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

Department of the Treasury
Internal Revenue Service

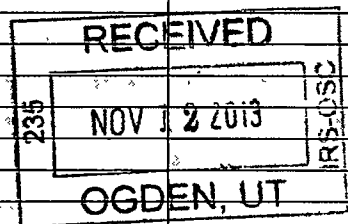
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning 07/01, 2012, and ending 06/30, 2013

Name of foundation IR TUW III HERSCHEL JENKINS		A Employer identification number 58-6346914
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 877- 446-1410
City or town, state, and ZIP code JACKSONVILLE, FL 32203-0200		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 17,150,528.	J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	351,263.	350,352.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,516,194.			
b Gross sales price for all assets on line 6a 13,854,772.				
7 Capital gain net income (from Part IV, line 2)		1,516,194.		
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)	7,922.	441.		STMT 19
12 Total. Add lines 1 through 11	1,875,379.	1,866,987.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	113,063.	67,838.		45,225.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 20	2,363.	NONE	NONE	2,363.
c Other professional fees (attach schedule) STMT 21	18,810.	18,810.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 22	30,683.	3,933.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) STMT 23	260.	4,846.		
24 Total operating and administrative expenses. Add lines 13 through 23	165,179.	95,427.	NONE	47,588.
25 Contributions, gifts, grants paid	660,453.			660,453.
26 Total expenses and disbursements. Add lines 24 and 25	825,632.	95,427.	NONE	708,041.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	1,049,747.			
b Net investment income (if negative, enter -0-)		1,771,560.		
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	NONE			
	2	Savings and temporary cash investments	1,833,572.	655,634.	655,634.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule) . .	NONE			
	b	Investments - corporate stock (attach schedule)		NONE	NONE	
	c	Investments - corporate bonds (attach schedule)	NONE			
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)	NONE			
	12	Investments - mortgage loans	NONE			
	13	Investments - other (attach schedule) STMT 24	13,374,586.	15,422,296.	16,494,894.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule)				
15	Other assets (describe ▶)	NONE				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,208,158.	16,077,930.	17,150,528.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons . .				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ FUNDS ERRONEOUSLY DEPOSITED)				
23	Total liabilities (add lines 17 through 22)		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>		and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	14,763,322.	14,763,322.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds . .	444,836.	1,314,608.		
30	Total net assets or fund balances (see instructions)	15,208,158.	16,077,930.			
31	Total liabilities and net assets/fund balances (see instructions)	15,208,158.	16,077,930.			

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	15,208,158.
2	Enter amount from Part I, line 27a	2	1,049,747.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 25	3	631.
4	Add lines 1, 2, and 3	4	16,258,536.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 26	5	180,606.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,077,930.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES						
b OTHER GAINS AND LOSSES						
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 13,752,893.		12,337,979.	1,414,914.			
b 101,280.			101,280.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			1,414,914.			
b			101,280.			
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	1,516,194.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8						

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	674,451.	16,258,408.	0.041483
2010	675,523.	16,573,667.	0.040759
2009	691,264.	14,980,776.	0.046143
2008	706,704.	13,749,164.	0.051400
2007			
2 Total of line 1, column (d)			2 0.179785
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 0.044946
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 16,760,150.
5 Multiply line 4 by line 3			5 753,302.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 17,716.
7 Add lines 5 and 6			7 771,018.
8 Enter qualifying distributions from Part XII, line 4			8 708,041.

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

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits. Values include 35,431, 31,104, and 4,327.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements and Yes/No columns. Includes questions about political activities, tax returns, and substantial contributors.

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 N/A
14 The books are in care of SEE STATEMENT 28 Telephone no. ZIP+4
Located at
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propoganda, 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
BANK OF AMERICA, NA. PO BOX 40200, JACKSONVILLE, FL 32203-0200	TRUSTEE 1	113,063.	-0-	-0-

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions 3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	15,969,381.
b	Average of monthly cash balances	1b	1,046,000.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	17,015,381.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	17,015,381.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	255,231.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,760,150.
6	Minimum investment return. Enter 5% of line 5	6	838,008.

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	838,008.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	35,431.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	35,431.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	802,577.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	802,577.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	802,577.

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	708,041.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	708,041.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	708,041.

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				802,577.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			272,167.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>708,041.</u>				
a Applied to 2011, but not more than line 2a			272,167.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				435,874.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				366,703.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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)

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

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

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

N/A

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

N/A

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNITED WAY OF COASTAL EMPIRE PO BOX 2946 SAVANNAH GA 31402-2946	NONE	PC	UNRESTRICTED GENERAL SUPPORT	658,953.
JENKINS HIGH SCHOOL 1800 E, DE RENNE AVE. SAVANNAH GA 31406-2148	NONE	PC	UNRESTRICTED GENERAL SUPPORT	1,000.
V B JENKINS MEM BOYS CLUB PO BOX 14271 SAVANNAH GA 31416-1271	NONE	PC	UNRESTRICTED GENERAL SUPPORT	500.
Total				▶ 3a 660,453.
b Approved for future payment				
Total				▶ 3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature: [Handwritten Signature] Date: 10/02/2013 Title: SVP Tax

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

Paid Preparer Use Only Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AGCO CORP	10.	10.
AES CORP COM	16.	11.
AT&T INC	1,238.	1,238.
AT&T INC SR UNSECD NT	453.	453.
ABBOTT LABORATORIES	133.	133.
ABBOTT LABS NT	581.	581.
ABBVIE INC COM	300.	300.
ACACIA RESH CORP AR ACACIA TECHNOLOGIES	22.	22.
ACTIVISION BLIZZARD INC COM	61.	61.
ACTUANT CORP COM CL A NEW	4.	4.
ADTRAN INC COM	6.	6.
ADVANCED AUTO PTS INC COM	3.	3.
AGILENT TECHNOLOGIES INC	48.	48.
AIRGAS INC 00	79.	79.
ALBEMARLE CORPORATION	63.	63.
ALLERGAN INCORPORATED	127.	127.
ALLIANT CORP	126.	126.
ALLIANZ GLOBAL INVS FIXED INCOME SHS SER	23,488.	23,488.
ALLIANZ GLOBAL INVS MANAGED ACCOUNTS TR	15,336.	15,336.
ALTERA CORPORATION	14.	14.
ALTRIA GROUP INC	246.	246.
AMADEUS IT HLDG SA ADS UNSPONSORED ADR	49.	49.
AMEREN CORP	123.	123.
AMERICA MOVIL S A DE C V SPONSORED ADR R	49.	49.
AMERICAN ELECTRIC POWER CO	733.	733.
AMERICAN EQUITY INVT LIFE HLDG COM	77.	77.
AMERICAN EXPRESS CO	298.	298.
AMERICAN TOWER CORP COM	295.	295.
AMERISOURCEBERGEN CORP COM	121.	121.
AMERIPRISE FINANCIAL INC	139.	139.
AMETEK INC - NEW	57.	57.
AMGEN INC COM	187.	187.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AMPHENOL CORP NEW CL A	21.	21.
ANADARKO PETROLEUM CORP	11.	11.
ANALOG DEVICES INC	121.	121.
ANNALY MTG MGMT INC COM	311.	311.
APACHE CORPORATION	14.	14.
APPLE INC COM	968.	968.
APTARGROUP INCORPORATED	64.	64.
ARM HLDGS PLC SPONSORED ADR	85.	85.
ARTISAN INTERNATIONAL FUND	4,223.	4,223.
ARTISAN INTL VALUE FUND	4,045.	4,045.
ASHLAND INC NEW COM	35.	35.
ASTRAZENECA PLC SR NT	1,121.	1,121.
AUTOMATIC DATA PROCESSING INC	144.	144.
AVISTA CORP	136.	136.
BB&T CORPORATION	93.	93.
B & G FOODS INC CL A COM	15.	6.
BG GROUP PLC- SPON ADR ISIN US0554342032	40.	40.
BP CAPITAL MARKETS PLC CO GTD BD UNITED	581.	581.
BALL CORP	24.	24.
BANCO BRADESCO S A SPONSORED ADR REPSTG	71.	71.
BANK OF THE OZARKS	82.	82.
BANK NEW YORK MELLON CORP COM	59.	59.
BANK NOVA SCOTIA B C SR UNSECD NT CANADA	383.	383.
BANKUNITED INC COM	41.	41.
BARD C R INCORPORATED	17.	17.
BARNES GROUP INC COM	109.	109.
BEAM INC COM	26.	26.
BERKLEY W R CORP	120.	120.
BERKSHIRE HATHAWAY FIN CORP CO GTD SR NT	171.	171.
BERRY PETE CO CL A	25.	25.
BHP BILLITON LIMITED ADR	357.	357.
BIOMED RLTY TR INC REIT	88.	88.
BLACK HILLS CORPORATION	83.	83.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CELANESE CORP DEL SER A COM	9.	9.
CENOVUS ENERGY INC COM	15.	15.
CENTURYTEL INC	217.	217.
CHEESECAKE FACTORY INCORPORATED	18.	18.
CHEMED CORP NEW	30.	30.
CHEUNG KONG HLDGS LTD ADR	29.	29.
CHEVRONTEXACO CORP COM	1,349.	1,349.
CHINA MOBILE HONG KONG LTD SPONSORED ADR	73.	73.
CHUBB CORPORATION	110.	110.
CHURCH & DWIGHT INC	70.	70.
CIELO S A SPONSORED ADR	67.	67.
CINEMARK HLDGS INC COM	91.	91.
CISCO SYSTEMS INCORPORATED	91.	91.
CISCO SYS INC SR UNSECD NT	644.	644.
CITIGROUP INC NEW COM	17.	17.
CITIGROUP INC SR NT	1,183.	1,183.
CLARCOR INC COM	29.	29.
CLIFFS NAT RES INC COM	73.	73.
COACH INC COM	21.	21.
COCA COLA AMATIL LTD SPONSORED ADR	100.	100.
COCA-COLA ENTERPRISES INC NEW COM	232.	232.
COCA COLA HELLENIC BOTTLING CO S A ADR S	62.	62.
COGNEX CORP COM	15.	15.
COHERENT INC COM	69.	69.
COHEN & STEERS INC COM	21.	11.
COMCAST CORP NEW CL A COM	164.	164.
COMCAST CORP - SPECIAL CL-A	167.	167.
COMCAST CORP NEW NT	819.	819.
COMERICA INCORPORATED	75.	75.
COMPASS GROUP PLC SPONSORED ADR NEW	107.	107.
CONOCOPHILLIPS COM	792.	792.
CONOCOPHILLIPS GTD NT	748.	748.
CONSOL ENERGY INC	7.	7.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	1,801.	1,801.
COSTCO WHSL CORP NEW COM	34.	34.
CRANE COMPANY	683.	683.
CREDIT SUISSE FIRST BOSTON USA INC SR NT	24.	24.
CUMMINS ENGINE INC	46.	46.
CURTISS WRIGHT * COM	82.	57.
CYPRESS SEMICONDUCTOR CORP	29.	29.
CYTEC INDUSTRIES INCORPORATED	18.	18.
CYRUSONE INC REITS	110.	110.
DSW INC CL A	54.	54.
DANA HLDG CORP	11.	11.
DANAHER CORPORATION	123.	123.
DEERE & COMPANY	428.	428.
DEERE JOHN CAP CORP UNSECD MTN	50.	50.
DENSO CORP UNSPONSORED ADR	255.	255.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	165.	165.
DICKS SPORTING GOODS INC COM	161.	161.
DIGITAL RLTY TR INC REITS	700.	700.
DIRECTV HLDGS LLC / DIRECTV FING INC CO	216.	216.
DISNEY WALT CO	194.	194.
DISNEY WALT CO NEW SR UNSECD MTN	90.	90.
DISCOVER FINL SVCS COM	126.	126.
DOMINION RESOURCES INC	246.	246.
DOVER CORPORATION	55.	55.
DR PEPPER SNAPPLE INC COM	214.	214.
DUPONT E I DE NEMOURS & CO COM	21.	21.
DUFF & PHELPS CORP NEW CL A COM	104.	104.
DUKE ENERGY CORP NEW COM	57.	57.
DUPONT FABROS TECHNOLOGY INC REITS	307.	307.
EOG RESOURCES INC	28.	28.
EQT CORP COM	176.	135.
EARTHLINK INC COM	109.	109.
EAST WEST BANCORP INC COM	32.	32.
EASTMAN CHEMICAL COMPANY		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EATON CORPORATION	61.	61.
EATON VANCE CORP COM NON VTG	193.	193.
EBIX INC NEW COM	7.	7.
ECOLAB INCORPORATED	42.	42.
EDISON INTERNATIONAL	127.	127.
EDUCATION REALTY TR INC	64.	64.
EINSTEIN NOAH RESTAURANT GROUP INC COM	748.	167.
ELDORADO GOLD CORP NEW COM	16.	16.
EMCOR GROUP INC	22.	22.
EMERSON ELEC CO	98.	98.
ENTERPRISE PRODS OPER LLC CO GTD SR NT	728.	728.
EQUIFAX INC	58.	58.
ETHAN ALLEN INTERIORS INC	13.	13.
EVERCORE PARTNERS INC CL A COM	151.	151.
EXELON CORP NT	686.	686.
EXPEDITORS INTL WASH INC	21.	21.
EXXON MOBIL CORPORATION	1,224.	1,224.
FMC CORP NEW COM	27.	27.
FNB CORP PA COM	161.	161.
FAMILY DLR STORES INC	34.	34.
FANUC CORP UNSP ADR	39.	39.
FASTENAL CO COM	663.	663.
FEDERAL HOME LN MTG CORP POOL #G04773	3,729.	3,729.
FEDERAL HOME LN MTG CORP POOL #G06031	2,958.	2,958.
FED HOME LN MTG CORP POOL #C03744	3,739.	3,739.
FEDERAL HOME LN MTG CORP POOL #A96409	1,777.	1,777.
FEDERAL HOME LN MTG CORP POOL #A96807	1,000.	1,000.
FEDERAL HOME LN MTG CORP POOL #A97618	6.	6.
FEDERAL HOME LN MTG CORP POOL #Q15899	67.	67.
FEDERAL NATL MTG ASSN UNSECD NT	14.	14.
FEDERAL HOME LN MTG CORP REFERENCE NTS	15.	15.
FEDERAL HOME LN MTG CORP REFERENCE NT	38.	38.
FEDERAL NATL MTG ASSN POOL #AH0936	1,250.	1,250.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL NATL MTG ASSN POOL #AI6553	1,400.	1,400.
FEDERAL NATL MTG ASSN POOL #AJ1415	276.	276.
FEDERAL NATL MTG ASSN POOL #AL0521	180.	180.
FEDERAL NATL MTG ASSN POOL #AO7562	1,013.	1,013.
FEDERAL NATL MTG ASSN POOL #AO9925	696.	696.
FEDERAL NATL MTG ASSN POOL #AP3125	432.	432.
FEDERAL NATL MTG ASSN POOL #AP7553	857.	857.
FEDERAL NATL MTG ASSN NT	245.	245.
FEDERAL NATL MTG ASSN POOL #735484	583.	583.
FEDERAL NATL MTG ASSN POOL #735676	1,877.	1,877.
FEDERAL NATL MTG ASSN POOL #745275	629.	629.
FEDERAL NATL MTG ASSN	691.	691.
FEDERAL NATL MTG ASSN POOL #AB2527	2,871.	2,871.
FEDERAL NATL MTG ASSN POOL #AB5511	1,238.	1,238.
FEDERAL NATL MTG ASSN POOL #AB6086	112.	112.
FEDERAL NATL MTG ASSN POOL #AC0338	478.	478.
FEDERAL NATL MTG ASSN POOL #AE0984	4,042.	4,042.
FEDERAL NATL MTG ASSN POOL #AE6118	1,030.	1,030.
FEDEX CORP	29.	29.
FIDELITY NATL INFORMATION SVCS INC COM	22.	22.
FIFTH THIRD BANCORP COM	268.	268.
FINANCIAL ENGINES INC COM	8.	8.
FINISH LINE INC CL A	34.	34.
FIRST FINL BANKSHARES INC	72.	72.
FIRST MIDWEST BANCORP INC DEL	3.	3.
FIRST REP BK SAN FRANCISCO CA NEW COM	44.	44.
FLUOR CORP NEW COM	37.	37.
FLOWERS FOODS INC COM	61.	61.
FLOWERVE CORP	66.	66.
FOOT LOCKER INC COM	50.	50.
FRANKLIN ELEC INC	22.	22.
FRANKLIN RES INC COM	1,173.	1,173.
FREEMPORT-MCMORAN COPPER & GOLD INC COM	237.	237.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FULLER H B CO COM	25.	25.
G & K SVCS INC CL A	46.	46.
GATX CORP	105.	105.
GNC HLDGS INC COM	23.	23.
GAP INCORPORATED	7.	7.
GAZPROM O A O SPONSORED ADR	256.	256.
GENERAL DYNAMICS CORP	100.	100.
GENERAL ELEC CO	624.	624.
GENERAL ELEC CAP CORP MTN	1,607.	1,607.
GENERAL MILLS INC	297.	297.
GENTEX CORP	45.	45.
GLAXO PLC	48.	48.
GOLDMAN SACHS GROUP INC MEDIUM TERM SR N	806.	806.
GOLDMAN SACHS GROUP INC	327.	327.
GRAINGER W W INCORPORATED	34.	34.
GREAT PLAINS ENERGY INC COM	77.	77.
GUESS INC COM	17.	17.
GULFMARK OFFSHORE INC CL A NEW COM	206.	206.
HANCOCK HLDG CO	20.	20.
HANOVER INS GROUP INC COM	24.	24.
HARMAN INTERNATL INDUSTRIAL INC-NEW	14.	14.
HARRIS CORP DEL COM	110.	110.
HEALTHCARE RLTY TR COM	145.	145.
HEINZ H J CO	176.	176.
HELMERICH & PAYNE INC	5.	5.
HERSHEY FOODS CORP	27.	27.
HEWLETT PACKARD CO COM	110.	110.
HEWLETT PACKARD CO SR UNSECD NT	21.	21.
HOLLYFRONTIER CORP COM	298.	298.
HOME DEPOT INC	462.	462.
HOME DEPOT INC SR NT	702.	702.
HOME PROPERTIES OF NY INC	92.	92.
HONEYWELL INTERNATIONAL INC	579.	579.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUBBELL INC CL B	40.	40.
HUMANA INC	67.	67.
HUNT J B TRANSPORT SERVICES INC COM	13.	13.
HUNTINGTON BANCSHARES INCORPORATED	66.	66.
HUNTINGTON INGALLS INDS INC COM	23.	23.
HUTCHISON WHAMPOA LTD ADR	34.	34.
IAC / INTERACTIVECORP PAR \$.001 COM	65.	65.
INDEX CORP	63.	63.
IMPERIAL TOBACCO GROUP ADR UNITED KINGDO	124.	124.
INDUSTRIAL & COML BK CHINA ADR	409.	409.
INNOPHOS HLDGS INC COM	66.	66.
INTEL CORPORATION	341.	341.
INTERNATIONAL BUSINESS MACHS	616.	616.
INTERNATIONAL PAPER COMPANY	109.	109.
INTERNATIONAL PWR PLC SPONSORED ADR	54.	54.
INTERVAL LEISURE GROUP INC COM	15.	15.
INTUIT INC	56.	56.
INTREPID POTASH INC COM	104.	104.
IRON MTN INC PA COM	66.	66.
ISHARES S&P MIDCAP 400 INDEX FUND	3,215.	3,215.
ISHARES TR RUSSELL 2000 INDEX FUND	4,016.	4,016.
ITC HLDGS CORP COM	56.	56.
J & J SNACK FOODS CORP COM	15.	15.
J P MORGAN CHASE & CO COM	1,335.	1,335.
JP MORGAN CHASE DTD 2/25/05 4.75% DUE 3/	1,378.	1,378.
JOHNSON & JOHNSON	1,464.	1,464.
JOHNSON CONTROLS INCORPORATED	188.	188.
JONES LANG LASALLE INC	11.	11.
JOY GLOBAL INC 00	11.	11.
J2 GLOBAL INC COM	124.	124.
KBR INC COM	12.	12.
KLA INSTRS CORP	209.	209.
KANSAS CITY SOUTHN INDS INC	42.	42.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
KAYDON CORP COM	42.	42.
KELLOGG CO	55.	55.
KENNAMETAL INC	30.	30.
KEPPEL CORP LTD SPONSORED ADR	104.	104.
KEYCORP NEW	64.	64.
KIMBERLY CLARK CORP COM	211.	211.
KINDER MORGAN INC DEL COM	218.	218.
KNIGHT TRANSN INC COM	128.	128.
KOHL'S CORP COM	46.	46.
KOMATSU LTD SPON ADR NEW	46.	46.
KONINKLIJKE PHILIPS ELECTRS NV SR UNSECD	572.	572.
KOPPERS HLDGS INC COM	43.	43.
KRAFT FOODS INC CL A COM	293.	293.
KRAFT FOODS INC SR UNSECD NT	1,077.	1,077.
KROGER CO	25.	25.
L BRANDS INC COM	40.	40.
LANCASTER COLONY CORP COM	34.	34.
LAS VEGAS SANDS CORP	4,057.	4,057.
ESTEE LAUDER COMPANIES CL A	529.	529.
LEAR CORP NEW COM	72.	72.
LENDER PROCESSING SVCS INC COM	9.	9.
LIMITED BRANDS INC COM	553.	553.
LINDSAY MFG CO	10.	10.
LOCKHEED MARTIN CORPORATION	1,211.	1,211.
LOEWS CORP	17.	17.
LORILLARD INC COM	881.	881.
LOWES COMPANIES INCORPORATED	46.	46.
LUFKIN INDS INC	4.	4.
M & T BANK CORPORATION	51.	51.
MB FINL INC NEW	31.	31.
MACYS INC COM	407.	407.
MANITOWOC INC	12.	12.
MANPOWER INCORPORATED WISCONSIN	64.	64.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MARATHON OIL CORP COM	101.	101.
MARATHON PETE CORP COM	15.	15.
MARSH & MCLENNAN COS INC	272.	272.
MASCO CORPORATION	41.	41.
MATTHEWS INTL CORP CL A	34.	34.
MAXIM INTEGRATED PRODS INC	69.	69.
MAXIMUS INC COM	27.	27.
MCDONALDS CORP	476.	476.
MCGRAW HILL COS INC COM	194.	194.
MCKESSON HBOC INC	371.	371.
MEAD JOHNSON NUTRITION CO COM	305.	305.
MEDICIS PHARMACEUTICAL CORP CL A	17.	17.
MERCK & CO INC NEW COM	1,329.	1,329.
MEREDITH CORP	184.	184.
METLIFE INC	276.	276.
MICROSOFT CORPORATION	693.	693.
MID-AMER APT CMNTYS INC	85.	85.
MINERALS TECHNOLOGIES INC COM	32.	32.
MONRO MUFFLER BRAKE INC COM	41.	41.
MONSANTO CO NEW COM	100.	100.
MOODYS CORP COM	228.	228.
MORGAN STANLEY SR UNSECD NT	760.	760.
NATIONAL GRID PLC SPONSORED ADR NEW	1,158.	1,158.
NATIONAL OILWELL VARCO INC COM	143.	143.
NATIONAL PENN BANCSHARES INC COM	90.	90.
NESTLE S A SPONSORED ADR	454.	454.
NEWELL RUBBERMAID INC	70.	70.
NEXTERA ENERGY INC COM	345.	345.
NOBLE ENERGY INC COM	89.	89.
NORDSTROM INCORPORATED	214.	214.
NORTHROP CORPORATION	118.	118.
NORTHWEST BANCSHARES INC MD COM	52.	52.
NORTHWESTERN CORP NEW COM	123.	123.
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NOVO-NORDISK A S ADR	298.	298.
NU SKIN ASIA PACIFIC INC, CL A	19.	19.
NVIDIA CORP	16.	16.
NUVEEN REAL ESTATE SECS FUND CL Y	28,991.	28,991.
NV ENERGY INC COM	159.	159.
OCCIDENTAL PETROLEUM CORPORATION	1,108.	1,108.
OCEANEERING INTL INC COM	281.	281.
OMNICARE INCORPORATED	96.	96.
OMNICOM GROUP	115.	115.
ORACLE SYS CORP	196.	196.
OWENS & MINOR INC NEW COM	17.	17.
PG&E CORP COM	184.	184.
PIMCO HIGH YIELD FUND	47,875.	47,875.
PNC BK CORP	515.	515.
PPG INDUSTRIES INC	223.	223.
PS BUSINESS PARKS INC/CA	115.	115.
PVH CORP COM	9.	9.
PACCAR INC COM	71.	71.
PACWEST BANCORP DEL COM	85.	85.
PALL CORPORATION	40.	40.
PARKER HANFIN CORPORATION	161.	161.
PEARSON PLC SPONSORED ADR	42.	42.
PERRIGO CO	11.	11.
PETSMART INCORPORATED	24.	24.
PFIZER INC	1,872.	1,872.
PFIZER INC SR UNSECD NT	1,116.	1,116.
PHILIP MORRIS INTL INC COM	1,548.	1,548.
PHILLIPS 66 COM	251.	251.
PIER I INC 00	19.	19.
PIMCO EMERGING MKT CURRENCY FUND INSTL	684.	684.
POLARIS INDUSTRIES INCORPORATED	19.	19.
POLYONE CORP	29.	29.
PORTLAND GEN ELEC CO COM NEW	103.	103.

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POTASH CORP SASK INC	14.	14.
PRAXAIR INCORPORATED	447.	447.
PRECISION CASTPARTS CORPORATION	46.	46.
PRICE T ROWE GROUP INC COM	238.	238.
PROASSURANCE CORP COM	9.	9.
PROCTER & GAMBLE CO COM	223.	223.
PROSPERITY BANCSHARES INC COM	50.	50.
PROTECTIVE LIFE CORP	50.	50.
PRUDENTIAL FINL INC COM	420.	420.
PUBLIC STORAGE INC	137.	137.
PUBLICIS S A NEW NEW SPONSORED ADR COM	98.	98.
QUALCOMM INC	1,468.	1,468.
QUEST DIAGNOSTICS INC	35.	35.
QUESTCOR PHARMACEUTICALS INC	9.	9.
RPM INCORPORATED OHIO	225.	225.
RAYMOND JAMES FINANCIAL INCORPORATED	80.	80.
RAYTHEON CO COM NEW	181.	181.
REED ELSEVIER P L C SPONSORED ADR NEW CO	97.	97.
REGAL BELOIT CORP	16.	16.
REGION FINL CORP NEW	54.	54.
REINSURANCE GROUP AMER INC COM	52.	52.
RELIANCE STL & ALUM CO	66.	66.
ROBERT HALF INTL INC	129.	129.
ROCK-TENN CO CL A COM	64.	64.
ROCKWELL INTL CORP	56.	56.
ROCKWOOD HLDGS INC COM	60.	60.
ROGERS COMMUNICATIONS INC CL B	71.	71.
ROPER INDUSTRIES INCORPORATED NEW	24.	24.
ROSS STORES INC	83.	83.
ROYAL DUTCH SHELL PLC	82.	82.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	535.	535.
ROYAL GOLD INC COM	8.	8.
RYMAN HOSPITALITY PPTYS INC REITS	687.	631.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
S E I INC	71.	71.
SLM CORP COM	94.	94.
SM ENERGY CO COM	9.	9.
ST JUDE MEDICAL INCORPORATED	148.	148.
SANDERSON FARMS INC	40.	40.
SCHLUMBERGER LIMITED	338.	338.
SCHWAB CHARLES CORP NEW COM	145.	145.
SELECTIVE INS GROUP INC	85.	85.
SEMPRA ENERGY	490.	490.
SHERWIN WILLIAMS COMPANY	117.	117.
SHIRE PHARMACEUTICALS GRP PLC SPONSORED	3.	3.
SILGAN HOLDINGS INC COM	13.	13.
SILVER WHEATON CORP COM	232.	232.
SIMON PPTY GROUP INC NEW COM	83.	83.
SIX FLAGS ENTMT CORP NEW COM	62.	62.
SMITH A O CORP COM	60.	60.
SMUCKER J M CO COM NEW	37.	37.
SOTHEBYS HLDGS INC CL A	6.	6.
STANLEY BLACK & DECKER INC COM	286.	286.
STAPLES INCORPORATED	47.	47.
STARBUCKS CORP COM	243.	243.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	75.	75.
STATE STREET CORP	167.	167.
SUNCOR ENERGY INC NEW COM	27.	27.
SUNTRUST BANKS INCORPORATED	38.	38.
SYMANTEC CORP	39.	39.
SYMETRA FINL CORP COM	55.	55.
TD AMERITRADE HLDG CORP COM	218.	218.
TJX COMPANIES INCORPORATED NEW	145.	145.
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A	216.	216.
TARGET CORP	356.	356.
TELEFLEX INCORPORATED	81.	81.
TESCO PLC SPONSORED ADR	62.	62.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TESORO PETROLEUM CORP 00	6.	6.
TEVA PHARMACEUTICAL INDS LTD ADR	61.	61.
TEXAS INSTRS INC	103.	103.
TEXTRON INC	2.	2.
THERMO ELECTRON CORP	105.	105.
3M CO COM	244.	244.
TIM HORTONS INC COM	83.	83.
TIME WARNER INC NEW COM	265.	265.
TIME WARNER INC NEW CO GTD NT	658.	658.
TIME WARNER CABLE INC NT	1,488.	1,488.
TIMKEN CO	9.	9.
TITAN INTL INC ILLINOIS COM	1.	1.
TORCHMARK CORP	68.	68.
TORO CO COM	39.	39.
TOTAL S A SPONSORED ADR	61.	61.
TOWER GROUP INC COM	126.	126.
TOWERS WATSON & CO CL A COM	67.	67.
TOYOTA MTR CR CORP SR UNSECD MTN	98.	98.
TRACTOR SUPPLY CO COM	11.	11.
TRANSCANADA CORP COM	72.	72.
TRAVELERS COS INC COM	472.	472.
TRIUMPH GROUP INC NEW	11.	11.
TRUSTMARK CORP COM	58.	58.
TYSON FOODS INCORPORATED CLASS A	4.	4.
UMB FINL CORP COM	50.	50.
US BANCORP DEL COM NEW	322.	322.
U S SILICA HLDGS INC COM	103.	103.
UMPQUA HLDGS CORP COM	189.	189.
UNILEVER N V-W/I (NET/USD) US9047847093	281.	281.
UNION PAC CORP COM	365.	365.
UNITED BANKSHARES INC WEST VA COM	75.	75.
UNITED PARCEL SERVICE CL B	332.	332.
UNITED PARCEL SVC INC SR NT	715.	715.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNITED STATES TREAS BDS DTD 11-15-96	1,625.	1,625.
UNITED STATES TREAS BD DTD 02/15/01 5.37	591.	591.
UNITED STATES TREAS NT INFLATION INDEX	292.	292.
UNITED STATES TREA BDS DTD 02/15/07 4.75	648.	648.
UNITED STATES TREAS BD INFLATION INDEX	727.	727.
UNITED STATES TREAS NTS	1,495.	1,495.
UNITED STATES TREAS NT DTD 10/01/07 4.25	441.	441.
UNITED STATES TREAS NT DTD 03/31/08 2.50	1,040.	1,040.
UNITED STATES TREAS NT DTD 05/15/09 3.12	1,392.	1,392.
UNITED STATES TREAS NT DTD 08/16/10 0.75	483.	483.
UNITED STATES TREAS BD DTD 11/15/10 2.62	1,242.	1,242.
UNITED STATES TREAS NT DTD 05/16/11 3.12	830.	830.
UNITED STATES TREAS NT INFLATION INDEX	1,187.	1,187.
UNITED STATES TREAS NT DTD 08/15/11 2.12	566.	566.
UNITED STATES TREAS NT DTD 11/15/11 2.00	1,052.	1,052.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	413.	413.
UNITED STATES TREAS NT DTD 02/29/12 1.37	805.	805.
UNITED STATES TREAS NT DTD 04/15/12 0.37	16.	16.
UNITED STATES TREAS NTS DTD 04/30/12 0.8	973.	973.
UNITED STATES TREAS NT INFLATION INDEX	354.	354.
UNITED STATES TREAS NT DTD 08/15/12 0.25	213.	213.
UNITED STATES TREAS NT DTD 08/31/12 0.62	81.	81.
UNITED STATES TREAS NT DTD 10/31/12 0.75	593.	593.
UNITED STATES TREAS NT DTD 12/31/12 1.12	320.	320.
UNITED STATES TREAS NT DTD 02/15/13 2.00	416.	416.
UNITED STATIONERS INC	30.	30.
UNITED TECHNOLOGIES CORP	464.	464.
UNITEDHEALTH GROUP INC	105.	105.
UNIVERSAL HEALTH SVCS INC CL B	70.	70.
V F CORPORATION	111.	111.
VALERO ENERGY CORP - NEW	60.	60.
VANGUARD FTSE DEVELOPED MARKETS ETF	9,491.	9,491.
VANGUARD FTSE EMERGING MKTS ETF	40,776.	40,776.
FS9900 L775 10/02/2013 13:22:20		

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VANGUARD REIT ETF	8,067.	8,067.
VERIZON COMMUNICATIONS	644.	644.
VERIZON COMMUNICATIONS INC BD	866.	866.
VIACOM INC CL B COM	101.	101.
VISA INC CL A COM	589.	589.
VODAFONE GROUP PLC NEW SP ADR	1,183.	1,183.
WPP PLC ADR COM	164.	164.
WACHOVIA CORP NEW NT	748.	748.
WAL-MART STORES INCORPORATED	142.	142.
WASHINGTON FEDERAL INC	45.	45.
WASTE MANAGEMENT INC	152.	152.
WATSCO INC COM	141.	141.
WELLS FARGO COMPANY	1,047.	1,047.
WEST PHARMACEUTICAL SVSC INC COM	48.	48.
WESTAR ENERGY INC COM	226.	226.
WESTERN DIGITAL CORP COM	94.	94.
WESTERN UNION CO COM	103.	103.
WHOLE FOODS MKT INC COM	95.	95.
WILLIAMS SONOMA INCORPORATED	73.	73.
WISCONSIN ENERGY CORPORATION	78.	78.
WOLVERINE WORLD WIDE INC COM	11.	11.
WOODWARD GOVERNOR CO	22.	22.
WORLEYPARSONS LTD UNSPON ADR	123.	123.
WYNN RESORTS LTD COM	128.	28.
XILINX INCORPORATED	78.	78.
XEROX CORPORATION	32.	32.
XYLEM INC COM	24.	24.
YUM BRANDS INC COM	1,097.	1,097.
AMDOCS LTD COM	42.	42.
ARGO GROUP INTL HLDGS LTD COM	70.	70.
ASPEN INSURANCE HOLDINGS LTD COM	62.	62.
AXIS CAPITAL HOLDINGS LTD COM	35.	35.
ENERGY XXI (BERMUDA) LTD COM	11.	11.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ACCENTURE PLC CL A COM	426.	426.
COVIDIEN PLC COM	127.	127.
DELPHI AUTOMOTIVE PLC COM	122.	122.
ENSCO PLC CL A COM	110.	110.
HERBALIFE LTD COMMON STOCK	135.	135.
SEAGATE TECH COM	195.	195.
TOWER GROUP INTL LTD COM	33.	33.
WILLIS GROUP HLDGS PLC COM	20.	20.
ACE LTD COM	905.	905.
GARMIN LTD COM	46.	46.
TE CONNECTIVITY LTD COM	83.	83.
TYCO INTL LTD NEW F COM	125.	125.
CORE LABORATORIES N V COM	23.	23.
LYONDELLBASELL INDUSTRIES NV CL A COM	131.	107.
TOTAL	351,263.	350,352.

FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX REFUND	7,922.	441.
POWERSHARES DB COMMODITY INDEX TRACKING		
TOTALS	7,922.	441.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,363.			2,363.
TOTALS	2,363.	NONE	NONE	2,363.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	18,810.	18,810.
TOTALS	18,810.	18,810.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	616.	616.
EXCISE TAX ESTIMATES	26,750.	
FOREIGN TAXES ON QUALIFIED FOR	1,978.	1,978.
FOREIGN TAXES ON NONQUALIFIED	1,339.	1,339.
TOTALS	30,683.	3,933.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
OTHER INVESTMENT FEE	43.	43.
OTHER INVESTMENT FEE	217.	217.
PARTNERSHIP EXPENSES		4,586.
TOTALS	260.	4,846.
	=====	=====

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FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV
C OR F

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHED SCHEDULE

C

15,422,296. 16,494,894.

TOTALS

15,422,296. 16,494,894.

=====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	12.
ACCRUED INT. FROM PRIOR YR.	348.
FOREIGN TAX RECLAIMED	199.
REIT ADJUSTMENT	72.

TOTAL	631.
	=====

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

=====

DESCRIPTION -----	AMOUNT / -----
COST ADJUSTMENTS	75,260.
ACCRUED INT. PAID C/O	638.
SALES ADJUSTMENTS	252.
ADJUST FOR PRIOR YEAR END SALES	1,918.
ADJUST FOR CURRENT YEAR END SALES	861.
INFLATION INDEX BOND ADJUSTMENT	397.
PARTNERSHIP ADJUSTMENT	101,280.

TOTAL	180,606.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

101,280.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

101,280.00
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: BANK OF AMERICA, NA

ADDRESS: P.O. BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203

TELEPHONE NUMBER: (877)446-1410

FEDERAL FOOTNOTES

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THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

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Balance Sheet

06/28/2013

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	655634.110	655,634.11	655,634.11
001084102	AGCO CORP	38.000	1,611.76	1,907.22
00130H105	AES CORP	137.000	1,458.29	1,642.63
00206R102	AT&T INC	1139.000	35,400.68	40,320.60
00206RBD3	AT&T INC	15000.000	15,159.60	14,415.30
002824100	ABBOTT LABS	1703.000	58,380.68	59,400.64
00287Y109	ABBVIE INC	535.000	19,287.71	22,116.90
003881307	ACACIA RESH CORP	179.000	4,168.90	4,000.65
00404A109	ACADIA HEALTHCARE CO INC	326.000	7,584.26	10,780.82
004225108	ACADIA PHARMACEUTICALS INC	456.000	3,816.80	8,276.40
00448Q201	ACHILLION PHARMACEUTICALS INC	342.000	2,908.01	2,797.56
007865108	AEROPOSTALE	235.000	3,120.85	3,243.00
00846U101	AGILENT TECHNOLOGIES INC	307.000	12,372.87	13,127.32
009363102	AIRGAS INC	93.000	8,413.99	8,877.78
015351109	ALEXION PHARMACEUTICALS INC	29.000	2,598.84	2,674.96
017175100	ALLEGHANY CORP DEL	15.000	4,978.86	5,749.65
018490102	ALLERGAN INC	686.000	45,070.73	57,788.64
018581108	ALLIANCE DATA SYS CORP	15.000	1,274.70	2,715.45
018802108	ALLIANT CORP	69.000	2,755.90	3,478.98
021441100	ALTERA CORP	225.000	7,134.73	7,422.75
02209S103	ALTRIA GROUP INC	316.000	9,935.05	11,056.84
023111206	AMARIN CORP PLC	316.000	3,177.91	1,832.80
023135106	AMAZON COM INC	173.000	25,914.63	48,040.37
023608102	AMEREN CORP	74.000	2,093.26	2,548.56
025537101	AMERICAN ELEC PWR INC	229.000	7,968.50	10,254.62
025676206	AMERICAN EQUITY INVT LIFE HLDG	511.000	5,501.17	8,022.70
025816109	AMERICAN EXPRESS CO	429.000	24,205.71	32,072.04
03027X100	AMERICAN TOWER CORP	648.000	47,668.91	47,414.16
03073E105	AMERISOURCEBERGEN CORP	573.000	28,917.04	31,990.59
031162100	AMGEN INC	210.000	18,075.59	20,718.60
032095101	AMPHENOL CORP NEW	148.000	9,816.12	11,535.12
032654105	ANALOG DEVICES INC	110.000	4,387.79	4,956.60
035290105	ANIXTER INTL INC	49.000	2,831.36	3,714.69
037411BD6	APACHE CORP	16000.000	15,946.24	14,752.48

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Balance Sheet

06/28/2013



Cusip	Asset	Units	Basis	Market Value
04033A100	ARIAD PHARMACEUTICALS INC	231.000	4,266.10	4,040.19
042068106	ARM HLDGS PLC	759.000	26,342.29	27,498.57
042735100	ARROW ELECTRS INC	116.000	4,114.57	4,622.60
043436104	ASBURY AUTOMOTIVE GROUP INC	77.000	2,149.63	3,087.70
046353AB4	ASTRAZENECA PLC	19000.000	22,858.06	22,076.29
053015103	AUTOMATIC DATA PROCESSING INC	185.000	10,360.03	12,739.10
05379B107	AVISTA CORP	151.000	3,478.11	4,080.02
053807103	AVNET INC	141.000	4,515.70	4,737.60
05463D100	AXIALL CORP	70.000	2,994.62	2,980.60
054937107	BB&T CORP	195.000	5,664.84	6,606.60
05565QBH0	BP CAPITAL MARKETS PLC	15000.000	16,118.34	15,754.65
058498106	BALL CORP	38.000	1,355.90	1,578.52
05874B107	BALLY TECHNOLOGIES INC	85.000	3,809.22	4,795.70
063904106	BANK OF THE OZARKS INC	256.000	7,930.11	11,092.48
064159AM8	BANK NOVA SCOTIA B C	15000.000	15,677.07	15,438.15
067383109	BARD C R INC	100.000	10,890.57	10,868.00
067806109	BARNES GROUP INC	215.000	5,261.85	6,447.85
06846N104	BARRETT BILL CORP	185.000	3,844.98	3,740.70
073685109	BEACON ROOFING SUPPLY INC	75.000	2,821.54	2,841.00
073730103	BEAM INC	100.000	6,217.25	6,311.00
075896100	BED BATH & BEYOND INC	311.000	21,800.41	22,065.45
077454106	BELDEN INC	61.000	3,028.50	3,045.73
084664BS9	BERKSHIRE HATHAWAY FIN CORP	16000.000	16,374.88	15,932.80
09061G101	BIOMARIN PHARMACEUTICAL INC	483.000	29,458.90	26,922.42
09062X103	BIOGEN IDEC INC	170.000	19,441.80	36,584.00
09063H107	BIOMED RLTY TR INC	188.000	3,448.58	3,803.24
092113109	BLACK HILLS CORP	109.000	3,655.77	5,313.75
09247X101	BLACKROCK INC	46.000	9,173.04	11,815.10
095180105	BLOUNT INTL INC NEW	442.000	6,009.43	5,224.44
097023105	BOEING CO	184.000	12,366.15	18,848.96
09739D100	BOISE CASCADE CO DEL	144.000	4,307.56	3,659.04
109696104	BRINKS CO	236.000	5,954.28	6,020.36
110122108	BRISTOL MYERS SQUIBB CO	596.000	18,966.08	26,635.24
110394103	BRISTOW GROUP INC	162.000	7,915.30	10,581.84

IR TUW III HERSCHEL JENKINS
58-6346914
Balance Sheet
06/28/2013



Cusip	Asset	Units	Basis	Market Value
11133B409	BROADSOFT INC	109.000	3,222.69	3,008.40
117043109	BRUNSWICK CORP	112.000	2,384.32	3,578.40
124857202	CBS CORP	171.000	4,289.49	8,356.77
12504L109	CBRE GROUP INC	610.000	13,158.14	14,249.60
125509109	CIGNA CORP	100.000	4,813.50	7,249.00
12561W105	CLECO CORP NEW	211.000	7,967.94	9,796.73
12572Q105	CME GROUP INC	142.000	7,702.55	10,784.90
125896100	CMS ENERGY CORP	195.000	4,553.36	5,298.15
126650100	CVS CAREMARK CORP	652.000	32,011.67	37,281.36
12673P105	CA INC	117.000	2,932.91	3,348.54
129603106	CALGON CARBON CORP	369.000	5,229.17	6,154.92
13342B105	CAMERON INTL CORP	462.000	26,449.32	28,255.92
136385AK7	CANADIAN NAT RES LTD	20000.000	23,692.72	22,681.80
140781105	CARBO CERAMICS INC	107.000	7,502.62	7,215.01
14161H108	CARDTRONICS INC	325.000	8,708.23	8,970.00
14170T101	CAREFUSION CORP	417.000	13,458.60	15,366.45
147448104	CASELLA WASTE SYS INC	757.000	3,301.33	3,262.67
147528103	CASEYS GEN STORES INC	152.000	7,212.40	9,144.32
14912L4E8	CATERPILLAR FINL SVCS CORP	12000.000	15,679.70	14,968.92
149205106	CATO CORP NEW	241.000	6,638.66	6,015.36
151020104	CELGENE CORP	181.000	21,210.12	21,173.38
15670R107	CEPHEID	148.000	4,782.25	5,094.16
156782104	CERNER CORP	407.000	32,729.33	39,108.63
157210105	CEVA INC	238.000	3,489.84	4,607.68
16359R103	CHEMED CORP	40.000	2,521.51	2,897.20
163893209	CHEMTURA CORP	176.000	3,716.08	3,572.80
166764100	CHEVRON CORP	385.000	40,141.24	45,560.90
168905107	CHILDRENS PL RETAIL STORES INC	106.000	4,778.51	5,808.80
169656105	CHIPOTLE MEXICAN GRILL INC	15.000	5,167.49	5,465.25
171232101	CHUBB CORP	146.000	11,046.15	12,358.90
171340102	CHURCH & DWIGHT INC	102.000	5,206.97	6,294.42
17243V102	CINEMARK HLDGS INC	158.000	4,104.96	4,411.36
17275R102	CISCO SYS INC	685.000	15,366.66	16,669.47
17275RAE2	CISCO SYS INC	13000.000	15,339.02	14,810.51

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Balance Sheet
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Cusip	Asset	Units	Basis	Market Value
172967FF3	CITIGROUP INC	22000.000	23,863.96	24,327.60
179895107	CLARCOR INC	108.000	4,657.64	5,638.68
184496107	CLEAN HBRS INC	93.000	4,652.50	4,699.29
189754104	COACH INC	37.000	1,863.01	2,112.33
191216100	COCA COLA CO	920.000	36,027.11	36,901.20
19122T109	COCA-COLA ENTERPRISES INC	358.000	10,512.48	12,587.28
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	61.000	3,989.72	3,821.04
192479103	COHERENT INC	92.000	4,109.41	5,066.44
19259P300	COINSTAR INC	189.000	10,217.13	11,090.52
194162103	COLGATE PALMOLIVE CO	478.000	26,720.25	27,384.62
20030N200	COMCAST CORP	569.000	20,067.05	22,572.23
20030NAU5	COMCAST CORP	13000.000	15,789.18	15,360.15
200340107	COMERICA INC	125.000	4,232.92	4,978.75
204166102	COMMVAULT SYS INC	56.000	4,084.68	4,249.84
20825CAR5	CONOCOPHILLIPS	13000.000	15,994.35	15,228.98
21036P108	CONSTELLATION BRANDS INC	113.000	3,444.36	5,889.56
21925Y103	CORNERSTONE ONDEMAND INC	167.000	3,911.57	7,231.10
22160K105	COSTCO WHSL CORP NEW	417.000	42,454.40	46,107.69
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	14000.000	15,187.52	14,825.16
228368106	CROWN HLDGS INC	167.000	5,317.08	6,868.71
231561101	CURTISS WRIGHT CORP	129.000	4,293.32	4,780.74
232806109	CYPRESS SEMICONDUCTOR CORP	331.000	3,802.16	3,551.63
23283R100	CYRUSONE INC	162.000	3,563.92	3,359.88
235851102	DANAHER CORP DEL	279.000	15,057.44	17,660.70
23918K108	DAVITA HEALTHCARE PARTNERS INC	16.000	1,184.67	1,932.80
243537107	DECKERS OUTDOOR CORP	130.000	6,615.75	6,566.30
24422ERR2	DEERE JOHN CAP CORP	19000.000	19,511.69	18,976.44
252131107	DEXCOM INC COM	297.000	3,757.48	6,667.65
25243Q205	DIAGEO PLC	113.000	12,971.12	12,989.35
253393102	DICKS SPORTING GOODS INC	98.000	4,715.53	4,905.88
254543101	DIODES INC	217.000	2,874.21	5,635.49
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	14000.000	15,388.98	14,746.90
254687106	DISNEY WALT CO	219.000	11,029.25	13,829.85
25468PCW4	DISNEY WALT CO NEW	17000.000	17,178.84	15,704.60

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254709108	DISCOVER FINL SVCS	156.000	3,816.89	7,431.84
25470F104	DISCOVERY COMMUNICATIONS INC	78.000	5,786.20	6,024.72
256677105	DOLLAR GEN CORP	217.000	10,864.36	10,943.31
25746U109	DOMINION RES INC VA NEW	84.000	4,255.63	4,772.88
260003108	DOVER CORP	202.000	12,612.98	15,687.32
26138E109	DR PEPPER SNAPPLE INC	41.000	1,562.56	1,883.13
262037104	DRIL-QUIP INC	54.000	4,868.63	4,875.66
263534109	DU PONT E I DE NEMOURS & CO	248.000	10,736.82	13,020.00
26441C204	DUKE ENERGY CORP	72.000	4,686.97	4,860.00
265504100	DUNKIN BRANDS GROUP INC	95.000	4,000.69	4,067.90
26613Q106	DUPONT FABROS TECHNOLOGY INC	162.000	3,291.03	3,912.30
268648102	EMC CORP	571.000	14,123.74	13,487.02
26884L109	EQT CORP	49.000	2,271.47	3,889.13
270321102	EARTHLINK INC	1175.000	7,261.74	7,296.75
27579R104	EAST WEST BANCORP INC	220.000	4,651.73	6,050.00
278642103	EBAY INC	489.000	24,761.74	25,291.08
278865100	ECOLAB INC	99.000	7,017.22	8,433.81
281020107	EDISON INTL	96.000	3,571.36	4,623.36
28140H104	EDUCATION RLTY TR INC	456.000	4,606.28	4,664.88
28257U104	EINSTEIN NOAH RESTAURANT GROUP	238.000	2,802.41	3,379.60
29099J109	EMERGING MARKETS STOCK	11477.313	499,999.96	499,999.96
291011104	EMERSON ELEC CO	126.000	6,325.54	6,872.04
29265N108	ENERGEN CORP	50.000	2,635.65	2,613.00
29266S106	ENDOLOGIX INC	352.000	4,799.51	4,674.56
29355X107	ENPRO INDS INC	116.000	4,447.73	5,888.16
29379VAP8	ENTERPRISE PRODS OPER LLC	14000.000	16,131.08	15,666.28
294429105	EQUIFAX INC	55.000	2,107.35	3,241.15
29444U502	EQUINIX INC	263.000	48,202.22	48,581.36
29977A105	EVERCORE PARTNERS INC	94.000	2,438.50	3,692.32
30064K105	EXACTTARGET INC	111.000	2,361.03	3,742.92
30161NAD3	EXELON CORP	14000.000	15,346.36	14,983.50
30231G102	EXXON MOBIL CORP	697.000	54,697.51	62,973.95
302520101	FNB CORP PA	447.000	4,700.43	5,399.76
302941109	FTI CONSULTING INC	123.000	4,219.01	4,045.47

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311900104	FASTENAL CO	743.000	31,502.08	34,021.97
3128M6T65	FEDERAL HOME LN MTG CORP	53445.726	57,086.72	56,220.09
31292LER2	FED HOME LN MTG CORP	69583.358	73,540.93	72,557.35
3132GTJR9	FEDERAL HOME LN MTG CORP	46000.264	48,293.09	46,658.99
3132J67M0	FEDERAL HOME LN MTG CORP	37940.586	40,199.24	38,483.89
3135G0VA8	FEDERAL NATL MTG ASSN	24000.000	23,991.84	23,865.60
3137EADP1	FEDERAL HOME LN MTG CORP	32000.000	31,859.42	30,965.76
3138ASSD5	FEDERAL NATL MTG ASSN	41821.462	45,056.09	44,343.30
3138LYML8	FEDERAL NATL MTG ASSN	44637.240	46,101.91	43,674.41
3138M6PK7	FEDERAL NATL MTG ASSN	30113.095	31,682.26	29,463.56
3138WVDL2	FEDERAL NATL MTG ASSN	19000.000	19,065.32	18,589.60
31417CDR3	FEDERAL NATL MTG ASSN	69314.156	73,808.34	70,457.84
31417CXQ3	FEDERAL NATL MTG ASSN	62622.806	66,517.15	63,656.08
31419GYQ1	FEDERAL NATL MTG ASSN	22864.688	23,768.55	23,241.96
31620M106	FIDELITY NATL INFORMATION SVCS	119.000	5,162.12	5,097.96
316645100	FIFTH & PAC COS INC	257.000	5,417.15	5,741.38
316773100	FIFTH THIRD BANCORP	718.000	11,384.69	12,959.90
317485100	FINANCIAL ENGINES INC	126.000	3,224.32	5,744.34
31942D107	FIRST CASH FINANCIAL SERVICES	53.000	2,320.87	2,608.13
32020R109	FIRST FINL BANKSHARES	144.000	5,065.91	8,015.04
33616C100	FIRST REP BK SAN FRANCISCO	195.000	6,770.30	7,503.60
339041105	FLEETCOR TECHNOLOGIES INC	56.000	4,735.08	4,552.80
343412102	FLUOR CORP	77.000	4,180.70	4,566.87
34354P105	FLOWERVE CORP	135.000	5,069.30	7,291.35
344849104	FOOT LOCKER INC	90.000	3,013.02	3,161.70
34959E109	FORTINET INC	113.000	1,888.04	1,977.50
351793104	FRANCESCAS HLDGS CORP	131.000	3,530.49	3,640.49
353514102	FRANKLIN ELEC INC	144.000	3,936.73	4,845.60
354613101	FRANKLIN RES INC	90.000	13,217.23	12,241.80
359694106	FULLER H B CO	181.000	6,194.76	6,843.61
361268105	G & K SVCS INC	79.000	2,480.59	3,760.40
361448103	GATX CORP	172.000	6,966.28	8,157.96
36237H101	G-III APPAREL GROUP LTD	170.000	5,992.20	8,180.40
369604103	GENERAL ELEC CO	981.000	22,873.98	22,749.39

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36962G3P7	GENERAL ELEC CAP CORP	20000.000	24,007.12	22,015.20
370334104	GENERAL MLS INC	556.000	23,126.90	26,982.68
371559105	GENESEE & WYO INC	69.000	3,354.44	5,853.96
38141EA58	GOLDMAN SACHS GROUP INC	15000.000	15,746.16	16,275.75
38141G104	GOLDMAN SACHS GROUP INC	206.000	25,695.07	31,157.50
38259P508	GOOGLE INC	93.000	37,705.86	81,874.41
384109104	GRACO INC	127.000	7,982.03	8,027.67
384802104	GRAINGER W W INC	17.000	4,249.68	4,287.06
388689101	GRAPHIC PACKAGING HLDG CO	694.000	4,064.75	5,371.56
391164100	GREAT PLAINS ENERGY INC	80.000	1,625.90	1,803.20
39153L106	GREATBATCH INC	235.000	5,213.69	7,705.65
402629208	GULFMARK OFFSHORE INC	252.000	9,112.24	11,362.68
40425J101	HMS HLDGS CORP	318.000	7,700.60	7,409.40
405024100	HAEMONETICS CORP	206.000	8,154.65	8,518.10
405217100	HAIN CELESTIAL GROUP INC	202.000	12,161.90	13,132.02
413086109	HARMAN INTL INDS INC	59.000	2,885.48	3,197.80
413875105	HARRIS CORP DEL	43.000	1,796.50	2,117.75
421933102	HEALTH MGMT ASSOC INC NEW	248.000	1,891.17	3,898.56
421946104	HEALTHCARE RLTY TR	241.000	5,521.79	6,145.50
428236BW2	HEWLETT PACKARD CO	16000.000	16,047.06	15,979.04
428291108	HEXCEL CORP NEW	138.000	3,490.54	4,698.90
428567101	HIBBETT SPORTS INC	75.000	4,150.86	4,167.75
436440101	HOLOGIC INC	152.000	2,824.79	2,933.60
437076102	HOME DEPOT INC	481.000	30,467.68	37,263.07
437076AU6	HOME DEPOT INC	13000.000	15,266.45	14,501.63
437306103	HOME PPTYS INC	66.000	3,773.21	4,314.42
438516106	HONEYWELL INTL INC	459.000	28,448.78	36,417.06
443320106	HUB GROUP INC	125.000	4,083.46	4,552.50
443510201	HUBBELL INC	90.000	8,301.18	8,910.00
444859102	HUMANA INC	41.000	3,000.62	3,459.58
446150104	HUNTINGTON BANCSHARES INC	401.000	1,983.34	3,155.87
446413106	HUNTINGTON INGALLS INDS INC	88.000	3,929.35	4,970.24
447462102	HURON CONSULTING GROUP INC	96.000	3,094.13	4,439.04
44919P508	IAC / INTERACTIVECORP	72.000	3,236.30	3,425.76

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Cusip	Asset	Units	Basis	Market Value
45321L100	IMPERVA INC	106.000	3,294.26	4,774.24
45666Q102	INFORMATICA CORP	137.000	4,429.43	4,792.26
45672H104	INFOBLOX INC	142.000	3,123.70	4,154.92
45784P101	INSULET CORP	123.000	1,730.48	3,863.43
458140100	INTEL CORP	698.000	14,316.82	16,912.54
45865V100	INTERCONTINENTAL EXCHANGE INC	73.000	12,717.32	12,976.48
459200101	INTERNATIONAL BUSINESS MACHS	258.000	37,530.42	49,306.38
459506101	INTERNATIONAL	98.000	7,537.18	7,365.68
460146103	INTERNATIONAL PAPER CO	112.000	4,487.99	4,962.72
46120E602	INTUITIVE SURGICAL INC	44.000	22,821.34	22,269.81
46121Y102	INTREPID POTASH INC	185.000	3,758.13	3,524.25
46123D205	INVENSENSE INC	211.000	2,613.51	3,245.18
464287507	ISHARES CORE S&P MID CAP ETF	3437.000	337,169.35	396,973.50
464287655	ISHARES RUSSELL 2000 INDEX	4054.000	337,655.63	393,238.00
46625H100	J P MORGAN CHASE & CO	1365.000	56,130.70	72,058.35
46625HCE8	JP MORGAN CHASE	29000.000	31,578.01	30,850.20
466367109	JACK IN THE BOX INC	196.000	4,881.48	7,700.84
47760A108	JIVE SOFTWARE INC	299.000	3,888.88	5,432.83
478160104	JOHNSON & JOHNSON	834.000	58,138.87	71,607.24
478366107	JOHNSON CTLS INC	881.000	28,379.08	31,530.99
48020Q107	JONES LANG LASALLE INC	30.000	2,102.29	2,734.20
48123V102	J2 GLOBAL INC	263.000	7,545.44	11,180.13
48203R104	JUNIPER NETWORKS INC	1178.000	22,711.84	22,747.18
482480100	KLA-TENCOR CORP	172.000	9,703.05	9,585.56
486587108	KAYDON CORP	210.000	4,953.88	5,785.50
489170100	KENNAMETAL INC	174.000	6,842.64	6,756.42
494368103	KIMBERLY CLARK CORP	156.000	13,265.12	15,153.84
49456B101	KINDER MORGAN INC DEL	312.000	10,392.49	11,902.80
499064103	KNIGHT TRANSN INC	488.000	7,803.30	8,208.16
500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	15000.000	15,509.82	15,045.60
50060P106	KOPPERS HLDGS INC	173.000	5,544.01	6,605.14
50076QAE6	KRAFT FOODS GROUP INC	15000.000	14,947.05	15,190.35
501014104	KRISPY KREME DOUGHNUTS INC	216.000	3,055.26	3,769.20
501797104	L BRANDS INC	188.000	9,059.68	9,259.00

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Cusip	Asset	Units	Basis	Market Value
502161102	LSI CORP	667.000	4,616.67	4,762.38
518439104	LAUDER ESTEE COS INC	419.000	20,328.59	27,557.63
521865204	LEAR CORP	137.000	6,631.92	8,283.02
52602E102	LENDER PROCESSING SVCS INC	93.000	2,664.16	3,008.55
535678106	LINEAR TECHNOLOGY CORP	127.000	4,570.72	4,678.68
53578A108	LINKEDIN CORP	205.000	27,093.11	36,551.50
539830109	LOCKHEED MARTIN CORP	394.000	36,292.47	42,733.24
540424108	LOEWS CORP	85.000	3,696.55	3,774.00
544147101	LORILLARD INC	599.000	23,360.08	26,164.32
550021109	LULULEMON ATHLETICA INC	56.000	3,512.19	3,668.00
55354G100	MSCI INC	311.000	10,398.63	10,346.97
55616P104	MACYS INC	241.000	8,743.06	11,568.00
556269108	MADDEN STEVEN LTD	81 000	3,908.21	3,918.78
559079207	MAGELLAN HEALTH SVCS INC	110.000	5,531.29	6,168.80
55973B102	MAGNUM HUNTER RES CORP DEL	1002.000	3,590.82	3,657.30
563571108	MANITOWOC INC	129.000	1,685.38	2,310.39
56418H100	MANPOWERGROUP INC	72.000	4,038.16	3,945.60
565849106	MARATHON OIL CORP	95 000	3,074.69	3,285.10
56585A102	MARATHON PETE CORP	42 000	3,414.40	2,984.52
571748102	MARSH & MCLENNAN COS INC	418.000	13,775.53	16,686.56
571903202	MARRIOTT INTL INC NEW	144.000	5,645.88	5,813.28
574599106	MASCO CORP	131.000	1,789.69	2,553.19
577128101	MATTHEWS INTL CORP	112.000	3,170.42	4,222.40
580135101	MCDONALDS CORP	259.000	22,849.47	25,641.00
580645109	MCGRAW HILL FINL INC	48.000	1,894.08	2,553.12
58155Q103	MCKESSON CORP	69.000	6,019.34	7,900.50
582839106	MEAD JOHNSON NUTRITION CO	373 000	25,730.99	29,552.79
58501N101	MEDIVATION INC	154 000	6,376.66	7,576.80
58502B106	MEDNAX INC	29.000	2,579.55	2,655.82
58933Y105	MERCK & CO INC	462 000	20,021.34	21,459.90
59156R108	METLIFE INC	696 000	23,329.96	31,848.96
592688105	METTLER TOLEDO INTERNATIONAL	13.000	2,664.22	2,615.60
594901100	MICROS SYS INC	145.000	6,167.97	6,256.75
594918104	MICROSOFT CORP	821.000	22,570.23	28,361.44

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Cusip	Asset	Units	Basis	Market Value
59522J103	MID-AMER APT CMNTYS INC	61.000	3,689.06	4,133.97
603158106	MINERALS TECHNOLOGIES INC	187.000	6,129.76	7,730.58
609207105	MONDELEZ INTL INC	973.000	27,730.50	27,759.69
610236101	MONRO MUFFLER BRAKE INC	133.000	4,174.32	6,390.65
61166W101	MONSANTO CO	373.000	37,332.55	36,852.40
611740101	MONSTER BEVERAGE CORP	80.000	4,508.80	4,866.40
615369105	MOODYS CORP	232.000	10,818.15	14,135.76
61747YDT9	MORGAN STANLEY	16000.000	16,035.52	16,970.56
637071101	NATIONAL OILWELL VARCO INC	247.000	17,554.73	17,018.30
641069406	NESTLE S A	255.000	14,279.62	16,696.38
651229106	NEWELL RUBBERMAID INC	188.000	3,939.93	4,935.00
65339F101	NEXTERA ENERGY INC	97.000	6,730.91	7,903.56
654106103	NIKE INC	378.000	23,130.09	24,071.04
655044105	NOBLE ENERGY INC	64.000	2,827.88	3,842.56
655664100	NORDSTROM INC	151.000	8,044.84	9,050.94
665859104	NORTHERN TR CORP	127.000	7,436.17	7,353.30
668074305	NORTHWESTERN CORP	164.000	5,494.90	6,543.60
67073Y106	NV ENERGY INC	212.000	3,165.18	4,973.52
674215108	OASIS PETE INC NEW	98.000	2,865.82	3,809.26
674599105	OCCIDENTAL PETE CORP DEL	628.000	46,279.39	56,036.44
675232102	OCEANEERING INTL INC	512.000	28,368.84	36,966.40
679580100	OLD DOMINION FGHT LINE INC	116.000	3,059.31	4,827.92
681904108	OMNICARE INC	171.000	5,032.81	8,158.41
681919106	OMNICOM GROUP INC	50.000	2,425.43	3,143.50
682159108	ON ASSIGNMENT INC	207.000	4,427.43	5,531.04
682189105	ON SEMICONDUCTOR CORP	465.000	3,361.28	3,757.20
68389X105	ORACLE CORP	844.000	24,220.47	25,919.24
690768403	OWENS ILL INC	93.000	1,956.59	2,584.47
693390700	PIMCO TOTAL RETURN FUND	92081.031	1,000,000.00	990,791.89
693390841	PIMCO HIGH YIELD FD	51820.920	480,661.45	488,153.07
693475105	PNC FINL SVCS GROUP INC	293.000	16,050.56	21,365.56
693506107	PPG INDS INC	204.000	26,058.87	29,867.64
69360J107	PS BUSINESS PKS INC CALIF	87.000	5,561.91	6,278.79
693656100	PVH CORP	104.000	11,712.51	13,005.20

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695263103	PACWEST BANCORP DEL	169.000	4,338.33	5,179.85
697435105	PALO ALTO NETWORKS INC	46.000	1,897.20	1,939.36
698354107	PANDORA MEDIA INC	299.000	4,513.64	5,501.60
698813102	PAPA JOHNS INTL INC	60.000	3,763.69	3,922.20
701094104	PARKER HANNIFIN CORP	129.000	10,756.97	12,306.60
713448108	PEPSICO INC	275.000	21,802.47	22,492.25
716768106	PETSMART INC	143.000	9,510.25	9,579.57
717081103	PFIZER INC	2562.000	51,845.65	71,761.62
717081DB6	PFIZER INC	18000.000	22,690.06	21,705.30
718172109	PHILIP MORRIS INTL INC	1077.000	91,910.89	93,289.74
718546104	PHILLIPS 66	79.000	5,067.97	4,653.89
723664108	PIONEER ENERGY SVCS CORP	431.000	2,829.90	2,853.22
723787107	PIONEER NAT RES CO	54.000	7,988.78	7,816.50
729132100	PLEXUS CORP	222.000	4,881.34	6,635.58
73935S105	POWERSHARES DB COMMODITY	42495.000	1,070,842.00	1,067,899.35
74005P104	PRAXAIR INC	280.000	30,045.48	32,244.80
740189105	PRECISION CASTPARTS CORP	184.000	26,503.87	41,585.84
74144T108	PRICE T ROWE GROUP INC	218.000	14,902.78	15,957.60
741503403	PRICELINE COM INC	43.000	11,560.97	35,546.81
742718109	PROCTER & GAMBLE CO	623.000	45,613.24	47,964.77
743312100	PROGRESS SOFTWARE CORP	295.000	5,633.17	6,787.95
743424103	PROOFPOINT INC	258.000	4,542.90	6,256.50
744320102	PRUDENTIAL FINL INC	210.000	6,543.41	15,336.30
74460D109	PUBLIC STORAGE INC	43.000	6,298.47	6,593.19
74733T105	QLIK TECHNOLOGIES INC	178.000	3,096.42	5,032.06
747525103	QUALCOMM INC	1245.000	53,900.91	76,057.05
74762E102	QUANTA SVCS INC	179.000	4,690.71	4,736.34
749685103	RPM INTL INC	265.000	7,222.21	8,464.10
750086100	RACKSPACE HOSTING INC	160.000	8,121.69	6,062.40
754730109	RAYMOND JAMES FINL INC	134.000	4,982.13	5,759.32
755111507	RAYTHEON CO	195.000	10,981.67	12,893.40
75689M101	RED ROBIN GOURMET BURGERS INC	97.000	3,019.23	5,352.46
75886F107	REGENERON PHARMACEUTICALS	17.000	3,744.19	3,822.96
759351604	REINSURANCE GROUP AMER INC	52.000	3,199.93	3,593.72

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Cusip	Asset	Units	Basis	Market Value
761283100	RESTORATION HARDWARE HLDGS	64.000	2,105.44	4,800.00
767744105	RITCHIE BROS AUCTIONEERS INC	264.000	5,261.49	5,074.08
770323103	ROBERT HALF INTL INC	173.000	5,022.34	5,748.79
772739207	ROCK-TENN CO	26.000	1,326.08	2,596.88
773903109	ROCKWELL AUTOMATION INC	71.000	5,981.03	5,902.94
776696106	ROPER INDS INC NEW	48.000	5,228.11	5,962.56
777779307	ROSETTA RES INC	87.000	3,123.90	3,699.24
780259206	ROYAL DUTCH SHELL PLC	321.000	21,446.24	20,479.80
781846209	RUSH ENTERPRISES INC	233.000	4,382.71	5,766.75
78388J106	SBA COMMUNICATIONS CORP	242.000	16,623.30	17,937.04
784117103	SEI INVESTMENTS CO	105.000	2,404.90	2,985.15
78423R105	SHFL ENTMT INC	173.000	2,166.36	3,063.83
78442P106	SLM CORP	374.000	7,088.01	8,549.64
78454L100	SM ENERGY CO	59.000	3,950.80	3,538.82
78467J100	SS&C TECHNOLOGIES HLDGS INC	169.000	3,806.76	5,560.10
790849103	ST JUDE MED INC	374.000	13,885.74	17,065.62
79466L302	SALESFORCE COM INC	1256.000	30,050.02	47,954.08
800013104	SANDERSON FARMS INC	60.000	2,836.80	3,985.20
80105N105	SANOFI	722.000	36,923.21	37,190.22
806407102	SCHEIN HENRY INC	75.000	5,789.74	7,180.50
806857108	SCHLUMBERGER LTD	450.000	31,300.39	32,247.00
808513105	SCHWAB CHARLES CORP NEW	1342.000	18,111.71	28,490.66
811065101	SCRIPPS NETWORKS INTERACTIVE	97.000	6,470.25	6,475.72
816300107	SELECTIVE INS GROUP INC	326.000	5,675.63	7,504.52
816850101	SEMTECH CORP	64.000	2,326.60	2,241.92
816851109	SEMPRA ENERGY	97.000	6,525.13	7,930.72
824348106	SHERWIN WILLIAMS CO	104.000	16,024.08	18,366.40
82481R106	SHIRE PLC	58.000	5,472.55	5,516.38
82669G104	SIGNATURE BK NEW YORK N Y	54.000	3,703.32	4,483.08
828336107	SILVER WHEATON CORP	904.000	30,013.08	17,781.68
828806109	SIMON PPTY GROUP INC NEW	48.000	7,569.38	7,580.16
82966C103	SIRONA DENTAL SYS INC	60.000	3,462.54	3,952.80
83616T108	SOURCEFIRE INC	133.000	5,737.78	7,388.15
845467109	SOUTHWESTERN ENERGY CO	110.000	3,775.33	4,018.30

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84760C107	SPECTRANETICS CORP	217.000	4,057.19	4,053.56
848637104	SPLUNK INC	426.000	18,480.60	19,749.36
85254C305	STAGE STORES INC	137.000	3,048.30	3,219.50
854502101	STANLEY BLACK & DECKER INC	160.000	11,021.44	12,368.00
855030102	STAPLES INC	210.000	2,738.31	3,332.70
855244109	STARBUCKS CORP	1087.000	62,176.85	71,209.37
857477103	STATE STR CORP	565.000	35,612.30	36,843.65
863667101	STRYKER CORP	344.000	22,332.48	22,249.92
867914103	SUNTRUST BKS INC	135.000	3,173.99	4,261.95
871237103	SYKES ENTERPRISES INC	302.000	4,291.15	4,759.52
871503108	SYMANTEC CORP	262.000	5,020.93	5,889.76
87151Q106	SYMETRA FINL CORP	165.000	2,146.87	2,638.35
87157B103	SYNCHRONOSS TECHNOLOGIES INC	193.000	4,148.45	5,957.91
87236Y108	TD AMERITRADE HLDG CORP	273.000	4,940.51	6,631.17
872540109	TJX COS INC NEW	598.000	27,156.59	29,935.88
87264S106	TRW AUTOMOTIVE HLDGS CORP	33.000	1,290.96	2,192.52
87311L104	TW TELECOM INC	263.000	7,139.59	7,400.82
87612E106	TARGET CORP	287.000	15,850.13	19,762.82
879369106	TELEFLEX INC	25.000	1,889.32	1,937.25
880208400	TEMPLETON GLOBAL BD FUND	11419.753	148,000.00	147,429.01
881609101	TESORO CORP	32.000	1,813.29	1,674.24
882508104	TEXAS INSTRS INC	297.000	9,292.47	10,350.45
883556102	THERMO FISHER SCIENTIFIC CORP	257.000	14,322.40	21,749.91
885175307	THORATEC CORP	139.000	4,651.53	4,352.09
88579Y101	3M CO	159.000	14,653.20	17,386.65
88632Q103	TIBCO SOFTWARE INC	279.000	6,418.79	5,971.99
886547108	TIFFANY & CO NEW	382.000	27,992.57	27,824.88
887317303	TIME WARNER INC	292.000	13,368.73	16,883.44
887317AG0	TIME WARNER INC	14000.000	15,593.58	14,981.12
88732JAP3	TIME WARNER CABLE INC	17000.000	22,612.14	20,867.16
887389104	TIMKEN CO	38.000	2,070.79	2,138.64
88830R101	TITAN MACHY INC	181.000	4,090.56	3,553.03
891027104	TORCHMARK CORP	117.000	5,686.02	7,621.38
891092108	TORO CO	141.000	5,736.08	6,402.81

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Cusip	Asset	Units	Basis	Market Value
891894107	TOWERS WATSON & CO	89.000	4,284.75	7,292.66
89233P6S0	TOYOTA MTR CR CORP	16000.000	16,059.52	15,536.48
89417E109	TRAVELERS COS INC	254.000	15,079.78	20,299.68
89469A104	TREEHOUSE FOODS INC	183.000	10,056.57	11,993.82
896818101	TRIUMPH GROUP INC NEW	73.000	4,530.38	5,777.95
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	1354.257	2,187,558.98	2,364,920.04
902494103	TYSON FOODS INC	86.000	2,054.05	2,208.48
902788108	UMB FINL CORP	116.000	4,740.52	6,457.72
902973304	US BANCORP DEL	461.000	14,746.74	16,665.15
90384S303	ULTA SALON COSMETICS &	28.000	1,434.23	2,803.36
904214103	UMPQUA HLDGS CORP	398.000	5,000.49	5,973.98
904784709	UNILEVER N V	481.000	18,573.91	18,908.11
909907107	UNITED BANKSHARES INC WEST VA	121.000	2,847.12	3,200.45
911312106	UNITED PARCEL SVC INC	738.000	60,963.51	63,822.24
911312AH9	UNITED PARCEL SVC INC	13000.000	15,654.38	14,960.79
912810EY0	UNITED STATES TREAS BD	25000.000	37,355.46	35,164.00
912810FP8	UNITED STATES TREAS BD	11000.000	15,356.80	14,329.26
912828KQ2	UNITED STATES TREAS NT	38000.000	42,639.06	41,238.74
912828PC8	UNITED STATES TREAS BD	20000.000	21,518.75	20,839.00
912828QN3	UNITED STATES TREAS NT	31000.000	34,176.41	33,288.73
912828QV5	UNITED STATES TREAS NT	56746.250	62,521.72	58,563.83
912828SS0	UNITED STATES TREAS NTS	76000.000	76,484.86	75,620.00
912828TK6	UNITED STATES TREAS NT	92000.000	91,626.25	91,683.52
912828TM2	UNITED STATES TREAS NT	9000.000	9,008.79	8,815.05
912828UZ1	UNITED STATES TREAS NT	3000.000	2,992.73	2,899.23
913004107	UNITED STATIONERS INC	107.000	3,074.21	3,589.85
913017109	UNITED TECHNOLOGIES CORP	303.000	17,388.06	28,160.82
918204108	V F CORP	28.000	4,489.40	5,405.68
921943858	VANGUARD FTSE DEVELOPED	9443.000	317,596.95	336,170.80
922042858	VANGUARD FTSE EMERGING MKTS	17492.000	698,021.76	678,602.14
922908553	VANGUARD REIT	12785.000	903,643.80	878,585.20
92343V104	VERIZON COMMUNICATIONS INC	725.000	31,373.74	36,496.50
92345Y106	VERISK ANALYTICS INC	532.000	27,011.30	31,760.40
92532F100	VERTEX PHARMACEUTICALS INC	97.000	4,043.91	7,765.82

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Cusip	Asset	Units	Basis	Market Value
92553P201	VIACOM INC	225.000	11,681.55	15,306.75
92826C839	VISA INC	394.000	39,268.15	72,003.50
928563402	VMWARE INC	317.000	26,352.62	21,235.83
92857W209	VODAFONE GROUP PLC	468.000	12,574.57	13,452.66
929903DT6	WACHOVIA CORP	13000.000	15,295.11	14,756.30
930427109	WAGEWORKS INC	153.000	3,038.99	5,270.85
931142103	WAL-MART STORES INC	116.000	8,262.87	8,640.84
931142DF7	WAL-MART STORES INC	24000.000	24,181.20	23,291.52
94106L109	WASTE MGMT INC DEL	155.000	5,009.60	6,251.15
94946T106	WELLCARE GROUP INC	80.000	3,925.42	4,444.00
949746101	WELLS FARGO & CO	2154.000	80,468.33	88,895.58
95082P105	WESCO INTL INC	94.000	5,734.65	6,388.24
95709T100	WESTAR ENERGY INC	289.000	8,015.98	9,236.44
958102105	WESTERN DIGITAL CORP	99.000	2,881.99	6,146.91
966387102	WHITING PETE CORP	134.000	6,399.54	6,176.06
969904101	WILLIAMS SONOMA INC	45.000	1,788.91	2,515.05
976657106	WISCONSIN ENERGY CORP	122.000	4,482.43	5,000.78
980745103	WOODWARD INC	94.000	3,396.35	3,760.00
983793100	XPO LOGISTICS INC	218.000	3,197.89	3,943.62
983919101	XILINX INC	323.000	11,701.06	12,794.03
989207105	ZEBRA TECHNOLOGIES CORP	146.000	5,436.02	6,342.24
99Z466197	INTERNATIONAL FOCUSED EQUITY	98569.752	999,999.99	999,999.99
G02602103	AMDOCS LTD	135.000	4,199.44	5,007.15
G0450A105	ARCH CAP GROUP LTD	54 000	2,004.78	2,776.14
G0464B107	ARGO GROUP INTL HLDGS LTD	176 000	5,152.00	7,460.64
G0692U109	AXIS CAP HLDGS LTD	99.000	3,652.62	4,532.22
G1151C101	ACCENTURE PLC	939.000	67,791.18	67,570.44
G27823106	DELPHI AUTOMOTIVE PLC	335.000	11,963 87	16,981.15
G3157S106	ENSCO PLC	86.000	4,919.08	4,998.32
G3323L100	FABRINET	402.000	4,612.99	5,628.00
G3922B107	GENPACT LTD	225.000	4,288.48	4,329.00
G4388N106	HELEN OF TROY LTD	109.000	3,676.02	4,182.33
G4705A100	ICON PLC	74.000	1,604.07	2,621.82
G5315B107	KOSMOS ENERGY LLC	158.000	1,715.47	1,605.28

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G7945M107	SEAGATE TECH	85.000	1,221.99	3,810.55
G8988C105	TOWER GROUP INTL LTD	198.000	3,451.53	4,060.98
H0023R105	ACE LTD	834.000	64,981.73	74,626.32
H27013103	WEATHERFORD INTL LTD	130.000	1,667.03	1,781.00
H27178104	FOSTER WHEELER AG	167.000	4,076.12	3,625.57
H84989104	TE CONNECTIVITY LTD	62.000	1,821.78	2,823.48
H89128104	TYCO INTL LTD	492.000	14,243.87	16,211.40
M0854Q105	ALLOT COMMUNICATIONS LTD	298.000	4,742.67	4,085.58
N22717107	CORE LABORATORIES N V	36.000	4,085.38	5,459.76
N47279109	INTERXION HLDG NV	145.000	2,701.99	3,788.85
N53745100	LYONDELLBASELL INDUSTRIES NV	118.000	7,555.55	7,818.68
N7902X106	SENSATA TECH HLDG NV	262.000	9,229.32	9,143.80
Y2573F102	FLEXTRONICS	586.000	3,870.88	4,535.64
		Totals:	16,077,929.64	17,150,527.65