Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/01 , **2012, and ending** 09/30,20 13

Name of foundation
TR U/W JESSIE P. DOMHOFF

A Employer identification number 31-6019888

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

Room/suite

B Telephone number (see instructions) 513- 579-5310

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 12,532,939.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	48,446.	48,446.		STMT 1
	4	Dividends and interest from securities	279,022.	277,606.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	23,377.			
	b	Gross sales price for all assets on line 6a 1,981,083.				
	7	Capital gain net income (from Part IV, line 2)		23,377.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	350,845.	349,429.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	660.	330.	NONE	330.
	c	Other professional fees (attach schedule) STMT 4	12,233.	12,233.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	17,249.	2,813.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	88,101.	87,366.		735.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	118,243.	102,742.	NONE	1,065.
	25	Contributions, gifts, grants paid	585,144.			585,144.
	26	**Total expenses and disbursements.** Add lines 24 and 25	703,387.	102,742.	NONE	586,209.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-352,542.			
	b	**Net investment income** (if negative, enter -0-)		246,687.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
DEC [illegible] 2013
IRS-OSC
OGDEN, UT

SCANNED DEC 2 6 2013

Rec in Batching/
Corres Ogden
DEC 2 3 2013

DEC 1 7 2013

JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000

Form **990-PF** (2012)

SM9937 5889 11/20/2013 11:06:03

914 4 N826

		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	-48.	53.	53.
	2	Savings and temporary cash investments	361,831.	223,916.	223,916.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,731,001.	6,974,806.	10,535,557.
	c	Investments - corporate bonds (attach schedule)	4,633,583.	1,789,346.	1,773,413.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	2,597,513.		
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,323,880.	8,988,121.	12,532,939.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	9,323,880.	8,988,121.	
	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)	9,323,880.	8,988,121.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,323,880.	8,988,121.	

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	9,323,880.
2	Enter amount from Part I, line 27a	2	-352,542.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJ OID FOR LAST YR OID	3	34,022.
4	Add lines 1, 2, and 3	4	9,005,360.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	17,239.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,988,121.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,981,083.		1,957,706.	23,377.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				23,377.
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 23,377.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	589,596.	11,562,763.	0.050991
2010	573,432.	11,569,051.	0.049566
2009	536,991.	11,223,065.	0.047847
2008	642,999.	10,697,865.	0.060105
2007			

2	Total of line 1, column (d)	2	0.208509
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	0.052127
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,016,715.
5	Multiply line 4 by line 3	5	626,395.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,467.
7	Add lines 5 and 6	7	628,862.
8	Enter qualifying distributions from Part XII, line 4	8	586,209.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	NONE
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	NONE
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	10,500.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	10,500.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	10,500.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶			11	10,500.

Part VII-A Statements Regarding Activities

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

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

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 9 Telephone no ▶

Located at ▶ ZIP+4 ▶

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

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

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

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

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

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45202	TRUSTEE 1	-0-	-0-	-0-

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

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

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

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
1NONE	
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
1NONE	
2	
All other program-related investments. See instructions 3NONE	
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	11,927,821.
b	Average of monthly cash balances			1b	271,890.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	12,199,711.
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	12,199,711.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	182,996.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	12,016,715.
6	**Minimum investment return.** Enter 5% of line 5			6	600,836.

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	600,836.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	NONE		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	600,836.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	600,836.
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	600,836.

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	586,209.
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	586,209.
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	586,209.

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					600,836.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				NONE	
b	Total for prior years. 20 10 , 20_____, 20_____			NONE		
3	Excess distributions carryover, if any, to 2012					
a	From 2007	NONE				
b	From 2008	91,629.				
c	From 2009	NONE				
d	From 2010	1,468.				
e	From 2011	11,458.				
f	**Total** of lines 3a through e		104,555.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 586,209.					
a	Applied to 2011, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2012 distributable amount					586,209.
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).)*		14,627.			14,627.
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		89,928.			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					
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		89,928.			
10	Analysis of line 9					
a	Excess from 2008	77,002.				
b	Excess from 2009	NONE				
c	Excess from 2010	1,468.				
d	Excess from 2011	11,458.				
e	Excess from 2012					

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BEECHWOOD HOME FOR THE INCURABLES 2140 POGUE AVENUE CINCINNATI OH 45208	NONE	CHARITABLE	CONTRIBUTION TO GENERAL FUND	292,572.
MAPLE KNOLL AKA LIFE SPHERE ATTN: JAMES FORMA 11100 SPRINGFIELD PIKE SPRINGDALE OH 45246	NONE	CHARITABLE	CONTRIBUTION TO GENERAL FUND	292,572.
Total . . . . ▶ **3a**				585,144.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	48,315.
4 Dividends and interest from securities				NONE	279,153.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	23,377.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	350,845.

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 350,845.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

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

▶ | 11/20/2013 | ▶Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

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

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

Form **990-PF** (2012)

JSA

2E1493 1 000

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		48,446.	48,446.
	TOTAL	48,446.	48,446.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,377.	1,377.
FOREIGN DIVIDENDS	21,411.	21,411.
NONDIVIDEND DISTRIBUTIONS	1,005.	
DOMESTIC DIVIDENDS	188,755.	188,755.
FOREIGN INTEREST	3,845.	3,845.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	411.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	5,855.	5,855.
INTEREST EXEMPT FROM STATE TAXATION	4,512.	4,512.
OID INCOME	12,318.	12,318.
US GOVERNMENT INTEREST REPORTED AS QUALI	214.	214.
NONQUALIFIED DOMESTIC DIVIDENDS	39,319.	39,319.
TOTAL	279,022.	277,606.

TR U/W JESSIE P. DOMHOFF 31-6019888

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	660.	330.		330.
TOTALS	660.	330.	NONE	330.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	12,233.	12,233.
TOTALS	12,233.	12,233.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,813.	2,813.
PRIOR YEAR EXCISE TAX PAID	3,936.	
EXCISE TAX ESTIMATE	10,500.	
TOTALS	17,249.	2,813.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BANK SERVICE FEES	87,366.	87,366.	
OTHER MISC. EXPENSES	205.		205.
MISC. CHARITABLE EXPENSE	530.		530.
TOTALS	88,101.	87,366.	735.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
OTHER- ALTERNATIVE STRATEGIES	C
OTHER REAL ESTATE	C
TOTALS	

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

DESCRIPTION	AMOUNT
ADJUSTMENT FOR OID ENTRY ADDED	12,318.
ROUNDING ON INCOME, EXPENSES AND SALES	5.
COST BASIS ADJ FOR RETURN OF CAPITAL	4,916.
TOTAL	17,239.

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

NAME: FIFTH THIRD BANK

ADDRESS: 38 FOUNTAIN SQ PLAZA MD 1090HC
CINCINNATI, OH 45263

TELEPHONE NUMBER: (513)534-5409

FIFTH THIRD
PRIVATE BANK

TR U/W J. DOMHOFF - CONSOLIDATED

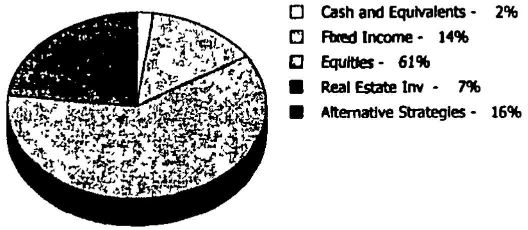
09/01/2013 - 09/30/2013

Investment Account 01-01-000-4471405

Trust Officer: JOHN LONNEMAN (513) 579-5409
Portfolio Manager: MAURA KELLY (513) 534-0243

FIFTH THIRD BANK CINCINNATI
TRUST UNDER WILL FOR
JESSIE DOMHOFF CONSOLIDATED
SUB ACCOUNT

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement	This Statement	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$165,582.17	$223,968.85	2%	$22.38	0.0%
Fixed Income	$1,771,639.62	$1,773,413.19	14%	$62,292.91	3.5%
Equities	$7,417,967.85	$7,639,735.47	61%	$187,181.31	2.5%
Real Estate Investments	$885,456.00	$909,909.00	7%	$20,592.00	2.3%
Alternative Strategies	$1,943,040.25	$1,985,912.75	16%	$42,706.58	2.2%
Total Account Value	**$12,183,685.89**	**$12,532,939.26**	**100%**	**$312,795.18**	**2.5%**

Net change in total account value 2.9 % Increase

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$96,414.48**	**$69,167.69**	**$12,018,103.72**	**$12,183,685.89**
Income	$37,341.01			$37,341.01
Contributions	$6,333.09			$6,333.09
Distributions	$(14,673.90)			$(14,673.90)
Net Security Transactions		$29,386.48	$(29,386.48)	
Change in Market Value			$320,253.17	$320,253.17
Ending Balance	**$125,414.68**	**$98,554.17**	**$12,308,970.41**	**$12,532,939.26**

* Investments represent the activity in your equity, bond & other security holdings

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$(5,107.67)	$(48,507.04)
Long-term gain/(loss)	$2,371.50	$49,168.27
Net realized gain/(loss)	**$(2,736.17)**	**$661.23**

INVESTMENT OBJECTIVE

Aggressive Growth

Long-term capital appreciation through aggressive long-term growth of capital, an expectation of a high degree of principal fluctuation.

ACCOUNT OVERVIEW

	Current Period	YTD
Income Earned		
Interest	$5,378.98	$45,270.04
Dividends	$31,962.03	$173,457.11
Total Income Earned	$37,341.01	$218,727.15
Contributions		
Cash	$6,333.09	$60,897.94
Total Contributions	$6,333.09	$60,897.94
Distributions		
Cash	$(14,673.90)	$(735,757.78)
Security Withdrawals	$0.00	$(0.45)
Total Distributions	$(14,673.90)	$(735,758.23)
Security Transactions		
Purchases	$(98,904.06)	$(1,366,714.98)
Sales	$128,290.54	$1,403,926.53
Net Security Transactions	$29,386.48	$37,211.55
Change in Market Value	$320,253.17	$1,033,159.81

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
52.8500		CASH	$1.000	$52.85	0.0%	$52.85			
		Uninvested Cash - Total		$52.85	0.0%	$52.85			
125,364.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$125,364.00	1.0%	$125,364.00		$12.53	
98,552.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$98,552.00	0.8%	$98,552.00		$9.85	
		Taxable - Total		$223,916.00	1.8%	$223,916.00		$22.38	
		Cash & Equivalents - Total		**$223,968.85**	**1.8%**	**$223,968.85**		**$22.38**	**0.0%**
Fixed Income									
20,000.0000		AT&T INC 07/30/10 2.500 08/15/15 CUSIP - 00206RAV4	$103.002	$20,600.40	0.2%	$20,771.80	$(171.40)	$500.00	2.4%
20,000.0000		AIRGAS INC 02/14/13 1.650 02/15/18 CUSIP - 009363AN2	$97.234	$19,446.80	0.2%	$19,961.70	$(514.90)	$330.00	1.7%
15,000.0000		AMPHENOL CORP NEW 11/05/09 4.750 11/15/14 CUSIP - 032095AA9	$104.319	$15,647.85	0.1%	$15,191.35	$456.50	$712.50	4.6%
5,000.0000		ANHEUSER BUSCH INBEV WORLDWIDE 01/27/11 2.875 02/15/16 CUSIP - 03523TBA5	$104.629	$5,231.45	0.0%	$5,296.40	$(64.95)	$143.75	2.7%
5,000.0000		ANHEUSER BUSCH INBEV WORLDWIDE 07/16/12 1.375 07/15/17	$99.579	$4,978.95	0.0%	$4,997.20	$(18.25)	$68.75	1.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 03523TBN7							
10,000.0000		APPLE INC 05/03/13 2.400 05/03/23 CUSIP - 037833AK6	$90.518	$9,051.80	0.1%	$9,891.20	$(839.40)	$240.00	2.7%
15,000.0000		BARD C R INC SR NT 10/30/12 1.375 01/15/18 CUSIP - 067383AD1	$96.885	$14,532.75	0.1%	$15,020.50	$(487.75)	$206.25	1.4%
10,000.0000		BUNGE LTD FIN CORP SR NT 03/08/11 4.100 03/15/16 CUSIP - 120568AU4	$105.602	$10,560.20	0.1%	$10,031.40	$528.80	$410.00	3.9%
10,000.0000		CBS CORP 03/02/12 3.375 03/01/22 CUSIP - 124857AG8	$95.521	$9,552.10	0.1%	$9,636.65	$(84.55)	$337.50	3.5%
5,000.0000		CBS GTD SR NT 06/20/12 4.850 06/01/42 CUSIP - 124857AJ2	$89.311	$4,465.55	0.0%	$4,437.35	$28.20	$242.50	5.4%
15,000.0000		CAROLINA POWER AND LIGHT CO 05/18/12 2.800 05/15/22 CUSIP - 144141DC9	$96.149	$14,422.35	0.1%	$15,052.05	$(629.70)	$420.00	2.9%
10,000.0000		CATERPILLAR FINANCIAL SE 07/29/11 2.050 08/01/16 CUSIP - 14912L4X6	$102.852	$10,285.20	0.1%	$10,399.20	$(114.00)	$205.00	2.0%
10,000.0000		CATERPILLAR INC 08/08/06 5.700 08/15/16 CUSIP - 149123BM2	$112.872	$11,287.20	0.1%	$11,581.60	$(294.40)	$570.00	5.0%
20,000.0000		CENTERPOINT ENER 12/16/05 5.170 08/01/19 SER 2005-2 CL A-4 CUSIP - 15200DAD9	$109.537	$21,907.40	0.2%	$22,283.98	$(376.58)	$1,034.00	4.7%
15,000.0000		CHEVRON CORP	$114.631	$17,194.65	0.1%	$17,891.15	$(696.50)	$742.50	4.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		03/03/09 4.950 03/03/19 SR NT CUSIP - 166751AJ6							
10,000.0000		CCCIT 2003-A7 A7 06/30/03 4.150 07/07/17 CUSIP - 17305EBU8	$106.229	$10,622.90	0.1%	$10,668.75	$(45.85)	$415.00	3.9%
15,000.0000		COCA COLA CO 08/10/11 3.300 09/01/21 CUSIP - 191216AV2	$102.329	$15,349.35	0.1%	$16,356.45	$(1,007.10)	$495.00	3.2%
5,000.0000		CONAGRA FOODS INC 10/07/98 7.000 10/01/28 CUSIP - 205887AR3	$121.911	$6,095.55	0.0%	$6,119.05	$(23.50)	$350.00	5.7%
15,000.0000		CONAGRA FOODS INC SR NT 09/13/12 1.350 09/10/15 CUSIP - 205887BH4	$100.814	$15,122.10	0.1%	$15,093.55	$28.55	$202.50	1.3%
5,000.0000		CONOCO INC 04/20/99 6.950 04/15/29 CUSIP - 208251AE8	$126.239	$6,311.95	0.1%	$6,949.60	$(637.65)	$347.50	5.5%
8,920.3900		CONTL AIRLINES 12/02/10 4.750 01/12/21 PASS THRU CERT 2010-A CUSIP - 21079VAA1	$105.750	$9,433.31	0.1%	$9,039.92	$393.39	$423.72	4.5%
5,000.0000		CUMMINS INC 09/24/13 4.875 10/01/43 CUSIP - 231021AQ9	$101.620	$5,081.00	0.0%	$4,893.45	$187.55	$243.75	4 8%
15,000.0000		DANAHER CORP 12/11/07 5.625 01/15/18 CUSIP - 235851AG7	$115.253	$17,287.95	0.1%	$16,977.15	$310 80	$843.75	4.9%
8,213.0800		DELTA AIR LINES 11/22/10 4.950 05/23/2019 SERIES 2010-2A CLASS A	$106.750	$8,767.46	0.1%	$8,744.65	$22.81	$406.55	4.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 247361ZH4							
10,000.0000		WALT DISNEY COMPANY 09/11/06 5.625 09/15/16 CUSIP - 25468PCE4	$113.493	$11,349.30	0.1%	$11,405.40	$(56.10)	$562.50	5.0%
10,000.0000		DOW CHEMICAL CO 11/9/1999 7.375 11/1/2029 CUSIP - 260543BJ1	$125.742	$12,574.20	0.1%	$13,504.05	$(929.85)	$737.50	5.9%
5,000.0000		DOW CHEM CO 05/13/09 8.550 05/15/19 CUSIP - 260543BX0	$127.537	$6,376.85	0.1%	$5,735.50	$641.35	$427.50	6.7%
15,000.0000		DU PONT EI DE NEMOURS CO NOTE 09/23/10 1.950 01/15/16 CUSIP - 263534CD9	$102.381	$15,357.15	0.1%	$15,510.70	$(153.55)	$292.50	1.9%
15,000.0000		ECOLAB INC 12/08/11 3.000 12/08/16 CUSIP - 278865AK6	$104.883	$15,732.45	0.1%	$15,885.60	$(153.15)	$450.00	2.9%
12,164.7500		FG G13997 11/01/10 4.000 12/01/25 CUSIP - 3128MCUW3	$105.891	$12,881.38	0.1%	$12,497.37	$384.01	$486.59	3.8%
16,424.7900		FG G08484 03/01/12 3.000 03/01/42 CUSIP - 3128MJRE2	$97.418	$16,000.70	0.1%	$16,247.71	$(247.01)	$492.74	3.1%
18,342.7600		FG G0-6359 03/01/11 4.000 02/01/41 CUSIP - 3128M8MG6	$104.732	$19,210.74	0.2%	$18,443.07	$767.67	$733.71	3.8%
19,197.6860		FG Q1-4402 12/01/12 3.000 12/01/42 CUSIP - 3132HQ3K6	$97.418	$18,702.00	0.1%	$18,378.77	$323.23	$575.93	3.1%
20,000.0000		FANNIE MAE 09/20/12 1.000 09/20/17	$99.241	$19,848.20	0.2%	$20,050.00	$(201.80)	$200.00	1.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		OPT CALL 09/20/2013 @ 100.00 CUSIP - 3135G0PP2							
25,000.0000		FANNIE MAE 09/26/12 1.550 09/26/19 OPT CALL 09/26/2014 @ 100.00 CUSIP - 3135G0PS6	$96.159	$24,039.75	0.2%	$25,189.00	$(1,149.25)	$387.50	1.6%
50,000.0000		FANNIE MAE 03/25/04 4.125 04/15/14 CUSIP - 31359MUT8	$102.168	$51,084.00	0.4%	$54,115.00	$(3,031.00)	$2,062.50	4.0%
15,000.0000		FANNIE MAE 08/17/06 5.250 09/15/16 CUSIP - 31359MW41	$113.204	$16,980.60	0.1%	$16,962.45	$18.15	$787.50	4.6%
9,304.7920		FN 254193 01/01/02 6.000 02/01/22 CUSIP - 31371KKE0	$109.221	$10,162.79	0.1%	$10,060.83	$101.96	$558.29	5.5%
14,270.2600		FN AJ9355 01/01/12 3.000 01/01/27 CUSIP - 3138E2MD4	$103.632	$14,788.56	0.1%	$14,786.43	$2.13	$428.11	2.9%
22,190.7800		FN AP4258 08/01/12 3.000 08/01/42 CUSIP - 3138M7WU5	$97.778	$21,697.70	0.2%	$22,849.56	$(1,151.86)	$665.72	3.1%
13,522.6200		FN 555424 04/01/03 5.500 05/01/33 CUSIP - 31385XAZ0	$109.232	$14,771.03	0.1%	$14,473.44	$297.59	$743.74	5.0%
25,000.0000		FANNIE MAE 09/27/10 1.625 10/26/15 CUSIP - 31398A4M1	$102.446	$25,611.50	0.2%	$25,900.05	$(288.55)	$406.25	1.6%
11,839.2950		FN 725027 12/01/03 5.000 11/01/33 CUSIP - 31402CPL0	$108.786	$12,879.50	0.1%	$12,246.26	$633.24	$591.96	4.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
10,547.7200		FN 725162 01/01/04 6.000 02/01/34 CUSIP - 31402CTT9	$110.649	$11,670.95	0.1%	$11,637.11	$33.84	$632.86	5.4%
7,597.9200		FN 735061 11/01/04 6.000 11/01/34 CUSIP - 31402QTS0	$110.711	$8,411.73	0.1%	$8,380.35	$31.38	$455.88	5.4%
10,046.1200		FN 735141 12/01/04 5.500 01/01/35 CUSIP - 31402QWA5	$109.189	$10,969.26	0.1%	$10,586.11	$383.15	$552.54	5.0%
11,659.5300		FN 745275 01/01/06 5.000 02/01/36 CUSIP - 31403C6L0	$108.414	$12,640.56	0.1%	$12,253.43	$387.13	$582.98	4.6%
5,293.4570		FN 888367 04/01/07 7.000 03/01/37 CUSIP - 31410F6C4	$112.137	$5,935.92	0.0%	$5,925.36	$10.56	$370.54	6.2%
6,662.6410		FN 889255 03/01/08 5.000 03/01/23 CUSIP - 31410G5Q2	$107.181	$7,141.09	0.1%	$7,091.52	$49.57	$333.13	4.7%
9,385.6500		FN 995158 11/01/08 4.500 12/01/20 CUSIP - 31416BQK7	$106.391	$9,985.49	0.1%	$9,860.81	$124.68	$422.35	4.2%
13,488.7800		FN AB6192 08/01/12 2.500 09/01/27 CUSIP - 31417C3A1	$100.714	$13,585.09	0.1%	$13,323.68	$261.41	$337.22	2.5%
24,298.9500		FN AB7728 12/01/12 2.500 01/01/43 CUSIP - 31417ESS1	$93.003	$22,598.75	0.2%	$23,315.54	$(716.79)	$607.47	2.7%
15,316.5000		FN MA1044 03/01/12 3.000 03/01/42 CUSIP - 31418AES3	$97.778	$14,976.17	0.1%	$15,637.21	$(661.04)	$459.50	3.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
7,868.1600		FN AD-8522 08/01/10 4.000 08/01/40 CUSIP - 31418WPG9	$104.927	$8,255.82	0.1%	$7,839.30	$416.52	$314.73	3.8%
10,913.5800		FN AE0040 05/01/10 5.000 06/01/25 CUSIP - 31419ABJ5	$107.341	$11,714.75	0.1%	$11,641.72	$73.03	$545.68	4.7%
28,541.2100		FN AE5875 10/01/10 3.500 10/01/40 CUSIP - 31419GQ56	$101.872	$29,075.50	0.2%	$28,885.55	$189.95	$998.94	3.4%
15,000.0000		FEDEX CORP 01/16/09 8.000 01/15/19 CUSIP - 31428XAR7	$125.761	$18,864.15	0.2%	$18,905.05	$(40.90)	$1,200.00	6.4%
5,000.0000		FLORIDA PWR & LT CO 10/10/07 5.550 11/01/17 CUSIP - 341081EZ6	$115.662	$5,783.10	0.0%	$6,120.20	$(337.10)	$277.50	4.8%
16,623.9300		G2 MA0139 06/01/12 3.000 06/20/27 CUSIP - 36179MEL0	$103.771	$17,250.82	0.1%	$17,855.14	$(604.32)	$498.72	2.9%
14,781.0000		GN 004802M 09/01/10 5.000 09/20/40 CUSIP - 36202FKP0	$109.602	$16,200.27	0.1%	$15,700.19	$500.08	$739.05	4.6%
18,353.4200		G2 5234 11/01/11 4.500 11/20/41 CUSIP - 36202FY75	$107.759	$19,777.46	0.2%	$20,323.62	$(546.16)	$825.90	4.2%
20,000.0000		GENERAL ELECTRIC CO 10/09/12 0.850 10/09/15 CUSIP - 369604BE2	$100.230	$20,046.00	0.2%	$20,106.40	$(60.40)	$170.00	0.8%
5,000.0000		GEORGIA PWR CO 11/19/08 6.000 11/01/13 CUSIP - 373334JM4	$100.419	$5,020.95	0.0%	$5,408.45	$(387.50)	$300.00	6.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
15,000.0000		HESS CORP 02/03/09 8.125 02/15/19 CUSIP - 42809HAB3	$124.441	$18,666.15	0.1%	$18,482.00	$184.15	$1,218.75	6.5%
15,000.0000		HEWLETT PACKARD CO 09/19/11 6.000 09/15/41 CUSIP - 428236BR3	$92.124	$13,818.60	0.1%	$14,702.30	$(883.70)	$900.00	6.5%
15,000.0000		ILLINOIS TOOL WKS INC 03/26/09 6.250 04/01/19 CUSIP - 452308AJ8	$119.881	$17,982.15	0.1%	$18,218.60	$(236.45)	$937.50	5.2%
20,000.0000		INTEL CORP 09/19/11 1.950 10/01/16 CUSIP - 458140AH3	$102.784	$20,556.80	0.2%	$20,669.50	$(112.70)	$390.00	1.9%
20,000.0000		JOHN DEERE OWNER TR 2012-B 09/05/12 0.530 07/15/16 SER 2012-B CL A3 CUSIP - 47787RAC4	$99.989	$19,997.80	0.2%	$20,002.67	$(4.87)	$106.00	0.5%
20,000.0000		JOHNSON & JOHNSON 06/23/08 5.150 07/15/18 CUSIP - 478160AU8	$115.884	$23,176.80	0.2%	$23,867.80	$(691.00)	$1,030.00	4.4%
10,000.0000		KELLOGG CO DEB DTD 03/29/2001 SER B 07.450% 04/01/2031 CUSIP - 487836AT5	$127.773	$12,777.30	0.1%	$13,223.05	$(445.75)	$745.00	5.8%
15,000.0000		KRAFT FOODS GROUP INC SR NT 08/23/12 6.125 08/23/18 CUSIP - 50076QAX4	$117.590	$17,638.50	0.1%	$18,295.15	$(656.65)	$918.75	5.2%
15,000.0000		KROGER CO 07/25/13 3.850 08/01/23 CUSIP - 501044CS8	$98.488	$14,773.20	0.1%	$14,778.80	$(5.60)	$577.50	3.9%
10,000.0000		MARATHON OIL CORP	$114.962	$11,496.20	0.1%	$10,599.75	$896.45	$590.00	5.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		03/17/08 5.900 03/15/18 CUSIP - 565849AF3							
15,000.0000		MCDONALD'S CORP 10/18/07 5.800 10/15/17 CUSIP - 58013MEB6	$116.385	$17,457.75	0.1%	$17,317.15	$140.60	$870.00	5.0%
15,000.0000		MICROSOFT CORP 11/07/12 0.875 11/15/17 CUSIP - 594918AP9	$98.264	$14,739.60	0.1%	$14,968.05	$(228.45)	$131.25	0.9%
5,000.0000		NORFOLK SOUTHN CORP 05/19/97 7.700 05/15/17 CUSIP - 655844AE8	$120.607	$6,030.35	0.0%	$6,365.45	$(335.10)	$385.00	6.4%
5,000.0000		NORFOLK SOUTHERN CORP 7.25% DUE 2/15/2031 CUSIP - 655844AQ1	$125.878	$6,293.90	0.1%	$6,776.60	$(482.70)	$362.50	5.8%
3,728.2500		PEGTF 2001-1 A7 1/31/2001 6.750 6/15/2016 CUSIP - 69361YAG8	$102.816	$3,833.24	0.0%	$3,915.24	$(82.00)	$251.66	6.6%
10,000.0000		PEPSICO INC 05/28/08 5.000 06/01/18 CUSIP - 713448BH0	$113.240	$11,324.00	0.1%	$11,473.10	$(149.10)	$500.00	4.4%
10,000.0000		PORTLAND GEN ELEC CO 04/16/09 6.100 04/15/19 CUSIP - 736508BQ4	$119.754	$11,975.40	0.1%	$11,240.20	$735.20	$610.00	5.1%
15,000.0000		PRECISION CASTPARTS CORP 12/20/12 1.250 01/15/18 CUSIP - 740189AK1	$97.501	$14,625.15	0.1%	$15,066.45	$(441.30)	$187.50	1.3%
20,000.0000		PROCTER & GAMBLE CO NOTE 08/15/11 1.450 08/15/16 CUSIP - 742718DV8	$101.627	$20,325.40	0.2%	$20,507.85	$(182.45)	$290.00	1.4%
15,000.0000		REPUBLIC SVCS INC NOTE	$106.489	$15,973.35	0.1%	$16,013.40	$(40.05)	$570.00	3.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		05/09/11 3.800 05/15/18 CUSIP - 760759AL4							
15,000.0000		3M COMPANY 09/29/11 1.375 09/29/16 CUSIP - 88579YAD3	$101.773	$15,265.95	0.1%	$15,360.55	$(94.60)	$206.25	1.4%
15,000.0000		TIME WARNER INC SR NOTE 03/11/10 4.8750 03/15/20 CUSIP - 887317AF2	$108.795	$16,319.25	0.1%	$16,918.10	$(598.85)	$731.25	4.5%
10,000.0000		UNION PAC CORP 10/30/07 5.750 11/15/17 CUSIP - 907818CZ9	$115.132	$11,513.20	0.1%	$11,588.75	$(75.55)	$575.00	5.0%
15,000.0000		UNITED PARCEL SERVICE 09/27/12 1.125 10/01/17 CUSIP - 911312AP1	$98.553	$14,782.95	0.1%	$15,074.30	$(291.35)	$168.75	1.1%
10,000.0000		US TREASURY N/B 08/17/98 5.500 08/15/28 CUSIP - 912810FE3	$127.969	$12,796.90	0.1%	$12,727.77	$69.13	$550.00	4.3%
20,000.0000		U S TREASURY BOND 08/15/09 4.500 08/15/39 CUSIP - 912810QC5	$115.453	$23,090.60	0.2%	$21,705.94	$1,384.66	$900.00	3.9%
15,000.0000		US TREASURY N/B 11/16/09 4.375 11/15/39 CUSIP - 912810QD3	$113.219	$16,982.85	0.1%	$14,328.55	$2,654.30	$656.25	3.9%
40,000.0000		US TREASURY BD 05/16/11 4.375 05/15/41 CUSIP - 912810QQ4	$113.063	$45,225.20	0.4%	$47,447.08	$(2,221.88)	$1,750.00	3.9%
50,000.0000		UNITED STATES TREAS BDS 11/15/12 2.750 11/15/42 CUSIP - 912810QY7	$82.766	$41,383.00	0.3%	$45,304.49	$(3,921.49)	$1,375.00	3.3%
25,000.0000		UNITED STATES TREAS NTS	$102.141	$25,535.25	0.2%	$25,565.51	$(30.26)	$343.75	1.3%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		11/30/10 1.375 11/30/15 CUSIP - 912828PJ3							
25,000.0000		UNITED STATES TREAS NTS 02/29/12 0.250 02/28/14 CUSIP - 912828SG6	$100.082	$25,020.50	0.2%	$25,010.17	$10.33	$62.50	0.2%
15,000.0000		UNITED STATES TREAS NTS 06/30/12 1.000 06/0/19 CUSIP - 912828TC4	$96.375	$14,456.25	0.1%	$14,793.81	$(337.56)	$150.00	1.0%
35,000.0000		UNITED STATES TREAS NTS 02/15/13 2.000 02/15/23 CUSIP - 912828UN8	$95.242	$33,334.70	0.3%	$33,470.45	$(135.75)	$700.00	2.1%
5,000.0000		VERIZON COMMUNICATIONS 02/12/08 5.500 02/15/18 CUSIP - 92343VAL8	$113.266	$5,663.30	0.0%	$5,470.10	$193.20	$275.00	4.9%
10,000.0000		VIRGINIA ELECTRIC POWER 09/11/07 5.950 09/15/17 CUSIP - 927804FC3	$116.420	$11,642.00	0.1%	$11,842.25	$(200.25)	$595.00	5.1%
20,000.0000		WASTE MGMT INC DEL 3/5/2004 5.000 3/15/2014 CUSIP - 94106LAR0	$101.986	$20,397.20	0.2%	$20,925.25	$(528.05)	$1,000.00	4.9%
15,000.0000		WISCONSIN ELEC POWER CO 10/01/08 6.000 04/01/14 CUSIP - 976656CA4	$102.691	$15,403.65	0.1%	$16,386.00	$(982.35)	$900.00	5.8%
		Domestic Fixed Income - Total		$1,535,462.84	12.3%	$1,552,726.21	$(17,263.37)	$54,616.21	3.6%
20,000.0000		TSY INFL IX N/B 01/15/12 0.125 01/15/22 CUSIP - 912828SA9	$101.934	$20,386.81	0.2%	$20,377.47	$9.34	$25.00	0.1%
		Inflation Indexed - Total		$20,386.81	0.2%	$20,377.47	$9.34	$25.00	0.1%
15,000.0000		APACHE FIN CDA CORP	$127.526	$19,128.90	0.2%	$20,630.55	$(1,501.65)	$1,162.50	6.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		12/13/99 7.750 12/15/29 CUSIP - 03746AAA8							
20,000.0000		BHP BILLITON FIN USA LTD 03/25/09 5.500 04/01/14 CUSIP - 055451AG3	$102.611	$20,522.20	0.2%	$21,012.15	$(489.95)	$1,100.00	5.4%
5,000.0000		CANADIAN NATL RY CO 11/15/11 2.850 12/15/21 CUSIP - 136375BV3	$97.651	$4,882.55	0.0%	$4,954.00	$(71.45)	$142.50	2.9%
10,000.0000		CANADIAN PAC RY CO 05/15/09 7.250 05/15/19 CUSIP - 13645RAJ3	$122.628	$12,262.80	0.1%	$11,913.25	$349.55	$725.00	5.9%
20,000.0000		CARNIVAL CORP 12/06/12 1.875 12/15/17 CUSIP - 143658AY8	$97.954	$19,590.80	0.2%	$20,097.10	$(506.30)	$375.00	1.9%
20,000.0000		GLAXOSMITHKLINE CAP 05/09/12 1.500 05/08/17 CUSIP - 377373AC9	$100.561	$20,112.20	0.2%	$20,174.55	$(62.35)	$300.00	1.5%
15,000.0000		ROYAL BANK OF CANADA BD 09/19/12 1.200 09/19/17 CUSIP - 78011DAC8	$98.814	$14,822.10	0.1%	$15,015.25	$(193.15)	$180.00	1.2%
		International Fixed Income - Total		$111,321.55	0.9%	$113,796.85	$(2,475.30)	$3,985.00	3.6%
5,000.0000		DISTRICT COLUMBIA INCOME TAX 12/22/09 4.343 12/01/18 TAXABLE-SECD-SER E-BUILD CUSIP - 25477GCT0	$110.350	$5,517.50	0.0%	$5,000.00	$517.50	$217.15	3.9%
5,000.0000		FLORIDA ST DEPT ENVIRONMENTAL 01/28/10 5.306 07/01/18 TAXABLE-SER B-BUILD AMER CUSIP - 34160WTW4	$108.684	$5,434 20	0.0%	$5,000.00	$434.20	$265.30	4.9%
10,000.0000		IOWA ST	$112.354	$11,235.40	0.1%	$11,241.00	$(5.60)	$675.00	6.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		07/22/09 6.750 06/01/34 OPT CALL 06/01/2019 @ 100.00 CUSIP - 46257TBC2							
6,618.5500		LOUISIANA LOC GOVT 07/22/10 1.520 02/01/18 TAXABLE-EGSL-TRANCHE-A-1 CUSIP - 54627RAE0	$100.716	$6,665.94	0.1%	$6,617.19	$48.75	$100.60	1.5%
10,000.0000		MICHIGAN ST 04/20/11 2.650 04/15/15 TAXABLE-SCH LN-SER A CUSIP - 5946106T9	$102.922	$10,292.20	0.1%	$9,988.70	$303.50	$265.00	2.6%
5,000.0000		MUNICIPAL ELEC AUTH GA 03/16/10 7.055 04/01/57 BUILD AMERICA BONDS-TAXABLE CUSIP - 626207YS7	$97.620	$4,881.00	0.0%	$5,000.00	$(119.00)	$352.75	7.2%
15,000.0000		PORT SEATTLE WASH REV 03/14/12 1.464 11/01/15 CUSIP - 735389QT8	$100.890	$15,133.50	0.1%	$15,000.00	$133.50	$219.60	1.5%
15,000.0000		TEXAS ST 09/29/10 3.373 04/01/20 TAXABLE-TRANSN COMMN-HWY IMPT CUSIP - 882722VG3	$105.843	$15,876.45	0.1%	$15,000.00	$876.45	$505.95	3.2%
10,000.0000		UNIVERSITY TEX UNIV REVS 09/15/10 3.305 08/15/19 TAXABLE-FING SYS-SER C- CUSIP - 9151375N9	$105.103	$10,510.30	0.1%	$10,022.09	$488.21	$330.50	3.1%
15,000.0000		UTAH ST 09/30/10 3.289 07/01/20 TAXABLE-B-BUILD AMER BDS- CUSIP - 917542QT2	$103.444	$15,516.60	0.1%	$15,000.00	$516.60	$493.35	3.2%
5,000.0000		VIRGINIA COLLEGE BLDG AUTH VA 10/26/10 4.830 02/01/30	$103.578	$5,178.90	0.0%	$4,576.76	$602.14	$241.50	4.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								**(continued)**	
		TAXABLE-SER B 21ST CENTURY CUSIP - 927781VE1							
		Tax-Exempt Bonds - Total		$106,241.99	0.8%	$102,445.74	$3,796.25	$3,666.70	3.5%
		Fixed Income - Total		**$1,773,413.19**	**14.2%**	**$1,789,346.27**	**$(15,933.08)**	**$62,292.91**	**3.5%**
Equities									
203.0000	BG	BUNGE LTD COMMON CUSIP - G16962105	$75.910	$15,409.73	0.1%	$13,776.39	$1,633.34	$243.60	1.6%
1,500.0000	ACE	ACE LIMITED CUSIP - H0023R105	$93.560	$140,340.00	1.1%	$80,789.85	$59,550.15	$3,060.00	2.2%
4,000.0000	NE	NOBLE CORPORATION CUSIP - H5833N103	$37.770	$151,080.00	1.2%	$135,457.77	$15,622.23	$2,560.00	1.7%
1,093.0000	AAGIY	AIA GROUP LTD SPONSORED ADR CUSIP - 001317205	$18.800	$20,548.40	0.2%	$15,629.72	$4,918.68	$191.28	0.9%
4,000.0000	ADP	AUTOMATIC DATA PROCESSING INC CUSIP - 053015103	$72.380	$289,520.00	2.3%	$195,600.94	$93,919.06	$6,960.00	2.4%
4,500.0000	DD	DU PONT E I DE NEMOURS & CO CUSIP - 263534109	$58.560	$263,520.00	2.1%	$35,651.25	$227,868.75	$8,100.00	3.1%
4,166.0000	DUK	DUKE ENERGY CORP NEW COM NEW CUSIP - 26441C204	$66.780	$278,205.48	2.2%	$216,689.63	$61,515.85	$12,997.92	4.7%
5,000.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$64.700	$323,500.00	2.6%	$98,093.75	$225,406.25	$8,200.00	2.5%
2,000.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$86.040	$172,080.00	1.4%	$25,017.99	$147,062.01	$5,040.00	2.9%
12,500.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$23.890	$298,625.00	2.4%	$60,223.95	$238,401.05	$9,500.00	3.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
3,300.0000	HD	HOME DEPOT INC CUSIP - 437076102	$75.850	$250,305.00	2.0%	$98,405.67	$151,899.33	$5,148.00	2.1%
1,500.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$185.180	$277,770.00	2.2%	$156,015.00	$121,755.00	$5,700.00	2.1%
2,200.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$51.690	$113,718.00	0.9%	$79,815.12	$33,902.88	$3,344.00	2.9%
2,500.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$86.690	$216,725.00	1.7%	$80,828.12	$135,896.88	$6,600.00	3.0%
2,200.0000	MCD	MCDONALDS CORP CUSIP - 580135101	$96.210	$211,662.00	1.7%	$64,460.00	$147,202.00	$7,128.00	3.4%
4,900.0000	MDT	MEDTRONIC INC CUSIP - 585055106	$53.250	$260,925.00	2.1%	$237,079.34	$23,845.66	$5,488.00	2.1%
5,000.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	$47.609	$238,045.00	1.9%	$180,523.00	$57,522.00	$8,600.00	3.6%
4,000.0000	MYL	MYLAN INC. CUSIP - 628530107	$38.170	$152,680.00	1.2%	$68,912.40	$83,767.60		
3,000.0000	OMC	OMNICOM GROUP INC CUSIP - 681919106	$63.440	$190,320.00	1.5%	$109,837.50	$80,482.50	$4,800.00	2.5%
7,500.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$33.170	$248,775.00	2.0%	$131,987.00	$116,788.00	$3,600.00	1.4%
3,000.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$75.590	$226,770.00	1.8%	$786.27	$225,983.73	$7,218.00	3.2%
3,500.0000	SNDK	SANDISK CORP CUSIP - 80004C101	$59.510	$208,285.00	1.7%	$159,986.40	$48,298.60	$3,150.00	1.5%
190.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$88.360	$16,788.40	0.1%	$11,209.98	$5,578.42	$237.50	1.4%
4,000.0000	SE	SPECTRA ENERGY CORP CUSIP - 847560109	$34.230	$136,920.00	1.1%	$120,118.04	$16,801.96	$4,880.00	3.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
2,200.0000	STT	STATE STREET CORP CUSIP - 857477103	$65.750	$144,650.00	1.2%	$77,438.02	$67,211.98	$2,288.00	1.6%
4,000.0000	SYY	SYSCO CORP CUSIP - 871829107	$31.830	$127,320.00	1.0%	$108,380.00	$18,940.00	$4,480.00	3.5%
2,500.0000	TGT	TARGET CORP CUSIP - 87612E106	$63.980	$159,950.00	1.3%	$129,706.95	$30,243.05	$4,300.00	2.7%
2,000.0000	MMM	3M CO CUSIP - 88579Y101	$119.410	$238,820.00	1.9%	$19,957.46	$218,862.54	$5,080.00	2.1%
3,650.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$73.960	$269,954.00	2.2%	$174,822.75	$95,131.25	$6,862.00	2.5%
3,000.0000	WAG	WALGREEN CO CUSIP - 931422109	$53.800	$161,400.00	1.3%	$14,482.50	$146,917.50	$3,780.00	2.3%
		Large Cap Domestic - Total		$5,804,611.01	46.3%	$2,901,682.76	$2,902,928.25	$149,536.30	2.6%
596.0000	ATW	ATWOOD OCEANICS INC CUSIP - 050095108	$55.040	$32,803.84	0.3%	$18,695.01	$14,108.83		
232.0000	BANF	BANCFIRST CORP COMMON CUSIP - 05945F103	$54.070	$12,544.24	0.1%	$8,861.62	$3,682.62	$287.68	2.3%
1,000.0000	BHE	BENCHMARK ELECTRS INC CUSIP - 08160H101	$22.890	$22,890.00	0.2%	$17,230.18	$5,659.82		
942.0000	BRLI	BIO-REFERENCE LABS INC COM PAR $0.01 NEW CUSIP - 09057G602	$29.880	$28,146.96	0.2%	$20,462.28	$7,684.68		
1,676.0000	CCC	CALGON CARBON CORP COM CUSIP - 129603106	$18.990	$31,827.24	0.3%	$24,788.92	$7,038.32		
345.0000	GTLS	CHART INDUSTRIES INC CUSIP - 16115Q308	$123.040	$42,448.80	0.3%	$6,302.01	$36,146.79		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
433.0000	CAKE	CHEESECAKE FACTORY INC CUSIP - 163072101	$43.950	$19,030.35	0.2%	$18,519.84	$510.51	$242.48	1.3%
2,205.0000	CBSH	COMMERCE BANCSHARES INC COM CUSIP - 200525103	$43.810	$96,601.05	0.8%	$83,494.40	$13,106.65	$1,984.50	2.1%
780.0000	FWRD	FORWARD AIR CORP CUSIP - 349853101	$40.330	$31,457.40	0.3%	$18,364.07	$13,093.33	$312.00	1.0%
600.0000	FSYS	FUEL SYSTEMS SOLUTIONS INC CUSIP - 35952W103	$19.660	$11,796.00	0.1%	$16,527.65	$(4,731.65)		
518.0000	HBHC	HANCOCK HLDG CO CUSIP - 410120109	$31.380	$16,254.84	0.1%	$12,763.51	$3,491.33	$497.28	3.1%
2,132.0000	HLIT	HARMONIC INC COM CUSIP - 413160102	$7.680	$16,373.76	0.1%	$13,170.60	$3,203.16		
3,886.0000	HL	HECLA MNG CO COM CUSIP - 422704106	$3.140	$12,202.04	0.1%	$23,413.15	$(11,211.11)	$38.86	0.3%
1,618.0000	XXIA	IXIA CUSIP - 45071R109	$15.670	$25,354.06	0.2%	$21,493.75	$3,860.31		
631.0000	IPXL	IMPAX LABORATORIES INC COMMON CUSIP - 45256B101	$20.470	$12,916.57	0.1%	$13,467.94	$(551.37)		
330.0000	ITRI	ITRON INC COM CUSIP - 465741106	$42.830	$14,133.90	0.1%	$19,898.98	$(5,765.08)		
582.0000	LKFN	LAKELAND FINL CORP CUSIP - 511656100	$32.650	$19,002.30	0.2%	$11,117.90	$7,884.40	$442.32	2.3%
421.0000	LNN	LINDSAY CORP CUSIP - 535555106	$81.620	$34,362.02	0.3%	$24,795.34	$9,566.68	$218.92	0.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
761.0000	MVC	MVC CAPITAL INC CUSIP - 553829102	$13.060	$9,938.66	0.1%	$9,272.68	$665.98	$410.94	4.1%
361.0000	SHOO	MADDEN STEVEN LTD COM CUSIP - 556269108	$53.830	$19,432.63	0.2%	$16,030.60	$3,402.03		
907.0000	MYGN	MYRIAD GENETICS INC COM CUSIP - 62855J104	$23.500	$21,314.50	0.2%	$22,215.67	$(901.17)		
388.0000	NAVG	NAVIGATORS GROUP INC COM CUSIP - 638904102	$57.770	$22,414.76	0.2%	$18,110.20	$4,304.56		
732.0000	OVTI	OMNIVISION TECHNOLOGIES INC CUSIP - 682128103	$15.310	$11,206.92	0.1%	$22,599.71	$(11,392.79)		
463.0000	OUTR	OUTERWALL INC CUSIP - 690070107	$50.030	$23,163.89	0.2%	$23,408.45	$(244.56)		
237.0000	PRXL	PAREXEL INTL CORP COM CUSIP - 699462107	$50.200	$11,897.40	0.1%	$2,687.56	$9,209.84		
756.0000	PRAA	PORTFOLIO RECOVERY ASSOCS INC CUSIP - 73640Q105	$59.930	$45,307.08	0.4%	$11,798.34	$33,508.74		
1,206.0000	PBH	PRESTIGE BRANDS HLDGS INC CUSIP - 74112D101	$30.120	$36,324.72	0.3%	$8,130.04	$28,194.68		
362.0000	SCHN	SCHNITZER STEEL INDS INC CL A CUSIP - 806882106	$27.500	$9,955.00	0.1%	$19,647.52	$(9,692.52)	$271.50	2.7%
1,060.0000	SMTC	SEMTECH CORP COM CUSIP - 816850101	$29.990	$31,789.40	0.3%	$17,573.12	$14,216.28		
666.0000	SNHY	SUN HYDRAULICS CORP	$36.266	$24,153.16	0.2%	$7,891.85	$16,261.31	$239.76	1.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 866942105							
598.0000	SPN	SUPERIOR ENERGY SVCS INC CUSIP - 868157108	$25.040	$14,973.92	0.1%	$12,366.22	$2,607.70		
796.0000	SYNA	SYNAPTICS INC COMMON CUSIP - 87157D109	$44.250	$35,223.00	0.3%	$20,063.55	$15,159.45		
1,770.0000	TTMI	TTM TECHNOLOGIES INC COMMON CUSIP - 87305R109	$9.740	$17,239.80	0.1%	$17,495.06	$(255.26)		
336.0000	THOR	THORATEC LABS CUSIP - 885175307	$37.290	$12,529.44	0.1%	$8,819.06	$3,710.38		
859.0000	TTC	TORO CO COM CUSIP - 891092108	$54.350	$46,686.65	0.4%	$19,768.61	$26,918.04	$481.04	1.0%
600.0000	UNFI	UNITED NAT FOODS INC CUSIP - 911163103	$67.262	$40,357.20	0.3%	$16,190.03	$24,167.17		
1,116.0000	WOOF	VCA ANTECH INC COMMON CUSIP - 918194101	$27.460	$30,645.36	0.2%	$23,616.30	$7,029.06		
659.0000	VRA	VERA BRADLEY INC CUSIP - 92335C106	$20.535	$13,532.57	0.1%	$17,170.50	$(3,637.93)		
501.0000	VRNT	VERINT SYS INC CUSIP - 92343X100	$37.060	$18,567.06	0.1%	$17,745.71	$821.35		
516.0000	WMS	WMS INDUSTRIES INC COMMON CUSIP - 929297109	$25.950	$13,390.20	0.1%	$19,513.75	$(6,123.55)		
20,000.0000	WIN	WINDSTREAM HLDGS INC CUSIP - 97382A101	$7.990	$159,800.00	1.3%	$290,558.00	$(130,758.00)	$20,000.00	12.5%
		Small & Mid Cap Domestic - Total		$1,149,988.69	9.2%	$1,016,039.68	$133,949.01	$25,427.28	2.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
858.0000	AIQUY	AIR LIQUIDE ADR CUSIP - 009126202	$27.872	$23,914.18	0.2%	$15,888.52	$8,025.66	$440.15	1.8%
1,468.0000	AZSEY	ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH CUSIP - 018805101	$15.730	$23,091.64	0.2%	$16,534.49	$6,557.15	$638.58	2.8%
160.0000	BUD	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR CUSIP - 03524A108	$99.200	$15,872.00	0.1%	$11,770.28	$4,101.72	$295.84	1.9%
378.0000	ARMH	ARM HLDGS PLC SPONSORED ADR CUSIP - 042068106	$48.120	$18,189.36	0.1%	$4,223.47	$13,965.89	$74.47	0.4%
426.0000	ATLKY	ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM CUSIP - 049255706	$29.301	$12,482.23	0.1%	$4,704.26	$7,777.97	$250.91	2.0%
700.0000	BRGYY	BG PLC ADR FINAL INSTALLMENT NEW CUSIP - 055434203	$19.117	$13,381.90	0.1%	$12,455.58	$926.32	$191.10	1.4%
1,215.0000	BBVA	BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR CUSIP - 05946K101	$11.180	$13,583.70	0.1%	$11,850.67	$1,733.03	$528.53	3.9%
392.0000	BAMXY	BAYERISCHE MOTOREN WERKE ADR CUSIP - 072743206	$35.858	$14,056.34	0.1%	$12,692.51	$1,363.83	$289.69	2.1%
442.0000	CMXHY	CSL LTD ADR CUSIP - 12637N105	$29.922	$13,225.52	0.1%	$6,248.73	$6,976.79	$203.32	1.5%
138.0000	CNI	CANADIAN NATIONAL RAILWAY CO SEDOL 2180632 ISIN CA1363751027	$101.370	$13,989.06	0.1%	$9,705.52	$4,283.54	$229.63	1.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									**(continued)**
		CUSIP - 136375102							
254.0000	CHEOY	COCHLEAR LTD ADR CUSIP - 191459205	$28.276	$7,182.10	0.1%	$8,344.23	$(1,162.13)	$194.31	2.7%
226.0000	DBSDY	DBS GROUP HLDGS LTD SPONSORED ADR CUSIP - 23304Y100	$52.345	$11,829.97	0.1%	$9,582.62	$2,247.35	$391.88	3.3%
217.0000	DASTY	DASSAULT SYS S A SPONSORED ADR CUSIP - 237545108	$133.579	$28,986.64	0.2%	$11,231.84	$17,754.80	$157.76	0.5%
720.0000	FANUY	FANUC CORPORATION ADR CUSIP - 307305102	$27.533	$19,823.76	0.2%	$10,651.36	$9,172.40	$199.44	1.0%
658.0000	FMS	FRESENIUS MED CARE SPONSORED ADR CHAFT CUSIP - 358029106	$32.380	$21,306.04	0.2%	$18,896.18	$2,409.86	$219.77	1.0%
497.0000	HKXCY	HONG KONG EXCHANGES & CLEARING LTD ADR CUSIP - 43858F109	$16.028	$7,965.92	0.1%	$8,028.72	$(62.80)	$189.85	2.4%
260.0000	IMO	IMPERIAL OIL LTD SEDOL 2454241 ISIN CA4530384086 CUSIP - 453038408	$43.960	$11,429.60	0.1%	$10,063.54	$1,366.06	$121.42	1.1%
284.0000	JGCCY	JGC CORP ADR CUSIP - 466140100	$72.153	$20,491.45	0.2%	$16,659.31	$3,832.14	$226.92	1.1%
608.0000	LRLCY	L OREAL CO ADR CUSIP - 502117203	$34.369	$20,896.35	0.2%	$11,024.70	$9,871.65	$285.15	1.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
255.0000	LVMUY	LVMH MOET HENNESSY LOU-ADR CUSIP - 502441306	$39.419	$10,051.85	0.1%	$4,530.56	$5,521.29	$141.27	1.4%
733.0000	LZAGY	LONZA GROUP AG ADR CUSIP - 54338V101	$8.184	$5,998.87	0.0%	$4,753.33	$1,245.54	$158.33	2.6%
404.0000	NSRGY	NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP - 641069406	$69.948	$28,258.99	0.2%	$17,572.74	$10,686.25	$733.66	2.6%
493.0000	NKRKY	NOKIAN TYRES OYJ ADR CUSIP - 65528V107	$25.408	$12,526.14	0.1%	$10,965.85	$1,560.29	$367.78	2.9%
52.0000	NVO	NOVO-NORDISK A S ADR CUSIP - 670100205	$169.220	$8,799.44	0.1%	$8,684.86	$114.58	$117.73	1.3%
372.0000	RHHBY	ROCHE HLDG LTD SPONSORED ADR CUSIP - 771195104	$67.432	$25,084.70	0.2%	$14,550.08	$10,534.62	$604.13	2.4%
385.0000	SAP	SAP AG SPONSORED ADR CUSIP - 803054204	$73.920	$28,459.20	0.2%	$18,763.88	$9,695.32	$307.23	1.1%
1,106.0000	SBGSY	SCHNEIDER ELECTRIC ADR CUSIP - 80687P106	$16.923	$18,716.84	0.1%	$12,927.03	$5,789.81	$413.64	2.2%
339.0000	SONVY	SONOVA HLDG AG ADR CUSIP - 83569C102	$24.860	$8,427.54	0.1%	$5,728.34	$2,699.20	$86.78	1.0%
359.0000	SVNLY	SVENSKA HANDELSBANKEN AB ADR CUSIP - 86959C103	$21.399	$7,682.24	0.1%	$5,905.94	$1,776.30	$231.56	3.0%
352.0000	SWGAY	SWATCH GROUP AG ADR CUSIP - 870123106	$32.181	$11,327.71	0.1%	$6,456.70	$4,871.01	$73.22	0.6%

PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
490.0000	SSMXY	SYSMEX CORP ADR CUSIP - 87184P109	$31.898	$15,630.02	0.1%	$10,095.35	$5,534.67	$87.22	0.6%
531.0000	TSCDY	TESCO PLC SPONSORED ADR CUSIP - 881575302	$17.441	$9,261.17	0.1%	$9,812.50	$(551.33)	$341.43	3.7%
1,500.0000	UNICY	UNICHARM CORP SPONSORED ADR CUSIP - 90460M204	$11.679	$17,518.50	0.1%	$12,405.00	$5,113.50	$90.00	0.5%
212.0000	UL	UNILEVER PLC SPONS ADR CUSIP - 904767704	$38.580	$8,178.96	0.1%	$5,666.00	$2,512.96	$284.93	3.5%
259.0000	WPPGY	WPP PLC NEW ADR CUSIP - 92937A102	$102.940	$26,661.46	0.2%	$10,515.18	$16,146.28	$592.85	2.2%
245.0000	XYIGY	XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS CUSIP - 98418R100	$18.414	$4,511.43	0.0%	$2,755.30	$1,756.13	$125.20	2.8%
			Developed International - Total	$558,792.82	4.5%	$372,645.17	$186,147.65	$9,885.68	1.8%
406.0000	ENH	ENDURANCE SPECIALTY HOLDING CUSIP - G30397106	$53.720	$21,810.32	0.2%	$15,913.75	$5,896.57	$519.68	2.4%
114.0000	BIDU	BAIDU, INC SPONSORED ADR REPSTG ORD SHS CUSIP - 056752108	$155.180	$17,690.52	0.1%	$10,945.20	$6,745.32		
879.0000	OGZPY	OAO GAZPROM-SPON ADR REG S CUSIP - 368287207	$8.901	$7,823.98	0.1%	$9,026.34	$(1,202.36)	$251.39	3.2%
390.0000	IBN	ICICI BK LTD ADR CUSIP - 45104G104	$30.480	$11,887.20	0.1%	$15,618.90	$(3,731.70)	$260.13	2.2%
1,032.0000	ITUB	ITAU UNIBANCO HOLDINGS SA	$14.120	$14,571.84	0.1%	$15,650.80	$(1,078.96)	$81.53	0.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 465562106							
367.0000	MTNOY	MTN GROUP LTD SPONSORED ADR CUSIP - 62474M108	$19.476	$7,147.69	0.1%	$5,543.15	$1,604.54	$269.75	3.8%
378.0000	PBR	PETROLEO BRASILEIRO SPONS ADR CUSIP - 71654V408	$15.490	$5,855.22	0.0%	$8,606.30	$(2,751.08)	$40.45	0.7%
142.0000	SSL	SASOL LTD SPONSORED ADR CUSIP - 803866300	$47.790	$6,786.18	0.1%	$5,315.16	$1,471.02	$236.15	3.5%
1,238.0000	TSM	TAIWAN SEMICONDUCTOR ADR CUSIP - 874039100	$16.960	$20,996.48	0.2%	$16,354.38	$4,642.10	$496.44	2.4%
2,992.0000	TKGBY	TURKIYE GARANTI BANKASI - ADR CUSIP - 900148701	$3.935	$11,773.52	0.1%	$16,247.43	$(4,473.91)	$176.53	1.5%
		Emerging Markets - Total		$126,342.95	1.0%	$119,221.41	$7,121.54	$2,332.05	1.8%
		Equities - Total		**$7,639,735.47**	**61.0%**	**$4,409,589.02**	**$3,230,146.45**	**$187,181.31**	**2.5%**
Alternative Strategies									
250,000.0000		BARCLAYS EQUITY LINKED CD MAT 05/27/2014 CUSIP - 06740AEF2	$166.390	$415,975.00	3.3%	$284,022.00	$131,953.00		
		Structured Products - Total		$415,975.00	3.3%	$284,022.00	$131,953.00		
15,725.0000	AQRIX	AQR FDS RISK PARITY FD CL I CUSIP - 00203H826	$11.210	$176,277.25	1.4%	$179,266.25	$(2,989.00)	$2,280.13	1.3%
28,150.0000	MALOX	BLACKROCK GLOBAL ALLOCATIO-I CUSIP - 09251T509	$21.490	$604,943.50	4.8%	$532,851.50	$72,092.00	$8,416.85	1.4%
15,650.0000	MERFX	THE MERGER FUND CUSIP - 589509108	$16.180	$253,217.00	2.0%	$249,768.50	$3,448.50	$4,053.35	1.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Alternative Strategies								**(continued)**	
43,750.0000	PALPX	PIMCO ALL ASSET FUND CUSIP - 72201M867	$12.240	$535,500.00	4.3%	$543,039.50	$(7,539.50)	$27,956.25	5.2%
		Core Diversifier - Total		$1,569,937.75	12.5%	$1,504,925.75	$65,012.00	$42,706.58	2.7%
		Alternative Strategies - Total		**$1,985,912.75**	**15.8%**	**$1,788,947.75**	**$196,965.00**	**$42,706.58**	**2.2%**
Real Estate Investments									
42,900.0000	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	$21.210	$909,909.00	7.3%	$776,268.79	$133,640.21	$20,592.00	2.3%
		Indirect - Total		$909,909.00	7.3%	$776,268.79	$133,640.21	$20,592.00	2.3%
		Real Estate Investments - Total		**$909,909.00**	**7.3%**	**$776,268.79**	**$133,640.21**	**$20,592.00**	**2.3%**
Total Portfolio Positions				**$12,532,939.26**	**100.0%**	**$8,988,120.68**	**$3,544,818.58**	**$312,795.18**	**2.5%**