATIONAL INC	HON	1,487.000	117,978 58 79.34	91,446.59 26,531.99	2,438 68	2.07
HOSPIRA INC	HSP	1,422.000	54,476.82 38 31	50,071.24 4,405.58		
HOST HOTELS & RESORT	HST	2,427.000	40,943 49 16 87	37,966.79 2,976.70	1,067.88 266.97	2 61
HUMANA INC	HUM	614 000	51,809 32 84.38	47,779.64 4,029.68	663.12 165.78	1 28
HUTCHISON WHAMPOA LTD ADR	HUWHY	2,959.000	61,917.08 20.93	49,726 79 12,190.29	1,411.44	2.28
IAC INTERACTIVE CORP	IACI	632 000	30,070.56 47.58	30,772 02 701.46-	606.72	2.02
ICU MED INC	ICUI	725 000	52,243.50 72.06	25,849 47 26,394.03		
IPC THE HOSPITALIST CO INC	IPCM	665 000	34,154 40 51 36	31,878 64 2,275.76		
IXIA	XXIA	2,300.000	42,320.00 18 40	28,106 00 14,214.00		
IBERIABANK CORP	IBKC	610.000	32,702 10 53.61	34,582.95 1,880.85-	829 60 207.40	2 54

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
LASALLE HOTEL PROPERTIES	LHO	2,882.000	71,185.40 24.70	74,378.12 3,192.72-	2,305.60 576.40	3.24
LAUDER ESTEE INC CL A	EL	800.000	52,616.00 65.77	51,795.05 820.95	576.00	1.09
LEAR CORP NEW	LEA	493.000	29,806.78 60.46	20,409.22 9,397.56	335.24	1.12
LIBERTY PROPERTY TRUST	LRY	1,204.000	44,499.84 36.96	45,206.88 707.04-	2,287.60 571.90	5.14
LIFE TIME FITNESS INC	LTM	560.000	28,061.60 50.11	19,787.64 8,273.96		
LINCOLN NATIONAL CORP	LNC	1,449.000	52,845.03 36.47	38,287.08 14,557.95	695.52	1.32
LINDSAY CORP	LNN	1,030.000	77,229.40 74.98	62,058.77 15,170.63	473.80	0.61
LOWES COS INC	LOW	857.000	35,051.30 40.90	33,064.95 1,986.35	617.04	1.76
MGM RESORTS INTERNATIONAL	MGM	3,380.000	49,956.40 14.78	37,788.06 12,168.34		
MSC INDUSTRIAL DIRECT INC CL A	MSM	1,186.000	91,867.56 77.46	98,967.90 7,100.34-	1,423.20	1.55
MVC CAPITAL INC	MVC	1,810.000	22,787.90 12.59	23,348.26 560.36-	977.40	4.29
MACYS INC	M	1,027.000	49,296.00 48.00	44,980.19 4,315.81	1,027.00 256.75	2.08
MADDEN STEVEN LTD	SHOO	850.000	41,123.00 48.38	38,173.25 2,949.75		
MANULIFE FINL CORP	MFC	875.000	14,017.50 16.02	13,113.96 903.54	442.75	3.16
MARKETAXESS HOLDINGS INC	MKTX	1,150.000	53,762.50 46.75	28,945.07 24,817.43	598.00	1.11
MARSH & MCLENNAN COS INC	MMC	1,310.000	52,295.20 39.92	44,747.50 7,547.70	1,310.00	2.51
MEDIDATA SOLUTIONS INC	MDSO	450.000	34,852.50 77.45	17,188.83 17,663.67		
METTLER TOLEDO INTERNATIONAL	MTD	260.000	52,312.00 201.20	48,476.97 3,835.03		
MICROS SYSTEMS INC	MCRS	1,556.000	67,141.40 43.15	82,347.12 15,205.72-		
MICROSOFT CORP	MSFT	2,130.000	73,580.85 34.55	66,502.43 7,078.42	1,959.60	2.66

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
MID-AMERICA APT COMMUNITIES INC	MAA	615.000	41,678.55 67.77	30,987.76 10,690.79	1,709.70	4.10
MIDDLEBY CORP	MIDD	340.000	57,830.60 170.09	15,604.49 42,226.11		
MITSUBISHI CORP SPONSORED ADR	MSBHY	806.000	27,774.76 34.46	35,341.76 7,567.00-	872.09 317.36	3.14
MITSUBISHI UFJ FINANCIAL GRP INC SPONSORED ADR	MTU	8,861.000	55,026.81 6.21	43,327.64 11,699.17	1,205.10	2.19
MOBILE MINI INC	MINI	675.000	22,376.25 33.15	19,028.25 3,348.00		
MONDELEZ INTERNATIONAL INC	MDLZ	1,765.000	50,355.45 28.53	48,955.45 1,400.00	917.80 229.45	1.82
MONRO MUFFLER BRAKE INC	MNRO	377.000	18,114.85 48.05	11,475.07 6,639.78	165.88	0.92
MONSTER BEVERAGE CORP	MNST	1,926.000	117,158.58 60.83	88,874.03 28,284.55		
MYLAN INC	MYL	933.000	28,950.99 31.03	24,298.87 4,652.12		
MYRIAD GENETICS INC	MYGN	2,130.000	57,233.10 26.87	52,835.39 4,397.71		
NIC INC	EGOV	1,600.000	26,448.00 16.53	20,972.48 5,475.52		
NASDAQ OMX GROUP INC	NDAQ	1,365.000	44,758.35 32.79	30,558.20 14,200.15	709.80	1.59
NATIONAL FUEL GAS CO	NFG	466.000	27,004.70 57.95	28,157.77 1,153.07-	699.00 174.75	2.59
NATIONAL HEALTH INVESTMENT INC	NHI	545.000	32,623.70 59.86	24,033.32 8,590.38	1,602.30 400.58	4.91
NAVIGATORS GROUP INC	NAVJ	930.000	53,047.20 57.04	40,831.23 12,215.97		
NESTLE S A SPONSORED ADR	NSRGY	2,547.000	167,541.66 65.78	139,091.77 28,449.89	4,625.35	2.76
NEUSTAR INC CL A	NSR	752.000	36,607.36 48.68	25,464.40 11,142.96		
NEWMARKET CORP	NEU	139.000	36,495.84 262.56	26,835.85 9,659.99	500.40 125.10	1.37
NORDSON CORP	NDSN	2,138.000	148,184.78 69.31	95,917.81 52,266.97	1,282.80	0.87
NORTHWESTERN CORP (NEW)	NWE	625.000	24,937.50 39.90	22,847.12 2,090.38	950.00	3.81

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
NOVARTIS A G SPONSORED ADR	NVS	1,555 000	109,954 05 70.71	85,229 19 24,724 86	3,198 64	2.91
O'REILLY AUTOMOTIVE INC NEW	ORLY	210.000	23,650 20 112.62	17,960 90 5,689.30		
OMNICARE INC	OCR	829 000	39,551.59 47.71	32,315 67 7,235.92	464 24	1.17
OMNICOM GROUP	OMC	1,324 000	83,239 88 62 87	65,988 16 17,251.72	2,118 40 529 60	2 54
OMNIVISION TECHNOLOGIES INC	OVTI	1,710 000	31,891 50 18.65	44,694.40 12,802 90-		
ON SEMICONDUCTOR CORP	ONNN	4,423.000	35,737.84 8.08	37,433.38 1,695 54-		
ORACLE CORP	ORCL	2,060 000	63,262 60 30.71	63,385 65 123.05-	988.80	1 56
PNC FINANCIAL SERVICES GROUP INC	PNC	1,060 000	77,295.20 72 92	66,621.95 10,673 25	1,865 60	2.41
PALL CORP	PLL	366 000	24,313.38 66.43	21,893 94 2,419 44	366 00	1 51
PAREXEL INTERNATIONAL CORP	PRXL	870 000	39,993 90 45 97	15,305.47 24,688.43		
PARKER HANNIFIN CORP	PH	482 000	45,982 80 95.40	40,534.00 5,448.80	867 60	1.89
PATTERSON COS INC	PDCO	749.000	28,162.40 37.60	24,765 09 3,397.31	479 36	1.70
PEBBLEBROOK HOTEL TRUST	PEB	975 000	25,203.75 25.85	23,516.91 1,686 84	624 00 156.00	2.48
PEPSICO INC	PEP	675.000	55,208.25 81.79	44,218.03 10,990.22	1,532.25	2.78
PERNOD RICARD SA ADR	PDRDY	1,109.000	24,220.56 21.84	27,480 09 3,259.53-	354 88	1 47
PERRIGO CO	PRGO	545.000	65,945.00 121 00	29,181 43 36,763 57	196 20	0 30
PFIZER INC	PFE	1,335.000	37,393 35 28.01	30,037.24 7,356 11	1,281.60	3 43
PHILIP MORRIS INTERNATIONAL INC	PM	760.000	65,831.20 86.62	67,305.52 1,474.32-	2,584 00 646.00	3 93
PIER 1 IMPORTS INC	PIR	1,125.000	26,426.25 23 49	25,200 00 1,226 25	225 00	0.85
PORTFOLIO RECOVERY ASSOCIATES	PRAA	995 000	152,861.85 153.63	59,540.02 93,321 83		

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
POST PROPERTIES INC	PPS	1,637 000	81,015 13 49.49	73,820 16 7,194 97	2,160.84 540 21	2.67
POTASH CORP SASK INC	POT	1,020 000	38,892 60 38 13	42,808 48 3,915 88-	1,428.00	3.67
POWER INEGRATIONS INC	POWI	660 000	26,769 60 40 56	23,317.90 3,451 70	211.20	0.79
PRECISION CASTPARTS CORP	PCP	278.000	62,830 78 226.01	47,784 75 15,046 03	33 36 8 34	0.05
PRESTIGE BRANDS HOLDINGS INC	PBH	2,970.000	86,545 80 29.14	27,311.45 59,234.35		
T ROWE PRICE GROUP INC	TROW	1,713 000	125,391 60 73.20	112,265 56 13,126.04	2,603.76	2.08
PROASSURANCE CORP	PRA	800 000	41,728 00 52 16	21,207 61 20,520.39	800.00 200.00	1.92
PROS HOLDINGS INC	PRO	1,150 000	34,442.50 29.95	13,257.57 21,184 93		
PROTO LABS INC	PRLB	465.000	30,211.05 64.97	19,434 07 10,776 98		
PUBLIC STORAGE INC	PSA	369 000	56,578.77 153 33	50,852 57 5,726.20	1,845 00	3.26
PUBLICIS S A SPONSORED ADR NEW	PUBGY	1,824 000	32,759 04 17.96	23,033.88 9,725.16	417 70	1.28
QUALCOMM INC	QCOM	2,552.000	155,901 68 61 09	168,526.36 12,624 68-	3,572 80	2 29
QUESTAR CORP	STR	3,335 000	79,539.75 23.85	65,445.04 14,094.71	2,401.20	3.02
RLI CORP	RLI	1,528.000	116,754 48 76.41	103,277.31 13,477.17	2,078.08	1.78
RAYONIER INC	RYN	510.000	28,248 90 55 39	23,368 41 4,880.49	897.60	3.18
RBC BEARINGS INC	ROLL	750.000	38,962.50 51 95	31,587.60 7,374.90		
RECKITT BENCKISER GROUP PLC ADR	RBGLY	2,751.000	39,243 02 14 27	29,058.16 10,184 86	1,086.65	2.77
RED HAT INC	RHT	1,125.000	53,797.50 47.82	58,778.24 4,980.74-		
REINSURANCE GROUP AMER INC	RGA	747.000	51,625.17 69.11	44,461.67 7,163.50	717.12	1.39
RIO TINTO PLC SPONSORED ADR	RIO	2,775 000	113,997.00 41.08	163,104.28 49,107.28-	4,595 40	4 03

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
SIEMENS A G SPONSORED ADR	SI	744.000	75,374 64 101 31	75,501 39 126 75-	2,188 85	2.90
SIGMA ALDRICH CORP	SIAL	1,506.000	121,112.52 80.42	112,014 32 9,098 20	1,295 16	1.07
SIGNATURE BANK NEW YORK	SBNY	775 000	64,340.50 83 02	27,329.95 37,010.55		
SILGAN HOLDINGS INC	SLGN	915.000	42,968 40 46.96	25,472 72 17,495.68	512 40	1 19
SIMON PROPERTY GROUP INC	SPG	974.000	153,814 08 157.92	128,259 35 25,554.73	4,480.40	2 91
SIRONA DENTAL SYSTEMS INC	SIRO	1,791.000	117,991 08 65.88	91,880.59 26,110 49		
SKYWORK SOLUTIONS INC	SWKS	1,641.000	35,921 49 21 89	38,378.96 2,457.47-		
J M SMUCKER CO	SJM	352 000	36,308 80 103.15	29,760 27 6,548 53	732.16	2 02
SNYDERS-LANCE INC	LNCE	866 000	24,603 06 28 41	22,273.78 2,329.28	554 24	2.25
SOLERA HOLDINGS INC	SLH	470.000	26,155 50 55 65	17,452 49 8,703 01	235 00	0 90
SOURCEFIRE INC	FIRE	485 000	26,941 75 55 55	18,562.43 8,379.32		
STERICYCLE INC	SRCL	616.000	68,024.88 110 43	52,435.03 15,589 85		
STIFEL FINANCIAL CORP	SF	1,045.000	37,275.15 35.67	33,678.36 3,596.79		
SUEZ ENVIRONMENT CO S A ADR	SZEVY	3,730.000	24,114.45 6 47	24,964.74 850 29-	1,160.03	4.81
SUMITOMO MITSUI FINANCIAL GROUP SPONSORED ADR	SMFG	6,843.000	63,092.46 9.22	41,867.26 21,225.20	1,656 01 972.41	2 62
SUN HYDRAULICS CORP	SNHY	1,650.000	51,612.00 31.28	31,992.18 19,619 82	594 00 148 50	1 15
SUNCOR ENERGY	SU	1,550 000	45,709.50 29.49	52,166.09 6,456.59-	1,181.10	2.58
SUNSTONE HOTEL	SHO	960.000	11,596 80 12 08	11,097 50 499 30		
SUPERIOR ENERGY SERVICES INC	SPN	1,430.000	37,094 20 25.94	38,103 94 1,009.74-		
SYMRISE AG ADR	SYIEY	930 000	37,665 00 40.50	22,553 24 15,111.76	525 45	1 40

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
VARIAN MEDICAL SYSTEMS INC	VAR	364.000	24,551.80 67.45	24,020.76 531.04		
VENTAS INC.	VTR	685.000	47,580.10 69.46	42,800.92 4,779.18	1,835.80	3.86
VERA BRADLEY, INC	VRA	1,550.000	33,573.00 21.66	39,810.82 6,237.82-		
VIACOM INC NEW CL B	VIAB	383.000	26,055.49 68.03	18,295.87 7,759.62	459.60 114.90	1.76
VISA INC CL A	V	620.000	113,305.00 182.75	74,292.12 39,012.88	818.40	0.72
VODAFONE GROUP PLC SPONSORED ADR NEW	VOD	911.000	26,186.70 28.75	24,205.27 1,981.43	1,400.21 937.23	5.35
VORNADO REALTY TRUST	VNO	1,691.000	140,099.35 82.85	125,621.30 14,478.05	4,937.72	3.52
WD-40 CO	WDFC	455.000	24,788.40 54.48	14,820.23 9,968.17	564.20	2.28
WMS INDUSTRIES INC	WMS	1,230.000	31,377.30 25.51	55,972.94 24,595.64-		
WADDELL & REED FINANCIAL INC CL A	WDR	943.000	41,020.50 43.50	28,930.37 12,090.13	1,056.16	2.57
WATERS CORP	WAT	1,248.000	124,862.40 100.05	117,399.24 7,463.16		
WEINGARTEN REALTY	WRI	1,280.000	39,385.60 30.77	35,644.29 3,741.31	1,561.60	3.96
WELLS FARGO & CO COMPANY NEW	WFC	1,395.000	57,571.65 41.27	48,840.07 8,731.58	1,674.00	2.91
WENDYS CO	WEN	3,763.000	21,938.29 5.83	22,163.32 225.03-	602.08	2.74
WESCO INTERNATIONAL INC	WCC	350.000	23,786.00 67.96	22,872.76 913.24		
WEST PHARMACEUTICAL SERVICES INC	WST	675.000	47,425.50 70.26	25,857.85 21,567.65	513.00	1.08
WESTPAC BANKING CORP SPONSORED ADR	WBK	338.000	44,578.82 131.89	37,268.19 7,310.63	3,151.17 1,673.34	7.07
WHIRLPOOL CORP	WHR	364.000	41,627.04 114.36	27,092.49 14,534.55	910.00	2.19
WHITING PETE CORP NEW	WLL	1,701.000	78,399.09 46.09	91,369.29 12,970.20-		
WILLIAMS COS INC	WMB	2,115.000	68,674.05 32.47	66,130.24 2,543.81	2,982.15	4.34

SUM OF F= \$1,039,221

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FI - COPORATE BONDS -- SEE 11A	3,995,193.	3,995,193.
TOTALS	3,995,193.	3,995,193.

Attachment 11 Legend
FI - Fixed Income

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FIXED INCOME						
COOK COUNTY IL SCHOOL DISTRICT #155 1.95% 12/01/2015	A+	250,000 000	250,585 00 100 23	250,000 00 585 00	4,875 00 406 25	1 95
COOK COUNTY IL SCH DIST NO 169 GO BDS 2013B 2 375% 12/01/2014	AA-	250,000 000	250,775 00 100 31	253,502 50 2,727 50-	5,937 50 494 79	2.37
CUYAHOGA COUNTY OH ECONOMIC DE TAXABLE REV 3 3% 06/01/2016	AA	200,000 000	208,528 00 104 26	213,562 00 5,034 00-	6,600 00 550 00	3 17
DU PONT E I DE NEMOURS & CO NOTE 1 95% 01/15/2016	A	250,000 000	256,342 50 (C) 102 54	257,660 00 1,317 50-	4,875 00 2,247 92	1 90
FFCB 3 17% 06/23/2014	AA+	400,000 000	411,484 00 102 87	400,000 00 11,484.00	12,680 00 281 78	3 08
FFCB 3 15% 01/12/2018	AA+	250,000 000	267,507 50 107 00	250,661 52 16,845 98	7,875 00 3,696 88	2 94
FHLB 2 4% 05/10/2016	AA+	100,000 000	104,744 00 104 74	102,024 73 2,719 27	2,400 00 340 00	2 29
FHLB 5% 12/21/2015	AA+	300,000.000	332,328 00 110 78	303,894 14 28,433 86	15,000.00 416.67	4 51
FHLMC 1% 08/07/2017-2014	AA+	100,000 000	98,057 00 98 06	100,000 00 1,943 00-	1,000 00 400.00	1 02
FRESNO COUNTY CA PENSION OBLIGATION 4 408% 08/15/2015	AA-	250,000 000	260,822 50 104 33	264,930 00 4,107.50-	11,020 00 4,163 11	4 23
GE CAPITAL FINANCIAL INC CD 1 35% 09/14/2016		250,000 000	249,497 50 99 80	250,000 00 502 50-	3,375 00 999 66	1 35
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE 1 625% 07/02/2015	AA+	250,000.000	252,922 50 (C) 101 17	254,155 00 1,232 50-	4,062 50 2,019 97	1 61
GOLDMAN SACHS GROUP INC MTN 3 7% 08/01/2015	A-	250,000.000	260,465 00 (C) 104 19	265,407 50 4,942 50-	9,250 00 3,854 17	3 55
HEWLETT PACKARD CO GLOBAL NOTE 2 65% 06/01/2016	BBB+	250,000 000	254,825 00 (C) 101 93	256,735 00 1,910 00-	6,625 00 552 08	2 60
INTERNATIONAL BUSINESS MACHINES 2% 01/05/2016	AA-	250,000 000	256,457.50 (C) 102.58	258,312 50 1,855 00-	5,000 00 2,444 44	1.95
JPMORGAN CHASE & CO 3 15% 07/05/2016	A	250,000 000	259,650 00 (C) 103 86	263,332.50 3,682.50-	7,875 00 3,850 00	3 03
JERSEY CITY NJ GO REF BDS 2013A 1 829% 09/01/2017		200,000 000	196,470 00 98 24	201,270.00 4,800.00-	3,658 00 1,026 27	1 86
KEYSTONE PA CENT SCH DIST BDS 1 9% 02/15/2018	A+	250,000 000	242,642 50 97 06	250,000 00 7,357 50-	4,750 00 1,240 28	1 96
MELLON FUNDING CORP SENIOR NOTE 5 2% 05/15/2014	A+	250,000.000	260,320 00 (C) 104 13	277,210 00 16,890 00-	13,000 00 1,661.11	4 99
MERCK & CO INC NEW NOTE 2.25% 01/15/2016	AA	250,000 000	258,280 00 (C) 103 31	262,072.50 3,792 50-	5,625 00 2,593.75	2 18

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FIXED INCOME						
MUSKEGO-NORWAY WI SCHOOL DISTRICT 1 65% 04/01/2018		245,000 000	238,958 30 97.53	245,000 00 6,041 70-	4,042.50 1,010 63	1 69
NEW YORK CITY NY HOUSING DEVELOPMENT CORP MULTI FAMILY HOUSING REVENUE 2 271% 11/01/2019	AA	250,000.000	241,750 00 96 70	253,592 50 11,842 50-	5,677 50 946 25	2 35
OREGON STATE DEPARTMENT OF TRANSPORTATION SENIOR LIEN 1 906% 11/15/2018	AAA	250,000 000	247,675 00 99 07	254,552 50 6,877 50-	4,765 00 608 86	1 92
PEPSICO INC SENIOR NOTE 1 25% 08/13/2017	A-	250,000 000	244,645 00 97.86	249,470 00 4,825 00-	3,125 00 1,197 92	1.28
PROCTER & GAMBLE CO SENIOR NOTE 4.7% 02/15/2019	AA-	200,000 000	225,572.00 112.79	199,351 27 26,220 73	9,400 00 3,551 11	4 17
ROCKDALE CNTY GA WTR & SEW AUTH TAX REF BDS 2013 1 79% 07/01/2019		250,000 000	241,827 50 96 73	250,000 00 8,172 50-	4,475 00 994 44	1 85
ROSEMONT IL CORPORATE PURPOSE GENERAL OBLIGATION 2 389% 12/01/2017-2012	AA-	250,000 000	246,467 50 98 59	251,680 00 5,212 50-	5,972 50 497.71	2 42
PENNSYLVANIA STATE PUB SCH BLDG AUTH 2.354% 09/15/2014		255,000.000	258,615.90 101.42	262,476 60 3,860 70-	6,002 70 1,767 46	2 32
UNION BANK MEDIUM TERM SR NOTE 2 125% 06/16/2017	A+	250,000 000	249,737 50 99 90	259,877 50 10,140 00-	5,312 50 221 35	2.13
WESTERVILLE OH SCHOOL DISTRICT REF 2012 1 54% 12/01/2017	AA-	250,000.000	247,470.00 98 99	250,000 00 2,530 00-	3,850 00 320 83	1 56
WILMINGTON DE 1 661% 11/01/2015	AA-	250,000 000	254,837 50 101.94	256,257 50 1,420 00-	4,152 50 692 08	1 63
TOTAL FIXED INCOME			9,553,882.70	9,619,063.30 65,180.60-	248,870.20 58,670.56	2.60

SUM OF C= \$3,995,193

ATTACHMENT 11A

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 12

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BRIDGEWATER PRIVATE INVESTORS	731,703.	731,703.
OFFSHORE LTD CL A 03-12		
JPM ACCESS MULTI-STRAT FUND II	5,196,476.	5,196,476.
RIC ENDOWMENTS & FOUNDATIONS		
SOUTHPAW CREDIT OPPORTUNITY	446,347.	446,347.
FUND LTD CL C		
STANDARD PACIFIC CAPITAL	648,306.	648,306.
OFFSHORE FUND LTD CL A SR D		
THIRD POINT OFFSHORE FUND LTD	773,086.	773,086.
CL F		
YORK CREDIT OPPORTUNITIES	714,734.	714,734.
UNIT TRUST CL B		
TOTALS	<u>8,510,652.</u>	<u>8,510,652.</u>

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 13

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INTEREST RECEIVABLE	114,837.	114,837.
TOTALS	<u>114,837.</u>	<u>114,837.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTUNREALIZED GAIN DUE TO CHANGE IN
FAIR VALUE OF INVESTMENTS

3,737,783.

TOTAL

3,737,783.

THE STATEN ISLAND FOUNDATION

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

13-3993115

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
ELIZABETH A. DUBOVSKY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	EXECUTIVE DIRECTOR 40 HRS/WK	166,642.	16,952.
ALLAN WEISSGLASS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	CHAIRMAN 1-3 HRS/WK	0	0
KATHRYN KRAUSE ROONEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	VICE CHAIR 1-3 HRS/WK	0	0
LENORE PULEO 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	TREASURER 1-3 HRS/WK	0	0
ALICE DIAMOND 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0
DENIS P. KELLEHER 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0

THE STATEN ISLAND FOUNDATION

13-3993115

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS
DANIEL MASTER 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0
DOLORES MORRIS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0
JILL O'DONNELL TORMEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	SECRETARY 1-3HRS/WEEK	0	0
GRAND TOTALS		166,642.	16,952.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>
MARIE PAYNE 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	GRANTS MANAGER 40 HRS/WK	59,618.	0
LAURA JEAN WALTERS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	PROGRAM OFFICER 40 HRS/WK	83,061.	7,706.
	TOTAL COMPENSATION	142,679.	7,706.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
IDB BANK OF NEW YORK 201 EDWARD CURRY AVENUE, SUITE 204 STATEN ISLAND, NY 10314	INVEST MGMT	273,107.
JPMORGAN CHASE BANK 270 PARK AVENUE NEW YORK, NY 10017	CUST & INVEST MGMT	84,141.
JP MORGAN GLOBAL ACCESS PORTFOLIOS LLC 270 PARK AVENUE, 5TH FLOOR NEW YORK, NY 10017	PORTFOLIO DEDUCTIONS	35,843.
	TOTAL COMPENSATION	<u>393,091.</u>

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ELIZABETH A. DUBOVSKY
260 CHRISTOPHER LANE, SUITE 3B
STATEN ISLAND, NY 10314
718-697-2832

APPLICATIONS ARE ONLY ACCEPTED ELECTRONICALLY (SUBMITTED VIA THE
FOUNDATIONS WEBSITE): WWW.THESTATENISLANDFOUNDATION.ORG

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Foundation Grant Process



Step One: Look at Our Guidelines

The Staten Island Foundation focuses its funding in a number of key areas to make a positive impact on the lives of Staten Island residents. The Grant Investment Guidelines can be found [here](#). It will also be helpful to review the [Outcomes-Based Approach](#) and [Defining Project Results](#).

If you are not sure if you meet the criteria, the eligibility questions that are part of the on-line application will help you assess your proposal against the criteria. Please call us if you are uncertain that your application will meet our requirements.

Step Two: Call and Speak to a Staff Member

The Staten Island Foundation's grantmaking is a process that includes a dialogue. That dialogue begins with a phone conversation that allows us to discuss current Foundation funding priorities, the appropriateness of the proposed request in relation to the current priorities, a timeline for making a request, and any outstanding reports required before another request can be considered.

Please contact us at 718-697-2831. A phone call will help potential applicants prepare strong proposals or know when requests do not meet Foundation requirements.

Step Three: Applications and Deadlines

If your proposal aligns with Foundation guidelines and you are encouraged to submit an application, you will be given the link to the appropriate online application to complete. Email a draft of the application for review and feedback.

Application Assistance

For assistance with your application, we recommend that you make use of the following worksheets and workbooks in order to develop a strong application:

To help you Define Strong Results for a Direct Service Application, click [here](#).

To help you Define Strong Results for a Capacity Building Application, click [here](#).

To help you Define Strong Results for a Capital Improvement Application, click [here](#).

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application.

Within the application, you will be asked to define milestones that you will use to track progress, the critical steps you will take to accomplish each milestone, and a timeline of when those milestones will be achieved. We recommend that you make use of the following workbooks for this section.

To help you identify milestones and critical steps for a Direct Service Application, click [here](#).

To help you identify milestones and critical steps for a Capacity Building Application, click [here](#).

To help you identify milestones and critical steps for a Capital Improvement Application, click [here](#).

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application.

It is strongly recommend that you email a draft of your application before final submission. The application will be reviewed and feedback will be provided. Changes to the application cannot be made once it has been submitted. Please note that failure to send a draft for review could delay the application process.

Required Attachments

You will need to attach a [budget form](#) for the funding request as well as the [supplemental financial form](#)* and a cover letter signed by the chief executive. Additional required attachments are: the current organizational budget, the Board of Directors List, the Audited Financial Statement, and, the IRS Determination Letter.

* Arts and Cultural organizations please attach your Cultural Data Project Funder Report in lieu of the supplemental financial form.

Step Four: Notification of Receipt

Applicants will receive an email notification within approximately 1-2 weeks of receipt of the application. If you have not received notification of receipt please contact the Foundation. Those organizations or proposals that do not qualify will receive a declination email.

Step Five: Review Process

As stated previously, The Foundation's review process is a dialogue that does not end with the submission of the application. The process may include a site visit or requests for additional information. Only complete applications are eligible for final review.

The Foundation Board makes grant decisions at quarterly Board meetings (usually held in January, April, June, and October). Grant decisions are shared promptly.

Step Six: Grant Agreements

Organizations that are approved for a Foundation grant receive a grant agreement letter. This agreement, which outlines the requirements, must be signed by the chief executive and returned to the Foundation before a check can be forwarded. In cases where the amount of the grant differs from the request made, a revised grant expense budget must be submitted.

Step Seven: Declined Proposals

Organizations receiving declinations can call the Foundation to discuss the reasons as well as proposal or project areas that may need to be strengthened. This can assist the applicant in developing stronger applications to other funding sources as well as to The Staten Island Foundation.

Step Eight: Administration and Reports

Should your organization be unable to proceed with the activities outlined in the grant agreement, please inform The Foundation as soon as possible.

The Staten Island Foundation requires grant recipients to submit an online six month progress report as well as an online report upon completion of the grant period.

Final reports will demonstrate outcomes anticipated in the original proposal that have been achieved and what has been learned. The evidence that has been used to verify the actual outcomes should be available upon request. An accounting of the expenditure of funds is required. In cases where the anticipated outcomes have not been achieved or unexpected circumstances arose, please explain. A final report must be received for future funding to be considered.

Once you have established an account, **please make a record for your files of your User ID and password**. The Foundation does not have access to IDs and passwords.

(Photos from left to right courtesy of Food Bank for NYC, The Staten Island Foundation, Great Kills Little League)

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Grant Investment Guidelines



The mission of The Staten Island Foundation is to improve the quality of life on Staten Island, particularly for the least advantaged, with a focus on strengthening the community, and improving education, health, and the arts.

Strategies to accomplish the mission include financial support through grants, providing leadership for the community, convening and collaborating with grantee partners, funders, and other entities in order to share best practices, and building the capacity of local organizations to better fulfill their missions.

All organizations and the individuals working with them learn continually from the results of their activities and services. Applying that learning in order to improve is of particular interest to the foundation. In our grant making, we look to fund opportunities that educate Staten Island organizations and individuals in a way that leads to their learning; we define learning as a positive change in behavior. Our grants are an investment in these changes. Our definition of a successful investment includes strong results for program participants, and strong learnings for the organizations we invest in.

Mindful of the wisest use of foundation dollars and looking for the highest return on our investments, The Staten Island Foundation reviews each proposal with respect to available dollars and responses to three questions:

- **1. What will be the result from this proposed grant and how will we know it has been achieved?** Results are the positive changes in behavior or condition for community members as a result of the grant project.
- **2. How likely is it that the results can be achieved?** Our focus is on such factors as past success of the partner and its programs, validity of the proposed program approach, organizational capability and key personnel leading the project.
- **3. Is this the best possible use of The Staten Island Foundation funds given the results we seek to achieve?** We consider the cost relative to the gain – not just for our funds, but all monies going into a project or program.

In determining where to invest, The Staten Island Foundation looks for projects with the following characteristics:

- Projects that clearly and directly benefit the Staten Island community
- Projects that demonstrate their commitment to the inclusion of vulnerable or under-served populations
- Projects designed to produce measurable, long-term results
- Projects that can be effectively implemented and ultimately continued without our funding
- Projects that are replicable and can be shared with other organizations looking to produce similar results

We focus our resources with organizations working in the following priority focus areas.

- **Education**
- **Health**
- **Arts & Culture**
- **Strengthening Community Capacity**

The Staten Island Foundation makes 3 types of investments in each of its priority focus areas.

Direct Service

Investments in grantee partner programs and projects that are focused on improving the lives of those being served. These one year grants range from \$5,000 to \$50,000

Capacity Building

Investments in the sustainability of grantee partner organizations so they can achieve and maintain stronger results for those they serve. These one year grants range from \$5,000 to \$50,000. Capacity Building investments are available to assist your organization in becoming more efficient and effective in achieving and sustaining stronger results for the Staten Island community.

Capital Improvement

Investments in grantee partner physical assets in order to achieve and sustain stronger results for the Staten Island community. These grants do not exceed \$150,000 over a three year period and are very limited at this time.

Please review the results we seek and examples of the investments we make in each of our priority focus areas below to determine if your project aligns with Staten Island Foundation's guidelines.

Education

The Staten Island Foundation supports local education leadership in their goal to provide all students with a high quality education that prepares them for life and to become productive members of our community. The ability to read and write fluently is essential. The Foundation invests in organizations, programs, and projects inside and outside of public and private schools for all age groups.

Results we seek in this priority focus area are:

- Increases in the number of K-12 students that are reading and writing at or above grade level
- Increases in the number of pre K children meeting their developmental milestones
- Increases in the number of parents that are actively involved in supporting their child's educational success
- Increases in the number of English language learners or students with special needs that progress at the same academic rate as their peers without those barriers
- Increases in the number of youth that obtain a high school diploma, GED or vocational credential
- Increase the number of least-advantaged students that enter and succeed in college.
- Increases in the number of adult English language learners becoming proficient in English at a level that meets their educational or career needs.

We make the following types of investments in this priority focus area:

Direct Service.

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – literacy development, parent engagement projects, after school and youth development projects, family literacy projects, ESL programs that meet basic proficiency, educational, and career needs, tutoring and mentoring programs, and childhood development programs.

Capacity Building

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, technology integration, school collaborations to leverage assets and resources, developing new programmatic models that increase results

Capital Improvements:

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to – expanded or improved learning spaces, rehabilitation or improvement of recreational space, greening of existing space and facilities, and projects that enhance academic achievement in schools including technology and new equipment.

Health

The Staten Island Foundation seeks to address the health needs of our community. Staten Island has the highest median income among the New York City boroughs with health statistics that are usually associated with poorer communities by public health experts. Obesity, heart disease, and diabetes rates are high. In the low income communities of the North Shore, statistics show trends that mimic New York City's most critically health-challenged neighborhoods, with inadequate services. Good physical and mental health and health care is essential to the quality of life of our community.

Results we seek in this priority focus area are:

- Increases of those at risk for health problems that connect to needed health services
- Increases in the number of residents that increase their level of daily physical activity and improve their diet with nutritious foods
- Increases in the number of youth that abstain from substance abuse
- Increases in available health services for the least advantaged, including mental health services
- Improvements in organizational effectiveness and efficiency leading to enhanced delivery of community health services

We make the following types of investments in this priority focus area:

Direct Service

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – Health education, health screenings, disease management workshops, nutritional projects, exercise and recreational programs, smoking cessation, school wellness programs, substance abuse prevention programs, health resource and referral programs, mental health services.

Capacity Building

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, and projects that enhance the organizational capacity and infrastructure of health care organizations.

Capital Improvements

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to – facility expansion or improvement, mobile service units, technology and new equipment.

Arts & Culture

The Staten Island Foundation is focused on supporting arts and culture programs to enhance the quality of life for all residents in Staten Island. We believe that through arts education both youth and adults have an opportunity for self development and a better understanding of human cultures and our shared human experience. Helping arts organization to expand their audiences especially the number of young Staten Islanders participating in arts and cultural activities increases these opportunities.

Results we seek in this priority focus area are:

- Increases in the number of residents and non-residents especially underserved populations participating in Staten Island art and culture offerings
- Increases in the number of schools and community organizations that offer strong arts education
- Increases in the number of youth that participate in the arts in or out of school through multiple experiences
- Improvements in effectiveness and efficiency of arts organizations that leads to their enhanced sustainability.

We make the following types of investments in this priority focus area:

Direct Service

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – arts education programs, new performance series, new exhibits, projects that expose students to a variety of art forms, projects that build the artistic skills of residents, projects that build the teaching skills of artists, projects that enhance cultural or historical understanding.

Capacity Building:

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance that helps staff deliver services more effectively, projects focused on strategy, fundraising or other plans, especially earned income efforts, collaborative marketing opportunities, planning, professional development for educators, development of arts curriculum that meets NYC school "blueprint" standards, development of new cultural offerings.

Capital Improvements:

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to – theatre restoration, historical preservation projects, new performance or exhibit space, and projects that enhance the capacity and infrastructure of cultural organizations including technology and new equipment that help track audience development and feedback.

Strengthening Community Capacity

The Staten Island Foundation is focused on creating a vibrant, diverse community of tolerant, civically engaged neighbors where all residents, especially the least advantaged, have the resources necessary for a productive life. We seek a community that offers strong supports and opportunities for all to make a positive contribution.

Results we seek in this priority focus area are:

- Improvements in human services or community-based service organizations' effectiveness and efficiency that lead to improved results for those they serve.
- Increases in the availability and use of social services to stabilize the lives of at-risk individuals and families
- Increases in the number of individuals and families experiencing poverty that get their basic needs met (food, clothing, shelter) and connect to other needed resources
- Increases in the number of residents that volunteer their time and experience to better the community
- Increases in the number of residents, particularly youth, that demonstrate their leadership skills in the community, at home, school, or in the workplace.

We make the following types of investments in this priority focus area:

Direct Service:

- The Staten Island Foundation invests in programs and projects that are focused on improving the lives of those being served. Examples of direct service investments in this area include but are not limited to – community service projects, foreclosure prevention programs, food distribution programs, food pantries, housing and shelter programs, legal services, immigration services, community development projects, senior services, volunteer programs of all types, projects that bring greater civility, tolerance, and multicultural understanding, leadership development programs, and expansion of existing social service programs.

Capacity Building:

- At times we believe that making an investment to support the organizations we fund so they can achieve and sustain stronger results for those they serve, is the best investment we can make. Examples of Capacity building investments in this area include but are not limited to – training and professional development in best practices or technical assistance technical assistance that helps staff deliver services more efficiently and effectively, projects focused on strategy, fundraising or other plans, especially earned income efforts, development of new programming to address local needs, community planning efforts, and civic engagement projects

Capital Improvements:

- At times we believe that investing in capital improvement is the best investment we can make to increase the efficiency or effectiveness in your organization. Examples of Capital Improvement investments in this area include but are not limited to rehabilitation and expansion of new or existing community based service program space or community assets, technology expansion, and greening of existing space and assets

Limitations

Contributions will not be made.

- For renovations/repairs to places of worship
- In response to solicitors on behalf of an organization (response to organizational leaders only)
- For fundraising event sponsorships, journal ads, or yearbook ads

- To private foundations or individuals
- To political causes, candidates or lobbying efforts
- For medical research
- To cemetery associations
- To animal welfare groups
- To fraternal and veterans organizations
- To business, professional and civic associations or clubs
- For memorial fundraising
- For tickets to events

(Photo courtesy of The College of Staten Island)

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990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE MADE FOR THE BENEFIT OF STATEN ISLAND 501(C)(3) ORGANIZATIONS AND PRESELECTED CHARITIES IN THE AREAS OF EDUCATION, HEALTH, ARTS & CULTURE, AND COMMUNITY SERVICES.

THE STATEN ISLAND FOUNDATION**2013****990-PF**

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
A Very Special Place 49 Cedar Grove Avenue Staten Island, NY 10306 <i>rebuilding and recovering three agency buildings from damages and financial losses sustained due to Hurricane Sandy</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Academy of St. Dorothy 1305 Hylan Boulevard Staten Island, NY 10305 <i>Director/Employee Matching Gift</i>	\$0.00	\$200.00	\$200.00	\$0.00
African Refuge Inc. 185 Parkhill Ave., Suite LB Staten Island, NY 10304 <i>African Refuge Inc. - Young Entrepreneur Program - (A Drug Prevention Model)</i>	\$0.00	\$15,000.00	\$0.00	\$15,000.00
Archdiocese of NY , Department of Education 1011 First Avenue New York, NY 10022 <i>the 2012 Literacy Grant: The GRACE Initiative (Generating Resources for Academics and Catholic Ethos)</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Camp Good Grief of Staten Island, Inc. P.O. Box 141046 Staten Island, NY 10314 <i>the Constituent Management and Public Relations Initiative</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Camp Good Grief of Staten Island, Inc. P.O. Box 141046 Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00
Camp Good Grief of Staten Island, Inc. P.O. Box 141046 Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00
The Center for Arts Education 266 West 37th Street, 9th Floor New York, NY 10018 <i>The SIParents As Arts Partners Program</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Children at Play 40 Merrill Avenue Staten Island, NY 10314 <i>Improving the Lives of Developmentally Challenged Children</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Citizens Committee for New York City 77 Water Street, Suite 202 New York, NY 10005 <i>Staten Island Initiative</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
City Futures, Inc. 120 Wall St Fl 20 New York, NY 10005 <i>Bolstering Immigrant and Minority Entrepreneurs on Staten Island</i>	\$10,000.00	\$0.00	\$10,000.00	\$0.00
City Harvest, Inc. 575 Eighth Avenue 4th Floor New York, NY 10018 <i>Stapleton Mobile Market</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
City Parks Foundation 830 Fifth Avenue New York, NY 10021 <i>SWIM FOR LIFE Program</i>	\$0.00	\$10,000.00	\$0.00	\$10,000.00
Classroom, Inc. 245 5th Avenue, 20th floor New York, NY 10016 <i>closing the academic achievement gap in financially-challenged Staten Island Schools Project</i>	\$0.00	\$50,000.00	\$0.00	\$50,000.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>The CSI Covey Project</i>	\$46,000.00	\$0.00	\$46,000.00	\$0.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>SEEK/Strategies for Success Program: Integration of Covey Philosophy/Curriculum</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 <i>support for "Superstorm Sandy Forum. A Serious Conversation about the Future of SI</i>	\$0.00	\$5,000.00	\$5,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Community Health Center of Richmond 235 Port Richmond Avenue Staten Island, NY 10302 <i>the Integration of Electronic Dental and Medical Records Project</i>	\$0.00	\$150,000.00	\$75,000.00	\$75,000.00
Community Resource Exchange 42 Broadway, 20th Fl. New York, NY 10004 <i>SI High Performing Managers Initiative</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Community Resource Exchange 42 Broadway, 20th Fl. New York, NY 10004 <i>SI Partnership for Community Wellness</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Community Resources 3450 Victory Boulevard Staten Island, NY 10314 <i>Cafeteria/Independent Living Suite Renovation and Expansion Project</i>	\$100,000.00	\$0.00	\$50,000.00	\$50,000.00
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>membership contribution for 2012</i>	\$0.00	\$8,190.00	\$8,190.00	\$0.00
Council on the Arts & Humanities for SI 1000 Richmond Terrace Staten Island, NY 10301 <i>Arts Investment Re-grants for Schools</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Council on the Arts & Humanities for SI 1000 Richmond Terrace Staten Island, NY 10301 <i>to identify an informed, unified Community Vision for the future of Staten Island's Coastal neighborhoods, and most prominent hurricane-susceptible areas that will advise recovery, restoration and future sustainable development</i>	\$0.00	\$25,000.00	\$25,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Daytop Village Foundation, Inc. 104 West 40th Street, 4th Floor New York, NY 10018 <i>Daytop Village and the S.I. DA's Office, is planning a major anti-drug initiative, hosting hundreds of students at the St. Georges Theatre. The students will hear from inspirational speaker Chris Herren, a former NBA player who graduated from Daytop.</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Eden II School for Autistic Children, Inc. 150 Granite Avenue Staten Island, NY 10303 <i>Hurricane Sandy has caused significant damage to Eden II facilities and to our operating budge, and for unforeseen expenses.</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Elias Bernstein Intermediate School- IS 7 1270 Huguenot Avenue Staten Island, NY 10312 <i>the 2012 Literacy Grant: The Leader in Me</i>	\$0.00	\$65,000.00	\$0.00	\$65,000.00
FAAP Foundation for the Advancement of Autistic Persons 150 Granite Avenue Staten Island, NY 10303 <i>Director/Employee Matching Gift</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Food Bank for New York City 39 Broadway, 10th Floor New York, NY 10006 <i>Staten Island Free Tax Assistance Program</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Friends of Carmel Richmond, Inc. 88 Old Town Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	\$0.00	\$200.00	\$200.00	\$0.00
FSG, Inc 500 Boylston Street Suite 600 Boston,, NY 02116 <i>for help planning and implementing the Tackling Youth Substance Abuse Initiative</i>	\$150,000.00	\$0.00	\$150,000.00	\$0.00
Fund For Public Health, Inc. 22 Cortlandt Street 11th Floor, Suite 1103 New York, NY 10007 <i>Take Care Staten Island Initiative</i>	\$0.00	\$0.00	-\$1,900.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Garibaldi-Meucci Museum 420 Tompkins Avenue Staten Island, NY 10305 <i>Fundraising Software</i> \$10,000.00	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Global Kids 137 East 25th Street 2nd Floor New York, NY 10010 <i>Curtis High School Teen Action Program</i>	\$0.00	\$45,000.00	\$0.00	\$45,000.00
Grantmakers for Education 720 SW Washington Street Suite 605 Portland, OR 97205 <i>membership contribution for 2012</i>	\$0.00	\$1,500.00	\$1,500.00	\$0.00
Grantmakers in Health 1100 Connecticut Avenue, NW, Suite 1200 Washington, DC 20036 <i>membership support for 2012</i>	\$0.00	\$2,500.00	\$2,500.00	\$0.00
Grants Managers Network 1666 K Street, NW Suite 440 Washington, DC, DC 20006 <i>membership support for 2012</i>	\$0.00	\$1,500.00	\$1,500.00	\$0.00
The Harbor Lights Theater Company 38 Westervelt Avenue Staten Island, NY 10301 <i>Harbor Lights Capacity Building Project</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Have A Heart Foundation of Staten Island 112 Sheraden Avenue Staten Island, NY 10314 <i>to assist struggling families of patients with heart related illness on Staten Island</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
International Rescue Committee, Inc. 263 West 38th Street, 6th Floor New York, NY 10018 <i>Parent Engagement Project</i>	\$20,000.00	\$0.00	\$20,000.00	\$0.00
Jewish Community Center of Staten Island 1466 Manor Road Staten Island, NY 10314 <i>LEARN Committee Fourth Annual ESL Adult Literacy Conference "Metamorphosis"</i>	\$0.00	\$5,000.00	\$5,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Jewish Community Center of Staten Island 1466 Manor Road Staten Island, NY 10314 <i>Family Literacy Program</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Jewish Community Center of Staten Island 1466 Manor Road Staten Island, NY 10314 <i>Director/Employee Matching Gift</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Lavelle Preparatory Charter School Corporate Commons One at 1 Teleport Drive, 3rd Fl. Staten Island, NY 10311 <i>the 2012 Literacy Grant: Lavelle Prep Targeted Literacy Intervention Program</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Leadership through Sports, Inc. 9 Davis Court Staten Island, NY 10310 <i>LTS/CNC All Stars</i>	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Legal Services for New York City SI 36 Richmond Terrace, Ste 205 Staten Island, NY 10301 <i>matching grant support for increased immigration services</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Lifestyles for the Disabled, Inc. 930 Willowbrook Rd. Bldg 12-G Staten Island, NY 10314 <i>"Access for Everyone" project, renovations to the Lifestyles Educational Center in order to be ADA compliant</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Lifestyles for the Disabled, Inc. 930 Willowbrook Rd. Bldg 12-G Staten Island, NY 10314 <i>additional support for the "Access for Everyone" project, renovations to the Lifestyles Educational Center in order to be ADA compliant</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Make the Road New York 301 Grove Street Brooklyn, NY 11237 <i>Staten Island Adult Education, Employment & Training Program</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Neighborhood Housing Services 770 Castleton Avenue Staten Island, NY 10310 <i>Foreclosure Intervention and Financial Stabilization Initiative</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Neighborhood Housing Services 770 Castleton Avenue Staten Island, NY 10310 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00
New World Preparatory Charter School 26 Sharpe Avenue Staten Island, NY 10302 <i>the 2012 Literacy Grant: Literacy Leadership Program</i>	\$0.00	\$17,000.00	\$17,000.00	\$0.00
New World Preparatory Charter School 26 Sharpe Avenue Staten Island, NY 10302 <i>Director/Employee Matching Gift</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
New York Public Library Fifth Avenue and 42nd Street New York, NY 10018-2788 <i>ESOL Classes in Two SI Libraries</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
New York Urban League 204 West 136th Street New York, NY 10030-2696 <i>Absolute Success College Access Program</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Noble Maritime Collection 1000 Richmond Terrace, Building D Staten Island, NY 10301 <i>Sailors' Snug Harbor Exhibition Project</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Northfield Community LDC 160 Heberton Avenue Staten Island, NY 10302 <i>Parkside Year 15 Repositioning Project</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Notre Dame Academy 90 Howard Avenue Staten Island, NY 10301-4498 <i>Director/Employee Matching Gift</i>	\$0.00	\$500.00	\$500.00	\$0.00
NYC Junior Golf Club 995 Sheldon Avenue Staten Island, NY 10309 <i>Director/Employee Matching Gift</i>	\$0.00	\$150.00	\$150.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
NY Center for Interpersonal Development 130 Stuyvesant Place 5th Fl. Staten Island, NY 10301 <i>ACE Program (Achievement in Career and Education)</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Philanthropy New York 79 Fifth Avenue, Fourth Floor New York, NY 10003-3076 <i>annual contribution for 2012-2013</i>	\$0.00	\$4,850.00	\$4,850.00	\$0.00
Police Athletic League 34 1/2 East 12th Street New York, NY 10003 <i>Summer Day Camp at PS 14/PS 13</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Partnership for a Drug-Free America, Inc. 352 Park Avenue South, 9th Floor New York, NY 10010 <i>to fund the local Alliance membership fee of the Staten Island Partnership for Community Wellness to bring Drug-Free programs to the borough of Staten Island</i>	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Partnership for a Drug-Free America, Inc. 352 Park Avenue South, 9th Floor New York, NY 10010 <i>local advertising for the Medicine Abuse Project on the SI Ferries for Septeber 2012</i>	\$0.00	\$428.00	\$428.00	\$0.00
Partnership with Children 299 Broadway, Suite 1300 New York, NY 10007 <i>Open Heart-Open Mind Program (OHOM)</i>	\$0.00	\$50,000.00	\$0.00	\$50,000.00
Paulo Intermediate School - IS 75R 455 Huguenot Avenue Staten Island, NY 10312 <i>the 2012 Literacy Grant. Full Integration of the TC Initiative</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Philharmonic-Symphony Society of NY 10 Lincoln Center Plaza New York, NY 10023-6970 <i>NY Philharmonic School Program at PS 50</i>	\$0.00	\$5,000.00	\$5,000.00	\$0.00
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>endowment campaign</i>	\$100,000.00	\$0.00	\$100,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Project Hospitality 100 Park Avenue Staten Island, NY 10302 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00
Protectors of Pine Oak Woods, Inc. 355 Harold Avenue Staten Island, NY 10312 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00
Public School 1 58 Summit Street Staten Island, NY 10307 <i>The Music and Dance Initiative</i>	\$10,000.00	\$0.00	\$10,000.00	\$0.00
Public School 13 191 Vermont Avenue Staten Island, NY 10305 <i>the 2012 Literacy Grant: Writing Project</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Public School 19 780 Post Avenue Staten Island, NY 10310 <i>the 2012 Literacy Grant: Phase IV Literacy</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 21 168 Hooker Place Staten Island, NY 10302 <i>the 2012 Literacy Grant. The Leader in Me</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 22 1860 Forest Avenue Staten Island, NY 10303 <i>the 2012 Literacy Grant: the Teachers College Reading and Writing Project</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 23 30 Natick Street Staten Island, NY 10306 <i>the 2012 Literacy Grant: The Leader in Me program</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 26 4108 Victory Boulevard Staten Island, NY 10314 <i>the 2012 Literacy Grant: Leader in Me Program</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Public School 29 1581 Victory Blvd. Staten Island, NY 10314 <i>the 2012 Literacy Grant: the Learning Teams Teacher Collaboration Initiative</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 3 80 South Goff Avenue Staten Island, NY 10309 <i>the 2012 Literacy Grant: Raising Rigor in Literacy at PS 3</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Public School 30 Staten Island, NY 10314 <i>the 2012 Literacy Grant: Expansion of</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Public School 35 60 Foote Avenue <i>the 2012 Literacy Grant: CFN 409 CCLS Collaboration</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Public School 36 255 Ionia Avenue Staten Island, NY 10312 <i>meet the National Common Core Standards through Danielson's Framework for Teaching</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Public School 38 421 Lincoln Avenue Staten Island, NY 10306 <i>the 2012 Literacy Grant: the TCRWP</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 39 71 Sand Lane Staten Island, NY 10305 <i>the 2012 Literacy Grant: Covey: 7 Habits for Happy Healthy Kids - The Leader in</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 4 200 Nedra Lane Staten Island, NY 10312 <i>the 2012 Literacy Grant. Increasing Reading Achievement Through A Sensory- cognitive Instructional Practice Initiative</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 41 216 Clawson Street Staten Island, NY 10306 <i>the 2012 Literacy Grant: CCLS College and Career Readiness Project</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Public School 42 380 Genesee Avenue Staten Island, NY 10312 <i>the 2012 Literacy Grant: Common Core State Standards/Literacy Support</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Public School 45 58 Lawrence Avenue Staten Island, NY 10310 <i>the 2012 Literacy Grant: CFN 409 CCLS Collaboration</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Public School 46 41 Reid Avenue Staten Island, NY 10305 <i>Special Education Reading Project</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 48 1055 Targee Street Staten Island, NY 10304 <i>the 2012 Literacy Grant: Literacy Support Systems Collaboration</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Public School 5 348 Deisius Street Staten Island, NY 10312 <i>the 2012 Literacy Grant: the Professional Development Project</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Public School 50 200 Adelaide Avenue Staten Island, NY 10306 <i>the 2012 Literacy Grant: Student Preparedness for College</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 52 450 Buel Avenue Staten Island, NY 10306 <i>Dancing Classrooms: A Common Language</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Public School 53 330 Durant Avenue Staten Island, NY 10308 <i>the 2012 Literacy Grant: The Leader in Me</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 56 250 Kramer Avenue Staten Island, NY 10309 <i>the 2012 Literacy Grant: Non-Fiction: Opinion/Argument Reading and Writing</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Public School 57 140 Palma Drive Staten Island, NY 10304 <i>the 2012 Literacy Project: Mondo Literacy</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 58 77 Marsh Avenue Staten Island, NY 10314 <i>P.S. 58 Extended Arts Program</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Public School 6 555 Page Avenue Staten Island, NY 10307 <i>the 2012 Literacy Grant: Curriculum Mapping Initiative</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Public School 60 55 Merrill Avenue Staten Island, NY 10314 <i>the 2012 Literacy Grant. P.S. 60 Schoolwide Project</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 69 144 Keating Place Staten Island, NY 10314 <i>the 2012 Literacy Grant: The "Journey" to Common Core</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Public School 78 100 Tompkins Avenue Staten Island, NY 10304 <i>the 2012 Literacy Grant: The Leader in Me</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Public School 8 100 Lindenwood Road Staten Island, NY 10308 <i>the 2012 Literacy Grant: Continuing our Voyage to Success</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Public School 80 715 Ocean Terrace, Bldg. B Staten Island, NY 10301 <i>the 2012 Literacy Grant: CFN 409 - CCLS Collaboration</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Reach Out and Read of Greater NY 30 East 33rd Street, 6th Floor New York, NY 10016 <i>Preparing Children on SI for Reading Success</i>	\$0.00	\$5,000.00	\$5,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Reading Excellence and Discovery Foundation, Inc. 80 Maiden Lane, 11th floor New York, NY 10038 <i>Success Starts Early--2011-12 School Year and Summer Reading Program</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Reading Excellence and Discovery Foundation, Inc. 80 Maiden Lane, 11th floor New York, NY 10038 <i>2013 Staten Island Summer Reading Program</i>	\$0.00	\$50,000.00	\$0.00	\$50,000.00
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 <i>support in memory of Constance Krause</i>	\$0.00	\$500.00	\$500.00	\$0.00
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 <i>Executive Director and staff of the Richmond University Medical Center Foundation, Inc. Project</i>	\$0.00	\$150,000.00	\$0.00	\$150,000.00
Safe Horizon, Inc. 2 Lafayette Street, 3rd Floor New York, NY 10007 <i>the Child and Family Traumatic Stress Intervention at Safe Horizon's Staten Island Child Advocacy Center</i>	\$0.00	\$50,000.00	\$0.00	\$50,000.00
SI Council on Child Abuse and Neglect 119 Tompkins Avenue, 5th Floor Staten Island, NY 10301 <i>Staten Island Community Partnership Development Program</i>	\$15,000.00	\$0.00	\$15,000.00	\$0.00
Snug Harbor Cultural Ctr/ Botanical Garden 1000 Richmond Terrace Staten Island, NY 10301-1199 <i>External Affairs Director</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Snug Harbor Cultural Ctr/ Botanical Garden 1000 Richmond Terrace Staten Island, NY 10301-1199 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Snug Harbor Cultural Ctr/ Botanical Garden 1000 Richmond Terrace Staten Island, NY 10301-1199 <i>Snug Harbor Cultural Center & Botanical Garden is asking for support to assist in meeting the long term challenges caused by this disaster and improving our disaster preparedness for the future.</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Seamen's Society for Children and Families 50 Bay Street Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	\$0.00	\$200.00	\$200.00	\$0.00
Seamen's Society for Children and Families 50 Bay Street Staten Island, NY 10301 <i>Forward through Education program</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
St. Adalbert School 355 Morningstar Road Staten Island, NY 10303 <i>the Music To My Ears program</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
St. Christopher School 15 Lisbon Place Staten Island, NY 10306 <i>Fitness and Nutrition Initiative</i>	\$0.00	\$7,000.00	\$7,000.00	\$0.00
St. John's University Office of Development and Alumni Relations 300 Howard Avenue Staten Island, NY 10301 <i>In Collaboration. A Mathematics and Science Parental Engagement Program</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
St. Mary of the Assumption Parish 2230 Richmond Terrace Staten Island, NY 10302 <i>St. Mary of the Assumption Higher Achievement Program</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 <i>Faces and Voices of War Project</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	\$0.00	\$2,500.00	\$2,500.00	\$0.00
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 <i>Director/Employee Matching Gift</i>	\$0.00	\$750.00	\$750.00	\$0.00
Staten Island Ballet Theater, Inc. 3081 Richmond Road Staten Island, NY 10306 <i>ArtsCAN Project</i>	\$0.00	\$42,000.00	\$42,000.00	\$0.00
Staten Island Children's Museum 1000 Richmond Terrace Staten Island, NY 10301-1181 <i>SERVE (Service Enhancements to Reshape Visitor Experience) Project</i>	\$50,000.00	\$0.00	\$50,000.00	\$0.00
Staten Island Employment Education Consortium 28 Bay Street Staten Island, NY 10301 <i>for CRE to assist with planning and Theory of Change</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Staten Island Historical Society 441 Clarke Avenue Staten Island, NY 10306-1198 <i>to fund the joint publication of a book with the Staten Island Museum written by Barnett Shepherd entitled Staten Island Scenery Paintings, Prints, and Drawings before 1900</i>	\$0.00	\$25,000.00	\$25,000.00	\$0.00
Staten Island Historical Society 441 Clarke Avenue Staten Island, NY 10306-1198 <i>Director/Employee Matching Gift</i>	\$0.00	\$200.00	\$200.00	\$0.00
Staten Island Historical Society 441 Clarke Avenue Staten Island, NY 10306-1198 <i>Director/Employee Matching Gift</i>	\$0.00	\$475.00	\$475.00	\$0.00
Staten Island Historical Society 441 Clarke Avenue Staten Island, NY 10306-1198 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Staten Island Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>matching grant support to outfit the first art museum on Staten Island and costs associated with running a \$6 million Capital Campaign</i>	\$0.00	\$45,575.00	\$45,575.00	\$0.00
Staten Island Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>matching grant support for the \$6 million Capital Campaign</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Staten Island Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998 <i>matching grant support for the \$6 million Capital Campaign</i>	\$0.00	\$47,444.00	\$47,444.00	\$0.00
Staten Island Little League, Inc. P. O. Box 4 Staten Island, NY 10306 <i>for support to rebuild after damage done by Hurricane Sandy</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Staten Island Mental Health Society 669 Castleton Avenue Staten Island, NY 10301 <i>Teen SafeTY.net</i>	\$0.00	\$20,000.00	\$20,000.00	\$0.00
Staten Island NFP Association, Inc. 1000 Richmond Terrace, Building P Staten Island, NY 10301 <i>support to provide expanded service to Staten Island's not-for-profit organizations</i>	\$0.00	\$15,000.00	\$15,000.00	\$0.00
Staten Island NFP Association, Inc. 1000 Richmond Terrace, Building P Staten Island, NY 10301 <i>collaboration of organizations and civic groups involved in storm recovery work to increase their organizational capacity to serve those who most need assistance.</i>	\$0.00	\$30,000.00	\$30,000.00	\$0.00
The SI Partnership for Community Wellness 900 South Avenue, Suite 58-59 Staten Island, NY 10301 <i>for implementation of the Tackling Youth Substance Abuse Initiative, aimed at systemic change in youth substance abuse in SI</i>	\$0.00	\$150,000.00	\$150,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
SI School of Civic Leadership PS/IS 861 280 Regis Drive Staten Island, NY 10314 <i>Staten Island Ballet Dance Residency Program - Dance Across The Curriculum</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00
Staten Island YMCA 3939 Richmond Avenue Staten Island, NY 10312 <i>Project Teen Recovery</i>	\$0.00	\$50,000.00	\$50,000.00	\$0.00
Stephen Siller Tunnel to Towers Foundation 2361 Hylan Boulevard Staten Island, NY 10306 <i>emergency and relief supplies, from food, water, and other necessities to our fellow Staten Islanders and surrounding areas affected by Hurricane Sandy.</i>	\$0.00	\$25,000.00	\$25,000.00	\$0.00
Sundog Theatre 370 St Marks Pl Staten Island, NY 10301 <i>3-D Literacy Program</i>	\$0.00	\$35,000.00	\$35,000.00	\$0.00
Teachers and Writers Collaborative 520 Eighth Avenue, Suite 2020 New York, NY 10018 <i>Supporting Student Learning through a Creative Writing Program</i>	\$0.00	\$10,000.00	\$0.00	\$10,000.00
Unity Games, Inc. 1551 Richmond Road Staten Island, NY 10304 <i>support of Unity Games 2013</i>	\$0.00	\$2,000.00	\$2,000.00	\$0.00
Unity Games, Inc. 1551 Richmond Road Staten Island, NY 10304 <i>additional support of the 2013 Unity Games</i>	\$0.00	\$3,000.00	\$3,000.00	\$0.00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	\$0.00	\$500.00	\$500.00	\$0.00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>support of Port Richmond Partnership</i>	\$0.00	\$10,000.00	\$10,000.00	\$0.00

Organization	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	\$0.00	\$100.00	\$100.00	\$0.00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	\$0.00	\$5,000.00	\$5,000.00	\$0.00
Wagner College Office of Institutional Advancement One Campus Road Staten Island, NY 10301 <i>Director/Employee Matching Gift</i>	\$0.00	\$5,000.00	\$5,000.00	\$0.00
Grand Totals (151 items)	\$ 936,000.00	\$2,929,962.00	\$3,244,062.00	\$620,000.00