Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ 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 , and ending

Name of foundation: LOVETT & RUTH PETERS FOUNDATION

A Employer identification number: 20-8934367

Number and street (or P O box number if mail is not delivered to street address): 1500 CHIQUITA CENTER; 250 EAST FIFTH ST

Room/suite:

B Telephone number: 513-562-1550

City or town, state or province, country, and ZIP or foreign postal code: CINCINNATI, OH 45202

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 17,036,729.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received	5,222,794.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	20.	20.		
	4 Dividends and interest from securities	319,064.	312,981.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	542,665.			
	b Gross sales price for all assets on line 6a 3,136,312.				
	7 Capital gain net income (from Part IV, line 2)		523,442.		
	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)				
	11 Other income	<48,347.>	<58,199.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	6,036,196.	778,244.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	180,000.	18,000.		162,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	47,726.	4,773.		42,953.
	16a Legal fees STMT 3	4,253.	0.		4,253.
	b Accounting fees STMT 4	14,365.	0.		12,865.
	c Other professional fees STMT 5	82,441.	70,135.		12,306.
	17 Interest	4,518.	3,543.		0.
	18 Taxes STMT 6	9,183.	1,957.		0.
	19 Depreciation and depletion				
	20 Occupancy	11,751.	0.		11,751.
	21 Travel, conferences, and meetings	47,779.	0.		47,779.
	22 Printing and publications				
	23 Other expenses STMT 7	609,663.	596,534.		3,543.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,011,679.	694,942.		297,450.
	25 Contributions, gifts, grants paid	1,440,000.			1,440,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,451,679.	694,942.		1,737,450.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,584,517.			
	b **Net investment income** (if negative, enter -0-)		83,302.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2013)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	1,145,490.	1,625,707.	1,625,707.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 8	1,444,061.	1,915,669.	1,915,669.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	8,847,676.	13,495,353.	13,495,353.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)	1,168,018.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,605,245.	17,036,729.	17,036,729.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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	12,605,245.	17,036,729.	
	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			
	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**	12,605,245.	17,036,729.	
	31 **Total liabilities and net assets/fund balances**	12,605,245.	17,036,729.	

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	12,605,245.
2 Enter amount from Part I, line 27a	2	3,584,517.
3 Other increases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED GAIN	3	846,967.
4 Add lines 1, 2, and 3	4	17,036,729.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,036,729.

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				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	3,136,312.		2,880,687.	523,442.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				523,442.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 523,442.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 } 3 N/A

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	2,084,452.	9,390,556.	.221973
2011	1,808,480.	2,409,041.	.750705
2010	1,346,456.	3,208,017.	.419716
2009	1,898,497.	2,181,546.	.870253
2008	1,362,199.	831,750.	1.637751

2	**Total** of line 1, column (d)	2	3.900398
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	.780080
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,971,129.
5	Multiply line 4 by line 3	5	11,678,678.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	833.
7	Add lines 5 and 6	7	11,679,511.
8	Enter qualifying distributions from Part XII, line 4	8	1,737,450.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,666.
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	0.
3	Add lines 1 and 2			3	1,666.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,666.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	17,902.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	17,902.
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	16,236.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶		16,236.	**Refunded** ▶ 11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH,DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶513-562-1550

Located at ▶250 EAST FIFTH STREET, CINCINNATI, OH ZIP+4 ▶45202

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

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. 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 No: 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 No: 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 ▶ ______, ______, ______, ______

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) N/A 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

▶ ______, ______, ______, ______

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 No: X

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a No: 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 No: X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** No: X

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
DANIEL S. PETERS 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	PRESIDENT 40.00	175,000.	38,139.	0.
KATHLEEN PETERS 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	TRUSTEE 10.00	0.	0.	0.
JEFF SANDEFER 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	TRUSTEE 5.00	0.	0.	0.
STEPHANIE SAROKI 1500 CHIQUITA CENTER; 250 EAST 5TH ST CINCINNATI, OH 45202	TRUSTEE 5.00	5,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
MORGAN STANLEY 4449 EASTON WAY, STE 300, COLUMBUS, OH 43219	INVESTMENT MANAGEMENT	70,135.

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	13,718,410.
b	Average of monthly cash balances	1b	1,480,706.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	15,199,116.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	15,199,116.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	227,987.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	14,971,129.
6	**Minimum investment return** Enter 5% of line 5	6	748,556.

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	748,556.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 1,666.		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b: 3,311.		
c	Add lines 2a and 2b	2c	4,977.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	743,579.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	743,579.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	743,579.

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	1,737,450.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	***Qualifying distributions.*** *Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4*	4	1,737,450.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,737,450.

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				743,579.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 1,320,935.				
b From 2009 1,789,426.				
c From 2010 1,190,743.				
d From 2011 1,695,108.				
e From 2012 1,617,081.				
f Total of lines 3a through e	7,613,293.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,737,450.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				743,579.
e Remaining amount distributed out of corpus	993,871.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,607,164.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	1,320,935.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,286,229.			
10 Analysis of line 9				
a Excess from 2009 1,789,426.				
b Excess from 2010 1,190,743.				
c Excess from 2011 1,695,108.				
d Excess from 2012 1,617,081.				
e Excess from 2013 993,871.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT B	N/A	PC	GENERAL SUPPORT	1,440,000.
Total			▶ 3a	1,440,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	20.	
4 Dividends and interest from securities	525990	6,083.	14	312,981.	
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	525990	9,852.	01	<58,199.>	
8 Gain or (loss) from sales of assets other than inventory	525990	19,223.	18	523,442.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		35,158.		778,244.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 813,402.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

▶ Daniel S Peters | 11/6/14 | ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
EMMANUEL T. CHIRICO	Emmanuel T. Chirico	10/30/14		P00891698

Firm's name ▶ O'CONNOR DAVIES, LLP

Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE
NEW YORK, NY 10022

Phone no (212)286-2600

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DOUBLELINE TOTAL RETURN	50,903.	0.	50,903.	50,903.	
GMO FORESTRY FUND 1, LP	21,097.	0.	21,097.	21,097.	
INVESCO BALANCED RISK	55,747.	24,317.	31,430.	31,430.	
LOOMIS SAYLES	41,667.	2,768.	38,899.	38,899.	
MAINSTAY MARKETFIELD I	95.	0.	95.	95.	
MORGAN STANLEY SMITH BARNEY	70,582.	9,903.	60,679.	60,679.	
PIMCO ALL ASSET	35,320.	0.	35,320.	35,320.	
PIMCO TOTAL RETURN	2,109.	0.	2,109.	2,109.	
PRIVATE EQUITY PARTNERS X/VINTAGE V ACCESS LP	9,699.	0.	9,699.	3,720.	
SKYBRIDGE MULTI-ADVISER	64,380.	64,380.	0.	0.	
STEPSTONE PRIVATE EQUITY PARTNERS LP	31,356.	0.	31,356.	31,252.	
STRATEGIC SCIENCE & TECHNOLOGIES, LLC	35.	0.	35.	35.	
STRATEGIC SCIENCE & TECHNOLOGIES-C, LLC	4,500.	0.	4,500.	4,500.	
TEMPLETON GLOBAL BOND FUND	33,077.	145.	32,932.	32,932.	
THIRSTY PLANET, LLC	10.	0.	10.	10.	
TO PART I, LINE 4	420,577.	101,513.	319,064.	312,981.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	441.	441.	
OTHER PARTNERSHIP INCOME(LOSS)	<48,788.>	<58,640.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<48,347.>	<58,199.>	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANLEY BURKE	4,253.	0.		4,253.
TO FM 990-PF, PG 1, LN 16A	4,253.	0.		4,253.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	14,365.	0.		12,865.
TO FORM 990-PF, PG 1, LN 16B	14,365.	0.		12,865.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUE KOZMINSKI	306.	0.		306.
INVESTMENT MANAGEMENT FEES	70,135.	70,135.		0.
DEFINING MOMENTS CONSULTING	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16C	82,441.	70,135.		12,306.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,978.	1,957.		0.
EXCISE TAX	5,000.	0.		0.
UBI TAX	2,205.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,183.	1,957.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL FEES	1,070.	0.		1,070.
INSURANCE	2,273.	0.		2,273.
FILING FEES	200.	0.		200.
PARTNERSHIP EXPENSES	606,096.	596,510.		0.
BANK FEE	24.	24.		0.
TO FORM 990-PF, PG 1, LN 23	609,663.	596,534.		3,543.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
.866 SHS. HERSHEY COMPANY	84.	84.
ATTACHMENT A - PAGE 27	1,915,585.	1,915,585.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,915,669.	1,915,669.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GMO FORESTRY FUND 1, LP	FMV	77,446.	77,446.
TEMPLETON GLOBAL BOND FUND	FMV	615,317.	615,317.
STEPSTONE PRIVATE EQUITY PARTNERS LP	FMV	1,508,104.	1,508,104.
LOOMIS SAYLES	FMV	634,779.	634,779.
DOUBLELINE TOTAL RETURN	FMV	766,063.	766,063.
HANCOCK TIMBERLAND	FMV	749,345.	749,345.
CANYON VALUE REALIZATION FUND	FMV	864,752.	864,752.
GOLDEN TREE OFFSHORE FUND, LTD.	FMV	550,878.	550,878.
STRATEGIC SCIENCE & TECHNOLOGIES, LLC	FMV	379,644.	379,644.
STRATEGIC SCIENCE & TECHNOLOGIES-A, LLC	FMV	30,105.	30,105.
STRATEGIC SCIENCE & TECHNOLOGIES-C, LLC	FMV	3,404.	3,404.
STRATEGIC SCIENCE & TECHNOLOGIES-D, LLC	FMV	12,600.	12,600.
STRATEGIC SCIENCE & TECHNOLOGIES-F, LLC	FMV	<4,185.>	<4,185.>
STRATEGIC SCIENCE & TECHNOLOGIES-H, LLC	FMV	1,252.	1,252.
ATTACHMENT A - MUTUAL FUNDS - PAGE 29	FMV	2,473,944.	2,473,944.
SKYBRIDGE MULTI-ADVISER	FMV	1,121,690.	1,121,690.
INVESCO BALANCED RISK	FMV	781,902.	781,902.
MAINSTAY MARKETFIELD I	FMV	834,479.	834,479.
PIMCO ALL ASSET	FMV	752,026.	752,026.
PRIVATE EQUITY PARTNERS X/VINTAGE V ACCESS LP	FMV	1,019,812.	1,019,812.
THIRSTY PLANET LLC	FMV	242,843.	242,843.
PIMCO TOTAL RETURN	FMV	79,153.	79,153.
TOTAL TO FORM 990-PF, PART II, LINE 13		13,495,353.	13,495,353.

STOCKS

EIN#:20-8934367

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
3M COMPANY (MMM)	5/3/12	45 000	$89 247	$4,016 12	$6,311 25	$2,295 13 LT
	6/11/13	5 000	110 290	551 45	701 25	149 80 ST
	Total	50 000		4,567 57	**7,012.50**	2,295 13 LT 149 80 ST
Share Price $140 250, Next Dividend Payable 03/2014						
ABBOTT LABORATORIES (ABT)	5/3/12	62 000	30 252	1,875 60	2,376 46	500 86 LT
	1/3/13	2 000	33 030	66 06	76 66	10 60 ST
	Total	64 000		1,941 66	**2,453.12**	500 86 LT 10 60 ST
Share Price $38 330, Next Dividend Payable 02/2014						
ABBVIE INC COM (ABBV)	5/3/12	62 000	32 805	2,033 94	3,274 22	1,240 28 LT
	6/11/13	3 000	43 797	131 39	158 43	27 04 ST
	Total	65 000		2,165 33	**3,432.65**	1,240 28 LT 27 04 ST
Share Price $52 810, Next Dividend Payable 02/2014						
ACE LTD (ACE)	5/3/12	41 000	76 840	3,150 44	**4,244.73**	1,094 29 LT
Share Price $103 530, Next Dividend Payable 01/2014						
ACI WORLDWIDE INC (ACIW)	5/3/12	92 000	40 363	3,713 41	**5,980.00**	2,266 59 LT
Share Price $65 000						
AFFILIATED MGRS GROUP INC (AMG)	5/3/12	27 000	109 470	2,955 69	5,855 76	2,900 07 LT
	3/1/13	7 000	145 287	1,017 01	1,518 16	501 15 ST
	Total	34 000		3,972 70	**7,373.92**	2,900 07 LT 501 15 ST
Share Price $216 880						
AKORN INC (AKRX)	12/6/13	154 000	25 688	3,955 88	**3,791.48**	(164 40) ST
Share Price $24 620						
ALBEMARLE CORPORATION (ALB)	5/3/12	66 000	65 523	4,324 50	4,183 74	(140 76) LT
	6/11/13	4 000	62 870	251 48	253 56	2 08 ST
	Total	70 000		4,575 98	**4,437.30**	(140 76) LT 2 08 ST
Share Price $63 390, Next Dividend Payable 01/02/14						
ALEXION PHARM INC (ALXN)	6/11/13	90 000	93 508	8,415 76	**11,959.56**	3,543 80 ST
Share Price $132 884						
ALLERGAN INC (AGN)	6/11/13	145 000	100 730	14,605 85	16,106 60	1,500 75 ST
	7/18/13	25 000	92 104	2,302 59	2,777 00	474 41 ST

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	170 000		16,908 44	**18,883.60**	1,975 16 ST
Share Price $111 080, Next Dividend Payable 03/2014						
ALLIANCE DATA SYSTEMS CORP (ADS)	7/23/12	1 000	128 196	128 20	262 93	134 73 LT
	4/18/13	24 000	159 853	3,836 47	6,310 32	2,473 85 ST
	5/9/13	6 000	175 370	1,052 22	1,577 58	525 36 ST
	5/23/13	8 000	178 295	1,426 36	2,103 44	677 08 ST
	5/23/13	1 000	178 300	178 30	262 93	84 63 ST
	6/7/13	3 000	178 700	536 10	788 79	252 69 ST
	Total	43 000		7,157 65	**11,305.99**	134 73 LT 4,013 61 ST
Share Price $262 930						
ALTRA HLDGS INC (AIMC)	5/3/12	215 000	17 046	3,664 89	7,357 30	3,692 41 LT
	5/21/12	51 000	16 752	854 37	1,745 22	890 85 LT
	7/30/13	39 000	25 397	990 49	1,334 58	344 09 ST
	Total	305 000		5,509 75	**10,437.10**	4,583 26 LT 344 09 ST
Share Price $34 220, Next Dividend Payable 01/03/14						
AMAZON COM INC (AMZN)	5/3/12	3 000	228 765	686 30	1,196 37	510 07 LT
	5/9/12	8 000	221 400	1,771 20	3,190 32	1,419 12 LT
	6/6/12	9 000	217 462	1,957 16	3,589 11	1,631 95 LT
	6/11/13	28 000	275 600	7,716 80	11,166 12	3,449 32 ST
	Total	48 000		12,131 46	**19,141.92**	3,561 14 LT 3,449 32 ST
Share Price $398 790						
AMERICAN EXPRESS CO (AXP)	5/3/12	57 000	60 808	3,466 03	5,171 61	1,705 58 LT
	6/11/13	3 000	76 667	230 00	272 19	42 19 ST
	Total	60 000		3,696 03	**5,443.80**	1,705 58 LT 42 19 ST
Share Price $90 730, Next Dividend Payable 02/2014						
AMERICAN TOWER REIT COM (AMT)	1/16/13	23 000	79 006	1,817 13	1,835 86	18 73 ST
	6/11/13	3 000	75 950	227 85	239 46	11 61 ST
	Total	26 000		2,044 98	**2,075.32**	30 34 ST
Share Price $79 820, Next Dividend Payable 03/2014						
ANALOGIC CORPORATION (ALOG)	5/3/12	81 000	66 052	5,350 23	**7,173.36**	1,823 13 LT
Share Price $88 560, Next Dividend Payable 03/2014						

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
AOL INC (AOL)	6/13/13	100 000	35 468	3,546 76	4,662 00	1,115 24 ST
	11/7/13	43 000	41 897	1,801 55	2,004 66	203 11 ST
	Total	143 000		5,348 31	**6,666.66**	1,318 35 ST
Share Price $46 620						
APPLIED IND TECH INC (AIT)	5/3/12	134 000	38 908	5,213 67	6,578 06	1,364 39 LT
	8/16/12	19 000	40 831	775 79	932 71	156 92 LT
	Total	153 000		5,989 46	**7,510.77**	1,521 31 LT
Share Price $49 090, Next Dividend Payable 02/2014						
ARM HOLDINGS PLC ADS (ARMH)	7/19/13	180 000	40 923	7,366 05	9,851 57	2,485 52 ST
	7/26/13	52 000	39 439	2,050 85	2,846 01	795 16 ST
	9/9/13	16 000	42 617	681 87	875 69	193 82 ST
	10/25/13	27 000	47 760	1,289 53	1,477 73	188 20 ST
	Total	275 000		11,388 30	**15,051.02**	3,662 70 ST
Share Price $54 731						
AT&T INC (T)	5/3/12	164 000	32 977	5,408 23	5,766 24	358 01 LT
	6/11/13	6 000	35 795	214 77	210 96	(3 81) ST
	Total	170 000		5,623 00	**5,977.20**	358 01 LT (3 81) ST
Share Price $35 160, Next Dividend Payable 02/2014						
AUTOLIV INC (ALV)	5/3/12	90 000	62 420	5,617 79	**8,262.00**	2,644 21 LT
Share Price $91 800, Next Dividend Payable 03/2014						
AUTONATION INC (AN)	5/3/12	107 000	35 038	3,749 02	**5,316.83**	1,567 81 LT
Share Price $49 690						
BAIDU INC ADS (BIDU)	6/11/13	93 000	99 539	9,257 13	**16,542.84**	7,285 71 ST
Share Price $177 880						
BANCORPSOUTH INC (BXS)	2/28/13	372 000	15 143	5,633 05	9,456 24	3,823 19 ST
	5/22/13	64 000	17 781	1,137 96	1,626 88	488 92 ST
	Total	436 000		6,771 01	**11,083.12**	4,312 11 ST
Share Price $25 420, Next Dividend Payable 01/02/14						
BE AEROSPACE INC (BEAV)	7/2/13	55 000	64 128	3,527 05	4,786 65	1,259 60 ST
	10/22/13	12 000	77 778	933 33	1,044 36	111 03 ST
	Total	67 000		4,460 38	**5,831.01**	1,370 63 ST
Share Price $87 030						
BEACON ROOFING SUPPLY INC (BECN)	10/3/12	142 000	28 830	4,093 84	**5,719.76**	1,625 92 LT
Share Price $40 280						

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
BHP BILLITON LTD (BHP)	5/3/12	105 000	73 459	7,713 20	7,161 00	(552 20) LT
	6/11/13	5 000	62 760	313 80	341 00	27 20 ST
	Total	110 000		8,027 00	**7,502.00**	(552 20) LT 27 20 ST
Share Price $68 200, Next Dividend Payable 03/2014						
BIOGEN IDEC INC (BIIB)	5/3/12	14 000	134 150	1,878 10	3,914 00	2,035 90 LT
	6/11/13	34 000	223 770	7,608 18	9,505 44	1,897 26 ST
	11/19/13	1 000	245 810	245 81	279 57	33 76 ST
	Total	49 000		9,732 09	**13,699.02**	2,035 90 LT 1,931 02 ST
Share Price $279 572						
BOB EVANS FARMS INC (BOBE)	6/11/12	27 000	39 330	1,061 91	1,365 93	304 02 LT
	7/23/12	40 000	38 156	1,526 22	2,023 60	497 38 LT
	11/5/12	36 000	37 344	1,344 37	1,821 24	476 87 LT
	Total	103 000		3,932 50	**5,210.77**	1,278 27 LT
Share Price $50 590, Next Dividend Payable 03/2014						
BONANZA CREEK ENERGY (BCEI)	1/18/13	101 000	31 753	3,207 00	4,390 47	1,183 47 ST
	4/18/13	48 000	33 929	1,628 60	2,086 56	457 96 ST
	7/24/13	21 000	40 143	843 00	912 87	69 87 ST
	Total	170 000		5,678 60	**7,389.90**	1,711 30 ST
Share Price $43 470						
BRISTOL MYERS SQUIBB CO (BMY)	8/24/12	99 000	32 685	3,235 82	5,261 85	2,026 03 LT
	8/24/12	46 000	32 685	1,503 51	2,444 90	941 39 LT
	9/21/12	65 000	33 658	2,187 78	3,454 75	1,266 97 LT
	5/9/13	1 000	39 560	39 56	53 15	13 59 ST
	5/9/13	24 000	39 561	949 47	1,275 60	326 13 ST
	11/14/13	196 000	52 796	10,347 92	10,417 40	69 48 ST
	11/14/13	4 000	52 795	211 18	212 60	1 42 ST
	Total	435 000		18,475 24	**23,120.25**	4,234 39 LT 410 62 ST
Share Price $53 150, Next Dividend Payable 02/03/14						
CARRIZO OIL & GAS INC (CRZO)	10/8/13	111 000	41 933	4,654 56	**4,969.47**	314 91 ST
Share Price $44 770						
CBIZ INC (CBZ)	11/22/13	686 000	8 984	6,162 75	**6,256.32**	93 57 ST
Share Price $9 120						

STOCKS

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
CBRE GROUP INC (CBG)	5/3/12	305 000	18 617	5,678 19	**8,021.50**	2,343 31 LT
Share Price $26 300						
CELGENE CORP (CELG)	6/11/13	140 000	119 311	16,703 54	**23,655.52**	6,951 98 ST
Share Price $168 968						
CHEVRON CORP (CVX)	5/3/12	98 000	105 708	10,359 36	12,241 18	1,881 82 LT
	6/11/13	2 000	121 615	243 23	249 82	6 59 ST
	Total	100 000		10,602 59	**12,491.00**	1,881 82 LT 6 59 ST
Share Price $124 910, Next Dividend Payable 03/2014						
CHUBB CORP (CB)	5/3/12	78 000	73 739	5,751 65	7,537 14	1,785 49 LT
	10/25/13	5 000	93 092	465 46	483 15	17 69 ST
	Total	83 000		6,217 11	**8,020.29**	1,785 49 LT 17 69 ST
Share Price $96 630, Next Dividend Payable 01/07/14						
CIENA CORP NEW (CIEN)	12/20/13	136 000	22 778	3,097 85	**3,254.48**	156 63 ST
Share Price $23 930						
CITIGROUP INC NEW (C)	3/12/13	74 000	47 371	3,505 45	3,856 14	350 69 ST
	5/9/13	36 000	48 533	1,747 18	1,875 96	128 78 ST
	Total	110 000		5,252 63	**5,732.10**	479 47 ST
Share Price $52 110, Next Dividend Payable 02/2014						
COCA COLA CO (KO)	5/3/12	54 000	38 708	2,090 26	2,230 74	140 48 LT
	6/26/12	102 000	37 669	3,842 24	4,213 62	371 38 LT
	Total	156 000		5,932 50	**6,444.36**	511 86 LT
Share Price $41 310, Next Dividend Payable 03/2014						
COGNIZANT TECH SOLUTIONS CL A (CTSH)	6/11/13	183 000	64 538	11,810 40	18,479 34	6,668 94 ST
	7/18/13	27 000	72 847	1,966 87	2,726 46	759 59 ST
	Total	210 000		13,777 27	**21,205.80**	7,428 53 ST
Share Price $100 980						
COMCAST CORP CL A SPECIAL NEW	5/3/12	115 000	29 818	3,429 08	5,736 20	2,307 12 LT
(CMCSK)	2/22/13	89 000	37 829	3,366 81	4,439 32	1,072 51 ST
	6/11/13	6 000	39 048	234 29	299 28	64 99 ST
	Total	210 000		7,030 18	**10,474.80**	2,307 12 LT 1,137 50 ST
Share Price $49 880; Next Dividend Payable 01/23/14						
CONOCOPHILLIPS (COP)	5/3/12	63 000	54 106	3,408 65	4,450 95	1,042 30 LT
	6/11/13	7 000	61 916	433 41	494 55	61 14 ST

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	70 000		3,842 06	**4,945.50**	1,042 30 LT 61 14 ST
Share Price $70 650, Next Dividend Payable 03/2014						
CORE MARK HOLDING CO INC (CORE)	5/3/12	60 000	38 194	2,291 67	**4,555.80**	2,264 13 LT
Share Price $75 930, Next Dividend Payable 03/2014						
CULLEN FROST BANKERS INC (CFR)	5/3/12	73 000	59 069	4,312 04	**5,433.39**	1,121 35 LT
Share Price $74 430, Next Dividend Payable 03/2014						
CVB FINCL CP (CVBF)	12/11/13	400 000	16 553	6,621 28	**6,828.00**	206 72 ST
Share Price $17 070, Next Dividend Payable 01/17/14						
DANA HOLDING CORP (DAN)	9/27/13	202 000	22 948	4,635 54	**3,963.24**	(672 30) ST
Share Price $19 620, Next Dividend Payable 02/2014						
DEERE & CO (DE)	5/3/12	87 000	82 429	7,171 28	7,945 71	774 43 LT
	6/11/13	3 000	85 340	256 02	273 99	17 97 ST
	Total	90 000		7,427 30	**8,219.70**	774 43 LT 17 97 ST
Share Price $91 330, Next Dividend Payable 02/03/14						
DIAGEO PLC SPON ADR NEW (DEO)	5/3/12	77 000	103 438	7,964 75	**10,196.34**	2,231 59 LT
Share Price $132 420, Next Dividend Payable 04/2014						
DILLARDS INC CL A (DDS)	9/24/12	42 000	75 752	3,181 59	**4,082.82**	901 23 LT
Share Price $97 210, Next Dividend Payable 02/03/14						
DISCOVERY COMMUNICATIONS SER A (DISCA)	12/3/13	124 000	85 430	10,593 36	11,212 08	618 72 ST
	12/27/13	22 000	88 951	1,956 93	1,989 24	32 31 ST
	Total	146 000		12,550 29	**13,201.32**	651 03 ST
Share Price $90 420						
DOLBY CLA A COM STK (DLB)	5/3/12	83 000	38 016	3,155 33	3,200 48	45 15 LT
	5/23/12	34 000	43 338	1,473 48	1,311 04	(162 44) LT
	Total	117 000		4,628 81	**4,511.52**	(117 29) LT
Share Price $38 560						
DOMINION RES INC (NEW) (D)	5/3/12	127 000	51 997	6,603 62	8,215 63	1,612 01 LT
	6/11/13	13 000	55 478	721 21	840 97	119 76 ST
	Total	140 000		7,324 83	**9,056.60**	1,612 01 LT 119 76 ST
Share Price $64 690, Next Dividend Payable 03/2014						
DOW CHEMICAL CO (DOW)	5/3/12	78 000	32 989	2,573 14	3,463 20	890 06 LT
	6/11/13	2 000	34 085	68 17	88 80	20 63 ST

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	80 000		2,641 31	**3,552.00**	890 06 LT 20 63 ST
Share Price $44 400, Next Dividend Payable 01/30/14						
DREW IND INC (DW)	5/3/12	77 000	29 010	2,233 77	**3,942.40**	1,708 63 LT
Share Price $51 200, Next Dividend Payable 01/06/14						
DU PONT EI DE NEMOURS & CO (DD)	5/3/12	162 000	53 277	8,630 87	10,525 14	1,894 27 LT
	6/11/13	8 000	54 968	439 74	519 76	80 02 ST
	Total	170 000		9,070 61	**11,044.90**	1,894 27 LT 80 02 ST
Share Price $64 970, Next Dividend Payable 03/2014						
DUKE ENERGY CORP NEW (DUK)	2/13/13	47 000	69 058	3,245 73	**3,243.47**	(2 26) ST
Share Price $69 010, Next Dividend Payable 03/2014						
EASTGROUP PROPERTIES INC (EGP)	5/3/12	154 000	49 966	7,694 75	**8,921.22**	1,226 47 LT R
Share Price $57 930, Next Dividend Payable 03/2014						
EMCOR GROUP INC (EME)	5/3/12	153 000	29 452	4,506 15	**6,493.32**	1,987 17 LT
Share Price $42 440, Next Dividend Payable 01/2014						
ENBRIDGE INC (ENB)	5/3/12	146 000	40 935	5,976 58	6,377 28	400 70 LT
	6/11/13	4 000	43 460	173 84	174 72	0 88 ST
	Total	150 000		6,150 42	**6,552.00**	400 70 LT 0 88 ST
Share Price $43 680, Next Dividend Payable 03/2014						
ENERNOC INC (ENOC)	10/8/13	339 000	14 873	5,041 98	5,834 19	792 21 ST
	10/16/13	49 000	15 363	752 77	843 29	90 52 ST
	Total	388 000		5,794 75	**6,677.48**	882 73 ST
Share Price $17 210						
ENERSYS (ENS)	7/18/12	47 000	35 630	1,674 61	3,294 23	1,619 62 LT
	7/23/12	17 000	34 251	582 26	1,191 53	609 27 LT
	Total	64 000		2,256 87	**4,485.76**	2,228 89 LT
Share Price $70 090, Next Dividend Payable 03/2014						
ENTEGRIS INC (ENTG)	5/3/12	346 000	8 738	3,023 35	4,010 14	986 79 LT
	5/3/12	13 000	8 738	113 59	150 67	37 08 LT
	11/30/12	484 000	9 134	4,420 61	5,609 56	1,188 95 LT
	11/30/12	2 000	9 134	18 27	23 18	4 91 LT
	6/11/13	7 000	9 984	69 89	81 13	11 24 ST
	6/11/13	18 000	9 986	179 74	208 62	28 88 ST
	7/24/13	82 000	9 506	779 48	950 38	170 90 ST

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	952 000		8,604 93	**11,033.68**	2,217 73 LT 211 02 ST
Share Price $11 590						
EOG RESOURCES INC (EOG)	6/11/13	107 000	129 338	13,839 17	**17,958.88**	4,119 71 ST
Share Price $167 840, Next Dividend Payable 01/2014						
EVERCORE PARTNERS INC CLASS A (EVR)	3/4/13	82 000	41 456	3,399 41	4,901 96	1,502 55 ST
	6/11/13	3 000	36 500	109 50	179 34	69 84 ST
	Total	85 000		3,508 91	**5,081.30**	1,572 39 ST
Share Price $59 780, Next Dividend Payable 03/2014						
EXPEDIA INC NEW (EXPE)	5/3/12	104 000	41 457	4,311 53	7,244 64	2,933 11 LT
	5/4/12	49 000	41 078	2,012 83	3,413 34	1,400 51 LT
	Total	153 000		6,324 36	**10,657.98**	4,333 62 LT
Share Price $69 660, Next Dividend Payable 03/2014						
EXXON MOBIL CORP (XOM)	5/3/12	131 000	85 649	11,220 02	13,257 20	2,037 18 LT
	6/11/13	9 000	90 437	813 93	910 80	96 87 ST
	Total	140 000		12,033 95	**14,168.00**	2,037 18 LT 96 87 ST
Share Price $101 200, Next Dividend Payable 03/2014						
F5 NETWORKS INC (FFIV)	12/2/13	48 000	82 096	3,940 62	**4,361.28**	420 66 ST
Share Price $90 860						
FACEBOOK INC CL-A (FB)	6/11/13	180 000	24 090	4,336 18	9,836 81	5,500 63 ST
	6/20/13	125 000	24 026	3,003 21	6,831 12	3,827 91 ST
	Total	305 000		7,339 39	**16,667.94**	9,328 54 ST
Share Price $54 649						
FAIR ISAAC & CO INC (FICO)	11/5/12	95 000	43 336	4,116 94	5,969 80	1,852 86 LT
	11/28/12	30 000	42 020	1,260 60	1,885 20	624 60 LT
	Total	125 000		5,377 54	**7,855.00**	2,477 46 LT
Share Price $62 840, Next Dividend Payable 03/2014						
FASTENAL CO (FAST)	6/11/13	228 000	48 574	11,074 83	10,832 28	(242 55) ST
	7/18/13	22 000	47 455	1,044 01	1,045 22	1 21 ST
	9/9/13	20 000	48 047	960 93	950 20	(10 73) ST
	10/16/13	85 000	48 575	4,128 88	4,038 35	(90 53) ST
	12/26/13	40 000	47 036	1,881 45	1,900 40	18 95 ST
	Total	395 000		19,090 10	**18,766.45**	(323 65) ST
Share Price $47 510, Next Dividend Payable 02/2014						

STOCKS

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
FEI COMPANY (FEIC)	5/3/12	63 000	50 379	3,173 89	5,629 68	2,455 79 LT
	5/3/12	68 000	50 379	3,425 79	6,076 48	2,650 69 LT
	5/3/12	1 000	50 379	50 38	89 36	38 98 LT
	5/3/12	2 000	50 379	100 76	178 72	77 96 LT
	Total	134 000		6,750 82	**11,974.24**	5,223 42 LT
Share Price $89 360, Next Dividend Payable 01/2014						
FIFTH 3RD BANCORP OHIO (FITB)	12/24/12	218 000	15 182	3,309 72	4,584 54	1,274 82 LT
	5/9/13	47 000	17 584	826 44	988 41	161 97 ST
	Total	265 000		4,136 16	**5,572.95**	1,274 82 LT 161 97 ST
Share Price $21 030, Next Dividend Payable 01/23/14						
FINISAR COM NEW (FNSR)	12/20/13	135 000	22 998	3,104 76	**3,229.20**	124 44 ST
Share Price $23 920						
FIRST REPUBLIC BANK (FRC)	2/5/13	95 000	36 465	3,464 20	4,973 25	1,509 05 ST
	9/18/13	31 000	46 985	1,456 55	1,622 85	166 30 ST
	Total	126 000		4,920 75	**6,596.10**	1,675 35 ST
Share Price $52 350, Next Dividend Payable 02/2014						
FIRSTMERIT CORPORATION (FMER)	5/3/12	101 000	16 759	1,692 68	2,245 23	552 55 LT
	10/15/12	39 000	14 281	556 96	866 97	310 01 LT
	Total	140 000		2,249 64	**3,112.20**	862 56 LT
Share Price $22 230, Next Dividend Payable 03/2014						
FLEETCOR TECHNOLOGIES (FLT)	5/15/12	76 000	39 248	2,982 85	**8,904.92**	5,922 07 LT
Share Price· $117 170						
FMC TECHNOLOGIES INC (FTI)	6/11/13	375 000	55 035	20,638 16	19,578 75	(1,059 41) ST
	10/24/13	30 000	51 856	1,555 69	1,566 30	10 61 ST
	Total	405 000		22,193 85	**21,145.05**	(1,048 80) ST
Share Price $52 210						
FORUM ENERGY TECHNOLOGIES (FET)	9/5/12	189 000	23 240	4,392 45	5,341 14	948 69 LT
	9/25/12	61 000	25 201	1,537 25	1,723 86	186 61 LT
	Total	250 000		5,929 70	**7,065.00**	1,135 30 LT
Share Price $28 260						
FRANKLIN RESOURCES INC (BEN)	6/11/13	190 000	49 205	9,348 95	**10,968.70**	1,619 75 ST
Share Price $57 730, Next Dividend Payable 01/10/14						
FULLER H B & COMPANY (FUL)	5/3/12	43 000	32 179	1,383 70	2,237 72	854 02 LT
	11/28/12	37 000	32 122	1,188 51	1,925 48	736 97 LT

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	80 000		2,572 21	**4,163.20**	1,590 99 LT
Share Price $52 040, Next Dividend Payable 01/2014						
GARTNER INC (IT)	6/18/12	62 000	43 525	2,698 56	4,405 10	1,706 54 LT
	7/25/12	49 000	43 679	2,140 26	3,481 45	1,341 19 LT
	Total	111 000		4,838 82	**7,886.55**	3,047 73 LT
Share Price $71 050						
GENERAL ELECTRIC CO (GE)	5/3/12	63 000	19 608	1,235 29	1,765 89	530 60 LT
	11/5/12	286 000	21 398	6,119 86	8,016 58	1,896 72 LT
	2/6/13	134 000	22 388	2,999 95	3,756 02	756 07 ST
	2/6/13	6 000	22 388	134 33	168 18	33 85 ST
	11/8/13	96 000	26 870	2,579 56	2,690 88	111 32 ST
	Total	585 000		13,068 99	**16,397.55**	2,427 32 LT 901 24 ST
Share Price $28 030, Next Dividend Payable 01/27/14						
GENERAL MILLS INC (GIS)	5/3/12	75 000	38 477	2,885 78	**3,743.25**	857 47 LT
Share Price $49 910, Next Dividend Payable 02/2014						
GENOMIC HEALTH INC (GHDX)	7/19/12	38 000	35 984	1,367 39	1,112 26	(255 13) LT
	1/9/13	40 000	28 575	1,142 99	1,170 80	27 81 ST
	Total	78 000		2,510 38	**2,283.06**	(255 13) LT 27 81 ST
Share Price $29 270						
GENTEX CORP (GNTX)	12/6/13	133 000	29 643	3,942 55	**4,386.34**	443 79 ST
Share Price $32 980, Next Dividend Payable 01/2014						
GILEAD SCIENCE (GILD)	11/13/12	20 000	37 320	746 41	1,502 00	755 59 LT
	6/11/13	280 000	52 575	14,721 03	21,028 00	6,306 97 ST
	Total	300 000		15,467 44	**22,530.00**	755 59 LT 6,306 97 ST
Share Price $75 100						
GNC HOLDINGS,INC COM CL A (GNC)	10/18/13	85 000	55 768	4,740 30	4,968 25	227 95 ST
	12/20/13	37 000	57 773	2,137 60	2,162 65	25 05 ST
	Total	122 000		6,877 90	**7,130.90**	253 00 ST
Share Price $58 450, Next Dividend Payable 03/2014						
GOOGLE INC-CL A (GOOG)	5/3/12	12 000	611 100	7,333 20	13,448 52	6,115 32 LT
	2/8/13	4 000	786 403	3,145 61	4,482 84	1,337 23 ST
	6/6/13	2 000	861 330	1,722 66	2,241 42	518 76 ST

STOCKS

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	18 000		12,201 47	**20,172.78**	6,115 32 LT 1,855 99 ST
Share Price $1,120 710						
HANGER INC (HGR)	7/18/12	50 000	26 635	1,331 73	**1,967.00**	635 27 LT
Share Price $39 340						
HEARTLAND PAYMENT SYS INC (HPY)	5/3/12	124 000	32 421	4,020 19	**6,180.16**	2,159 97 LT
Share Price $49 840, Next Dividend Payable 03/2014						
HELMERICH & PAYNE (HP)	5/3/12	70 000	49 265	3,448 52	**5,885.60**	2,437 08 LT
Share Price $84 080, Next Dividend Payable 03/2014						
HILLENBRAND INC (HI)	10/8/13	212 000	27 621	5,855 55	**6,237.04**	381 49 ST
Share Price $29 420, Next Dividend Payable 03/2014						
HOME DEPOT INC (HD)	5/3/12	104 000	52 297	5,438 89	**8,563.36**	3,124 47 LT
Share Price $82 340, Next Dividend Payable 03/2014						
HONEYWELL INTERNATIONAL INC (HON)	5/3/12	52 000	60 169	3,128 79	4,751 24	1,622 45 LT
	2/6/13	10 000	69 639	696 39	913 70	217 31 ST
	6/11/13	3 000	78 353	235 06	274 11	39 05 ST
	Total	65 000		4,060 24	**5,939.05**	1,622 45 LT 256 36 ST
Share Price $91 370, Next Dividend Payable 03/2014						
HORACE MANN EDUCATORS CP (HMN)	5/3/12	384 000	17 359	6,666 01	**12,111.36**	5,445 35 LT
Share Price $31 540, Next Dividend Payable 03/2014						
IAC INTERACTIVECORP COM (IACI)	5/3/12	108 000	49 985	5,398 34	7,414 31	2,015 97 LT
	6/13/12	43 000	44 891	1,930 31	2,951 99	1,021 68 LT
	Total	151 000		7,328 65	**10,366.30**	3,037 65 LT
Share Price $68 651, Next Dividend Payable 03/2014						
IBERIA BK CORP (IBKC)	5/3/12	92 000	50 550	4,650 60	**5,782.20**	1,131 60 LT
Share Price $62 850, Next Dividend Payable 01/31/14						
ICU MEDICAL INC (ICUI)	5/3/12	86 000	52 630	4,526 18	5,479 06	952 88 LT
	10/23/13	4 000	67 643	270 57	254 84	(15 73) ST
	Total	90 000		4,796 75	**5,733.90**	952 88 LT (15 73) ST
Share Price $63 710						
INCYTE CORP (INCY)	5/3/12	41 000	22 678	929 79	2,075 83	1,146 04 LT
	6/11/13	7 000	20 480	143 36	354 41	211 05 ST

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	48 000		1,073 15	**2,430.24**	1,146 04 LT 211 05 ST
Share Price $50 630						
INDEPENDENT BK MASS (INDB)	5/3/12	244 000	28 300	6,905 20	9,545 28	2,640 08 LT
	7/12/12	31 000	29 663	919 55	1,212 72	293 17 LT
	Total	275 000		7,824 75	**10,758.00**	2,933 25 LT
Share Price $39 120, Next Dividend Payable 01/10/14						
INFORMATICA CORP (INFA)	5/3/12	72 000	47 676	3,432 67	2,988 00	(444 67) LT
	1/9/13	33 000	32 048	1,057 60	1,369 50	311 90 ST
	Total	105 000		4,490 27	**4,357.50**	(444 67) LT 311 90 ST
Share Price $41 500						
INTEGRA LIFESCIENCES CRP NEW (IART)	9/26/12	110 000	42 422	4,666 47	5,248 10	581 63 LT
	10/2/13	15 000	40 580	608 70	715 65	106 95 ST
	Total	125 000		5,275 17	**5,963.75**	581 63 LT 106 95 ST
Share Price $47 710						
INTEL CORP (INTC)	5/3/12	152 000	28 548	4,339 29	3,945 16	(394 13) LT
	6/11/13	8 000	24 866	198 93	207 64	8 71 ST
	Total	160 000		4,538 22	**4,152.80**	(394 13) LT 8 71 ST
Share Price $25 955, Next Dividend Payable 03/2014						
INTERACTIVE BROKERS GROUP INC (IBKR)	11/12/13	97 000	22 650	2,197 08	**2,360.98**	163 90 ST
Share Price $24 340, Next Dividend Payable 03/2014						
INTERNATIONAL GAME TECH (IGT)	5/10/13	294 000	17 868	5,253 22	**5,339.04**	85 82 ST
Share Price $18 160, Next Dividend Payable 01/03/14						
INTERNATIONAL PAPER CO (IP)	7/17/13	76 000	48 687	3,700 19	**3,726.28**	26 09 ST
Share Price $49 030, Next Dividend Payable 03/2014						
INTERXION HOLDING NV (INXN)	1/29/13	110 000	22 649	2,491 43	2,597 10	105 67 ST
	6/11/13	10 000	26 570	265 70	236 10	(29 60) ST
	Total	120 000		2,757 13	**2,833.20**	76 07 ST
Share Price $23 610						
INTL BUSINESS MACHINES CORP (IBM)	5/3/12	1 000	206 933	206 93	187 57	(19 36) LT
	5/3/12	1 000	206 933	206 93	187 57	(19 36) LT
	9/5/12	25 000	195 212	4,880 30	4,689 25	(191 05) LT
	9/21/12	9 000	207 142	1,864 28	1,688 13	(176 15) LT

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	9/21/12	1 000	207 140	207 14	187 57	(19 57) LT
	3/7/13	6 000	208 957	1,253 74	1,125 42	(128 32) ST
	Total	43 000		8,619 32	**8,065.51**	(425 49) LT (128 32) ST
Share Price $187 570, Next Dividend Payable 03/2014						
ISIS PHARM INC (ISIS)	12/19/13	125 000	38 791	4,848 85	**4,980.00**	131 15 ST
Share Price $39 840						
J&J SNACK FOODS (JJSF)	5/3/12	82 000	54 292	4,451 91	**7,264.38**	2,812 47 LT
Share Price $88 590, Next Dividend Payable 01/07/14						
JANUS CAPITAL GROUP INC (JNS)	5/3/12	360 000	7 240	2,606 40	4,453 20	1,846 80 LT
	6/11/13	10 000	8 605	86 05	123 70	37 65 ST
	Total	370 000		2,692 45	**4,576.90**	1,846 80 LT 37 65 ST
Share Price $12 370, Next Dividend Payable 02/2014						
JAZZ PHARMACEUTICALS PLC (JAZZ)	7/15/13	50 000	72 692	3,634 61	**6,328.00**	2,693 39 ST
Share Price $126 560						
JOHNSON & JOHNSON (JNJ)	10/18/12	20 000	71 700	1,433 99	1,831 80	397 81 LT
	1/29/13	60 000	74 498	4,469 87	5,495 40	1,025 53 ST
	Total	80 000		5,903 86	**7,327.20**	397 81 LT 1,025 53 ST
Share Price $91 590, Next Dividend Payable 03/2014						
JOHNSON CONTROLS INCORPORATED (JCI)	5/3/12	71 000	32 477	2,305 87	3,642 30	1,336 43 LT
	6/11/13	4 000	37 125	148 50	205 20	56 70 ST
	Total	75 000		2,454 37	**3,847.50**	1,336 43 LT 56 70 ST
Share Price $51 300, Next Dividend Payable 01/06/14						
JPMORGAN CHASE & CO (JPM)	5/3/12	277 000	42 827	11,863 08	16,198 96	4,335 88 LT
	5/3/12	3 000	42 827	128 48	175 44	46 96 LT
	6/11/13	10 000	53 557	535 57	584 80	49 23 ST
	Total	290 000		12,527 13	**16,959.20**	4,382 84 LT 49 23 ST
Share Price $58 480, Next Dividend Payable 01/2014						
KAPSTONE PAPER AND PACKAGING (KS)	5/3/12	83 000	16 950	1,406 85	4,636 38	3,229 53 LT
	6/4/12	20 000	15 280	305 60	1,117 20	811 60 LT
	2/26/13	4 000	25 975	103 90	223 44	119 54 ST
	6/11/13	3 000	36 640	109 92	167 58	57 66 ST

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	110 000		1,926 27	**6,144.60**	4,041 13 LT 177 20 ST
Share Price $55 860						
KERYX BIOPHARMCEUTICALS INC (KERX)	11/26/13	169 000	13 258	2,240 67	**2,188.55**	(52 12) ST
Share Price $12 950						
KIMBERLY CLARK CORP (KMB)	5/3/12	47 000	78 649	3,696 49	4,909 62	1,213 13 LT
	6/11/13	5 000	98 040	490 20	522 30	32 10 ST
	Total	52 000		4,186 69	**5,431.92**	1,213 13 LT 32 10 ST
Share Price $104 460, Next Dividend Payable 01/03/14						
KINDER MORGAN INCORP (KMI)	2/6/13	46 000	37 240	1,713 03	1,656 00	(57 03) ST
	2/6/13	3 000	37 240	111 72	108 00	(3 72) ST
	3/28/13	45 000	38 749	1,743 72	1,620 00	(123 72) ST
	Total	94 000		3,568 47	**3,384.00**	(184 47) ST
Share Price $36 000, Next Dividend Payable 02/2014						
KNOLL INC (KNL)	12/18/13	313 000	16 791	5,255 43	**5,731.03**	475 60 ST
Share Price $18 310, Next Dividend Payable 03/2014						
LA Z BOY INCORPORATED (LZB)	9/13/12	284 000	15 288	4,341 65	8,804 00	4,462 35 LT
	1/9/13	60 000	15 068	904 09	1,860 00	955 91 ST
	Total	344 000		5,245 74	**10,664.00**	4,462 35 LT 955 91 ST
Share Price $31 000, Next Dividend Payable 03/2014						
LANCASTER COLONY CRP (LANC)	5/3/12	88 000	65 040	5,723 52	7,757 20	2,033 68 LT
	10/2/13	10 000	77 338	773 38	881 50	108 12 ST
	Total	98 000		6,496 90	**8,638.70**	2,033 68 LT 108 12 ST
Share Price $88 150, Next Dividend Payable 03/2014						
LINKEDIN CORP-A (LNKD)	6/11/13	75 000	168 829	12,662 18	**16,262.25**	3,600 07 ST
Share Price $216 830						
LITHIA MOTORS INC A (LAD)	10/15/12	72 000	35 504	2,556 32	4,998 24	2,441 92 LT
	11/5/12	39 000	34 334	1,339 02	2,707 38	1,368 36 LT
	Total	111 000		3,895 34	**7,705.62**	3,810 28 LT
Share Price $69 420, Next Dividend Payable 02/2014						
LITTELFUSE INC (LFUS)	5/3/12	102 000	64 370	6,565 74	**9,478.86**	2,913 12 LT
Share Price $92 930, Next Dividend Payable 03/2014						

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
LORILLARD INC (LO)	5/3/12	120 000	44 556	5,346 76	**6,081.60**	734 84 LT
Share Price $50 680, Next Dividend Payable 03/2014						
M K S INSTRUMENTS (MKSI)	5/3/12	145 000	26 714	3,873 53	4,338 40	464 87 LT
	6/5/12	27 000	26 112	705 03	807 84	102 81 LT
	6/11/13	8 000	28 340	226 72	239 36	12 64 ST
	12/13/13	31 000	28 801	892 83	927 52	34 69 ST
	Total	211 000		5,698 11	**6,313.12**	567 68 LT 47 33 ST
Share Price $29 920, Next Dividend Payable 03/2014						
M/A-COM TECHNOLOGY (MTSI)	2/26/13	281 000	16 516	4,640 94	4,774 19	133 25 ST
	5/3/13	44 000	14 041	617 82	747 56	129 74 ST
	8/1/13	36 000	16 118	580 26	611 64	31 38 ST
	Total	361 000		5,839 02	**6,133.39**	294 37 ST
Share Price $16 990						
MANHATTAN ASSOC INC (MANH)	11/11/13	19 000	108 988	2,070 78	**2,232.12**	161 34 ST
Share Price $117 480						
MARATHON OIL CO (MRO)	5/3/12	103 000	27 758	2,859 05	**3,635.90**	776 85 LT
Share Price $35 300, Next Dividend Payable 03/2014						
MARATHON PETROLEUM CORP (MPC)	5/3/12	49 000	40 250	1,972 25	4,494 77	2,522 52 LT
	6/11/13	6 000	80 190	481 14	550 38	69 24 ST
	Total	55 000		2,453 39	**5,045.15**	2,522 52 LT 69 24 ST
Share Price $91 730, Next Dividend Payable 03/2014						
MARKETAXESS HOLDINGS INC (MKTX)	11/11/13	32 000	66 496	2,127 88	**2,141.69**	13 81 ST
Share Price $66 928, Next Dividend Payable 02/2014						
MC DONALDS CORP (MCD)	5/3/12	90 000	97 119	8,740 71	8,732 70	(8 01) LT
	5/3/12	1 000	97 119	97 12	97 03	(0 09) LT
	6/11/13	4 000	98 160	392 64	388 12	(4 52) ST
	Total	95 000		9,230 47	**9,217.85**	(8 10) LT (4 52) ST
Share Price $97 030, Next Dividend Payable 03/2014						
MEADWESTVACO CORP (MWV)	5/3/12	110 000	28 647	3,151 17	4,062 30	911 13 LT
	6/11/13	13 000	35 460	460 98	480 09	19 11 ST
	Total	123 000		3,612 15	**4,542.39**	911 13 LT 19 11 ST
Share Price $36 930, Next Dividend Payable 03/2014						

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
MEDIVATION INC (MDVN)	12/2/13	49 000	63 805	3,126 44	**3,127.18**	0 74 ST
Share Price $63 820						
MENTOR GRAPHICS (MENT)	3/4/13	241 000	16 630	4,007 83	5,800 87	1,793 04 ST
	6/11/13	40 000	19 571	782 82	962 80	179 98 ST
	6/11/13	9 000	19 330	173 97	216 63	42 66 ST
	10/15/13	6 000	22 955	137 73	144 42	6 69 ST
	Total	296 000		5,102 35	**7,124.72**	2,022 37 ST
Share Price $24 070, Next Dividend Payable 01/02/14						
MERCADOLIBRE INC (MELI)	5/3/12	5 000	94 690	473 45	538 95	65 50 LT
	5/3/12	66 000	94 690	6,249 54	7,114 14	864 60 LT
	5/3/12	2 000	94 690	189 38	215 58	26 20 LT
	5/3/12	1 000	94 690	94 69	107 79	13 10 LT
	8/12/13	14 000	125 554	1,757 76	1,509 06	(248 70) ST
	9/9/13	69 000	121 113	8,356 82	7,437 51	(919 31) ST
	9/9/13	3 000	121 113	363 34	323 37	(39 97) ST
	11/7/13	26 000	118 123	3,071 21	2,802 54	(268 67) ST
	11/19/13	1 000	110 570	110 57	107 79	(2 78) ST
	11/19/13	11 000	110 569	1,216 26	1,185 69	(30 57) ST
	11/27/13	14 000	112 136	1,569 90	1,509 06	(60 84) ST
	Total	212 000		23,452 92	**22,851.48**	969 40 LT (1,570 84) ST
Share Price $107 790, Next Dividend Payable 01/15/14						
MERCK & CO INC NEW COM (MRK)	5/3/12	125 000	39 149	4,893 63	6,256 25	1,362 62 LT
	4/19/13	39 000	47 073	1,835 83	1,951 95	116 12 ST
	6/11/13	6 000	47 727	286 36	300 30	13 94 ST
	Total	170 000		7,015 82	**8,508.50**	1,362 62 LT 130 06 ST
Share Price $50 050, Next Dividend Payable 01/08/14						
METLIFE INCORPORATED (MET)	7/10/13	49 000	48 809	2,391 64	**2,642.08**	250 44 ST
Share Price $53 920, Next Dividend Payable 03/2014						
MGE ENERGY INC (MGEE)	5/3/12	103 000	45 230	4,658 69	**5,944.54**	1,285 85 LT
Share Price $57 714, Next Dividend Payable 03/2014						
MICHAEL KORS HOLDINGS LTD (KORS)	6/11/13	290 000	61 405	17,807 48	**23,545.10**	5,737 62 ST
Share Price $81 190						

STOCKS

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
MICROSOFT CORP (MSFT)	5/3/12	9 000	31 649	284 85	336 69	51 84 LT
	5/3/12	6 000	31 649	189 90	224 46	34 56 LT
	5/17/12	64 000	30 038	1,922 41	2,394 24	471 83 LT
	7/12/12	40 000	28 850	1,154 00	1,496 40	342 40 LT
	8/1/12	7 000	29 490	206 43	261 87	55 44 LT
	8/1/12	33 000	29 490	973 17	1,234 53	261 36 LT
	Total	159 000		4,730 76	**5,948.19**	1,217 43 LT
Share Price $37 410, Next Dividend Payable 03/2014						
MID AMER APART COMM INC (MAA)	5/3/12	117 000	69 216	8,098 22	**7,106.58**	(991 64) LT
Share Price $60 740, Next Dividend Payable 01/2014						
MINE SAFETY APPLIANCES CO (MSA)	5/3/12	139 000	41 764	5,805 17	7,118 19	1,313 02 LT
	10/15/13	5 000	52 860	264 30	256 05	(8 25) ST
	Total	144 000		6,069 47	**7,374.24**	1,313 02 LT (8 25) ST
Share Price $51 210, Next Dividend Payable 03/2014						
MONDELEZ INTL INC COM (MDLZ)	4/22/13	6 000	31 570	189 42	211 80	22 38 ST
	4/22/13	140 000	31 570	4,419 86	4,942 00	522 14 ST
	6/11/13	4 000	29 768	119 07	141 20	22 13 ST
	Total	150 000		4,728 35	**5,295.00**	566 65 ST
Share Price $35 300, Next Dividend Payable 01/14/14						
MONSANTO CO/NEW (MON)	5/3/12	104 000	75 129	7,813 41	12,121 20	4,307 79 LT
	6/11/13	28 000	104 908	2,937 42	3,263 40	325 98 ST
	6/20/13	16 000	104 720	1,675 52	1,864 80	189 28 ST
	9/9/13	18 000	101 514	1,827 26	2,097 90	270 64 ST
	Total	166 000		14,253 61	**19,347.30**	4,307 79 LT 785 90 ST
Share Price $116 550, Next Dividend Payable 01/2014						
MOTOROLA SOLUTIONS INC (MSI)	10/4/13	63 000	60 574	3,816 14	**4,252.50**	436 36 ST
Share Price $67 500, Next Dividend Payable 01/15/14						
NEUSTAR CLA A COM STK (NSR)	12/6/13	80 000	49 096	3,927 65	**3,988.80**	61 15 ST
Share Price $49 860						
NEWMONT MINING CORP (NEW) (NEM)	2/13/13	72 000	45 253	3,258 18	**1,658.16**	(1,600 02) ST
Share Price $23 030, Next Dividend Payable 03/2014						
NEXTERA ENERGY INC COM (NEE)	5/3/12	19 000	63 647	1,209 29	1,626 78	417 49 LT
	10/11/12	72 000	69 907	5,033 33	6,164 64	1,131 31 LT
	6/11/13	4 000	78 935	315 74	342 48	26 74 ST

STOCKS

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	95 000		6,558 36	**8,133.90**	1,548 80 LT 26 74 ST
Share Price· $85 620, Next Dividend Payable 03/2014						
NORDSON CP (NDSN)	5/3/12	75 000	53 470	4,010 25	5,572 50	1,562 25 LT
	6/11/13	5 000	69 810	349 05	371 50	22 45 ST
	Total	80 000		4,359 30	**5,944.00**	1,562 25 LT 22 45 ST
Share Price $74 300, Next Dividend Payable 01/07/14						
NORTHEAST UTILITIES (NU)	5/3/12	86 000	35 897	3,087 14	**3,645.54**	558 40 LT
Share Price $42 390, Next Dividend Payable 03/2014						
NORTHROP GRUMMAN CP(HLDG CO) (NOC)	5/3/12	55 000	62 784	3,453 12	**6,303.55**	2,850 43 LT
Share Price $114 610, Next Dividend Payable 03/2014						
NXP SEMICONDUCTORS NV (NXPI)	5/3/12	146 000	25 199	3,679 13	**6,705.78**	3,026 65 LT
Share Price $45 930						
OCCIDENTAL PETROLEUM CORP DE (OXY)	5/3/12	69 000	89 757	6,193 23	6,561 90	368 67 LT
	5/3/12	1 000	89 757	89 76	95 10	5 34 LT
	6/11/13	5 000	91 482	457 41	475 50	18 09 ST
	Total	75 000		6,740 40	**7,132.50**	374 01 LT 18 09 ST
Share Price $95 100, Next Dividend Payable 01/15/14						
OLD DOMINION FREIGHT LINE (ODFL)	12/6/13	76 000	51 615	3,922 77	**4,029.52**	106 75 ST
Share Price $53 020						
P H GLATFELTER (GLT)	5/3/12	343 000	15 129	5,189 15	9,480 52	4,291 37 LT
	8/27/12	72 000	16 561	1,192 42	1,990 08	797 66 LT
	Total	415 000		6,381 57	**11,470.60**	5,089 03 LT
Share Price $27 640, Next Dividend Payable 02/03/14						
PACWEST BANCORP (PACW)	1/18/13	177 000	27 113	4,798 98	7,472 94	2,673 96 ST
	4/5/13	33 000	28 170	929 61	1,393 26	463 65 ST
	6/12/13	28 000	28 213	789 95	1,182 16	392 21 ST
	Total	238 000		6,518 54	**10,048.36**	3,529 82 ST
Share Price $42 220, Next Dividend Payable 02/2014						
PAREXEL INTL CORP (PRXL)	6/19/12	10 000	28 056	280 56	451 80	171 24 LT
	11/16/12	64 000	31 378	2,008 20	2,891 52	883 32 LT
	Total	74 000		2,288 76	**3,343.32**	1,054 56 LT
Share Price $45 180						

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
PEBBLEBROOK HOTEL TR COM (PEB)	6/28/13	206 000	26 440	5,446 72	6,336 56	889 84 ST
	8/6/13	67 000	27 417	1,836 96	2,060 92	223 96 ST
	Total	273 000		7,283 68	**8,397.48**	1,113 80 ST
Share Price $30 760, Next Dividend Payable 01/15/14						
PETSMART INC (PETM)	5/3/12	113 000	58 785	6,642 76	**8,220.75**	1,577 99 LT
Share Price $72 750, Next Dividend Payable 02/2014						
PFIZER INC (PFE)	7/13/12	157 000	22 821	3,582 94	4,808 91	1,225 97 LT
	7/13/12	56 000	22 821	1,277 99	1,715 28	437 29 LT
	7/13/12	13 000	22 821	296 68	398 19	101 51 LT
	7/13/12	19 000	22 821	433 60	581 97	148 37 LT
	4/19/13	20 000	30 818	616 36	612 60	(3 76) ST
	Total	265 000		6,207 57	**8,116.95**	1,913 14 LT (3 76) ST
Share Price $30 630, Next Dividend Payable 03/2014						
PHILIP MORRIS INTL INC (PM)	5/3/12	22 000	89 709	1,973 60	1,916 86	(56 74) LT
	5/3/12	25 000	89 709	2,242 73	2,178 25	(64 48) LT
	5/3/12	3 000	89 709	269 13	261 39	(7 74) LT
	5/3/12	4 000	89 709	358 84	348 52	(10 32) LT
	5/3/12	3 000	89 709	269 13	261 39	(7 74) LT
	6/13/12	20 000	85 624	1,712 48	1,742 60	30 12 LT
	6/13/12	4 000	85 625	342 50	348 52	6 02 LT
	6/20/12	4 000	88 623	354 49	348 52	(5 97) LT
	6/20/12	20 000	88 624	1,772 47	1,742 60	(29 87) LT
	5/10/13	9 000	93 081	837 73	784 17	(53 56) ST
	5/10/13	3 000	93 080	279 24	261 39	(17 85) ST
	Total	117 000		10,412 34	**10,194.21**	(146 72) LT (71 41) ST
Share Price $87 130, Next Dividend Payable 01/10/14						
PHILLIPS 66 COM (PSX)	5/8/12	38 000	29 745	1,130 32	**2,930.94**	1,800 62 LT
Share Price $77 130, Next Dividend Payable 03/2014						
POLARIS INDUSTRIES INC (PII)	5/3/12	45 000	81 890	3,685 05	6,553 80	2,868 75 LT
	5/4/12	22 000	80 636	1,773 99	3,204 08	1,430 09 LT
	Total	67 000		5,459 04	**9,757.88**	4,298 84 LT
Share Price $145 640, Next Dividend Payable 03/2014						
PORTLAND GENERAL ELEC CO (POR)	5/3/12	262 000	25 106	6,577 64	**7,912.40**	1,334 76 LT
Share Price $30 200, Next Dividend Payable 01/15/14						

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
PRAXAIR INC (PX)	5/3/12	45 000	116 125	5,225 63	5,851 35	625 72 LT
	6/11/13	5 000	114 510	572 55	650 15	77 60 ST
	Total	50 000		5,798 18	**6,501.50**	625 72 LT 77 60 ST
Share Price $130 030, Next Dividend Payable 03/2014						
PRECISION CASTPARTS CORP (PCP)	5/3/12	44 000	176 870	7,782 28	11,849 20	4,066 92 LT
	6/13/12	8 000	166 734	1,333 87	2,154 40	820 53 LT
	6/11/13	25 000	219 940	5,498 50	6,732 50	1,234 00 ST
	9/27/13	6 000	227 075	1,362 45	1,615 80	253 35 ST
	Total	83 000		15,977 10	**22,351.90**	4,887 45 LT 1,487 35 ST
Share Price $269 300, Next Dividend Payable 03/2014						
PRICELINE.COM INC NEW (PCLN)	6/11/13	20 000	813 000	16,260 00	**23,248.00**	6,988 00 ST
Share Price $1,162 400						
PROCTER & GAMBLE (PG)	5/3/12	23 000	64 377	1,480 67	1,872 43	391 76 LT
	5/3/12	1 000	64 377	64 38	81 41	17 03 LT
	10/23/12	3 000	67 483	202 45	244 23	41 78 LT
	10/23/12	55 000	67 485	3,711 67	4,477 55	765 88 LT
	1/28/13	17 000	73 880	1,255 96	1,383 97	128 01 ST
	1/28/13	3 000	73 880	221 64	244 23	22 59 ST
	Total	102 000		6,936 77	**8,303.82**	1,216 45 LT 150 60 ST
Share Price $81 410, Next Dividend Payable 02/2014						
PRUDENTIAL FINANCIAL INC (PRU)	5/3/12	51 000	54 668	2,788 05	4,703 22	1,915 17 LT
	8/30/12	21 000	53 954	1,133 04	1,936 62	803 58 LT
	6/11/13	3 000	71 227	213 68	276 66	62 98 ST
	7/15/13	35 000	77 872	2,725 53	3,227 70	502 17 ST
	Total	110 000		6,860 30	**10,144.20**	2,718 75 LT 565 15 ST
Share Price $92 220, Next Dividend Payable 03/2014						
PUBLIC SERVICE ENTERPRISE GP (PEG)	5/3/12	91 000	31 549	2,870 96	2,915 64	44 68 LT
	6/11/13	4 000	32 425	129 70	128 16	(1 54) ST
	Total	95 000		3,000 66	**3,043.80**	44 68 LT (1 54) ST
Share Price $32 040, Next Dividend Payable 03/2014						
RAYTHEON CO (NEW) (RTN)	5/3/12	118 000	53 999	6,371 83	**10,702.60**	4,330 77 LT
Share Price $90 700, Next Dividend Payable 02/06/14						

STOCKS

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
REACHLOCAL INC COM (RLOC)	5/9/13	300 000	15 590	4,676 91	3,813 00	(863 91) ST
	7/30/13	49 000	13 011	637 54	622 79	(14 75) ST
	Total	349 000		5,314 45	**4,435.79**	(878 66) ST
Share Price $12 710						
RED HAT INC (RHT)	6/11/13	140 000	46 327	6,485 84	7,845 60	1,359 76 ST
	6/13/13	130 000	45 498	5,914 73	7,285 20	1,370 47 ST
	9/24/13	35 000	46 935	1,642 74	1,961 40	318 66 ST
	10/18/13	70 000	43 650	3,055 51	3,922 80	867 29 ST
	10/25/13	30 000	43 315	1,299 46	1,681 20	381 74 ST
	Total	405 000		18,398 28	**22,696.20**	4,297 92 ST
Share Price $56 040						
ROBERT HALF INT (RHI)	7/25/12	105 000	26 201	2,751 09	4,408 95	1,657 86 LT
	2/21/13	38 000	34 734	1,319 91	1,595 62	275 71 ST
	12/20/13	51 000	41 166	2,099 46	2,141 49	42 03 ST
	Total	194 000		6,170 46	**8,146.06**	1,657 86 LT 317 74 ST
Share Price $41 990, Next Dividend Payable 03/2014						
ROSETTA RESOURCES INC (ROSE)	5/3/12	145 000	46 780	6,783 10	6,965 80	182 70 LT
	7/24/13	17 000	45 309	770 26	816 68	46 42 ST
	Total	162 000		7,553 36	**7,782.48**	182 70 LT 46 42 ST
Share Price $48 040						
ROVI CORPORATION (ROVI)	5/17/13	146 000	25 085	3,662 44	**2,874.74**	(787 70) ST
Share Price $19 690						
SALESFORCE.COM,INC. (CRM)	6/11/13	396 000	37 353	14,791 91	21,855 24	7,063 33 ST
	6/11/13	4 000	37 390	149 56	220 76	71 20 ST
	6/20/13	20 000	37 131	742 62	1,103 80	361 18 ST
	Total	420 000		15,684 09	**23,179.80**	7,495 71 ST
Share Price $55 190						
SALIX PHARM LTD (DE) (SLXP)	7/10/13	52 000	68 069	3,539 61	**4,676.88**	1,137 27 ST
Share Price $89 940						
SALLY BEAUTY HLDGS INC (SBH)	6/13/12	81 000	26 338	2,133 39	**2,448.63**	315 24 LT
Share Price $30 230						
SCHLUMBERGER LTD (SLB)	5/3/12	51 000	72 708	3,708 09	4,595 61	887 52 LT
	5/3/12	4 000	72 708	290 83	360 44	69 61 LT

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	55 000		3,998 92	**4,956.05**	957 13 LT
Share Price $90 110, Next Dividend Payable 01/10/14						
SEMPRA ENERGY (SRE)	5/3/12	44 000	64 530	2,839 32	**3,949.44**	1,110 12 LT
Share Price $89 760, Next Dividend Payable 01/15/14						
SENSIENT TECH CORP (SXT)	5/3/12	108 000	36 460	3,937 73	**5,240.16**	1,302 43 LT
Share Price $48 520, Next Dividend Payable 03/2014						
SIGNET JEWELERS LIMITED (SIG)	5/3/12	130 000	48 300	6,279 00	**10,231.00**	3,952 00 LT
Share Price $78 700, Next Dividend Payable 02/2014						
SILGAN HLDGS INC (SLGN)	5/3/12	119 000	44 033	5,239 95	**5,714.38**	474 43 LT
Share Price $48 020, Next Dividend Payable 03/2014						
STEPAN CO (SCL)	12/11/13	95 000	63 493	6,031 85	**6,234.85**	203 00 ST
Share Price $65 630, Next Dividend Payable 03/2014						
STERIS CORPORATION (STE)	12/28/12	111 000	34 815	3,864 42	5,333 55	1,469 13 LT
	2/11/13	39 000	39 466	1,539 16	1,873 95	334 79 ST
	Total	150 000		5,403 58	**7,207.50**	1,469 13 LT 334 79 ST
Share Price $48 050, Next Dividend Payable 03/2014						
STIFEL FINANCIAL CORPORATION (SF)	5/22/13	84 000	35 757	3,003 57	4,025 28	1,021 71 ST
	5/30/13	70 000	36 709	2,569 61	3,354 40	784 79 ST
	6/11/13	6 000	35 380	212 28	287 52	75 24 ST
	Total	160 000		5,785 46	**7,667.20**	1,881 74 ST
Share Price $47 920						
SUNTRUST BKS (STI)	2/21/13	124 000	27 649	3,428 48	4,564 44	1,135 96 ST
	5/9/13	48 000	30 721	1,474 60	1,766 88	292 28 ST
	6/11/13	18 000	31 685	570 33	662 58	92 25 ST
	Total	190 000		5,473 41	**6,993.90**	1,520 49 ST
Share Price $36 810, Next Dividend Payable 03/2014						
TAL INTERNATIONAL GROUP INC (TAL)	5/3/12	52 000	37 790	1,965 08	2,982 20	1,017 12 LT R
	7/2/12	28 000	30 440	852 32	1,605 80	753 48 LT R
	12/19/12	33 000	34 250	1,130 25	1,892 55	762 30 LT C
	Total	113 000		3,947 65	**6,480.55**	2,532 90 LT
Share Price $57 350, Next Dividend Payable 03/2014						
TESLA MOTORS INC (TSLA)	8/26/13	59 000	163 591	9,651 88	8,875 30	(776 58) ST
	10/25/13	13 000	169 560	2,204 28	1,955 57	(248 71) ST
	11/7/13	22 000	141 523	3,113 51	3,309 43	195 92 ST
	11/19/13	16 000	127 622	2,041 95	2,406 86	364 91 ST

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	12/17/13	12 000	153 843	1,846 12	1,805 14	(40 98) ST
	12/27/13	20 000	152 728	3,054 56	3,008 57	(45 99) ST
	Total	142 000		21,912 30	**21,360.91**	(551 43) ST
Share Price $150 429						
TIBCO SOFTWARE INC (TIBX)	5/3/12	248 000	33 248	8,245 50	**5,575.04**	(2,670 46) LT
Share Price $22 480						
TJX COS INC NEW (TJX)	6/11/13	317 000	50 045	15,864 42	**20,202.41**	4,337 99 ST
Share Price $63 730, Next Dividend Payable 03/2014						
TORONTO DOM BK NEW (TD)	5/3/12	34 000	82 820	2,815 88	3,204 16	388 28 LT
	8/30/12	14 000	81 234	1,137 27	1,319 36	182 09 LT
	6/11/13	6 000	80 190	481 14	565 44	84 30 ST
	Total	54 000		4,434 29	**5,088.96**	570 37 LT 84 30 ST
Share Price $94 240, Next Dividend Payable 01/2014						
TOTAL S A SPON ADR (TOT)	5/3/12	109 000	47 378	5,164 20	6,678 43	1,514 23 LT
	6/11/13	1 000	49 800	49 80	61 27	11 47 ST
	Total	110 000		5,214 00	**6,739.70**	1,514 23 LT 11 47 ST
Share Price $61 270, Next Dividend Payable 01/07/14						
TOTAL SYSTEM SVCS (TSS)	7/23/12	197 000	23 649	4,658 77	6,556 16	1,897 39 LT
	9/21/12	47 000	24 297	1,141 97	1,564 16	422 19 LT
	1/7/13	30 000	22 239	667 17	998 40	331 23 ST
	Total	274 000		6,467 91	**9,118.72**	2,319 58 LT 331 23 ST
Share Price $33 280, Next Dividend Payable 01/02/14						
TOWERS WATSON & CO CL A (TW)	5/3/12	63 000	65 610	4,133 43	**8,039.43**	3,906 00 LT
Share Price $127 610, Next Dividend Payable 01/15/14						
TRAVELERS COMPANIES INC COM (TRV)	5/3/12	134 000	64 808	8,684 22	12,132 36	3,448 14 LT
	10/24/13	4 000	87 060	348 24	362 16	13 92 ST
	Total	138 000		9,032 46	**12,494.52**	3,448 14 LT 13 92 ST
Share Price $90 540, Next Dividend Payable 03/2014						
U S BANCORP COM NEW (USB)	5/3/12	171 000	31 969	5,466 70	6,908 40	1,441 70 LT
	6/11/13	9 000	35 366	318 29	363 60	45 31 ST

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	180 000		5,784 99	**7,272.00**	1,441 70 LT 45 31 ST
Share Price $40 400, Next Dividend Payable 01/15/14						
UIL HLDGS CORP (UIL)	5/3/12	169 000	33 758	5,705 10	6,548 75	843 65 LT
	12/26/13	27 000	38 720	1,045 43	1,046 25	0 82 ST
	Total	196 000		6,750 53	**7,595.00**	843 65 LT 0 82 ST
Share Price $38 750, Next Dividend Payable 01/02/14						
UNILEVER NV NY SH NEW (UN)	10/17/12	85 000	37 273	3,168 24	3,419 55	251 31 LT
	1/30/13	7 000	40 269	281 88	281 61	(0 27) ST
	1/30/13	58 000	40 268	2,335 54	2,333 34	(2 20) ST
	Total	150 000		5,785 66	**6,034.50**	251 31 LT (2 47) ST
Share Price $40 230						
UNITED PARCEL SERVICE INC CL-B (UPS)	3/19/13	51 000	85 530	4,362 02	5,359 08	997 06 ST
	6/11/13	4 000	85 800	343 20	420 32	77 12 ST
	Total	55 000		4,705 22	**5,779.40**	1,074 18 ST
Share Price $105 080, Next Dividend Payable 03/2014						
UNITED RENTALS INC (URI)	5/3/12	141 000	43 608	6,148 69	**10,990.95**	4,842 26 LT
Share Price $77 950						
UNITED TECHNOLOGIES CORP (UTX)	5/3/12	99 000	80 770	7,996 20	11,266 20	3,270 00 LT
	6/11/13	11 000	94 005	1,034 06	1,251 80	217 74 ST
	Total	110 000		9,030 26	**12,518.00**	3,270 00 LT 217 74 ST
Share Price $113 800, Next Dividend Payable 03/2014						
UNITED THERAPEUTICS CORP (UTHR)	7/25/12	1 000	50 287	50 29	113 08	62 79 LT
	9/21/12	23 000	58 543	1,346 48	2,600 84	1,254 36 LT
	Total	24 000		1,396 77	**2,713.92**	1,317 15 LT
Share Price $113 080						
UNIVERSAL HEALTH SERVICES B (UHS)	7/23/12	108 000	38 850	4,195 75	**8,776.08**	4,580 33 LT
Share Price $81 260, Next Dividend Payable 03/2014						
US ECOLOGY INC NEW (ECOL)	5/3/12	295 000	16 976	5,007 78	**10,945.09**	5,937 31 LT
Share Price $37 102, Next Dividend Payable 01/2014						
UTD STATIONERS (USTR)	4/23/13	134 000	36 490	4,889 71	6,149 26	1,259 55 ST
	5/6/13	20 000	33 260	665 20	917 80	252 60 ST
	7/24/13	1 000	42 470	42 47	45 89	3 42 ST

STOCKS

COMMON STOCKS (CONTINUED)

EIN#:20-8934367

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	155 000		5,597 38	**7,112.95**	1,515 57 ST
Share Price $45 890, Next Dividend Payable 01/15/14						
V F CORPORATION (VFC)	5/3/12	140 000	38 343	5,368 00	8,727 60	3,359 60 LT
	5/3/12	8 000	38 343	306 74	498 72	191 98 LT
	5/3/12	4 000	38 343	153 37	249 36	95 99 LT
	Total	152 000		5,828 11	**9,475.68**	3,647 57 LT
Share Price $62 340, Next Dividend Payable 03/2014						
VALMONT INDUSTRIES (VMI)	5/8/12	26 000	116 743	3,035 31	3,877 12	841 81 LT
	7/25/12	11 000	124 425	1,368 68	1,640 32	271 64 LT
	2/26/13	1 000	152 480	152 48	149 12	(3 36) ST
	Total	38 000		4,556 47	**5,666.56**	1,113 45 LT (3 36) ST
Share Price $149 120, Next Dividend Payable 01/15/14						
VERIZON COMMUNICATIONS (VZ)	5/3/12	13 000	40 587	527 63	638 82	111 19 LT
	5/3/12	52 000	40 587	2,110 53	2,555 28	444 75 LT
	6/12/12	142 000	42 932	6,096 39	6,977 88	881 49 LT
	7/27/12	45 000	44 727	2,012 73	2,211 30	198 57 LT
	Total	252 000		10,747 28	**12,383.28**	1,636 00 LT
Share Price $49 140, Next Dividend Payable 02/2014						
VERTEX PHARMACEUTICALS (VRTX)	6/29/12	29 000	54 773	1,588 41	2,154 70	566 29 LT
	11/2/12	86 000	44 385	3,817 14	6,389 80	2,572 66 LT
	7/31/13	33 000	80 444	2,654 65	2,451 90	(202 75) ST
	8/14/13	26 000	78 530	2,041 77	1,931 80	(109 97) ST
	11/20/13	64 000	63 254	4,048 25	4,755 20	706 95 ST
	Total	238 000		14,150 22	**17,683.40**	3,138 95 LT 394 23 ST
Share Price $74 300						
VISA INC CL A (V)	6/11/13	94 000	180 044	16,924 15	**20,931.92**	4,007 77 ST
Share Price $222 680, Next Dividend Payable 03/2014						
VISHAY INTERTECHNOLOGY INC (VSH)	5/16/13	316 000	14 800	4,676 77	4,190 16	(486 61) ST
	6/13/13	50 000	13 923	696 15	663 00	(33 15) ST
	7/24/13	14 000	15 165	212 31	185 64	(26 67) ST
	7/30/13	84 000	14 824	1,245 18	1,113 84	(131 34) ST
	10/15/13	10 000	12 600	126 00	132 60	6 60 ST
	Total	474 000		6,956 41	**6,285.24**	(671 17) ST
Share Price $13 260						

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
VISTEON CORP (VC)	9/24/13	62 000	74 734	4,633 51	5,077 18	443 67 ST
	10/22/13	16 000	78 131	1,250 10	1,310 24	60 14 ST
	Total	78 000		5,883 61	**6,387.42**	503 81 ST
Share Price $81 890						
VMWARE INC CLASS A (VMW)	6/11/13	122 000	71 525	8,726 09	10,944 62	2,218 53 ST
	6/13/13	80 000	70 446	5,635 71	7,176 80	1,541 09 ST
	11/14/13	16 000	77 452	1,239 24	1,435 36	196 12 ST
	11/20/13	28 000	78 909	2,209 46	2,511 88	302 42 ST
	11/27/13	14 000	81 064	1,134 89	1,255 94	121 05 ST
	Total	260 000		18,945 39	**23,324.60**	4,379 21 ST
Share Price $89 710						
WABTEC (WAB)	5/3/12	94 000	39 290	3,693 26	6,981 38	3,288 12 LT
	2/21/13	28 000	48 218	1,350 11	2,079 56	729 45 ST
	Total	122 000		5,043 37	**9,060.94**	3,288 12 LT 729 45 ST
Share Price· $74 270, Next Dividend Payable 02/2014						
WAL MART STORES INC (WMT)	5/3/12	68 000	58 917	4,006 36	5,350 92	1,344 56 LT
	6/11/13	7 000	75 407	527 85	550 83	22 98 ST
	Total	75 000		4,534 21	**5,901.75**	1,344 56 LT 22 98 ST
Share Price $78 690, Next Dividend Payable 01/02/14						
WATTS WTR TECH INC A (WTS)	8/27/12	122 000	37 347	4,556 35	**7,548.14**	2,991 79 LT
Share Price $61 870, Next Dividend Payable 02/2014						
WELLS FARGO & CO NEW (WFC)	5/3/12	303 000	33 387	10,116 26	13,756 20	3,639 94 LT
	6/11/13	7 000	40 717	285 02	317 80	32 78 ST
	Total	310 000		10,401 28	**14,074.00**	3,639 94 LT 32 78 ST
Share Price $45 400, Next Dividend Payable 03/2014						
WESCO AIRCRAFT HOLDINGS INC (WAIR)	12/18/13	249 000	20 983	5,224 82	**5,458.08**	233 26 ST
Share Price $21 920						
WEST PHARMACEUTICAL SVCS INC (WST)	5/3/12	192 000	22 223	4,266 82	**9,419.52**	5,152 70 LT
Share Price $49 060, Next Dividend Payable 02/2014						
WEYERHAEUSER CO (WY)	5/3/12	183 000	20 449	3,742 17	5,777 31	2,035 14 LT
	6/11/13	7 000	28 827	201 79	220 99	19 20 ST

STOCKS

EIN#:20-8934367

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
	Total	190 000		3,943 96	**5,998.30**	2,035 14 LT 19 20 ST
Share Price $31 570, Next Dividend Payable 02/2014						
WHITING PETROLEUM CORP (WLL)	4/12/13	113 000	48 398	5,469 01	**6,991.31**	1,522 30 ST
Share Price $61 870						
WILLIAMS SONOMA (WSM)	9/20/12	65 000	43 819	2,848 26	3,788 20	939 94 LT
	1/31/13	46 000	43 884	2,018 67	2,680 88	662 21 ST
	Total	111 000		4,866 93	**6,469.08**	939 94 LT 662 21 ST
Share Price $58 280, Next Dividend Payable 02/2014						
WISDOMTREE INVSTS INC (WETF)	12/20/13	231 000	17 364	4,011 04	**4,091.01**	79 97 ST
Share Price $17 710						
WUXI PHARMATECH INC (WX)	10/28/13	104 000	29 522	3,070 31	3,991 52	921 21 ST
	12/2/13	29 000	33 345	967 01	1,113 02	146 01 ST
	Total	133 000		4,037 32	**5,104.54**	1,067 22 ST
Share Price $38 380						
WYNDHAM WORLDWIDE CORP (WYN)	5/3/12	93 000	51 518	4,791 19	**6,853.17**	2,061 98 LT
Share Price $73 690, Next Dividend Payable 03/2014						
XL GROUP PLC NEW (XL)	5/3/12	174 000	21 409	3,725 17	5,540 16	1,814 99 LT
	3/1/13	34 000	28 517	969 58	1,082 56	112 98 ST
	Total	208 000		4,694 75	**6,622.72**	1,814 99 LT 112 98 ST
Share Price $31 840, Next Dividend Payable 03/2014						

	Market Value
STOCKS	**$1,915,585.33**

MUTUAL FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
VANGUARD TTL STK MKT ETF (VTI)	8/28/13	8,394 000	$85 320	$716,176 08	**$805,152.48**	$88,976 40 ST
Share Price $95 920, CG IAR Status AL, Next Dividend Payable 03/2014						
FIRST EAGLE GLOBAL I (SGIIX)	5/3/12	6,561 993	$48 070	$315,435 00	$353,166 46	$37,731 46 LT
	6/11/13	238 314	51 520	12,277 94	12,826 06	548 12 ST
	Total	6,800 307		327,712 94	**365,992.52**	37,731 46 LT 548 12 ST
Total Purchases vs Market Value				327,712 94	365,992 52	
Cumulative Cash Distributions					32,127 08	
Net Value Increase/(Decrease)					70,406 66	
Share Price $53 820, Dividend Cash, Capital Gains Cash						
THORNBURG INTL VALUE I (TGVIX)	5/3/12	14,841 479	27 050	401,462 00	**475,817.82**	74,355 82 LT

MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)
Total Purchases vs Market Value				401,462 00	475,817 82	
Cumulative Cash Distributions					10,175 61	
Net Value Increase/(Decrease)					84,531 43	
Share Price $32 060, CG IAR Status FL, Dividend Cash, Capital Gains Cash						
VIRTUS INSIGHT EMERG MKTS I (HIEMX)	5/3/12	32,253 067	9 780	315,435 00	308,016 79	(7,418 21) LT
	6/11/13	2,734 104	9 940	27,176 99	26,110 69	(1,066 30) ST
	Total	34,987 171		342,611 99	**334,127.48**	(7,418 21) LT (1,066 30) ST
Total Purchases vs Market Value				342,611 99	334,127 48	
Cumulative Cash Distributions					7,294 68	
Net Value Increase/(Decrease)					(1,189 83)	
Share Price $9 550, CG IAR Status FL, Dividend Cash, Capital Gains Cash						
WILLIAM BLAIR INTL GROWTH I (BIGIX)	5/3/12	18,314 872	21 920	401,462 00	**492,853.21**	91,391 21 LT
Total Purchases vs Market Value				401,462 00	492,853 21	
Cumulative Cash Distributions					20,172 74	
Net Value Increase/(Decrease)					111,563 95	
Share Price $26 910, CG IAR Status FL, Dividend Cash, Capital Gains Cash						

	Market Value
MUTUAL FUNDS	$2,473,943.51

LOVETT & RUTH PETERS FOUNDATION
Form 990PF: Part XV Supplementary Information
Line 3a Grants and Contributions Paid During the Year
Year Ended December 31, 2013

Recipient	Address	Amount
American Enterprise Institute	1150 17th Street NW; Washington, DC 20036	125,000
Atlas Economic Research Foundation	1201 L Street NW; Washington, DC 20005	125,000
Buckeye Institute	88 E. Broad St., Suite 1120; Columbus, OH 43215	150,000
Christensen Institute	2929 Campus Drive, Suite 410; San Mateo, CA 94403	5,000
Cornerstone Charter Schools	306 East 4th Street; Royal Oak, MI 48067	5,000
Donors Trust	109 N. Henry St.; Alexandria, VA 22314	150,000
1851 Center	208 East State St.; Columbus, OH 43215	25,000
Foundation for Economic Education	30 South Broadway; Irvington-on-Hudson, NY 10533	10,000
Friedman Foundation for Educational Choice	One American Square, Suite 2420; Indianapolis, IN 46282	125,000
Goldwater Institute	500 East Coronado Road; Phoenix, AZ 85004	40,000
Heritage Foundation	214 Massachusetts Ave. NE; Washington, DC 20002	20,000
Hillsdale College	Hillsdale, MI 49242	25,000
Innosight Institute	100 West El Camino Real, #74B; Mountain View, CA 94040	5,000
Institute for Justice	901 N. Glebe Road, Suite 900; Arlington, VA 22203	5,000
Learning Matters	127 West 26th Street, #1200; New York, NY 10001	100,000
Mackinac Center for Public Policy	P.O. Box 568; Midland, MI 48640	50,000
Manhattan Institute	52 Vanderbilt Ave.; New York, NY 10017	110,000
Ohio Assoc. of Public Charter Schools	33 N. Third Street, Suite 600; Columbus, OH 43215	10,000
Parents for Choice in Education	9046 S. Cobble Canyon Lane; Sandy, UT 84093	25,000
Philanthropy Roundtable	1150 17th St. NW, Suite 503; Washington, DC 20036	25,000
Pioneer Institute	185 Devonshire Street, Suite 1101; Boston, MA 02110	100,000
Reason Foundation	5737 Mesmer Avenue; Los Angeles, CA 90230	25,000
School Choice Ohio	88 East Broad St., Suite 640; Columbus, OH 43215	125,000
St. Xavier High School	600 W. North Bend Road; Cincinnati, OH 45224	10,000
State Policy Network	1655 N. Myer St., Suite 360; Arlington, VA 22209	10,000
Teach for America	1128 Main St., Suite 200; Cincinnati, OH 45202	35,000
TOTAL		**1,440,000**

ATTACHMENT B

Morgan Stanley

LOVETT & RUTH PETERS FOUNDATION INC
EIN#: 20-8934367
Schedule of Securities Donated
December 31, 2013

Date	Activity Type	Security (Symbol)	Quantity	Accrued Interest	Amount
5/14	Transfer into Account	CISCO SYS INC	40.000		$850 80
5/14	Transfer into Account	DELL INC	84.000		1,131.48
5/14	Transfer into Account	HERSHEY COMPANY	180.000		16,169.40
5/14	Transfcr into Account	WALT DISNEY CO HLDG CO	99 000		6,679.53
5/14	Transfer into Account	WEATHERFORD INTERNATIONAL LTD	6,000 000		80,760.00
Total Security Transfers					**$105,591.21**

ATTACHMENT C

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868***

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)* You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. LOVETT & RUTH PETERS FOUNDATION	**Enter filer's identifying number** Employer identification number (EIN) or 20-8934367
	Number, street, and room or suite no. If a P.O. box, see instructions. 1500 CHIQUITA CENTER; 250 EAST FIFTH ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CINCINNATI, OH 45202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION
  250 EAST FIFTH STREET - CINCINNATI, OH 45202

  Telephone No. ▶ 513-562-1550 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2013 or

▶ ☐ tax year beginning ____________ , and ending ____________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 17,902.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 17,902.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. LOVETT & RUTH PETERS FOUNDATION	Employer identification number (EIN) or 20-8934367
	Number, street, and room or suite no. If a P O. box, see instructions. 1500 CHIQUITA CENTER; 250 EAST FIFTH ST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CINCINNATI, OH 45202	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ THE FOUNDATION 250 EAST FIFTH STREET - CINCINNATI, OH 45202

Telephone No. ▶ 513-562-1550 Fax No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2014

5 For calendar year 2013 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 17,902.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 17,902.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Karen A McGinty Title ▶ CPA Date ▶ 7/31/14

323842
12-31-13

LOVETT & RUTH PETERS FOUNDATION

CONTINUATION FOR 990-PF, PART IV
20-8934367 PAGE 1 OF 1

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	SALE OF PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	LOOMIS SAYLES	P	VARIOUS	VARIOUS
c	DOUBLELINE TOTAL RETURN	P	VARIOUS	VARIOUS
d	INVESCO BALANCED RISK	P	VARIOUS	VARIOUS
e	PRIVATE EQUITY PARTNERS X/VINTAGE V ACCESS LP	D	VARIOUS	VARIOUS
f	STEPSTONE PRIVATE EQUITY PARTNERS LP	D	VARIOUS	VARIOUS
g	THIRSTY PLANET, LLC	P	VARIOUS	VARIOUS
h	PIMCO TOTAL RETURN	P	VARIOUS	VARIOUS
i	CAPITAL GAINS DIVIDENDS			
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,819,799.		1,679,190.	140,609.
b	340,000.		327,543.	12,457.
c	425,000.		430,180.	<5,180.>
d	350,000.		342,859.	7,141.
e				26,029.
f				240,698.
g				1,090.
h	100,000.		100,915.	<915.>
i	101,513.			101,513.
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				140,609.
b				12,457.
c				<5,180.>
d				7,141.
e				26,029.
f				240,698.
g				1,090.
h				<915.>
i				101,513.
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	523,442.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A