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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation TIMOTHY J MEE CHARITABLE TRUST		A Employer identification number 05-6077239						
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802		B Telephone number (see instructions) 888-866-3275						
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		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) ▶ \$ 31,679,803.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____								

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		800,666.	783,151.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,988,021.			
b Gross sales price for all assets on line 6a 18,621,111.					
7 Capital gain net income (from Part IV, line 2)			2,988,021.		
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)		11,155.	85.		STMT 2
12 Total. Add lines 1 through 11		3,799,842.	3,771,257.		
13 Compensation of officers, directors, trustees, etc.		102,798.	61,679.		41,119.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) STMT 3		94,667.	NONE	NONE	94,667.
b Accounting fees (attach schedule) STMT 4		980.	NONE	NONE	980.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		80,159.	14,407.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 6		5,222.	7,647.		50.
24 Total operating and administrative expenses. Add lines 13 through 23		283,826.	83,733.	NONE	136,816.
25 Contributions, gifts, grants paid		1,990,530.			1,990,530.
26 Total expenses and disbursements Add lines 24 and 25		2,274,356.	83,733.	NONE	2,127,346.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		1,525,486.			
b Net investment income (if negative, enter -0-)			3,687,524.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,396,971.	1,155,084.	1,073,701.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 7.	25,202,222.	26,977,614.	30,606,102.	
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	26,599,193.	28,132,698.	31,679,803.		
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	26,599,193.	28,132,698.		
	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)	26,599,193.	28,132,698.			
31	Total liabilities and net assets/fund balances (see instructions)	26,599,193.	28,132,698.			

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	26,599,193.
2	Enter amount from Part I, line 27a	2	1,525,486.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	23,358.
4	Add lines 1, 2, and 3	4	28,148,037.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	15,339.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,132,698.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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 18,118,836.		15,091,960.	3,026,876.		
b 502,275.		541,130.	-38,855.		
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) FM 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			3,026,876.		
b			-38,855.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,988,021.	
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))
2012	2,195,806.	27,825,554.	0.078913
2011	2,045,402.	28,273,683.	0.072343
2010	1,904,106.	27,613,878.	0.068955
2009	961,900.	22,301,498.	0.043132
2008	1,324,784.	15,792,873.	0.083885
2 Total of line 1, column (d)			2 0.347228
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 0.069446
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 29,474,833.
5 Multiply line 4 by line 3			5 2,046,909.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 36,875.
7 Add lines 5 and 6			7 2,083,784.
8 Enter qualifying distributions from Part XII, line 4			8 2,127,346.

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)		1	36,875.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.			
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	36,875.
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	36,875.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013.	6a	68,624.	
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	68,624.	
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	31,749.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax.	11	31,749.	Refunded

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) RI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</u>			
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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 2013 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 2013)	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 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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
SEE STATEMENT 12		102,798.		

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		-0-	-0-	-0-

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,351,680.
b	Average of monthly cash balances	1b	1,572,008.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	29,923,688.
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	29,923,688.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	448,855.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	29,474,833.
6	Minimum investment return. Enter 5% of line 5	6	1,473,742.

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	1,473,742.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	36,875.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,875.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,436,867.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,436,867.
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	1,436,867.

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	2,127,346.
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	2,127,346.
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	36,875.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,090,471.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,436,867.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	408,172.			
b From 2009	NONE			
c From 2010	635,560.			
d From 2011	651,812.			
e From 2012	831,022.			
f Total of lines 3a through e	2,526,566.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>2,127,346.</u>				
a Applied to 2012, 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 2013 distributable amount				1,436,867.
e Remaining amount distributed out of corpus	690,479.			
5 Excess distributions carryover applied to 2013 . (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	3,217,045.			
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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	408,172.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,808,873.			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	635,560.			
c Excess from 2011	651,812.			
d Excess from 2012	831,022.			
e Excess from 2013	690,479.			

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
THE LEGION OF CHRIST INCORPORATE PO BOX 162 THORNWOOD NY 10594-0162	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,990,530.
Total			▶ 3a	1,990,530.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	800,666.		
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			14	1,026.		
8 Gain or (loss) from sales of assets other than inventory			18	2,988,021.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b EXCISE TAX REFUND			1	10,129.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				3,799,842.		
13 Total. Add line 12, columns (b), (d), and (e)					13	3,799,842.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule.

b. If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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


Signature of officer or trustee

BANK OF AMERICA, N.A.

05/05/2014
Date

SVP Tax
Title

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

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	900.	900.
FOREIGN DIVIDENDS	146,065.	146,065.
NONDIVIDEND DISTRIBUTIONS	15,169.	
DOMESTIC DIVIDENDS	262,150.	262,150.
OTHER INTEREST	132,503.	132,503.
FOREIGN INTEREST	12,522.	12,522.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	43,434.	43,434.
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - ST	1,991.	
EXEMPT DIVIDENDS SUBJECT TO AMT - STATES	291.	
EXEMPT DIVIDENDS NOT SUBJECT TO AMT - TE	56.	
EXEMPT DIVIDENDS SUBJECT TO AMT - TERRIT	8.	
NONQUALIFIED FOREIGN DIVIDENDS	19,599.	19,599.
NONQUALIFIED DOMESTIC DIVIDENDS	165,978.	165,978.
	-----	-----
TOTAL	800,666.	783,151.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	1,026.	
EXCISE TAX REFUND	10,129.	85.
PARTNERSHIP INCOME		
TOTALS	11,155.	85.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	94,667.			94,667.
TOTALS	94,667.	NONE	NONE	94,667.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	980.			980.
TOTALS	980.	NONE	NONE	980.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	14,092.	14,092.
EXCISE TAX - PRIOR YEAR	3,752.	
EXCISE TAX ESTIMATES	62,000.	
FOREIGN TAXES ON QUALIFIED FOR	158.	158.
FOREIGN TAXES ON NONQUALIFIED	157.	157.
	-----	-----
TOTALS	80,159.	14,407.
	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	50.		50.
OTHER INVESTMENT FEE	5,172.	5,172.	
PARTNERSHIP EXPENSES		2,475.	
TOTALS	----- 5,222. =====	----- 7,647. =====	----- 50. =====

TIMOTHY J MEE CHARITABLE TRUST

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	25,202,222.	26,977,614.	30,606,102.
	-----	-----	-----
TOTALS	25,202,222. =====	26,977,614. =====	30,606,102. =====

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

DESCRIPTION -----	AMOUNT -----
ROUNDING	20.
PARTNERSHIP ADJUSTMENT	22,307.
TRANSACTION ADJUSTMENTS	129.
SALES ADJUSTMENT	902.

TOTAL	23,358.
	=====

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

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST ADJUSTMENT	3,866.
SECURITIES ADJUSTMENT	9,459.
INCOME ADJUSTMENT	2,014.

TOTAL	15,339.
	=====

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-22,307.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-22,307.00
=====

TIMOTHY J MEE CHARITABLE TRUST

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 WESTMINSTER ST

PROVIDENCE, RI 02903

TITLE:

TRUSTEE,

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 102,798.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION:

102,798.

=====

FEDERAL FOOTNOTES

=====

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.

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1155083.930	1,155,083.93	1,155,083.93
000361105	AAR CORP	40.000	988.12	1,120.40
00101J106	ADT CORP	160.000	6,873.27	6,475.20
001055102	AFLAC INC	310.000	20,213.65	20,708.00
001204106	AGL RES INC	110.000	4,324.65	5,195.30
001317205	AIA GROUP LTD	720.000	9,483.90	14,448.96
001547108	AK STL HLDG CORP	110.000	1,287.65	902.00
00206R102	AT&T INC	6540.000	158,281.55	229,946.40
00206RBA9	AT&T INC	60000.000	69,786.60	60,891.60
00206RBC5	AT&T INC	85000.000	86,256.30	84,881.00
002255107	AU OPTRONICS CORP	560.000	6,166.66	1,747.20
00287Y109	ABBVIE INC	2440.000	80,235.29	128,856.40
00435F200	ACCOR S A	330.000	2,676.99	3,119.49
004498101	ACI WORLDWIDE INC	30.000	1,940.55	1,950.00
00724F101	ADOBE SYS INC	1090.000	51,086.09	65,268.11
00751Y106	ADVANCED AUTO PTS INC	50.000	5,224.25	5,534.00
00756M404	ADVANCED SEMICONDUCTOR ENGR	583.000	2,573.58	2,798.40
007903107	ADVANCED MICRO DEVICES INC	530.000	5,161.87	2,051.10
007924103	AEGON N V	690.000	4,521.05	6,541.20
007973100	ADVANCED ENERGY INDS	10.000	223.25	228.60
008073108	AEROVIRONMENT INC	20.000	598.90	582.80
00846U101	AGILENT TECHNOLOGIES INC	160.000	4,953.71	9,150.40
00847J105	AGILYSYS INC	250.000	3,114.42	3,480.50
00850H103	AGRIA CORP	10.000	14.60	14.70
009126202	AIR LIQUIDE	640.000	12,862.73	18,131.84
009158106	AIR PRODS & CHEMS INC	140.000	6,950.30	15,649.20
009363102	AIRGAS INC	80.000	5,074.00	8,948.00
009719501	AKBANK TURK ANONIM SIRKETI	370.000	3,931.25	2,307.69
009728106	AKORN INC	290.000	5,333.86	7,139.80
010198208	AKTIEBOLAGETT ELECTROLUX	10.000	550.55	524.71
013817101	ALCOA INC	740.000	6,225.59	7,866.20
015351109	ALEXION PHARMACEUTICALS INC	140.000	13,551.77	18,603.76
018772103	ALLIANCE ONE INTL INC	5970.000	19,979.80	18,208.50
018805101	ALLIANZ SE	2160.000	27,719.28	38,797.92

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Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
020002101	ALLSTATE CORP	310 000	9,570.19	16,907.40
02071M101	ALPHA BK A E	2240 000	620.48	580.16
02076X102	ALPHA NAT RES INC	212.000	9,558.98	1,513.68
021244207	ALSTOM SA	750 000	2,621.25	2,736.00
022205108	ALUMINA LTD	230.000	846.56	910.80
022276109	ALUMINUM CORP CHINA LTD	60.000	638.70	522.00
023111206	AMARIN CORP PLC	60 000	720.50	118.20
02319V103	AMBEV S A	2200.000	11,292.20	16,170.00
023608102	AMEREN CORP	170.000	4,852.65	6,147.20
02364W105	AMERICA MOVIL S A B DE C V	790.000	19,438.85	18,462.30
024835100	AMERICAN CAMPUS CMNTYS INC	80 000	2,775.60	2,576.80
025816109	AMERICAN EXPRESS CO	1550.000	91,026.39	140,631.50
029429107	AMERICAN SCIENCE & ENGR INC	50.000	3,468.15	3,595.50
03027X100	AMERICAN TOWER CORP	370.000	23,428.65	29,533.40
030506109	AMERICAN WOODMARK CORP	10 000	350.95	395.30
03073E105	AMERISOURCEBERGEN CORP	10.000	270.00	703.10
032095101	AMPHENOL CORP NEW	640.000	52,358.67	57,075.20
032511107	ANADARKO PETE CORP	360.000	32,980.79	28,555.20
03485P201	ANGLO AMERN PLC	2360.000	50,940.45	25,797.16
03486T103	ANGLO AMERN PLATINUM LTD	110 000	822.44	689.48
035128206	ANGLOGOLD ASHANTI LTD	330.000	10,453.79	3,867.60
035290105	ANIXTER INTL INC	20.000	1,822.10	1,796.80
037411105	APACHE CORP	690.000	57,358.80	59,298.60
038222105	APPLIED MATLS INC	1890.000	27,802.45	33,415.20
03938L104	ARCELORMITTAL SA LUXEMBOURG	670.000	8,340.05	11,952.80
039483102	ARCHER DANIELS MIDLAND CO	620.000	18,882.10	26,908.00
042068106	ARM HLDGS PLC	150 000	4,289.25	8,209.65
042735100	ARROW ELECTRS INC	830.000	42,403.77	45,027.50
043400100	ASAHI KASEI CORP	250.000	3,288.75	3,920.00
044209104	ASHLAND INC	10.000	909.45	970.40
045387107	ASSA ABLOY AB	250.000	3,729.95	6,613.50
04623U102	ASTELLAS PHARMA INC	1980.000	26,688.19	29,341.62
048173108	ATLANTIA SPA	1050.000	11,137.79	11,798.85
049255706	ATLAS COPCO AB	240.000	7,057.20	6,662.64

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05-6077239
Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
052769106	AUTODESK INC	170.000	6,193.90	8,554.23
053015103	AUTOMATIC DATA PROCESSING INC	810 000	34,499.69	65,447.19
053332102	AUTOZONE INC	30.000	12,649.95	14,338.20
053484101	AVALONBAY CMNTYS INC	10 000	1,347.35	1,182.30
05367P100	AVID TECHNOLOGY INC	30.000	247 95	244.50
053807103	AVNET INC	1180.000	47,585.39	52,049.80
05382A104	AVIVA PLC	1360.000	18,659.81	20,604.00
054303102	AVON PRODS INC	320.000	6,474.46	5,510.40
054536107	AXA SA	600.000	14,933.51	16,708.80
054937107	BB&T CORP	2040.000	62,573 27	76,132.80
055262505	BASF SE	430.000	28,685.19	45,914.11
055434203	BG GROUP PLC	1850.000	33,094.51	39,756.50
05545E209	BHP BILLITON PLC	580.000	43,508.52	36,029 60
05565A202	BNP PARIBAS	820.000	22,226.10	32,004.60
05565QBH0	BP CAPITAL MARKETS PLC	50000.000	53,370.00	52,015.00
05565QBQ0	BP CAP MKTS PLC UNSECD SR	50000.000	52,626.00	52,504.00
05577E101	BT GROUP PLC	430.000	9,962.50	27,145.90
05606L100	BYD CO LTD	100 000	495.50	980.20
056752108	BAIDU INC	90.000	6,783 27	16,009.20
057224107	BAKER HUGHES INC	300.000	14,324.95	16,578 00
058498106	BALL CORP	150.000	5,661.28	7,749.00
059460303	BANCO BRADESCO S A	683.000	11,248 20	8,557.99
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	3130.000	39,251.65	38,780.70
059520106	BANCO DE CHILE	20.000	1,906.48	1,756.00
059578104	BANCO DO BRASIL S A	450 000	7,833.25	4,653.90
05961W105	ADRBANCO MACRO S A	20.000	626 10	485.40
05965X109	BANCO SANTANDER CHILE NEW	1.000	35.31	23.57
05968L102	BANCOLOMBIA S A	20.000	1,136.40	980.40
063750103	BANK MUT CORP	30.000	139.03	210.30
064058100	BANK NEW YORK MELLON CORP	2660.000	71,946.11	92,940.40
064159AL0	BANK NOVA SCOTIA B C	75000.000	75,763.50	76,136.25
067774109	BARNES & NOBLE INC	40.000	629.80	598.00
06985P100	BASIC ENERGY SVCS INC	30.000	484.35	473.40
072743206	BAYERISCHE MOTOREN WERKE A G	600 000	11,816.00	23,485.80

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Balance Sheet
12/31/2013



Cusip	Asset	Units	Basis	Market Value
07329M100	BBVA BANCO FRANCES SA	20.000	173.50	139.20
073302101	BE AEROSPACE INC	600.000	44,389.22	52,218.00
075896100	BED BATH & BEYOND INC	210 000	8,269.36	16,863.00
081437105	BEMIS INC	70.000	2,740 85	2,867.20
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	100000.000	107,979.00	106,269 00
084670702	BERKSHIRE HATHAWAY INC DEL	2150.000	181,190.87	254,904.00
086516101	BEST BUY INC	200.000	7,185 00	7,976.00
088606108	BHP BILLITON LTD	840.000	66,201.19	57,288.00
08861Q103	BEZEQ ISRAEL TELECOM LTD	120.000	1,151.80	1,017.24
08915P101	BIG 5 SPORTING GOODS CORP	70 000	703.95	1,387.40
090055104	BILLABONG INTL LTD	80.000	72.40	72.32
09062X103	BIOGEN IDEC INC	220.000	19,160.11	61,505.84
09071M106	BIOLINERX LTD	10.000	28.15	28.10
091727107	BITAUTO HLDGS LTD	10 000	252.65	319.60
09227Q100	BLACKBAUD INC	40.000	1,652 20	1,506.00
09247X101	BLACKROCK INC	250.000	50,087.34	79,117.50
093671105	BLOCK H & R INC	190.000	3,453 25	5,517.60
09578R103	BLUE NILE INC	10.000	374.75	470.90
09643P207	BLYTH INC	20.000	317.90	217.60
09777B107	BONA FILM GROUP LTD	10.000	65.25	57.40
099724106	BORG WARNER INC	80.000	4,053.40	4,472.80
105105100	BRAMBLES LTD	450.000	7,194.95	7,367.40
10552T107	BRF S A	280.000	5,598.60	5,843.60
105532105	BRASKEM SA	30.000	553.65	535.50
110122108	BRISTOL MYERS SQUIBB CO	2840 000	81,484.86	150,946.00
111320107	BROADCOM CORP	380.000	11,750.40	11,265 10
11373M107	BROOKLINE BANCORP INC	70.000	588 35	668.50
124857202	CBS CORP	270.000	3,813.21	17,209.80
125269100	CF INDS HLDGS INC	41.000	8,018.87	9,554.64
12531Q105	CGG	70.000	1,687.22	1,214.50
12572Q105	CME GROUP INC	560.000	42,469.41	43,937 60
125896100	CMS ENERGY CORP	70.000	1,817.55	1,873.90
126153105	CPFL ENERGIA S A	50.000	1,078.25	800.50
12626K203	CRH PLC	500.000	10,044.54	12,775.00

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12637N105	CSL LTD	840.000	14,368.60	25,911.48
126408103	CSX CORP	2810.000	63,933.88	80,843.70
126650BH2	CVS CAREMARK CORP	25000.000	29,027 00	28,352.75
12673P105	CA INC	1740.000	49,919 91	58,551.00
126804301	CABELAS INC	50.000	1,069.75	3,333.00
12686C109	CABLEVISION SYS CORP	150.000	2,415.75	2,689.50
127097103	CABOT OIL & GAS CORP	280.000	7,737.61	10,852.80
127387108	CADENCE DESIGN SYSTEM INC	190.000	2,542.66	2,663.80
12776P200	CAIRN ENERGY PLC	1.000	34.15	8.94
12811R104	CALAMOS ASSET MGMT INC	20 000	215 63	236 80
131193104	CALLAWAY GOLF CO	70.000	539 43	590.10
13342B105	CAMERON INTL CORP	170.000	10,032.86	10,120.10
134429109	CAMPBELL SOUP CO	10.000	335.77	432.80
138006309	CANON INC	450.000	19,625.85	14,400.00
139098107	CAP GEMINI S A	110.000	3,734.80	3,723.39
14040H105	CAPITAL ONE FINL CORP	920 000	61,263.36	70,481.20
14040HAN5	CAPITAL ONE FINL CORP	50000 000	52,029.50	55,924.00
14149Y108	CARDINAL HEALTH INC	330.000	10,988.93	22,047.30
141665109	CAREER EDUCATION CORP	70.000	1,919 68	399.00
142795202	CARLSBERG AS	1520.000	30,073.12	33,689 28
143658300	CARNIVAL CORP	380.000	11,970.34	15,264.60
14365C103	CARNIVAL PLC	80.000	3,289.60	3,316 00
14754D100	CASH AMER INTL INC	20.000	852.30	766.00
148411101	CASTLE A M & CO	20.000	274.30	295 40
149123101	CATERPILLAR INC	1400 000	98,888.22	127,134.00
149123BV2	CATERPILLAR INC	100000.000	106,381.00	103,870.00
15100H109	CELESIO AG	140.000	790.54	887.46
151020104	CELGENE CORP	480.000	28,646.84	81,104.64
15126Q109	CEMENTOS PACASMAYO S A A	20.000	263.90	236.80
151290889	CEMEX S A B DE C V SPONSOR	369.000	3,415.38	4,365.27
15132H101	CENCOSUD S A	140.000	2,673.90	1,524.60
15135B101	CENTENE CORP	40.000	2,315.00	2,358.00
15234Q108	CENTRAIS ELETRICAS BRASILEIRAS S	80.000	743.60	352 00
15234Q207	CENTRAIS ELETRICAS BRASILEIRAS	120.000	1,032.60	310.80

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153527205	CENTRAL GARDEN & PET CO	40.000	376.92	270 00
15639K300	CENTRICA PLC	1410 000	28,409.71	32,479.35
156431108	CENTURY ALUM CO	40 000	665.33	418.40
156700106	CENTURYLINK INC	352.000	11,698 99	11,211.20
16112R101	CHARM COMMUNICATIONS INC	10.000	43.95	42.85
162825103	CHECKPOINT SYS INC	50.000	777.15	788.50
165167107	CHESAPEAKE ENERGY CORP	630 000	17,868.13	17,098.20
166744201	CHEUNG KONG HLDGS LTD	2000.000	28,996.55	31,572.00
16890T105	CHINA NEW BORUN CORP	10 000	15.85	25.00
168919108	CHINA CONSTR BK CORP	2220 000	37,424.80	33,499.80
16937R104	CHINA EASTN AIRLS LTD SPONSORED	20.000	418.10	384.80
169409109	CHINA SOUTHN AIRLS LTD	20.000	554.30	394.80
16941M109	CHINA MOBILE LTD	390.000	19,763.99	20,393.10
16941R108	CHINA PETE & CHEM CORP	307 000	22,128.00	25,226.19
16943C109	CHINA NEPSTAR CHAIN DRUGSTORE	20 000	78.30	36.80
16945L107	CHINAEDU CORP	10.000	64.95	68.20
16945R104	CHINA UNICOM (HONG KONG) LTD	150.000	2,489 45	2,259.00
16949D101	CHINA HYDROELECTRIC CORP	10 000	18.45	26.80
16950W105	CHINA XINIYA FASHION LTD	10 000	12.35	13.10
16951C108	CHINA MING YANG WIND PWR GROUP	30.000	62.55	73.50
16951E104	CHINA ZENIX AUTO INTL LTD	10.000	38.75	26.00
16952T100	CHINA MOBILE GAMES & ENTMT	10.000	169 95	252.30
171046105	CHRISTOPHER & BANKS CORP	50.000	360.15	427.00
171232101	CHUBB CORP	10.000	896.15	966 30
17163B102	CIBER INC	90.000	317.07	372 60
171778202	CIELO S A	134.000	3,102.65	3,728.82
172967EY3	CITIGROUP INC	39000.000	42,044 34	40,311.18
177376100	CITRIX SYS INC	610.000	37,001 31	38,582.50
18683K101	CLIFFS NAT RES INC	410.000	14,386.91	10,746.10
189054109	CLOROX CO	270.000	22,599.85	25,045.20
18946Q101	CLP HLDGS LTD	2260.000	18,828.44	17,867.56
189754104	COACH INC	440.000	20,640.73	24,697.20
18976M103	CNINSURE INC	10.000	49.55	60.40
191085208	COCA COLA AMATIL LTD	790.000	18,843.50	17,004.75

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191216100	COCA COLA CO	8080.000	314,989.27	333,784.80
191223106	COCA-COLA HBC AG	70.000	2,082.85	2,041.90
191241108	COCA-COLA FEMSA S A DE C V	40.000	4,821.70	4,870.80
192422103	COGNEX CORP	60.000	1,983.30	2,290.80
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	220.000	10,466.06	22,215.60
192576106	COHU INC	30.000	269.85	315.00
194162103	COLGATE PALMOLIVE CO	2420.000	135,747.22	157,808.20
19765L694	COLUMBIA STRATEGIC INCOME FUND	305741.452	1,845,389.01	1,809,989.40
20030N101	COMCAST CORP	3250.000	65,183.02	168,886.25
20030NAZ4	COMCAST CORP	50000.000	58,551.00	57,788.50
201712304	COMMERCIAL INTL BK EGYPT S A E	135.000	492.00	633.01
202597605	COMMERZBANK AG	340.000	3,767.10	5,486.24
202795HV5	COMMONWEALTH EDISON CO	50000.000	53,237.50	53,099.50
203668108	COMMUNITY HEALTH SYS INC NEWCO	90.000	2,267.44	3,534.30
204319107	COMPAGNIE FINANCIERE RICHEMONT	3520.000	17,746.91	35,147.20
204409882	COMPANHIA ENERGETICA DE MINAS	30.000	282.45	246.00
20440T201	COMPANHIA BRASILEIRA DE	50.000	2,351.25	2,233.50
20440W105	COMPANHIA SIDERURGICA NACIONAL	350.000	5,876.87	2,170.00
20441A102	COMPANHIA DE SANEAMENTO	110.000	1,288.65	1,247.40
204429104	COMPANIA CERVECERIAS UNIDAS S A	90 000	2,550.66	2,169.90
204448104	COMPANIA DE MINAS	20 000	349.50	224.40
20449X203	COMPASS GROUP PLC	2080.000	17,979.84	33,348.64
205638109	COMPUWARE CORP	150.000	1,622.25	1,681.50
205768203	COMSTOCK RES INC	50 000	1,197.25	914.50
205887102	CONAGRA FOODS INC	300.000	9,480.00	10,110.00
205887BQ4	CONAGRA FOODS INC	40000.000	39,887.20	39,266.80
206277105	CONCORD MED SVCS HLDGS LTD	10.000	45.85	54.80
20825C104	CONOCOPHILLIPS	1880.000	73,421.74	132,822.00
209115104	CONSOLIDATED EDISON INC	1070.000	57,224.02	59,149.60
21036P108	CONSTELLATION BRANDS INC	10 000	644.24	703.80
21987A209	CORPBANCA	60.000	1,184.31	1,269.00
22160K105	COSTCO WHSL CORP NEW	890.000	76,720.72	105,927.80
22238M109	COUNTRY STYLE COOKING	10.000	105.80	100.60
225401108	CREDIT SUISSE GROUP	1222.000	29,780.22	37,930.88

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22541LAM5	CREDIT SUISSE FIRST BOSTON USA	75000.000	78,602.25	75,124.50
226406106	CRESUD S A C I F Y A	20.000	166.10	202.00
227483104	CROSS CTRY HEALTHCARE INC	30.000	250.95	299.40
228227104	CROWN CASTLE INTL CORP	310.000	21,681.27	22,763.30
228903100	CRYOLIFE INC	40.000	250.52	443.60
22943F100	CTRIPO COM INTL LTD	20.000	675.50	992.40
229669106	CUBIC CORP	20.000	974.70	1,053.20
23304Y100	DBS GROUP HLDGS LTD	320.000	14,295.60	17,335.68
23331A109	D R HORTON INC	210.000	4,011.75	4,687.20
23335C101	DTS INC	20.000	452.70	478.20
233806306	DAI NIPPON PRTG LTD	240.000	1,791.60	2,548.32
23381D102	DAIICHI SANKYO CO LTD	1250.000	23,218.88	22,870.00
233825108	DAIMLER AG	430.000	29,260.84	37,269.39
234064301	DAIWA SECS GROUP INC	1860.000	13,679.46	18,581.40
234264109	DAKTRONICS INC	40.000	574.00	627.20
235851102	DANAHER CORP DEL	1210.000	63,174.70	93,412.00
23636T100	DANONE	2030.000	27,534.95	29,270.57
237545108	DASSAULT SYS S A	30.000	3,581.19	3,729.96
23918K108	DAVITA HEALTHCARE PARTNERS INC	370.000	17,964.50	23,446.90
243537107	DECKERS OUTDOOR CORP	30.000	2,550.75	2,533.80
244199105	DEERE & CO	860.000	47,250.90	78,543.80
24422ERH4	DEERE JOHN CAP CORP	95000.000	94,559.20	93,668.10
247361702	DELTA AIR LINES INC DEL	660.000	15,994.02	18,130.20
24872B100	DENSO CORP	340.000	8,403.10	8,976.68
25030W100	DESARROLLADORA HOMEX S A DE	20.000	340.10	23.40
251561304	DEUTSCHE LUFTHANSA A G	90.000	1,773.45	1,912.32
25157Y202	DEUTSCHE POST AG	1010.000	25,177.05	36,881.16
25179M103	DEVON ENERGY CORP NEW	710.000	51,181.24	43,927.70
253393102	DICKS SPORTING GOODS INC	70.000	3,533.95	4,067.00
253651103	DIEBOLD INC	50.000	1,644.75	1,650.50
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	50000.000	52,613.50	52,525.50
254709108	DISCOVER FINL SVCS	750.000	37,376.71	41,962.50
25490A309	DIRECTV	560.000	18,571.28	38,673.60
256135203	DR REDDYS LABS LTD	200.000	5,430.00	8,206.00

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256677105	DOLLAR GEN CORP	880.000	49,367.40	53,081.60
256746108	DOLLAR TREE INC	30.000	1,632.75	1,692.60
25746U109	DOMINION RES INC VA NEW	770.000	38,269.45	49,811.30
257867101	DONNELLEY R R & SONS CO	170.000	2,110.55	3,447.60
260003108	DOVER CORP	120.000	10,822.00	11,584.80
260543103	DOW CHEM CO	1910.000	57,602.05	84,804.00
26138E109	DR PEPPER SNAPPLE INC	140.000	6,196.60	6,820.80
26152H301	DRDGOLD LTD	20.000	127.30	73.80
26441C204	DUKE ENERGY CORP	1201.000	69,582.51	82,881.01
26441CAD7	DUKE ENERGY CORP	50000.000	56,417.50	55,508.00
268353109	EDP-ELECTRICIDADE DE PORTUGAL	80.000	2,971.60	2,943.28
26874R108	ENI S P A	540.000	27,306.64	26,184.60
26875P101	EOG RES INC	240.000	25,953.61	40,281.60
26882D109	EPIQ SYS INC	40.000	447.40	646.80
278642103	EBAY INC	1400.000	42,207.80	76,811.00
278715206	EBIX INC	1210.000	17,278.76	17,799.10
278865100	ECOLAB INC	610.000	41,404.96	63,604.70
279158109	ECOPETROL S A	180.000	8,945.93	6,921.00
281736108	EDWARDS GROUP LTD	10.000	97.45	101.80
28176E108	EDWARDS LIFESCIENCES CORP	80.000	5,639.41	5,260.80
285039103	ELECTRICITE DE FRANCE	2140.000	20,215.64	15,020.66
285229100	ELECTRO SCIENTIFIC INDS	2410.000	24,650.66	25,208.60
288853104	ELLIS PERRY INTL INC	20.000	330.66	315.80
29081P303	EMBOTELLADORA ANDINA S A	20.000	704.50	564.80
29082A107	EMBRAER S A	60.000	2,127.90	1,930.80
291011104	EMERSON ELEC CO	1000.000	53,788.01	70,180.00
292448206	EMPRESAS ICA SOCIEDAD	60.000	423.30	507.00
29244T101	EMPRESA NACIONAL DE	50.000	2,730.25	2,229.00
29264F205	ENDO HEALTH SOLUTIONS INC	440.000	15,511.40	29,682.40
29265W207	ENEL SOCIETA PER AZIONI	2080.000	12,408.04	9,097.92
29266R108	ENERGIZER HLDGS INC	50.000	5,045.25	5,412.00
29273RAR0	ENERGY TRANSFER PARTNERS L P	60000.000	62,098.20	64,485.00
29274F104	ENERSIS S A	190.000	3,592.95	2,848.10
29285W104	ENGILITY HLDGS INC	20.000	637.70	668.00

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29379VAU7	ENTERPRISE PRODS OPER LLC	50000 000	51,290.00	50,669.50
29444U502	EQUINIX INC	40 000	7,007.60	7,098.00
29476L107	EQUITY RESIDENTIAL	230.000	7,675.65	11,930.10
294821608	ERICSSON	1520.000	16,022.69	18,604.80
29666V204	ESPRIT HLDGS LTD	360.000	3,975.68	1,387.44
29759W101	DELHAIZE GROUP	80.000	4,640.23	4,753.60
29875W100	EUROPEAN AERONAUTIC DEFENCE &	660.000	10,882.34	12,689.16
30161N101	EXELON CORP	1976 000	65,493.95	54,122.64
30162A108	EXELIS INC	180.000	1,999.91	3,430.80
30212P303	EXPEDIA INC DEL	405.000	18,539.84	28,212.30
30215C101	EXPERIAN PLC	700 000	7,608.54	12,915.70
30219G108	EXPRESS SCRIPTS HLDG CO	1369 000	78,426.35	96,158.56
302301106	EZCORP INC	40.000	872.22	467.60
30231G102	EXXON MOBIL CORP	4208.000	105,252.09	425,849.60
302445101	FLIR SYS INC	110.000	3,537.66	3,311.00
30281V108	FTD COS INC	16.000	370.17	521.28
303075105	FACTSET RESH SYS INC	30 000	3,409.35	3,257.40
307305102	FANUC CORP	440.000	7,224.07	13,431.00
31188H101	FAST RETAILING CO LTD	210.000	7,402.14	8,671.32
313379DD8	FEDERAL HOME LN BKS	250000 000	247,385.00	249,220.00
31359MW41	FEDERAL NATL MTG ASSN	300000.000	355,235.10	336,576.00
3135G0CM3	FEDERAL NATL MTG ASSN	150000.000	153,561.00	152,142.00
3135G0NV1	FEDERAL NATL MTG ASSN	75000.000	75,196.50	75,132.75
3137ALY78	FEDERAL HOME LN MTG CORP	88820.500	89,757.26	87,141.79
3138ATE48	FEDERAL NATL MTG ASSN	37518.200	39,423.41	38,648.62
3138ECEW9	FEDERAL NATL MTG ASSN	75978.530	78,708.98	75,554.57
3138MDZA3	FEDERAL NATL MTG ASSN	44236.540	46,641.91	43,988.82
3138W4TZ4	FEDERAL NATL MTG ASSN	46676.620	47,289.21	45,021.00
31398AZV7	FEDERAL NATL MTG ASSN	375000.000	396,266.61	383,201.25
315621888	FIAT S P A	230.000	1,886.51	1,884.16
31573A109	FIBRIA CELULOSE S A	90.000	935.55	1,051.20
316773100	FIFTH THIRD BANCORP	2050.000	23,712.44	43,111.50
318027208	FINMECCANICA SPA	290.000	810.62	1,099.97
318672706	FIRST BANCORP P R	285.000	2,197.54	1,764.15

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320517105	FIRST HORIZON NATL CORP	1 000	12.82	11.65
335889200	FIRST PAC LTD	160 000	884.00	910.08
336433107	FIRST SOLAR INC	10.000	1,398.43	546.40
338488109	FLAMEL TECHNOLOGIES SA	10 000	53.35	80.50
341081FF9	FLORIDA PWR & LT CO	75000.000	72,515.25	69,026.25
34407D109	FLY LEASING LTD	20.000	265.10	321.40
344419106	FOMENTO ECONOMICO MEXICANO SA	120.000	8,927.40	11,744.40
345370860	FORD MTR CO DEL	6040.000	74,293.53	93,197.20
345838106	FOREST LABS INC	930.000	31,919.56	55,827.90
346091705	FOREST OIL CORP	110.000	2,007.88	397.10
354613101	FRANKLIN RES INC	770.000	30,594.65	44,452.10
35671D857	FREEPORT-MCMORAN COPPER &	690.000	23,740.35	26,040.60
35906A108	FRONTIER COMMUNICATIONS CORP	1.000	8.31	4.65
359556206	FUJI HEAVY INDS LTD	120.000	6,163.60	6,884.52
35958N107	FUJIFILM HLGDS CORP	160 000	3,868.53	4,537.92
36160B105	GDF SUEZ	810 000	34,357.36	19,080.36
36191U106	GT ADVANCED TECHNOLOGIES INC	90.000	297.98	784.35
362607301	GAFISA S A	80 000	250.00	250.40
36467W109	GAMESTOP CORP	80.000	2,216.90	3,940.80
364760108	GAP INC DEL	420 000	8,693.08	16,413.60
36847Q103	GEELY AUTOMOBILE HLDGS LTD	80.000	815.60	773.84
36962G4B7	GENERAL ELEC CAP CORP	50000.000	66,932.50	64,280.00
36962G5J9	GENERAL ELEC CAP CORP	50000.000	51,132.50	54,472.50
36962G6K5	GENERAL ELEC CAP CORP	50000.000	50,079.50	49,671.00
370334104	GENERAL MLS INC	1010.000	48,807.01	50,409.10
37185R109	GENETIC TECHNOLOGIES LTD	10.000	25.35	14.30
37247A102	GENTIVA HEALTH SERVICES INC	30.000	655.65	372.30
37247D106	GENWORTH FINL INC	330.000	4,310.63	5,124.90
37250B104	GENTIUM S P A	10.000	112.35	571.00
373737105	GERDAU S A	400.000	6,409.14	3,136.00
37427X104	GETINGE AB	60.000	1,979.10	2,055.24
374689107	GIBRALTAR INDS INC	300.000	4,833.21	5,577.00
375558103	GILEAD SCIENCES INC	1500.000	34,382.73	112,650.00
38059T106	GOLD FIELDS LTD	300.000	3,534.15	960.00

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38141EA74	GOLDMAN SACHS GROUP INC	75000.000	79,092.00	78,096.75
38143YAC7	GOLDMAN SACHS GROUP INC	50000.000	54,917.00	53,546.00
38259P508	GOOGLE INC	240 000	127,253.56	268,970.40
392483103	GREEK ORGANISATION OF FOOTBALL	210.000	1,391.25	1,399.02
393122106	GREEN MOUNTAIN COFFEE	90.000	7,421.75	6,798.60
398438408	GRIFOLS S A	331 000	9,069.74	11,955.72
399909100	GRUPO FINANCIERO GALICIA SA	30.000	337.65	313.50
40049J206	GRUPO TELEVISA SA DE CV	220 000	4,534.23	6,657.20
400501102	GRUPO AEROPORTUARIO DEL	10.000	278.95	267.00
400506101	GRUPO AEROPORTUARIO DEL	20 000	1,076.50	1,064.40
40051E202	GRUPO AEROPORTUARIO DEL	10.000	1,227.65	1,246.30
40053C105	GRUPO FINANCIERO SANTANDER	110.000	1,640.65	1,500.40
40065W107	GUANGSHEN RY LTD	20 000	335.27	462.00
40414L109	HCP INC	1670 000	57,743.73	60,654.40
40415F101	HDFC BK LTD	40.000	1,394.60	1,377.60
40425J101	HMS HLDGS CORP	60 000	1,348.50	1,362.00
404275109	HRT PARTICIPACOES EM PETROLEO	240 000	378.00	46.32
404280406	HSBC HLDGS PLC	1710.000	85,367.28	94,272.30
406216101	HALLIBURTON CO	910 000	33,010.12	46,182.50
410120109	HANCOCK HLDG CO	1 000	32.76	36.68
410345102	HANESBRANDS INC	70.000	1,778.37	4,918.90
41043M104	HANG LUNG PPTYS LTD	310 000	5,131.52	4,897.69
412822108	HARLEY DAVIDSON INC	170.000	8,545.78	11,770.80
413216300	HARMONY GOLD MNG LTD	150.000	1,194.75	379.50
416515104	HARTFORD FINL SVCS GROUP INC	20.000	620.90	724.60
416515AR5	HARTFORD FINL SVCS GROUP INC	45000.000	50,124.60	49,999.05
418056107	HASBRO INC	90.000	3,976.20	4,950.90
421933102	HEALTH MGMT ASSOC INC NEW	320.000	2,359.36	4,192.00
42210P102	HEADWATERS INC	80 000	518.64	783.20
42217K106	HEALTH CARE REIT INC	320.000	17,641.51	17,142.40
422245100	HEALTHWAYS INC	30.000	427.35	460.50
423012301	HEINEKEN N V	560.000	12,966.80	18,936.40
423325307	HELLENIC TELECOMMUNICATIONS	170.000	706.35	1,132.54
425166303	HENDERSON LD DEV LTD	396.000	2,756.88	2,259.97

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425883105	HENNES & MAURITZ AB	1860.000	10,493.19	17,156.64
42809H107	HESS CORP	200.000	12,746 18	16,600.00
42840B101	HI-TECH PHARMACAL INC	20.000	681.10	867.80
42983D104	HIGHER ONE HLDGS INC	30.000	289.05	292.80
432589109	HILLSHIRE BRANDS CO	176.000	3,351 96	5,885.44
433578507	HITACHI LIMITED	270.000	15,254.37	20,448 18
436106108	HOLLYFRONTIER CORP	140.000	4,196.50	6,956.60
43731T102	HOME RETAIL GROUP PLC	90.000	1,102.95	1,144 26
438128308	HONDA MTR LTD	660 000	22,837.68	27,291.00
438550303	HONG KONG & CHINA GAS LTD	2354.000	5,927.80	5,397.72
43858F109	HONG KONG EXCHANGES &	450.000	8,764.55	7,504 20
441060100	HOSPIRA INC	110 000	4,400.16	4,540.80
443304100	HUANENG PWR INTL INC	60 000	1,927.50	2,175.00
443683107	HUDSON CITY BANCORP	320.000	4,438.02	3,017 60
444859102	HUMANA INC	880.000	76,283.87	90,833.60
446413106	HUNTINGTON INGALLS INDS INC	50.000	1,777 25	4,500.50
448415208	HUTCHISON WHAMPOA LTD	1110 000	22,876.56	30,177.57
450047204	IRSA INVERSIONES Y	10.000	77.75	121.10
45068B109	ITT EDUCATIONAL SERVICES INC	20.000	673 70	671 60
450737101	IBERDROLA S A	923.000	18,577 62	23,579.88
450936109	ICAP PLC	90 000	1,141.65	1,346.31
45104G104	ICICI BK LTD	90.000	3,513.54	3,345.30
452308109	ILLINOIS TOOL WKS INC	410.000	19,856.55	34,472.80
452553308	IMPALA PLATINUM HLDGS LTD	180.000	3,805 91	2,113.92
45256B101	IMPAX LABORATORIES INC	50.000	1,000 25	1,257.00
452833205	IMPERIAL HLDGS LTD	440 000	9,978.50	8,511.80
455793109	INDUSTRIA DE DISENO TEXTIL	560.000	13,850.40	18,488.96
455807107	INDUSTRIAL & COML BK CHINA	2270.000	34,031 78	30,681.32
45662N103	INFINEON TECHNOLOGIES AG	350.000	2,672 25	3,742.55
45666Q102	INFORMATICA CORP	30.000	1,139.55	1,245.00
456788108	INFOSYS TECHNOLOGIES LTD	160.000	8,977.84	9,056.00
456837103	ING GROEP N V	1580.000	17,011.00	22,135.80
457153104	INGRAM MICRO INC	110.000	2,522.95	2,580.60
45765U103	INSIGHT ENTERPRISES INC	60.000	706.38	1,362.60

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45790H101	INPEX CORP	350 000	4,121.25	4,488.75
458140100	INTEL CORP	6490.000	152,075 50	168,447.95
45857P400	INTERCONTINENTAL HOTELS GROUP	241.000	7,208.35	8,056.63
45866F104	INTERCONTINENTALEXCHANGE	187.000	37,447.29	42,060.04
459200HA2	INTERNATIONAL BUSINESS MACHS	100000.000	99,861.00	96,214.00
460146103	INTERNATIONAL PAPER CO	790.000	21,866 34	38,733.70
46059T109	INTERNET INITIATIVE JAPAN INC	30.000	531.60	401 10
461148108	INTEVAC INC	2630.000	18,898.25	19,540.90
46115H107	INTESA SANPAOLO	830.000	18,386 30	12,310.56
461202103	INTUIT	1130 000	77,945.22	86,241.60
46120E602	INTUITIVE SURGICAL INC	80.000	30,790.98	30,726.40
462044108	ION GEOPHYSICAL CORP	160 000	1,093.28	528.00
46267Q202	IRELAND BK	268.000	2,231 95	3,861.88
462846106	IRON MTN INC PA	126.000	3,184.65	3,824.10
465036200	ISRAEL CHEMICALS LTD	920 000	14,914.20	7,668.20
465562106	ITAU UNIBANCO HLDG SA	804.000	17,270 70	10,910 28
465717106	ITOCHU CORP	840.000	20,601.00	20,763.12
46625HHN3	JPMORGAN CHASE & CO	125000.000	132,927.50	127,188.75
46625HJE1	JPMORGAN CHASE & CO	55000.000	55,308.00	52,707.60
46626D108	JSC MMC NORILSK NICKEL	190.000	3,225.25	3,121.70
466313103	JABIL CIRCUIT INC	1740.000	35,806.79	30,345.60
47012E106	JAKKS PAC INC	30.000	541.95	201.60
471122200	JARDINE STRATEGIC HLDGS LTD	240.000	2,334 30	3,840.00
477143101	JETBLUE AWYS CORP	190.000	1,349.95	1,622.60
478366107	JOHNSON CTLS INC	780.000	28,239.22	40,014.00
48137C108	JULIUS BAER GROUP LTD	2370.000	17,275 05	22,832.58
48203R104	JUNIPER NETWORKS INC	500.000	10,147.50	11,285.00
48241A105	KB FINL GROUP INC	130.000	6,703.30	5,266.30
48241F104	KBC GROUP NV	700 000	18,966.50	19,894.00
482480100	KLA-TENCOR CORP	110.000	6,988.85	7,090.60
48268K101	KT CORP	90 000	1,535 55	1,338.30
48274B103	KU6 MEDIA CO LTD	10.000	26.95	28.24
485537302	KAO CORP	380.000	10,351.86	11,966.96
48666K109	KB HOME	80.000	1,162.90	1,462.40

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48667L106	KDDI CORP	1220 000	12,618.24	18,774.58
487836108	KELLOGG CO	510.000	26,747 51	31,145.70
487836BD9	KELLOGG CO	60000.000	67,720.20	62,264.40
492051305	KEPPEL CORP LTD	617.000	10,743.35	10,936.33
493267108	KEYCORP NEW	2210.000	19,874 08	29,658.20
494368103	KIMBERLY CLARK CORP	1250 000	120,639.44	130,575.00
494386204	KIMBERLY CLARK DE MEXICO S A B	130.000	1,718.75	1,840.28
49456B101	KINDER MORGAN INC DEL	308.000	9,149.58	11,088.00
49456B119	KINDER MORGAN INC DEL	467.000	824.92	1,896.02
494580103	KINDRED HEALTHCARE INC	44.000	400.21	868.56
495724403	KINGFISHER PLC	530.000	3,907.69	6,753.79
49803T102	KITE RLTY GROUP TR	90.000	334.38	591.30
49989A109	KOC HLDG	135.000	2,445.20	2,764.66
500255104	KOHL'S CORP	200.000	10,934.10	11,350.00
500458401	KOMATSU LTD	320.000	7,311 10	6,506 24
500467402	KONINKLIJKE AHOLD NV	550.000	7,410.15	9,890.10
500472303	KONINKLIJKE PHILIPS NV	360.000	9,342.79	13,309.20
500600101	KOPIN CORP	60 000	238 60	253.20
500631106	KOREA ELECTRIC PWR	220.000	3,302.07	3,654.20
50075NBB9	KRAFT FOODS INC	100000.000	108,291.50	106,016.00
50076Q106	KRAFT FOODS GROUP INC	2 000	69.81	107 82
50077C106	KRATON PERFORMANCE POLYMERS	30.000	1,156.35	691.50
501044101	KROGER CO	840.000	18,967.20	33,205.20
501173207	KUBOTA LTD	90.000	6,578 55	7,445.43
501556203	KYOCERA CORP	120.000	6,336.60	6,016 80
501797104	L BRANDS INC	240.000	4,528.32	14,844.00
50183L107	LDK SOLAR CO LTD	30.000	223 15	39.30
501897102	LI & FUNG LTD	970.000	5,475.65	2,501.63
502441306	LVMH MOET HENNESSY LOUIS	430.000	10,811.87	15,713.49
505730101	LADBROKES PLC	340.000	1,096.50	1,007.42
505861401	LAFARGE S A	230.000	4,140.21	4,315.72
51476K103	LANDAUER INC	10.000	518 25	526.10
51817R106	LATAM AIRLINES GROUP S A	120.000	1,773.95	1,957.20
518439104	LAUDER ESTEE COS INC	180 000	12,261.40	13,557.60

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526057104	LENNAR CORP	160 000	5,001.89	6,329.60
526250105	LENOVO GROUP LTD	120.000	2,029 60	2,918.88
529771107	LEXMARK INTL NEW	650.000	22,993.57	23,088.00
53220K504	LIGAND PHARMACEUTICALS INC	20.000	1,080 10	1,052.00
533535100	LINCOLN EDL SVCS CORP	30.000	208.35	149.40
534187109	LINCOLN NATL CORP IND	180.000	4,925 47	9,291.60
535223200	LINDE AG	1170.000	21,162.64	24,513.84
540424108	LOEWS CORP	210.000	9,657.25	10,130.40
54338V101	LONZA GROUP AG	2180.000	16,070.50	20,738.34
548661107	LOWES COS INC	1570.000	36,470.79	77,793.50
55068R202	LUXOTTICA GROUP S P A	50.000	2,004.25	2,696.00
55261F104	M & T BK CORP	180.000	16,833.90	20,955.60
553491101	MS&AD INS GROUP HLDGS	400.000	3,550.00	5,370.00
554489104	MACK CALI RLTY CORP	70.000	1,758.55	1,503.60
55616P104	MACYS INC	680.000	19,624.24	36,312.00
55616XAF4	MACYS RETAIL HLDGS INC	50000.000	54,784 00	49,284.00
559079207	MAGELLAN HEALTH SVCS INC	170.000	9,918.04	10,184.70
56585A102	MARATHON PETE CORP	215.000	7,051 28	19,721.95
566330106	MARCUS CORP	20.000	194.50	268.80
56656T105	MARFRIG ALIMENTOS SA	80.000	204.40	135.68
570912105	MARKS & SPENCER GROUP P L C	570.000	6,823 67	8,168.10
571748102	MARSH & MCLENNAN COS INC	10.000	219.69	483.60
571903202	MARRIOTT INTL INC NEW	210.000	8,610.95	10,363.71
573284106	MARTIN MARIETTA MATLS INC	60.000	5,871.30	5,996.40
574599106	MASCO CORP	580 000	8,787.98	13,206.60
57636Q104	MASTERCARD INC	100.000	28,808.41	83,546.00
577081102	MATTEL INC	770.000	17,313 33	36,636.60
580135101	MCDONALDS CORP	1200.000	88,133.16	116,436.00
580645109	MCGRAW HILL FINL INC	10.000	490 35	782.00
582839106	MEAD JOHNSON NUTRITION CO	140.000	10,574.85	11,726.40
583334107	MEADWESTVACO CORP	110.000	3,270.65	4,062.30
583840103	MECHEL OAO	60.000	976.30	153.60
583840509	MECHEL OAO	50.000	150.05	19.71
584688105	MEDICINES CO	60.000	1,161.60	2,317.20

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585055106	MEDTRONIC INC	2250 000	101,696.08	129,127.50
585464100	MELCO CROWN ENTERTAINMENT LTD	80.000	371.00	3,137.60
589378108	MERCURY SYSTEMS INC	30.000	342 65	328.50
591520200	METHODE ELECTRON	30.000	905.95	1,025.70
59156R108	METLIFE INC	2110.000	83,330.48	113,771.20
59156RAN8	METLIFE INC	50000.000	54,751.50	53,071.00
591673207	METROGAS INC	10.000	20.95	24.81
59410T106	MICHELIN COMPAGNIE GENERALE	80.000	1,159.08	1,703.12
594901100	MICROS SYS INC	60.000	3,258 30	3,442.20
595112103	MICRON TECHNOLOGY INC	690.000	7,764.57	15,007.50
606783207	MITSUBISHI ESTATE LTD	850.000	24,739.25	25,434.55
60687Y109	MIZUHO FINL GROUP INC	7620.000	29,874.88	33,223 20
607409109	MOBILE TELESYSTEMS OJSC	160.000	3,307 39	3,460.80
60855R100	MOLINA HEALTHCARE INC	20.000	704.50	695.00
60871R209	MOLSON COORS BREWING CO	10 000	482.28	561.50
609207105	MONDELEZ INTL INC	2720.000	53,822.11	96,016.00
61166W101	MONSANTO CO	760.000	60,471.71	88,578.00
611740101	MONSTER BEVERAGE CORP	90 000	4,590.96	6,099.30
611742107	MONSTER WORLDWIDE INC	110 000	2,442.55	784.30
615369105	MOODYS CORP	10.000	644.25	784.70
6174467N3	MORGAN STANLEY	100000.000	105,501.00	104,414 00
61748AAE6	MORGAN STANLEY	90000.000	93,250 30	90,715.50
61945C103	MOSAIC CO	270.000	15,902.90	12,762.90
620076307	MOTOROLA SOLUTIONS INC	150 000	5,079.11	10,125.00
62474M108	MTN GROUP LTD	450.000	6,890.85	9,324 00
62886E108	NCR CORP NEW	910.000	30,066.85	30,994.60
629377508	NRG ENERGY INC	230.000	5,533.60	6,605.60
62942M201	NTT DOCOMO INC	1690.000	25,988.88	27,901.90
631103108	NASDAQ OMX GROUP	70.000	1,655.85	2,786.00
632525408	NATIONAL AUSTRALIA BK LTD	1450.000	38,482 03	45,183.45
633643705	NATIONAL BK GREECE S A	131.000	662.90	733.60
636518102	NATIONAL INSTRS CORP	60.000	1,726.50	1,921.20
637071101	NATIONAL OILWELL VARCO INC	790.000	55,858 94	62,828.70
64110L106	NETFLIX.COM INC	50.000	5,618.45	18,408.50

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64110W102	NETEASE INC	20.000	1,213.10	1,572.00
649445103	NEW YORK CMNTY BANCORP INC	2540.000	38,747.63	42,799.00
651191108	NEWCREST MNG LTD	240.000	8,347.62	1,674.72
65339F101	NEXTERA ENERGY INC	280.000	14,688.66	23,973.60
653656108	NICE SYS LTD	60 000	2,159.50	2,457.60
654090109	NIDEC CORP	200.000	3,124.00	4,942.00
654111202	NIKON CORP	120.000	2,296.20	2,293.68
654445303	NINTENDO LTD	370.000	12,059.43	6,164.94
654624105	NIPPON TELEG & TEL CORP	870.000	20,534.08	23,524.80
654744408	NISSAN MOTORS	470.000	7,992.49	7,905.87
65528V107	NOKIAN TYRES OYJ	50.000	1,253.25	1,201.20
65535H208	NOMURA HLDGS INC	1560.000	8,151.00	12,121.20
65557A206	NORDEA BK AB	1810.000	18,754.93	24,418.71
656531605	NORSK HYDRO A S	550.000	2,550.65	2,454.10
67010F202	NOVOGEN LIMITED	10.000	45.55	43.00
67020Q305	NTELOS HLDGS CORP	20.000	345.90	404.60
670346105	NUCOR CORP	300.000	13,869.98	16,014.00
67069D108	NUTRI SYS INC	10.000	127.42	164.40
670849108	OGX PETROLEO E GAS	1300.000	14,082.90	132.60
670851104	OI S A	100 000	433.50	164.00
670851203	OI S A	310.000	1,119.70	492.90
67103H107	O REILLY AUTOMOTIVE INC	20.000	961.30	2,574.20
674599105	OCCIDENTAL PETE CORP DEL	990 000	81,022.67	94,149.00
676220106	OFFICE DEPOT INC	501.000	2,536.12	2,650.29
677862104	OIL CO LUKOIL	460.000	28,223.30	28,553.12
681919106	OMNICOM GROUP INC	150.000	9,725.42	11,155.50
682680103	ONEOK INC NEW	190.000	8,229.36	11,814.20
68389XAP0	ORACLE CORP	120000.000	120,197.40	109,912.80
684060106	ORANGE S A	730 000	18,809.40	9,015.50
685564106	ORBITAL SCIENCES CORP	50.000	846.25	1,165.00
686331109	ORKLA A S	1740.000	14,033.10	13,572.00
688197201	OSH ONE LIQUIDATING CORP	2 000	4.30	0.02
690070107	OUTERWALL INC	10.000	629.05	672.70
690768403	OWENS ILL INC	210.000	7,204.43	7,513.80

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693390841	PIMCO HIGH YIELD FD	162326.464	1,525,000.00	1,559,957.32
693475105	PNC FINL SVCS GROUP INC	1950.000	128,971.25	151,281.00
693476BH5	PNC FDG CORP	75000.000	80,070.75	77,582.25
693483109	POSCO	190 000	20,815.93	14,820.00
693506107	PPG INDS INC	60.000	3,689.95	11,379.60
69351T106	PPL CORP	430 000	12,775.70	12,938.70
693656100	PVH CORP	70.000	6,728.55	9,521.40
69366X100	PT BANK RAKYAT	160.000	2,743.24	1,906.40
69367T108	PT UTD TRACTORS TBK	20.000	641.10	624.48
69367U105	PT BK MANDIRI PERSERO TBK	1450.000	10,697.44	9,352.50
69369R100	PT XL AXIATA TBK	250.000	2,099.15	2,136.50
695156109	PACKAGING CORP AMER	60.000	3,627.30	3,796.80
695255109	PACTERA TECHNOLOGY INTL LTD	20.000	141.70	143.00
69832A205	PANASONIC CORP	840.000	12,304.57	9,782.64
700416209	PARK ELECTROCHEMICAL CORP	10.000	275.75	287.20
701094104	PARKER HANNIFIN CORP	110.000	11,286.83	14,150.40
70211M109	PARTNER COMMUNICATION CO LTD	250.000	3,684.90	2,345.00
704549104	PEABODY ENERGY CORP	190.000	9,501.12	3,710.70
705015105	PEARSON PLC	700.000	11,111.95	15,680.00
707882106	PENN VA CORP	50 000	601.05	471.50
708160106	PENNEY J C CO INC	740.000	8,954.29	6,771.00
712704105	PEOPLES UTD FINL INC	110.000	1,515.25	1,663.20
713448108	PEPSICO INC	1.000	62.47	82.94
713448BR8	PEPSICO INC	100000.000	100,964.00	100,115.00
714264207	PERNOD RICARD S A	1290.000	32,691.70	29,440.38
715684106	P T TELEKOMUNIKASI INDONESIA	110.000	3,913.55	3,943.50
716382106	PETMED EXPRESS INC	20.000	239.50	332.60
716473103	PETROFAC LTD	1140.000	12,899.70	11,555.04
71654V101	PETROLEO BRASILEIRO SA PETROBR	980.000	34,905.12	14,396.20
71654V408	PETROLEO BRASILEIRO SA PETROBR	730.000	13,171.83	10,059.40
716748108	PETROQUEST ENERGY INC	50.000	258.75	216.00
716768106	PETSMART INC	100.000	4,569.50	7,275.00
718252604	PHILIPPINE LONG DISTANCE TEL	80.000	5,055.80	4,806.40
718546104	PHILLIPS 66	620.000	11,346.92	47,820.60

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71910C103	PHOENIX NEW MEDIA LTD	10.000	50.85	96.30
72341E304	PING AN INS GROUP CO CHINA LTD	1370.000	22,210.08	24,542.18
723664108	PIONEER ENERGY SVCS CORP	60.000	549.90	480.60
723787107	PIONEER NAT RES CO	90.000	9,480.29	16,566.30
724479100	PITNEY BOWES INC	140.000	2,377.59	3,262.00
73328P106	PORSCHE AUTOMOBIL HLDG SE	240.000	1,842.00	2,502.24
737273102	PORTUGAL TELECOM SGPS S A	280.000	1,606.28	1,209.60
739197200	POWER ASSETS HLDGS LTD	410.000	3,716.72	3,259.91
73935S105	POWERSHARES DB COMMODITY	23809.000	634,747.94	610,938.94
739727105	PRANA BIOTECHNOLOGY LTD	10.000	23.15	70.10
74005P104	PRAXAIR INC	210.000	16,744.82	27,306.30
740189105	PRECISION CASTPARTS CORP	230.000	39,413.95	61,939.00
74112D101	PRESTIGE BRANDS HLDGS INC	30.000	1,004.37	1,074.00
74144T108	PRICE T ROWE GROUP INC	10.000	581.85	837.70
741503403	PRICELINE COM INC	80.000	71,272.80	92,992.00
74154B203	PRIMA BIOMED LTD	20.000	48.50	22.00
74340W103	PROLOGIS INC	1.000	31.35	36.95
74343G204	PROMOTORA DE INFORMACIONES SA	45.000	70.80	98.55
74343G303	PROMOTORA DE INFORMACIONES SA	20.000	57.10	57.80
74348T102	PROSPECT CAP CORP	160.000	1,702.40	1,795.20
744320102	PRUDENTIAL FINL INC	980.000	57,522.35	90,375.60
74432QBR5	PRUDENTIAL FINL INC	50000.000	52,255.00	52,069.00
74435K204	PRUDENTIAL PLC	550.000	11,390.44	24,750.00
74463M106	PUBLICIS S A NEW	250.000	4,152.04	5,728.00
745867101	PULTEGROUP INC	400.000	6,395.61	8,148.00
747277101	QLOGIC CORP	50.000	588.25	591.50
74734M109	QIHOO 360 TECHNOLOGY CO LTD	20.000	865.70	1,641.00
747525103	QUALCOMM INC	2020.000	111,205.73	149,985.00
74834L100	QUEST DIAGNOSTICS INC	100.000	5,934.25	5,354.00
74835Y101	QUESTCOR PHARMACEUTICALS INC	50.000	1,207.25	2,722.50
74838C106	QUIKSILVER INC	160.000	362.08	1,403.20
74975E303	RWE AG	230.000	8,600.48	8,431.80
751212101	RALPH LAUREN CORP	40.000	6,803.50	7,062.80
752344309	RANDGOLD RES LTD	30.000	2,531.05	1,884.30

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75281A109	RANGE RES CORP	80.000	6,286.00	6,744.80
756255204	RECKITT BENCKISER PLC	2650.000	28,504.17	42,074.05
756568101	RED ELECTRICA CORPORACION SA	190.000	2,020.75	2,539.54
756577102	RED HAT INC	120.000	6,981.53	6,724.80
758204200	REED ELSEVIER NV	120.000	3,977.10	5,120.40
758205207	REED ELSEVIER P L C	340.000	13,413.03	20,417.00
75886F107	REGENERON PHARMACEUTICALS	50.000	3,446.65	13,762.00
7591EP100	REGIONS FINL CORP	4240.000	28,379.39	41,933.60
76009N100	RENT A CTR INC NEW	30.000	1,150.07	1,000.20
76026T205	REPSOL S A	883.000	19,028.60	22,290.45
760759100	REPUBLIC SVCS INC	510.000	15,431.20	16,932.00
761152107	RESMED INC	90.000	5,047.65	4,237.20
772739207	ROCK-TENN CO	60.000	3,858.90	6,300.60
774341101	ROCKWELL COLLINS	1060.000	72,912.12	78,355.20
775043102	ROFIN SINAR TECHNOLOGIES INC	10.000	254.75	270.20
775371AV9	ROHM & HAAS CO	19000.000	22,444.32	21,554.17
776696106	ROPER INDS INC NEW	60.000	7,570.50	8,320.80
779376102	ROVI CORP	94.000	6,140.54	1,850.86
780097689	ROYAL BK SCOTLAND GROUP PLC	500.000	5,837.30	5,665.00
780099CC9	ROYAL BK SCOTLAND GROUP PLC	75000.000	75,817.50	76,707.00
780249108	ROYAL DSM N V	230.000	4,332.05	4,528.93
780259107	ROYAL DUTCH SHELL PLC	950.000	61,343.86	71,354.50
780641205	ROYAL KPN NV	1710.000	5,104.35	5,434.38
78112T107	RUBICON TECHNOLOGY INC	10.000	93.45	99.50
783513104	RYANAIR HLDGS PLC	50.000	1,996.75	2,346.50
783764103	RYLAND GROUP INC	20.000	788.10	868.20
78440P108	SK TELECOM LTD	120.000	2,448.40	2,954.40
78442P106	SLM CORP	1790.000	30,063.05	47,041.20
78460A106	SNAM S P A	330.000	3,470.81	3,697.65
78503N107	SWS GROUP INC	30.000	159.75	182.40
78572M105	SABMILLER PLC	770.000	26,154.03	39,547.97
786514208	SAFEWAY INC	160.000	3,424.00	5,211.20
790849103	ST JUDE MED INC	260.000	9,879.66	16,107.00
79466L302	SALESFORCE COM INC	910.000	37,319.46	50,222.90

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795435106	SALIX PHARMACEUTICALS LTD	40.000	2,924.66	3,597.60
79588J102	SAMPO OYJ	740.000	12,431.00	18,211.40
796043107	SAMSON OIL & GAS LTD	40.000	26.79	16.60
80004C101	SANDISK CORP	550.000	28,849.08	38,797.00
801056102	SANMINA CORP	60.000	943.50	1,002.00
80105N105	SANOFI	1230.000	47,091.16	65,964.90
80105N113	SANOFI CONTINGENT	250.000	600.00	85.00
802817304	SANTARUS, INC	10.000	319.75	319.60
803054204	SAP AG	510.000	28,679.42	44,441.40
803866300	SASOL LTD	680.000	31,546.04	33,626.00
80585Y308	SBERBANK RUSSIA	860.000	9,329.90	10,590.90
806037107	SCANSOURCE INC	10.000	430.35	424.30
806857108	SCHLUMBERGER LTD	2.000	128.74	180.22
80687P106	SCHNEIDER ELEC SA	1160.000	17,093.80	20,267.52
808513105	SCHWAB CHARLES CORP NEW	1020.000	19,014.32	26,520.00
80874P109	SCIENTIFIC GAMES CORP	30.000	328.65	507.90
81211K100	SEALED AIR CORP NEW	140.000	3,074.90	4,767.00
813113206	SECOM LTD	300.000	4,727.49	4,524.00
815794102	SEGA SAMMY HLDGS INC	280.000	1,082.20	1,782.76
81603X108	SEIKO EPSON CORP	90.000	830.25	1,209.51
816078307	SEKISUI HOUSE LTD	230.000	2,183.39	3,216.78
81663N206	SEMICONDUCTOR MFG INTL CORP	160.000	566.26	624.00
816851109	SEMPRA ENERGY	620.000	41,440.55	55,651.20
816851AN9	SEMPRA ENERGY	50000.000	58,387.50	56,260.00
816851AQ2	SEMPRA ENERGY	50000.000	50,774.50	50,154.50
817565104	SERVICE CORP INTL	10.000	115.05	181.30
81783H105	SEVEN & I HLDGS CO LTD	200.000	14,916.60	15,908.00
818800104	SGS S A	1770.000	36,617.45	40,839.21
81941U105	SHANDA GAMES LTD	20.000	80.10	91.60
81941W101	SHANDONG WEIGAO GROUP MED	150.000	635.65	809.40
819882200	SHARP CORP	520.000	5,851.74	1,652.56
822582AV4	SHELL INTL FIN B V	80000.000	78,216.80	71,434.40
824348106	SHERWIN WILLIAMS CO	50.000	7,896.25	9,175.00
824551105	SHIN ETSU CHEM CO LTD	510.000	7,729.05	7,448.04

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824596100	SHINHAN FINL GROUP CO LTD	150.000	5,958.72	6,855.00
82481R106	SHIRE PLC	250.000	18,900.09	35,322.50
824841407	SHISEIDO	140.000	2,255.90	2,252.46
825724206	SIBANYE GOLD LTD	61.000	278.90	293.41
826197501	SIEMENS A G	430.000	47,356.16	59,559.30
826552101	SIGMA ALDRICH CORP	50.000	4,442.25	4,700.50
827084864	SILICONWARE PRECISION INDS LTD	190.000	1,043.35	1,136.20
828806109	SIMON PPTY GROUP INC NEW	710.000	67,329.75	108,033.60
828807CJ4	SIMON PPTY GROUP L P	100000.000	102,223.00	101,380.00
829160100	SIMS METAL MANAGEMENT LTD	60.000	554.10	584.58
82929R304	SINGAPORE TELECOMMUNICATIONS	260.000	5,811.78	7,536.88
830879102	SKYWEST INC	620.000	4,941.40	9,194.60
83175M205	SMITH & NEPHEW PLC	490.000	28,338.51	35,152.60
833635105	SOCIEDAD QUIMICA MINERA DE CHI	30.000	1,439.63	776.40
83364L109	SOCIETE GENERALE FRANCE	1580.000	22,740.94	18,383.30
83404D109	SOFTBANK CORP	700.000	11,889.50	30,636.20
83421A104	SOLERA HLDGS INC	440.000	30,008.19	31,134.40
83569C102	SONOVA HLDG AG	770.000	20,120.45	20,779.22
842587107	SOUTHERN CO	590.000	26,763.25	24,254.90
844741108	SOUTHWEST AIRLS CO	40.000	545.94	753.60
845467109	SOUTHWESTERN ENERGY CO	10.000	360.15	393.30
846819100	SPARTAN MTRS INC	40.000	266.92	268.00
847560109	SPECTRA ENERGY CORP	270.000	7,918.52	9,617.40
85375C101	STANDARD PAC CORP NEW	120.000	462.36	1,086.00
854502101	STANLEY BLACK & DECKER INC	253.000	18,462.75	20,414.57
855030102	STAPLES INC	1370.000	24,664.94	21,769.30
855244109	STARBUCKS CORP	10.000	235.93	783.90
85590A401	STARWOOD HOTELS & RESORTS	180.000	6,470.77	14,301.00
857477103	STATE STR CORP	520.000	24,701.48	38,162.80
86210M106	STORA ENSO CORP	610.000	4,992.42	6,131.72
863236105	STRAYER ED INC	10.000	1,286.06	344.70
863667101	STRYKER CORP	670.000	46,164.27	50,343.80
864691100	SUEZ ENVIRONNEMENT CO S A	180.000	1,548.39	1,615.32
86562M209	SUMITOMO MITSUI FINL GROUP INC	3490.000	20,007.84	36,610.10

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86562X106	SUMITOMO MITSUI TR HLDGS INC	2842.000	11,532.73	14,980.18
86722A103	SUNCOKE ENERGY INC	60.000	842.10	1,368.60
86732Y109	SUNEDISON INC	220.000	2,201.96	2,871.00
86800U104	SUPER MICRO COMPUTER INC	20.000	231.50	343.20
868536103	SUPERVALU INC	180.000	1,114.20	1,312.20
868861105	SURGUTNEFTEGAZ JSC	510.000	3,158.05	4,019.82
869587402	SVENSKA CELLULOSA	190.000	5,298.15	5,857.51
86959C103	SVENSKA HANDELSBANKEN AB	930.000	20,759.25	22,878.93
870123106	SWATCH GROUP AG	820.000	21,139.10	27,176.44
870195104	SWEDBANK A B	430.000	5,672.05	12,118.26
870738101	SWIFT ENERGY CO	40.000	623.80	540.00
871503108	SYMANTEC CORP	2680.000	58,238.06	63,194.40
871546206	SYMMETRY MED INC	40.000	331.80	403.20
871607107	SYNOPSYS INC	140.000	5,233.80	5,679.80
87160A100	SYNGENTA AG	590.000	39,584.00	47,164.60
87161C105	SYNOVUS FINL CORP	720.000	1,626.92	2,592.00
87162W100	SYNNEX CORP	10.000	615.05	674.00
871829107	SYSCO CORP	1680.000	49,785.94	60,648.00
87184P109	SYSMEX CORP	50.000	1,453.25	1,477.10
872540109	TJX COS INC NEW	710.000	23,274.31	45,248.30
87262N109	TNT EXPRESS N V	120.000	1,135.80	1,115.76
87305R109	TTM TECHNOLOGIES INC	40.000	409.20	343.20
874039100	TAIWAN SEMICONDUCTOR MFG LTD	1320.000	15,144.23	23,020.80
874054109	TAKE-TWO INTERACTIVE SOFTWARE	50.000	830.75	868.50
874060205	TAKEDA PHARMACEUTICAL CO LTD	1340.000	31,443.10	30,757.02
87582Y108	TANGOE INC	20.000	315.50	360.20
878237106	TECH DATA CORP	30.000	1,480.05	1,548.00
878546209	TECHNIP	150.000	4,470.67	3,609.90
87873R101	TECHTRONIC INDS LTD	90.000	1,121.85	1,276.83
879278208	TELECOM CORP NEW ZEALAND LTD	110.000	1,087.55	1,043.46
87927Y201	TELECOM ITALIA S P A NEW	210.000	1,326.86	1,631.70
87938WAN3	TELEFONICA EMISIONES S A U	40000.000	40,238.40	42,016.00
87960M205	TELIASONERA A B	350.000	5,842.69	5,836.60
87969N204	TELSTRA LTD	1250.000	28,845.69	29,356.25

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880208400	TEMPLETON GLOBAL BD FUND	71641.734	940,000.00	937,790.30
88031M109	TENARIS S A	80.000	3,679.21	3,495.20
88032Q109	TENCENT HLDGS LTD	430.000	9,637.59	27,429.27
88033G407	TENET HEALTHCARE CORP	97.000	2,643.99	4,085.64
88076W103	TERADATA CORP	110.000	6,235.95	5,003.90
880890108	TERNIUM S A	40.000	1,171.78	1,252.00
881609101	TESORO CORP	10.000	495.15	585.00
882491103	TEXAS INDS INC	10.000	668.35	687.80
882508104	TEXAS INSTRS INC	720.000	17,777.16	31,615.20
883203101	TEXTRON INC	340.000	6,459.52	12,498.40
883556102	THERMO FISHER SCIENTIFIC CORP	510.000	24,604.64	56,788.50
88554D205	3D SYS CORP	180.000	12,453.90	16,727.40
88579Y101	3M CO	1360.000	124,728.55	190,740.00
88632Q103	TIBCO SOFTWARE INC	140.000	3,268.30	3,147.20
886547108	TIFFANY & CO NEW	80.000	6,050.80	7,422.40
88706P205	TIM PARTICIPACIOES S A	50.000	1,175.65	1,312.00
887317303	TIME WARNER INC	1030.000	29,695.17	71,811.60
887317AK1	TIME WARNER INC	50000.000	53,849.50	53,318.50
88732J207	TIME WARNER CABLE INC	490.000	53,763.74	66,395.00
88732JBD9	TIME WARNER CABLE INC	75000.000	73,702.75	56,817.75
889094108	TOKIO MARINE HLDGS INC	240.000	7,758.00	8,026.32
889110102	TOKYO ELECTRON LTD	250.000	2,678.75	3,425.25
89114QAH1	TORONTO DOMINION BK UNSECD	80000.000	80,184.65	80,172.00
892331307	TOYOTA MOTOR CORP	610.000	55,120.49	74,371.20
892356106	TRACTOR SUPPLY CO	80.000	3,444.40	6,206.40
893521AB0	TRANSATLANTIC HLDGS INC	50000.000	57,661.50	62,172.50
893870204	TRANSPRTDRA DE GAS DEL SUR	10.000	27.65	21.70
89417E109	TRAVELERS COS INC	950.000	74,096.20	86,013.00
89465J109	TREASURY WINE ESTATES LTD	231.000	1,375.53	996.07
896239100	TRIMBLE NAVIGATION LTD	1120.000	35,312.70	38,864.00
896818101	TRIUMPH GROUP INC NEW	500.000	36,361.06	38,035.00
896945201	TRIPADVISOR INC	335.000	19,842.04	27,748.05
899415202	TULLOW OIL PLC	1690.000	15,674.36	11,966.89
900111204	TURKCELL ILETISIM HIZMETLERI A S	20.000	323.30	267.00

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900148701	TURKIYE GARANTI BANKASI A S	1210.000	6,064.55	3,920.40
90130A101	TWENTY-FIRST CENTY FOX INC	1910.000	23,097.22	67,174.70
902494103	TYSON FOODS INC	190.000	6,317.64	6,357.40
902973304	US BANCORP DEL	4260.000	139,066.32	172,104.00
90400P101	ULTRAPAR PARTICIPACOES S A	170.000	2,917.20	4,020.50
90460M204	UNICHARM CORP	1240.000	14,142.20	14,157.08
904784709	UNILEVER N V	1100.000	35,625.83	44,253.00
907818DG0	UNION PAC CORP	40000.000	42,444.40	41,738.80
910873405	UNITED MICROELECTRONICS CORP	1140.000	3,662.17	2,325.60
911271302	UNITED OVERSEAS BK LTD	470.000	14,303.25	15,813.15
911312106	UNITED PARCEL SVC INC	730.000	53,283.52	76,708.40
911363109	UNITED RENTALS INC	80.000	3,215.90	6,236.00
912810QS0	UNITED STATES TREAS BD	450000.000	512,452.18	438,678.00
912810QX9	UNITED STATES TREAS BD	40000.000	37,787.47	31,693.60
912828FY1	UNITED STATES TREAS NT	220000.000	260,003.90	244,200.00
912828RE2	UNITED STATES TREAS NT	225000.000	225,527.33	223,857.00
912828RH5	UNITED STATES TREAS NT	250000.000	253,183.59	246,952.50
912828SV3	UNITED STATES TREAS NT	420000.000	423,986.72	388,369.80
912828TG5	UNITED STATES TREAS NT	150000.000	148,775.39	146,847.00
912828TJ9	UNITED STATES TREAS NT	300000.000	273,623.58	272,556.00
912828TM2	UNITED STATES TREAS NT	115000.000	114,708.01	112,843.75
912828TV2	UNITED STATES TREAS NT	30000.000	30,442.20	28,694.40
912909108	UNITED STS STL CORP	180.000	10,664.53	5,310.00
913017BR9	UNITED TECHNOLOGIES CORP	100000.000	111,299.00	108,792.00
913915104	UNIVERSAL TECHNICAL INST INC	20.000	245.29	278.20
917302200	USINAS SIDERURGICAS DE MINAS	200.000	2,491.00	1,204.60
918204108	V F CORP	920.000	21,069.61	57,352.80
91912E204	VALE S A	950.000	22,815.60	13,309.50
91913Y100	VALERO ENERGY CORP NEW	350.000	5,920.78	17,640.00
919794107	VALLEY NATL BANCORP	178.000	2,138.54	1,801.36
92023R308	VALLOUREC SA	220.000	2,348.79	2,400.86
92230Y104	VASCO DATA SEC INTL INC	20.000	184.40	154.60
92276F100	VENTAS INC	400.000	21,094.47	22,912.00
922908553	VANGUARD REIT	24144.000	1,569,118.56	1,558,736.64

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92334N103	VEOLIA ENVIRONNEMENT	180.000	5,720.75	2,944.80
92343VBD5	VERIZON COMMUNICATIONS INC	50000.000	49,545.50	51,018.00
92532F100	VERTEX PHARMACEUTICALS INC	160.000	7,429.60	11,888.00
925458101	VESTAS WIND SYS A/S UTD KINGDOM	240.000	387.60	2,367.12
92719A106	VIMPELCOM LTD	60.000	1,246.52	776.40
927320101	VINCI S A	1030.000	15,154.39	16,932.17
928241108	VIROPHARMA INC	70.000	1,230.25	3,489.50
92826C839	VISA INC	590.000	61,725.47	131,381.20
928298108	VISHAY INTERTECHNOLOGY INC	90.000	1,191.45	1,193.40
92849E101	VITAMIN SHOPPE INC	20.000	1,072.50	1,040.20
92857W209	VODAFONE GROUP PLC	1770.000	42,440.20	69,578.70
928662303	VOLKSWAGEN AG	250.000	8,019.45	13,565.75
929160109	VULCAN MATLS CO	80.000	3,130.00	4,753.60
92930RBB7	WFRBS COML MTG TR 2012-C9	75000.000	76,871.75	70,326.00
92932M101	WNS HLDGS LTD	10.000	218.15	219.10
92933J107	WM MORRISON SUPERMARKETS PLC	1250.000	29,329.63	27,017.50
929352102	WUXI PHARMATECH CAYMAN INC	240.000	4,680.20	9,211.20
92937A102	WPP PLC	270.000	17,723.49	31,012.20
94106L109	WASTE MGMT INC DEL	1670.000	54,713.45	74,932.90
94946T106	WELLCARE GROUP INC	80.000	5,622.60	5,633.60
94974BET3	WELLS FARGO & CO	75000.000	79,968.75	76,911.00
958102105	WESTERN DIGITAL CORP	630.000	41,370.07	52,857.00
959802109	WESTERN UNION CO	1520.000	24,672.18	26,220.00
961214301	WESTPAC BKG CORP	1570.000	37,122.16	45,608.50
961214BH5	WESTPAC BKG CORP	60000.000	64,424.40	62,553.60
962166104	WEYERHAEUSER CO	387.000	6,362.63	12,217.59
963320106	WHIRLPOOL CORP	10.000	1,358.35	1,568.60
966244105	WHITEWAVE FOODS CO	1.000	9.33	22.94
969457100	WILLIAMS COS INC DEL	460.000	9,655.92	17,742.20
969904101	WILLIAMS SONOMA INC	50.000	3,014.75	2,914.00
97651M109	WIPRO LTD	180.000	1,783.20	2,266.20
977868306	WOLSELEY PLC JERSEY	4542.000	21,752.85	25,766.77
977874205	WOLTERS KLUWER N V	110.000	2,215.95	3,144.35
980228308	WOODSIDE PETE LTD	440.000	16,489.00	15,312.88

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Cusip	Asset	Units	Basis	Market Value
98212B103	WPX ENERGY INC	1 000	12.42	20 38
98310W108	WYNDHAM WORLDWIDE CORP	160.000	3,362.45	11,790.40
98313R106	WYNN MACAU LTD	40 000	1,571.00	1,813.32
984245100	YPF SOCIEDAD ANONIMA	60.000	2,522 10	1,977.60
984332106	YAHOO INC	680.000	9,638.13	27,499.20
98433V102	YAHOO JAPAN CORP	233 000	1,909.44	2,593.76
984846105	YANZHOU COAL MNG CO LTD	630.000	10,953.72	5,814.90
984851204	YARA INTL ASA	240.000	10,497.48	10,325.04
988498101	YUM BRANDS INC	290.000	21,217.21	21,926.90
988498AG6	YUM BRANDS INC	50000.000	51,100.00	50,655.00
988858106	ZALE CORP NEW	30.000	81.67	473.10
98956P102	ZIMMER HLDGS INC	150.000	12,075.26	13,978.50
98978V103	ZOETIS INC	1460 000	44,666.40	47,727.40
98978W101	ZOOMLION HEAVY IND SCIENCE &	40.000	379 80	373.48
989825104	ZURICH INS GROUP LTD	2540.000	65,080.38	73,827.64
98982X103	ZUOAN FASHION LTD	10 000	29.75	17.00
B7WCX92#2	DE MASTER BLENDER 1753 NV	880.000	8,624.00	15,118.40
D18190898	DEUTSCHE BK AG	580.000	23,794.45	27,979.20
G0083B108	ACTAVIS PLC	380.000	63,195.10	63,840.00
G0176J109	ALLEGION PLC	60.000	1,457.49	2,651.40
G0408V102	AON PLC	189.000	12,557.16	15,855 21
G1151C101	ACCENTURE PLC	990.000	69,223.39	81,397.80
G2554F113	COVIDIEN PLC	1190.000	62,481 26	81,039.00
G27823106	DELPHI AUTOMOTIVE PLC	190.000	10,672.55	11,424.70
G29183103	EATON CORP PLC	490.000	26,906.25	37,298.80
G3157S106	ENSCO PLC	970.000	56,864.94	55,464.60
G47791101	INGERSOLL-RAND CO LTD	180.000	5,669 61	11,088.00
G491BT108	INVESCO LTD	290 000	8,209.64	10,556.00
G5785G107	MALLINCKRODT PLC	37.000	1,704.27	1,933.62
G60754101	MICHAEL KORS HLDGS LTD	110.000	8,713.65	8,930.90
G6359F103	NABORS INDS INC	170.000	2,680.05	2,888.30
G65431101	NOBLE CORP PLC	230.000	8,881.23	8,618.10
G72800108	PROTHENA CORP PLC	1.000	5.03	26.52
G7945M107	SEAGATE TECH	680.000	25,702.41	38,188.80

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Cusip	Asset	Units	Basis	Market Value
G8988C105	TOWER GROUP INTL LTD	60.000	237.90	202 80
G97822103	PERRIGO CO	60 000	9,132.30	9,207 60
H0023R105	ACE LTD	540.000	29,297.70	55,906.20
H50430232	LOGITECH INTL S A	690.000	5,097.40	9,446.10
H6169Q108	PENTAIR LTD	110.000	5,992.95	8,543.70
H84989104	TE CONNECTIVITY LTD	1220.000	63,527.27	67,234.20
N07059210	ASML HOLDINGS NV	140 000	5,943.50	13,118.00
N53745100	LYONDELLBASELL INDUSTRIES NV	440.000	20,983.38	35,323.20
N63218106	NIELSEN HLDGS N V	190.000	6,219.65	8,719.10
		Totals:	28,132,698.21	31,761,185.60