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INTERNAL REVENUE SERVICE

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2013

Open to Public Inspection

Form **990**

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

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

▶ Information about Form 990 and its instructions is at www.irs.gov/form990

A For the **2013** calendar year, or tax year beginning , **2013**, and ending , **20**

B Check if applicable:	C Name of organization W W CARUTH JR FOUNDATION Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite BANK OF AMERICA PO BOX 831041 City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041	D Employer identification number 23-7436194 E Telephone number 800 357-7094
☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	F Name and address of principal officer BANK OF AMERICA, N.A. 901 MAIN ST, FL 19 DALLAS TX 75202-3714	G Gross receipts \$ 365,474,936. H(a) Is this a group return for subordinates? ☐ Yes ☒ No H(b) Are all subordinates included? ☐ Yes ☐ No If "No," attach a list (see instructions) H(c) Group exemption number ▶
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (Insert no) 4947(a)(1) or 527		
J Website: ▶ NONE		
K Form of organization ☐ Corporation ☒ Trust ☐ Association ☐ Other ▶		
L Year of formation 1975 M State of legal domicile TX		

Part I Summary			
	1 Briefly describe the organization's mission or most significant activities <u>SEE SCHEDULE O</u>		
Activities & Governance	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets	3	17
	3 Number of voting members of the governing body (Part VI, line 1a)	4	16
	4 Number of independent voting members of the governing body (Part VI, line 1b)	5	NONE
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	6	NONE
	6 Total number of volunteers (estimate if necessary)	7a	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7b	NONE
	b Net unrelated business taxable income from Form 990-T, line 34		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)		50,662,652.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,012,647	50,408,423.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11d)	2,128,805	531,962.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	17,141,452	101,603,037.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	10,210,104	4,338,880.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	977,967	1,004,727.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ NONE		
Expenses	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	2,360,306	2,293,274.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	13,548,377	7,636,881.
	19 Revenue less expenses Subtract line 18 from line 12	3,593,075	93,966,156.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	264,813,803	351,101,767.
Net Assets or Fund Balances	22 Net assets or fund balances Subtract line 21 from line 20	NONE	NONE
		264,813,803	351,101,767.

Part II Signature Block			
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 officer) is based on all information of which preparer has any knowledge			
Sign Here	Signature of officer <i>[Signature]</i> BANK OF AMERICA, N.A., TRUSTEE Type or print name and title	Date 10/11/2014	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	Firm's name ▶	Firm's EIN ▶	Check ☐ if self-employed
	Firm's address ▶	Phone no	
May the IRS discuss this return with the preparer shown above? (see instructions) ☐ Yes ☒ No			

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2013)

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐**1** Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$6,067,897. including grants of \$4,338,880.) (Revenue \$)

FUNDS ARE DISTRIBUTED TO THE SUPPORTED ORGANIZATION, COMMUNITIES
 FOUNDATION OF TEXAS, INC. (CFT), AS DIRECTED BY THE MANAGEMENT
 TRUSTEES, BOARD OF TRUSTEE MEMBERS OF CTF. THEY DETERMINE WHICH
 QUALIFIED CHARITIES THAT SUPPORT PROJECTS IN HEALTH, EDUCATION, AND
 PUBLIC SAFETY WILL RECEIVE THE FUNDS.
 PROFESSIONAL SERVICES FEES ARE PAID TO CFT FOR SUPPORT FOUNDATION
 SERVICES PERFORMED BY CFT.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 6,067,897.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	☒	☐
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	☒	☐
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	☐	☒
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	☐	☒
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	☐	☐
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	☐	☒
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	☐	☒
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	☐	☒
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	☐	☒
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	☐	☒
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	☒	☐
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	☒	☐
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	☐	☒
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	☐	☒
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	☐	☒
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	☐	☒
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	☐	☒
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	☐	☒
13 Is the organization a school described in section 170(b)(1)(A)(iii)? If "Yes," complete Schedule E	☐	☒
14a Did the organization maintain an office, employees, or agents outside of the United States?	☐	☒
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	☐	☒
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	☐	☒
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	☐	☒
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	☐	☒
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	☐	☒
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	☐	☒
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	☐	☒
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	☐	☐

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21 X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If No, go to line 25a</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33 X	
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34	X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38 X	

Form 990 (2013)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	2.
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O	3b	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b If Yes, enter the name of the foreign country: ▶ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	9a	X
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	X
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response or note to any line in this Part VI ☒ X**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 17		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b Enter the number of voting members included in line 1a, above, who are independent 1b 16		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . .		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	X	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . .		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official		X
b Other officers or key employees of the organization		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ►

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **BANK OF AMERICA, N.A. TEL: (214) 209-1830**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES E. BASS - CFT, INC. MANAGEMENT TRUSTEE	1.00	X		X				NONE	NONE	NONE
(2) FREDERICK B HEGI, JR - CFT, I MANAGEMENT TRUSTEE	1.00	X		X				NONE	NONE	NONE
(3) FRANK A RISCH - CFT, INC. MANAGEMENT TRUSTEE	1.00	X		X				NONE	NONE	NONE
(4) BRENT CHRISTOPHER - CFT, INC MANAGEMENT TRUSTEE	1.00	X		X				NONE	NONE	NONE
(5) KENNETH HERSH - CFT, INC MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(6) BOBBY B LYLE - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(7) JEANNE T COX - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(8) TERDEMA L USSERY II - CFT, IN MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(9) CARLOS GONZALEZ PENA - CFT, I MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(10) HONORABLE FLORENCE SHAPIRO-CF MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(11) JACK M KINNEBREW - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(12) JOHN McSTAY - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(13) HAROLD MONTGOMERY - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(14) BECKY BRIGHT - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) KAREN L SHUFORD - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(16) JUDITH W GIBBS - CFT, INC. MANAGEMENT TRUSTEE	1.00	X						NONE	NONE	NONE
(17) BANK OF AMERICA, N.A. FISCAL TRUSTEE	1.00		X					1,004,727	NONE	NONE
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										

1b Sub-total**c Total from continuation sheets to Part VII, Section A****d Total (add lines 1b and 1c)**

1,004,727 NONE NONE

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0****3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual.

Yes No

3 X**4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If Yes, complete Schedule J for such individual.**4** X**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If Yes, complete Schedule J for such person.**5** X**Section B. Independent Contractors****1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	50,662,652.			
	g	Noncash contributions included in lines 1a-1f \$		37,949,771.			
	h	Total. Add lines 1a-1f		50,662,652.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	g	Total. Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		7,890,814.			7,890,814.
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real (ii) Personal				
	6a	Gross rents	44,678				
	b	Less rental expenses	505,777				
	c	Rental income or (loss)	-461,099				
	d	Net rental income or (loss)		-461,099.			-461,099.
			(i) Securities (ii) Other				
	7a	Gross amount from sales of assets other than inventory	305883731				
	b	Less cost or other basis and sales expenses	263259830 106,292.				
	c	Gain or (loss)	42623901 -106,292.				
	d	Net gain or (loss)		42,517,609.			42,517,609.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities See Part IV, line 19	a				
	b	Less direct expenses	b				
	c	Net income or (loss) from gaming activities					
	10a	Gross sales of inventory, less returns and allowances	a				
b	Less cost of goods sold	b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11a	CARUTH PRESTON RD ASSOC LTD	531390	1,027,160.			1,027,160.	
b	POWERSHARES DBC COMM INDEX FUND	523000	-2,572.			-2,572.	
c	CENTRAL CONTROL SVC INC - SUB S	531390	-3,512.		-3,512.		
d	All other revenue		-28,015.			-28,015.	
e	Total. Add lines 11a-11d		993,061.				
12	Total revenue. See instructions		101603037.		-3,512.	50,943,897.	

Part IX Statement of Functional Expenses**Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).**

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	4,338,880.	4,338,880.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	1,004,727.	401,891.	602,836.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7 Other salaries and wages.				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).				
9 Other employee benefits.				
10 Payroll taxes.				
11 Fees for services (non-employees):				
a Management.				
b Legal.				
c Accounting.	6,000.		6,000.	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).				
12 Advertising and promotion.				
13 Office expenses.				
14 Information technology.				
15 Royalties.				
16 Occupancy.				
17 Travel.				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.				
23 Insurance.				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a INVESTMENT ADVISORY FEES - OUTSIDE	299,367.		299,367.	
b PROPERTY MGMT FEES - BOA	531,860.		531,860.	
c FOREIGN TAXES PAID	110,065.		110,065.	
d PROFESSIONAL SERVICES - CFT	1,327,126.	1,327,126.		
e All other expenses	18,856.		18,856.	
25 Total functional expenses. Add lines 1 through 24e.	7,636,881.	6,067,897.	1,568,984.	NONE
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	14,470,458.	2	26,761,938.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 19,941,081.		
	b Less: accumulated depreciation	10b	10,766,077.	10c 19,941,081.
	11 Investments - publicly traded securities	216,062,235.	11	208,668,239.
	12 Investments - other securities See Part IV, line 11	23,515,033.	12	95,730,509.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	264,813,803.	16	351,101,767.	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	NONE	26	NONE
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☐ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here ☒ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	264,813,803.	30	351,101,767.
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	264,813,803.	33	351,101,767.	
34 Total liabilities and net assets/fund balances	264,813,803.	34	351,101,767.	

Form 990 (2013)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	101,603,037.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,636,881.
3	Revenue less expenses. Subtract line 2 from line 1	3	93,966,156.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	264,813,803.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-7,678,192.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	351,101,767.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response or note to any line in this Part XII ☐

- 1** Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- c** If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

Form **990** (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

OMB No 1545-0047

2013

Open to Public
Inspection

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

Name of the organization

W W CARUTH JR FOUNDATION

Employer identification number

23-7436194

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☒ Type II c ☐ Type III-Functionally integrated d ☐ Type III-Non-functionally integrated
- e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).**
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) SEE PART IV									
(B)									
(C)									
(D)									
(E)									
Total									

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

Schedule A (Form 990 or 990-EZ) 2013

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

N/A

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		☐
17a 10%-facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
b 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		☐
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		☐

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	N/A (f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).SCHEDULE A, PART I (h) - INFORMATION ABOUT SUPPORTED ORGANIZATIONS
=====

NAME OF SUPPORTED ORGANIZATION:

COMMUNITIES FND OF TEXAS

EIN: 75-0964565

TYPE OF ORGANIZATION FROM PART I: Section 170(b)(1)(A)(vi)

IS THE ORGANIZATION LISTED IN GOVERNING DOCUMENT?: YES

DID YOU NOTIFY THE ORGANIZATION OF YOUR SUPPORT?: YES

IS THE ORGANIZATION ORGANIZED IN THE U.S.?: YES

AMOUNT OF SUPPORT: 4,338,880.

TOTAL SUPPORT:

4,338,880.
=====

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

W W CARUTH JR FOUNDATION

Employer identification number

23-7436194

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No		
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No		

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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Schedule D (Form 990) 2013

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Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a** ☐ Public exhibition
b ☐ Scholarly research
c ☐ Preservation for future generations
d ☐ Loan or exchange programs
e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII. ☐ Yes ☐ No

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a** Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
 The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i)** unrelated organizations
(ii) related organizations

	Yes	No
3a(i)	☐	☐
3a(ii)	☐	☐
3b	☐	☐

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	19,941,081.			19,941,081.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				19,941,081.

Schedule D (Form 990) 2013

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		COST
(2) Closely-held equity interests	39,500,709.	COST
(3) Other		
(A) COMMON TRUST FUND - INTL FOCUSED	41,894,478.	COST
(B) COMMON TRUST FUND - EMERGING MKT	8,459,207.	COST
(C) POWERSHARES DBC INDEX TRACKING F	1,917,715.	COST
(D) EXCELSIOR PRIVATE MARKETS FUND I	3,958,400.	COST
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12) ►	95,730,509.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13) ►		

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ►	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►	

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☐

Part XI	Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.
----------------	--

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)		5	

Part XII	Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
----------	---

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)		5	

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

[illegible]

Part XIII Supplemental Information (continued)

[illegible]

SCHEDULE I
(Form 990)

Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Name of the organization

W W CARUTH JR FOUNDATION

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ No ☒ Yes
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SEE STATEMENT 1							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 1
- 3 Enter total number of other organizations listed in the line 1 table 1

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Schedule I (Form 990) (2013)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
N1A					
2					
3					
4					
5					
6					
7					
Part IV Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.					

EXPLANATION FOR FORM 990, SCHEDULE I, PART 1, LINE 2

PER THE GOVERNING DOCUMENT, THE MANAGEMENT TRUSTEES, THE BOARD OF TRUSTEES OF COMMUNITIES FOUNDATION OF TEXAS, INC., HAVE THE SOLE AUTHORITY AND RESPONSIBILITY OF SELECTING AND MONITORING FUNDS RECEIVED BY QUALIFIED ORGANIZATIONS.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.
▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

**Open To Public
Inspection**

Name of the organization

W W CARUTH JR FOUNDATION

Employer identification number

23-7436194

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock	X	2	11,009,000	ASSET BASED APPROACH
11 Securities - Partnership, LLC, or trust interests	X	1	10,102,590	CERTIFIED APPRAISAL
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial	X	3	8,053,013	IN-HOUSE/CERT/AV TAX
17 Real estate - Other	X	3	2,655,168	LAND - AV TAX VALUE
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ MORTGAGE NOTE R)	X	1	6,030,000	NOTE BALANCE
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

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Schedule M (Form 990) (2013)

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

W W CARUTH JR FOUNDATION

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

23-7436194

INSTITUTIONAL TRUSTEE COMPENSATION

PART VII, LINE 1(a) (14)

Average hours per week devoted to position: The compensation shown
on the return that is paid to Bank of America, N.A., as corporate
trustee is not calculated based upon an hourly rate for time spent by
the trustee; rather, Bank of America's compensation as corporate
trustee is calculated using a market value fee schedule. The trust
officer's time spent performing administrative responsibilities for

INSTITUTIONAL TRUSTEE COMPENSATION (Continued)

PART VII, LINE 1(a) (14)

this foundation averages one hour per week. In addition, time is
spent by other staff members for recordkeeping, investment management,
income collection, rendering statements and accountings, regulatory
reporting, regulatory compliance, and tax services.

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 1a

THE MEMBERS OF THE BOARD OF TRUSTEES OF THE SUPPORTED ORGANIZATION,
COMMUNITIES FOUNDATION OF TEXAS, INC., ARE THE MANAGEMENT TRUSTEES
OF THIS SUPPORTING ORGANIZATION. THEY HAVE SOLE AUTHORITY TO
DETERMINE THE AMOUNT AND TIMING OF GRANT DISTRIBUTIONS AND BY A
TWO-THIRDS VOTE OF ALL MANAGEMENT TRUSTEES, THEY CAN REMOVE THE
INSTITUTIONAL TRUSTEE AND APPROVE A SUCCESSOR.
THE INSTITUTIONAL TRUSTEE IS THE FISCAL TRUSTEE WHO HAS THE
AUTHORITY TO MANAGE AND OPERATE THE BUSINESS ASPECTS OF THE TRUST

Name of the organization

Employer identification number

W W CARUTH JR FOUNDATION

23-7436194

ASSETS ALONG WITH ALL ACCOUNTING AND BOOKKEEPING MATTERS AND ALL
MATTERS INCIDENT THERETO.

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 8a

THE FOUNDATION'S TRUSTEES CONTEMPORANEOUSLY DOCUMENT ALL TRUSTEES'
MEETINGS WITH MEETING MINUTES, INCLUDING ALL ACTIONS TAKEN AT TRUSTEES
MEETINGS, AND RETAIN TRUSTEES' MEETING MINUTES IN THE FOUNDATION'S
MINUTES BOOK.

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 8b

THERE ARE NO COMMITTEES.

FORM 990, PAGE 6, PART VI, LINE 11-DESCRIPTION OF PROCESS FOR REVIEW

THIS ORGANIZATION IS FORMED AS A TRUST UNDER STATE LAW, AND
BANK OF AMERICA IS THE INSTITUTIONAL TRUSTEE OF THIS TRUST. THE
FORM 990 IS PREPARED BY BANK OF AMERICA TAX PROFESSIONALS
UNDER THE DIRECT SUPERVISION OF A CORPORATE OFFICER, WHOM
BANK OF AMERICA HAS DESIGNATED AS ITS REPRESENTATIVE TO ACT ON
BEHALF OF AND EXERCISE THE BANK'S RIGHT AS FISCAL TRUSTEE OF THE
FOUNDATION. ACCORDINGLY, THE FORM 990 WAS REVIEWED BY THE
FISCAL TRUSTEE CONSISTENT WITH THE TERMS OF THE TRUST
AGREEMENT.

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 9

THE MANAGEMENT TRUSTEES ARE MEMBERS OF THE BOARD OF TRUSTEES FOR
THE SUPPORTED ORGANIZATION:
COMMUNITIES FOUNDATION OF TEXAS

Name of the organization

W W CARUTH JR FOUNDATION

Employer identification number

23-7436194

5500 CARUTH HAVEN LN

DALLAS, TX 75225-8146

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 12c

Annual statement by all institutional trustee employees
are signed and documented.

DESCRIPTION FOR MAKING DOCUMENTS PUBLIC**FORM 990, PAGE 6, PART VI, LINE 18**

UPON REQUEST

DESCRIPTION FOR MAKING DOCUMENTS PUBLIC**FORM 990, PAGE 6, PART VI, LINE 19**

The trust, and the bank as institutional trustee, makes its
governance documents, conflicts of interest policy and
financial statements available to the public as required
by federal and state laws.

EXPLANATION FOR FORM 990, PART XI, LINE 9

(\$9,279) MUTUAL FUND ADJUSTMENT - 2013 (\$57,003) MUTUAL FUND

ADJUSTMENT - 2012 \$2,901 YEAR-END SALES ADJUSTMENT - 2013 \$160,482

YEAR-END SALES ADJUSTMENT - 2012 (\$95,114) PURCHASED ACCRUED

INTEREST - 2013 \$34,839 PURCHASED ACCRUED INTEREST - 2012 (\$33,387)

ROC ADJUSTMENT (\$1,429) NET FACTORING ADJUSTMENT (\$24,081) BASIS

ADJUSTMENT - 2013 SALES \$5,119 BASIS ADJUSTMENT - ILLUMINA/US

BANCORP (\$966,502) PARTNERSHIP / S CORP ADJUSTMENT (\$35,707) CTF

TIMING ADJUSTMENT (\$514,385) MEDALLION CTR PTRS - BASIS CORRECTION

Employer identification number

23-7436194

ROUNDING

Name of the organization

W W CARUTH JR FOUNDATION

Employer identification number

23-7436194

FORM 990, PART I - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

=====

THIS TRUST IS ORGANIZED EXCLUSIVELY FOR AND SHALL BE ADMINISTERED EXCLUSIVELY FOR, AND IN AID OF, THE COMMUNITIES FOUNDATION OF TEXAS, INC. THE BOARD OF TRUSTEES OF THE COMMUNITIES FOUNDATION OF TEXAS, INC., THE MANAGEMENT TRUSTEES, ARE TO DIRECT FUNDS RECEIVED FOR THE SUPPORT OF PROJECTS PERTAINING TO HEALTH, EDUCATION, AND PUBLIC SAFETY WITH EMPHASIS ON RESEARCH AND CAPITAL EXPENDITURES IN THE STATE OF TEXAS.

Name of the organization

W W CARUTH JR FOUNDATION

Employer identification number

23-7436194

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

=====

THIS TRUST IS ORGANIZED EXCLUSIVELY FOR AND SHALL BE ADMINISTERED EXCLUSIVELY FOR, AND IN AID OF, THE COMMUNITIES FOUNDATION OF TEXAS, INC. THE BOARD OF TRUSTEES OF THE COMMUNITIES FOUNDATION OF TEXAS, INC., THE MANAGEMENT TRUSTEES, ARE TO DIRECT FUNDS RECEIVED FOR THE SUPPORT OF PROJECTS PERTAINING TO HEALTH, EDUCATION, AND PUBLIC SAFETY WITH EMPHASIS ON RESEARCH AND CAPITAL EXPENDITURES IN THE STATE OF TEXAS.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

W W CARUTH JR FOUNDATION

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

23-7436194

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) SEE PART VII SUPPLEMENTAL INFORMATION					
(2)					
(3)					
(4)					
(5)					
(6)					

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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Cat No. 50135Y

Schedule R (Form 990) 2013

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) _____												
(2) _____												
(3) _____												
(4) _____												
(5) _____												
(6) _____												
(7) _____												

Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) SEE PART VII SUPPLEMENTAL INFORMATION									
(2) _____									
(3) _____									
(4) _____									
(5) _____									
(6) _____									
(7) _____									

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to related organization(s)	1b	
c Gift, grant, or capital contribution from related organization(s)	1c	
d Loans or loan guarantees to or for related organization(s)	1d	
e Loans or loan guarantees by related organization(s)	1e	
f Dividends from related organization(s)	1f	
g Sale of assets to related organization(s)	1g	
h Purchase of assets from related organization(s)	1h	
i Exchange of assets with related organization(s)	1i	
j Lease of facilities, equipment, or other assets to related organization(s)	1j	
k Lease of facilities, equipment, or other assets from related organization(s)	1k	
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	
o Sharing of paid employees with related organization(s)	1o	
p Reimbursement paid to related organization(s) for expenses	1p	
q Reimbursement paid by related organization(s) for expenses	1q	
r Other transfer of cash or property to related organization(s)	1r	
s Other transfer of cash or property from related organization(s)	1s	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Part VI **Unrelated Organizations Taxable as a Partnership** Complete if the organization answered "Yes" on Form 990, Part IV, line 37. 23-7436194

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(1) Name, address, and EIN of entity	(2) Primary activity	(3) Legal domicile (state or foreign country)	(4) Predominant income (related, unrelated, excluded from tax under section 512-514)	(5) Are all partners section 501(c)(3) organizations?		(6) Share of total income	(7) Share of end-of-year assets	(8) Disproportionate allocations?		(9) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(10) General or managing partner?		(11) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII Supplemental Information

Supplemental information. Provide additional information for responses to questions on Schedule R (see instructions).

JSA
3E1320 1 000

Schedule R (Form 990) 2013

FT5190 L775 10/11/2014 18:34:07

419 -

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Supplement to Schedule R, Part I, Form 990

=====

Name of entity: MEDALLION CENTER PARTNERS GP LLC
Address of Entity: 901 MAIN ST, 16TH FLOOR, DALLAS, TX 75202
Employer ID number: 20-2695939
Primary Activity: REAL ESTATE MANAGEMENT
Legal domicile state: TX
Total Income: 945.
End of year assets: 18,441.
Direct controlling entity: W W CARUTH JR FOUNDATION

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

Supplement to Schedule R, Part IV, Form 990

=====

Name of Corporation or Trust: CARUTH BUILDING SVC INC
Address of Entity: 901 MAIN ST, 16TH FLOOR, DALLAS, TX 75202
Employer ID number: 75-1817750
Primary Activity: REAL ESTATE MANAGEMENT
Legal domicile state: TX
Direct controlling entity: W W CARUTH JR FOUNDATION
Type of entity: S corp
Share of total income: -3,512.
Share of end of year assets: 140,273.
Percentage ownership: 100000
512(b)(13) controlled organization: YES

Name of Corporation or Trust: CENTRAL CONTROL CO & SUBS
Address of Entity: 901 MAIN ST, 16TH FLOOR, DALLAS, TX 75202
Employer ID number: 75-1005677
Primary Activity: REAL ESTATE MANAGEMENT
Legal domicile state: TX
Direct controlling entity: W W CARUTH JR FOUNDATION
Type of entity: C corp
Share of total income: 401,858.
Share of end of year assets: 1,160,772.
Percentage ownership: 100000
512(b)(13) controlled organization: YES

RENT AND ROYALTY INCOME

Taxpayer's Name W W CARUTH JR FOUNDATION	Identifying Number 23-7436194
--	---

DESCRIPTION OF PROPERTY

5803 GREENVILLE AVE BLK 5190 ACS 2.3338

Yes	No	Did you actively participate in the operation of the activity during the tax year?
-----	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	44,000.	
OTHER INCOME:		
TOTAL GROSS INCOME		44,000.
OTHER EXPENSES:		
MANAGEMENT FEES	1,760.	
REPAIRS	150.	
TAXES	90,201.	
OTHER EXPENSES	2.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		92,113.
TOTAL RENT OR ROYALTY INCOME (LOSS)		-48,113.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-48,113.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

2.

2.
=====

RENT AND ROYALTY INCOME

Taxpayer's Name W.W. CARUTH JR FOUNDATION	Identifying Number 23-7436194
---	---

DESCRIPTION OF PROPERTY

RENNER ROAD 32 ACS TRACT 1 ABS A0938

	Yes		No	Did you actively participate in the operation of the activity during the tax year?
--	-----	--	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME

OTHER INCOME.

OTHER RENTAL INCOME

10.

TOTAL GROSS INCOME	10.
-------------------------------------	------------

OTHER EXPENSES.

INSURANCE

144.

REPAIRS

300.

TAXES

103.455.

OTHER EXPENSES

$$\begin{array}{r} 8,002. \end{array}$$

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES

111,901.

TOTAL RENT OR ROYALTY INCOME (LOSS)	-111,891.
--	------------------

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)	-111,891.
--	------------------

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME	10.

	10.
	=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	8,002.

	8,002.
	=====

RENT AND ROYALTY INCOME

Taxpayer's Name W.W. CARUTH JR FOUNDATION	Identifying Number 23-7436194
---	---

DESCRIPTION OF PROPERTY

ROCKWALL 228 ACRES ABS A0794 JAS

Yes	No	Did you actively participate in the operation of the activity during the tax year?
-----	----	--

TYPE OF PROPERTY: 5 - LAND

RENTAL INCOME		
OTHER INCOME:		
OTHER RENTAL INCOME	116.	
TOTAL GROSS INCOME		116.
OTHER EXPENSES:		
INSURANCE	182.	
TAXES	360.	
OTHER EXPENSES	7.	
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		549.
TOTAL RENT OR ROYALTY INCOME (LOSS)		-433.

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		-433.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME	116.

	116.
	=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	7.

	7.
	=====

RENT AND ROYALTY INCOME

Taxpayer's Name W.W. CARUTH JR. FOUNDATION	Identifying Number 23-7436194
--	---

DESCRIPTION OF PROPERTY

3 HIGHWAY 19 N (YELLOW FEED STOR 9.60

	Yes		No	Did you actively participate in the operation of the activity during the tax year?
--	-----	--	----	--

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME

542.

OTHER INCOME:

TOTAL GROSS INCOME	542.
-------------------------------------	-------------

OTHER EXPENSES:

MANAGEMENT FEES

22.

TAXES

9,853.

OTHER EXPENSES

2.

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES	9,877.
---------------------------------	---------------

TOTAL RENT OR ROYALTY INCOME (LOSS)	-9,335.
--	----------------

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)	-9,335.
--	----------------

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

2.

2.
=====

RENT AND ROYALTY INCOME

Taxpayer's Name W.W. CARUTH JR. FOUNDATION	Identifying Number 23-7436194
--	---

DESCRIPTION OF PROPERTY

03853 N TALLAHASSEE RD (DAYS INN 6.5 ACS

	Yes		No	Did you actively participate in the operation of the activity during the tax year?
--	-----	--	----	--

TYPE OF PROPERTY: 5 - LAND

OTHER INCOME:	

TOTAL GROSS INCOME

OTHER EXPENSES:

INSURANCE

137.

TAXES

9,627.

OTHER EXPENSES

2.

[illegible]

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

TOTAL EXPENSES

9,766.

TOTAL RENT OR ROYALTY INCOME (LOSS)

-9,766.

Less Amount to

Rent or Royalty _____

Depreciation

Depletion _____

Investment Interest Expense

Other Expenses _____

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)	-9,766.
--	----------------

Deductible Rental Loss (if Applicable)**SCHEDULE FOR DEPRECIATION CLAIMED**[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

2.

2.
=====

RENT AND ROYALTY INCOME

Taxpayer's Name W.W. CARUTH JR FOUNDATION	Identifying Number 23-7436194
---	---

DESCRIPTION OF PROPERTY

72 ACS ON WITHLACOOCHEE RIVER CITRUS CO

	Yes		No	Did you actively participate in the operation of the activity during the tax year?
--	-----	--	----	--

TYPE OF PROPERTY: 5 - LAND

OTHER INCOME:		

TOTAL GROSS INCOME

OTHER EXPENSES:

INSURANCE	144.
-----------	------

TAXES	24,018.
-------	---------

OTHER EXPENSES	2.
----------------	----

[illegible]

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion		
--	--	--

AMORTIZATION

LESS: Beneficiary's Portion		
--	--	--

DEPLETION

LESS: Beneficiary's Portion		
--	--	--

TOTAL EXPENSES

24,164.

TOTAL RENT OR ROYALTY INCOME (LOSS)

-24,164.

Less Amount to

Rent or Royalty _____

Depreciation _____

Depletion _____

Investment Interest Expense _____

Other Expenses _____

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)	-24,164.
--	-----------------

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

2.

2.
=====

RENT AND ROYALTY INCOME

Taxpayer's Name W W CARUTH JR FOUNDATION	Identifying Number 23-7436194
--	---

DESCRIPTION OF PROPERTY

44.769 ACRE COR US75 & RENNER RD.

	Yes	No	Did you actively participate in the operation of the activity during the tax year?
--	-----	----	--

TYPE OF PROPERTY: 5 - LAND

RENTAL INCOME

OTHER INCOME:

OTHER RENTAL INCOME

10.

TOTAL GROSS INCOME	10.
-------------------------------------	------------

OTHER EXPENSES.

INSURANCE

150.

LEGAL AND OTHER PROFESSIONAL FEES

27,610.

REPAIRS

2,250.

TAXES

215,322.

OTHER EXPENSES

12,075.

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

257,407.

TOTAL EXPENSES	257,407.
---------------------------------	-----------------

TOTAL RENT OR ROYALTY INCOME (LOSS)	-257,397.
--	------------------

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)	-257,397.
--	------------------

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER INCOME

OTHER RENTAL INCOME	10.

	10.
	=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	12,075.

	12,075.
	=====

W W CARUTH JR FOUNDATION

23-7436194

SCH I, PART II - GRANTS AND OTHER ASSISTANCE TO ORG'S INSIDE THE US
=====

NAME OF ORGANIZATION:

COMMUNITIES FOUNDATION OF TEXAS, INC.

ADDRESS:

5500 CARUTH HAVEN LN

DALLAS, TX 75225

EIN:

75-0964565

IRC SECTION:

170(b)(1)(A)(vi)

AMOUNT OF CASH GRANT.....

4,338,880.

PURPOSE OF GRANT:

SUPPORT QUALIFIED ORGANIZATIONS' PROJECTS PERTAINING
TO HEALTH, EDUCATION, AND PUBLIC SAFETY

TOTAL CASH GRANTS.....

4,338,880.

=====

STATEMENT 1

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
5803 GREENVILLE AVE	44,000.		92,113.	-48,113.
RENNER ROAD 32 ACS T	10.		111,901.	-111,891.
ROCKWALL 228 ACRES A	116.		549.	-433.
3 HIGHWAY 19 N (YELL	542.		9,877.	-9,335.
03853 N TALLAHASSEE			9,766.	-9,766.
72 ACS ON WITHLACOOC			24,164.	-24,164.
44.769 ACRE COR US75	10.		257,407.	-257,397.
	-----	-----	-----	-----
TOTALS	44,678.		505,777.	-461,099.
	=====	=====	=====	=====

W W CARUTH JR FOUNDATION
23-7436194
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
00130H105	AES CORP	2,591.000	35,116.54	37,595.41
00206R102	AT&T INC	9,357.000	310,930.83	328,992.12
00206RAR3	AT&T INC	400,000.000	493,409.25	458,544.00
002824100	ABBOTT LABS	56,141.000	1,883,684.82	2,151,884.53
00287Y109	ABBVIE INC	14,845.000	693,516.83	783,964.45
003881307	ACACIA RESH CORP	1,491.000	31,989.55	21,679.14
00404A109	ACADIA HEALTHCARE CO INC	2,774.000	108,547.73	131,293.42
004225108	ACADIA PHARMACEUTICALS INC	4,130.000	115,722.60	103,208.70
00507V109	ACTIVISION BLIZZARD INC	1,792.000	29,878.52	31,951.36
00846U101	AGILENT TECHNOLOGIES INC	3,053.000	157,428.19	174,601.07
00928QAK7	AIRCASTLE LTD	197,000.000	209,805.00	211,036.25
009363102	AIRGAS INC	1,230.000	134,070.06	137,575.50
015351109	ALEXION PHARMACEUTICALS INC	381.000	22,612.28	50,628.80
017175100	ALLEGHANY CORP DEL	136.000	55,450.52	54,394.56
018490102	ALLERGAN INC	17,071.000	1,599,231.30	1,896,246.68
018581108	ALLIANCE DATA SYS CORP	165.000	16,621.10	43,383.45
018802108	ALLIANT CORP	621.000	30,556.99	32,043.60
020002101	ALLSTATE CORP	390.000	19,903.77	21,270.60
020002AR2	ALLSTATE CORP	400,000.000	432,204.00	411,064.00
021441100	ALTERA CORP	2,889.000	107,147.82	93,924.28
02208R106	ALTRA INDL MOTION CORP	587.000	18,567.51	20,087.14
02209S103	ALTRIA GROUP INC	9,030.000	310,829.49	346,661.70
023135106	AMAZON COM INC	4,385.000	1,203,663.43	1,748,694.15
023608102	AMEREN CORP	861.000	29,733.35	31,133.76
024013104	AMERICAN ASSETS TR INC	496.000	15,635.01	15,589.28
025537101	AMERICAN ELEC PWR INC	5,371.000	234,750.03	251,040.54
025676206	AMERICAN EQUITY INVT LIFE HLDG	2,379.000	50,983.63	62,758.02
025816109	AMERICAN EXPRESS CO	12,755.000	939,829.69	1,157,261.15
03070QAN1	AMERISTAR CASINOS INC CO GTD SR	157,000.000	172,552.50	170,345.00
03073E105	AMERISOURCEBERGEN CORP	12,207.000	726,103.50	858,274.17
03077JAA8	AMERIGAS FIN CORP / AMERIGAS FIN	193,000.000	212,300.00	210,852.50
031100100	AMETEK INC NEW	1,251.000	65,663.99	65,890.17
031162100	AMGEN INC	5,829.000	657,241.45	664,972.32
031652BE9	AMKOR TECHNOLOGY INC	140,000.000	139,469.40	145,250.00
032095101	AMPHENOL CORP NEW	1,397.000	106,831.82	124,584.46
032654105	ANALOG DEVICES INC	1,143.000	53,424.53	58,212.99
032657207	ANALOGIC CORP	683.000	58,754.25	60,486.48
03523TAV0	ANHEUSER BUSCH INBEV	400,000.000	461,784.00	452,684.00
035290105	ANIXTER INTL INC	377.000	33,192.82	33,869.68
03674X106	ANTERO RES CORP	724.000	37,751.46	45,930.56
03834A103	APPROACH RES INC	1,542.000	42,933.76	29,760.60
03938LAX2	ARCELORMITTAL SA LUXEMBOURG	258,000.000	280,897.50	280,575.00
039670104	ARCTIC CAT INC	862.000	47,183.76	49,116.76
042068106	ARM HLDGS PLC	17,322.000	682,515.55	948,050.38
042735100	ARROW ELECTRS INC	1,137.000	55,276.39	61,682.25
043436104	ASBURY AUTOMOTIVE GROUP INC	654.000	35,914.02	35,145.96
04685W103	ATHENAHEALTH INC	6,282.000	670,902.67	844,929.00
053015103	AUTOMATIC DATA PROCESSING INC	5,240.000	374,711.87	423,386.76

W W CARUTH JR FOUNDATION
23-7436194
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
05379B107	AVISTA CORP	1,146.000	29,784.54	32,305.74
053807103	AVNET INC	1,156.000	48,819.17	50,991.16
05463D100	AXIAL CORP	965.000	37,896.14	45,779.60
054937107	BB&T CORP	1,940.000	64,455.70	72,400.80
05564E106	BRE PROPERTIES INC	713.000	35,683.65	39,008.23
058498106	BALL CORP	361.000	16,257.64	18,649.26
05874B107	BALLY TECHNOLOGIES INC	476.000	32,914.45	37,342.20
063904106	BANK OF THE OZARKS INC	1,926.000	92,924.84	108,992.34
06406HBM0	BANK NEW YORK INC	400,000.000	441,060.00	454,468.00
067383109	BARD C R INC	1,310.000	151,824.05	175,461.40
067806109	BARNES GROUP INC	1,622.000	40,425.50	62,138.82
06846N104	BARRETT BILL CORP	2,407.000	61,090.99	64,459.46
071813BL2	BAXTER INTL INC	400,000.000	393,920.00	382,140.00
073685109	BEACON ROOFING SUPPLY INC	977.000	19,665.85	39,353.56
073730103	BEAM INC	1,290.000	87,111.08	87,797.40
075896100	BED BATH & BEYOND INC	6,870.000	528,572.30	551,661.00
077454106	BELDEN INC	565.000	35,961.29	39,804.25
084664BQ3	BERKSHIRE HATHAWAY FIN CORP	400,000.000	395,468.00	425,076.00
08579W103	BERRY PLASTICS GROUP INC	1,631.000	36,068.20	38,801.49
09061G101	BIOMARIN PHARMACEUTICAL INC	11,875.000	745,632.44	835,406.25
09062X103	BIOGEN IDEC INC	3,965.000	947,796.78	1,108,502.98
092113109	BLACK HILLS CORP	842.000	40,116.33	44,213.42
09247X101	BLACKROCK INC	1,236.000	335,647.66	391,156.92
09247XAJ0	BLACKROCK INC	400,000.000	421,616.00	395,636.00
095180105	BLOUNT INTL INC NEW	3,409.000	40,037.00	49,328.23
097023105	BOEING CO	5,153.000	424,982.57	703,332.97
097023AZ8	BOEING CO	400,000.000	472,232.00	445,976.00
09739D100	BOISE CASCADE CO DEL	1,579.000	40,831.36	46,548.92
101121101	BOSTON PROPERTIES INC	540.000	57,375.00	54,199.80
101137107	BOSTON SCIENTIFIC CORP	1,919.000	22,599.87	23,066.38
106777AB1	BREITBURN ENERGY PARTNERS L P	196,000.000	209,426.00	210,700.00
109696104	BRINKS CO	436.000	11,831.69	14,885.04
110122108	BRISTOL MYERS SQUIBB CO	14,115.000	665,822.38	750,212.25
110394103	BRISTOW GROUP INC	1,265.000	92,160.82	94,950.90
111621306	BROCADE COMMUNICATIONS SYS INC	3,436.000	28,274.16	30,460.14
117043109	BRUNSWICK CORP	1,143.000	47,225.56	52,646.58
124857202	CBS CORP	1,074.000	59,926.51	68,456.76
1248EPAX1	CCO HLDGS LLC/CCO HLDGS CAP	169,000.000	175,506.50	174,070.00
12504L109	CBRE GROUP INC	8,051.000	182,180.07	211,741.30
12543DAL4	CHS / CMNTY HEALTH SYS INC	195,000.000	210,814.50	211,575.00
125509109	CIGNA CORP	907.000	71,268.16	79,344.36
12561W105	CLECO CORP NEW	1,594.000	70,311.34	74,312.28
12572Q105	CME GROUP INC	4,155.000	311,118.09	326,001.30
125896100	CMS ENERGY CORP	5,530.000	143,784.97	148,038.10
126650100	CVS CAREMARK CORP	14,779.000	651,783.69	1,057,733.03
129603106	CALGON CARBON CORP	2,802.000	43,799.05	57,637.14
13342B105	CAMERON INTL CORP	3,023.000	158,814.66	179,959.19
14149Y108	CARDINAL HEALTH INC	531.000	34,364.57	35,476.11

W W CARUTH JR FOUNDATION
23-7436194
Balance Sheet
12/31/2013

Cusip	Asset	Units	Basis	Market Value
14161H108	CARDTRONICS INC	2,505.000	92,493.62	108,842.25
14170T101	CAREFUSION CORP	3,860.000	145,035.68	153,705.20
142339100	CARLISLE COS INC	262.000	18,126.42	20,802.80
14743RAB9	CASE CORP	75,000.000	57,367.50	82,687.50
147448104	CASELLA WASTE SYS INC	7,276.000	41,898.85	42,200.80
147528103	CASEYS GEN STORES INC	1,179.000	84,582.29	82,824.75
14912L4F5	CATERPILLAR FINL SVCS CORP	250,000.000	283,122.50	251,752.50
149205106	CATO CORP NEW	1,885.000	50,686.90	59,943.00
15089QAD6	CELANESE US HLDGS LLC	214,000.000	211,320.72	204,905.00
151020104	CELGENE CORP	5,498.000	712,657.14	928,986.06
156700AW6	CENTURYLINK INC	275,000.000	282,532.25	279,812.50
15670R107	CEPHEID	1,733.000	65,387.13	80,882.58
156782104	CERNER CORP	23,341.000	1,160,568.87	1,301,027.34
157210105	CEVA INC	1,795.000	25,434.97	27,319.90
165240102	CHESAPEAKE LODGING TR	729.000	18,201.31	18,436.41
166751AJ6	CHEVRON CORP	400,000.000	412,464.00	453,724.00
166764100	CHEVRON CORP	10,701.000	1,194,882.17	1,336,661.91
168905107	CHILDRENS PL RETAIL STORES INC	660.000	36,318.77	37,600.20
169656105	CHIPOTLE MEXICAN GRILL INC	229.000	91,733.98	122,006.62
171232101	CHUBB CORP	4,150.000	367,715.73	401,014.50
171340102	CHURCH & DWIGHT INC	1,338.000	80,474.86	88,682.64
17243V102	CINEMARK HLDGS INC	1,364.000	43,818.42	45,462.12
17275R102	CISCO SYS INC	19,479.000	443,202.11	436,913.97
17275RAC6	CISCO SYS INC	400,000.000	389,204.00	440,052.00
172967CK5	CITIGROUP INC	400,000.000	361,108.40	405,844.00
179895107	CLARCOR INC	835.000	46,164.06	53,732.25
184496107	CLEAN HBRS INC	879.000	51,721.42	52,704.84
184496AJ6	CLEAN HBRS INC	136,000.000	138,890.00	140,080.00
191216100	COCA COLA CO	24,371.000	877,824.84	1,006,766.01
191216AK6	COCA-COLA CO	400,000.000	385,640.00	455,436.00
19122T109	COCA-COLA ENTERPRISES INC	8,464.000	303,649.12	373,516.32
192479103	COHERENT INC	782.000	48,696.18	58,172.98
194162103	COLGATE PALMOLIVE CO	14,165.000	840,991.63	923,699.65
20030N101	COMCAST CORP	5,220.000	253,436.22	271,257.30
20030N200	COMCAST CORP	15,301.000	590,120.16	763,213.88
20030NBD2	COMCAST CORP NEW	400,000.000	417,716.00	381,720.00
200340107	COMERICA INC	1,029.000	40,045.18	48,918.66
204166102	COMMVAULT SYS INC	520.000	45,629.11	38,928.24
20605PAC5	CONCHO RES INC	192,000.000	211,200.00	207,840.00
20825C104	CONOCOPHILLIPS	5,180.000	358,241.59	365,967.00
209111EN9	CONSOLIDATED EDISON CO NY INC	400,000.000	374,328.00	446,524.00
21036P108	CONSTELLATION BRANDS INC	1,258.000	73,240.95	88,538.04
21925Y103	CORNERSTONE ONDEMAND INC	1,259.000	63,654.92	67,119.81
22160K105	COSTCO WHSL CORP NEW	10,550.000	1,179,329.32	1,255,661.00
22541LBK8	CREDIT SUISSE FIRST BOSTON USA	400,000.000	411,164.00	428,644.00
228368106	CROWN HLDGS INC	1,621.000	66,068.46	72,247.97
229669106	CUBIC CORP	280.000	14,186.65	14,744.80
231561101	CURTISS WRIGHT CORP	546.000	25,071.72	33,977.58

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23283PAB0	CYRUSONE LP / CYRUSONE FIN CORP	195,000.000	196,911.00	201,825.00
23283R100	CYRUSONE INC	1,881.000	34,621.31	42,002.73
235825AB2	DANA HLDG CORP	192,000.000	209,280.00	206,400.00
235851102	DANAHER CORP DEL	5,795.000	363,006.91	447,374.00
23918K108	DAVITA HEALTHCARE PARTNERS INC	300.000	18,180.60	19,011.00
243537107	DECKERS OUTDOOR CORP	1,025.000	69,266.85	86,571.50
24422EQV4	DEERE JOHN CAP CORP	400,000.000	488,504.00	464,508.00
252131107	DEXCOM INC COM	1,866.000	52,502.71	66,075.06
25243Q205	DIAGEO PLC	2,972.000	345,266.64	393,552.24
25272PAC6	DIAMOND RESORTS CORP 1ST LIEN	157,000.000	173,396.94	173,485.00
253393102	DICKS SPORTING GOODS INC	1,281.000	68,919.06	74,426.10
254543101	DIODES INC	1,655.000	39,597.20	38,991.80
254687106	DISNEY WALT CO	5,841.000	226,766.80	446,252.40
254709108	DISCOVER FINL SVCS	1,376.000	68,658.04	76,987.20
25470F104	DISCOVERY COMMUNICATIONS INC	1,008.000	42,841.47	91,143.36
25470XAE5	DISH DBS CORP	194,000.000	210,635.50	205,640.00
256677105	DOLLAR GEN CORP	2,791.000	163,157.67	168,353.12
25746U109	DOMINION RES INC VA NEW	2,395.000	149,130.66	154,932.55
257867BA8	DONNELLEY R R & SONS CO	209,000.000	210,567.50	211,090.00
258278100	DORMAN PRODS INC	550.000	26,930.53	30,822.55
260003108	DOVER CORP	4,389.000	373,084.31	423,714.06
26138E109	DR PEPPER SNAPPLE INC	335.000	14,575.01	16,321.20
262037104	DRIL-QUIP INC	5,485.000	614,399.26	602,966.05
263534109	DU PONT E I DE NEMOURS & CO	6,985.000	409,250.45	453,815.45
263534BX6	DU PONT E I DE NEMOURS & CO	400,000.000	454,452.00	419,500.00
26441C204	DUKE ENERGY CORP	2,040.000	135,635.11	140,780.40
26613Q106	DUPONT FABROS TECHNOLOGY INC	1,249.000	30,070.67	30,862.79
26613TAE0	DUPONT FABROS TECHNOLOGY L P	203,000.000	209,851.25	209,597.50
268648102	EMC CORP	23,705.000	586,063.00	596,180.75
26884L109	EQT CORP	505.000	43,833.14	45,338.90
269246BH6	E TRADE FINL CORP	195,000.000	211,380.00	211,575.00
26985UAB3	EAGLE ROCK ENERGY PARTNERS L P/	173,000.000	174,730.00	188,570.00
270321102	EARTHLINK INC	8,822.000	43,402.48	44,718.72
27579R104	EAST WEST BANCORP INC	2,163.000	46,952.40	75,640.11
278642103	EBAY INC	17,164.000	937,155.67	941,702.86
27876GBE7	ECHOSTAR DBS CORP	208,000.000	205,252.50	230,360.00
278865100	ECOLAB INC	818.000	80,762.79	85,292.86
281020107	EDISON INTL	902.000	41,784.99	41,762.60
28140H104	EDUCATION RLTY TR INC	4,834.000	43,482.77	42,635.88
28257U104	EINSTEIN NOAH RESTAURANT GROUP	832.000	14,616.74	12,064.00
283677854	EL PASO ELEC CO	1,379.000	48,799.17	48,416.69
291011104	EMERSON ELEC CO	3,578.000	226,853.56	251,104.04
29265N108	ENERGEN CORP	696.000	53,513.72	49,242.00
29266S106	ENDOLOGIX INC	3,144.000	51,117.33	54,831.36
29273VAC4	ENERGY TRANSFER EQUITY L P	180,000.000	192,752.50	202,050.00
29355X107	ENPRO INDS INC	879.000	38,068.52	50,674.35
29414B104	EPAM SYS INC	1,373.000	48,209.36	47,972.62
294429105	EQUIFAX INC	614.000	37,592.06	42,421.26

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29444U502	EQUINIX INC	6,255.000	1,088,399.93	1,109,949.75
29444UAM8	EQUINIX INC	291,000.000	280,815.00	284,452.50
29476L107	EQUITY RESIDENTIAL	1,029.000	54,463.53	53,374.23
296315104	ESCO TECHNOLOGIES INC	1,758.000	63,244.13	60,229.08
29977A105	EVERCORE PARTNERS INC	700.000	32,847.57	41,846.00
30212P303	EXPEDIA INC DEL	505.000	26,552.69	35,178.30
30219G108	EXPRESS SCRIPTS HLDG CO	7,405.000	476,566.39	520,127.20
30231G102	EXXON MOBIL CORP	20,835.000	1,829,341.48	2,108,502.00
302520101	FNB CORP PA	3,431.000	40,712.58	43,299.22
302941109	FTI CONSULTING INC	496.000	19,921.25	20,405.44
311900104	FASTENAL CO	14,556.000	672,159.85	691,555.56
3133X7FK5	FEDERAL HOME LN BK	1,550,000.000	1,634,761.74	1,586,487.00
3134A4VC5	FEDERAL HOME LN MTG CORP	1,550,000.000	1,658,278.34	1,647,526.00
31359MW41	FEDERAL NATL MTG ASSN	1,550,000.000	1,778,852.47	1,738,976.00
3137EACA5	FEDERAL HOME LN MTG CORP	1,550,000.000	1,644,734.45	1,689,453.50
31398ADM1	FEDERAL NATL MTG ASSN	1,550,000.000	1,598,070.14	1,772,440.50
31417A6X2	FEDERAL NATL MTG ASSN	2,433,961.777	2,566,688.76	2,486,437.99
31620M106	FIDELITY NATL INFORMATION SVCS	5,485.000	242,570.77	294,434.80
316645100	FIFTH & PAC COS INC	3,279.000	81,180.94	105,157.53
316773100	FIFTH THIRD BANCORP	15,616.000	258,173.77	328,404.48
317485100	FINANCIAL ENGINES INC	1,018.000	21,435.25	70,730.64
32020R109	FIRST FINL BANKSHARES	554.000	32,019.10	36,624.94
32054K103	FIRST INDUSTRIAL REALTY TRUST	1,053.000	18,052.84	18,374.85
320867104	FIRST MIDWEST BANCORP DEL	2,177.000	32,778.87	38,162.81
33616C100	FIRST REP BK SAN FRANCISCO	1,985.000	81,652.22	103,914.75
337932107	FIRSTENERGY CORP	437.000	14,088.44	14,412.26
33829M101	FIVE BELOW INC	1,224.000	56,911.35	52,874.35
339041105	FLEETCOR TECHNOLOGIES INC	731.000	81,853.02	85,651.27
343412102	FLUOR CORP	548.000	39,343.50	43,998.92
34354P105	FLOWERVE CORP	1,273.000	78,558.15	100,350.59
344849104	FOOT LOCKER INC	829.000	26,530.28	34,353.76
34959E109	FORTINET INC	2,004.000	42,603.38	38,336.52
351793104	FRANCESSAS HLDGS CORP	1,596.000	28,887.92	29,366.40
353514102	FRANKLIN ELEC INC	1,095.000	42,555.43	48,880.80
354613101	FRANKLIN RES INC	16,023.000	795,565.68	925,007.79
359694106	FULLER H B CO	1,844.000	82,193.29	95,961.76
361268105	G & K SVCS INC	597.000	34,249.89	37,151.31
361448103	GATX CORP	1,323.000	61,593.72	69,020.91
36237H101	G-III APPAREL GROUP LTD	1,314.000	69,622.68	97,178.18
369604103	GENERAL ELEC CO	41,328.000	889,811.63	1,158,423.84
36962G5J9	GENERAL ELEC CAP CORP	400,000.000	410,696.00	435,780.00
370334104	GENERAL MLS INC	15,031.000	724,624.45	750,197.21
371559105	GENESEE & WYO INC	375.000	34,670.63	36,018.75
37185LAB8	GENESIS ENERGY L P / GENESIS	194,000.000	211,460.00	209,035.00
375558103	GILEAD SCIENCES INC	16,254.000	950,925.43	1,220,675.40
37940X102	GLOBAL PMTS INC	418.000	22,958.65	27,165.82
38141G104	GOLDMAN SACHS GROUP INC	5,442.000	750,463.83	964,648.92
38143UAW1	GOLDMAN SACHS GROUP INC	400,000.000	343,372.00	412,716.00

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382550BD2	GOODYEAR TIRE & RUBR CO	220,000.000	232,650.00	233,200.00
38259P508	GOOGLE INC	2,992.000	2,251,716.53	3,353,164.32
384109104	GRACO INC	1,653.000	125,094.27	129,132.36
384802104	GRAINGER W W INC	367.000	82,867.55	93,739.14
388689101	GRAPHIC PACKAGING HLDG CO	7,898.000	66,074.02	75,820.80
391164100	GREAT PLAINS ENERGY INC	1,156.000	26,749.52	28,021.44
39153L106	GREATBATCH INC	2,121.000	74,249.16	93,833.04
393122106	GREEN MOUNTAIN COFFEE	1,743.000	119,942.77	131,666.22
40171V100	GUIDEWIRE SOFTWARE INC	815.000	39,168.17	39,992.05
402629208	GULFMARK OFFSHORE INC	1,946.000	96,912.55	91,714.98
402629AG4	GULFMARK OFFSHORE INC	207,000.000	209,587.50	208,552.50
40412CAB7	HCA HLDGS INC	193,000.000	212,686.00	210,852.50
40425J101	HMS HLDGS CORP	3,656.000	79,401.41	82,991.20
405024100	HAEMONETICS CORP	1,585.000	62,242.95	66,776.05
405217100	HAIR CELESTIAL GROUP INC	2,066.000	163,166.64	187,551.48
406216BD2	HALLIBURTON CO	400,000.000	394,040.80	387,748.00
413875105	HARRIS CORP DEL	409.000	24,079.34	28,552.29
415864107	HARSCO CORP	2,021.000	54,041.86	56,648.63
421906108	HEALTHCARE SVCS GROUP INC	1,407.000	35,988.66	39,916.59
421946104	HEALTHCARE RLTY TR	2,470.000	55,979.13	52,635.70
428040CP2	HERTZ CORP UNSECD GTD	194,000.000	201,517.50	201,032.50
428291108	HEXCEL CORP NEW	1,241.000	49,201.86	55,460.29
428567101	HIBBETT SPORTS INC	559.000	31,323.28	37,537.97
437076102	HOME DEPOT INC	11,544.000	868,660.95	950,532.96
437076AW2	HOME DEPOT INC	400,000.000	448,964.00	431,988.00
43739Q100	HOMEAWAY INC	828.000	30,776.35	33,848.64
438516106	HONEYWELL INTL INC	14,483.000	1,108,443.27	1,323,311.71
438516AX4	HONEYWELL INTL INC	400,000.000	365,316.00	452,164.00
440543AL0	HORNBECK OFFSHORE SVCS INC	204,000.000	210,630.00	210,630.00
443510201	HUBBELL INC	1,330.000	140,448.79	144,837.00
446150104	HUNTINGTON BANCSHARES INC	4,392.000	36,498.76	42,382.80
446413106	HUNTINGTON INGALLS INDS INC	660.000	44,732.23	59,406.60
44701QAX0	HUNTSMAN INTL LLC CO GTD	188,000.000	212,440.00	212,440.00
447462102	HURON CONSULTING GROUP INC	755.000	39,898.73	47,315.85
44919P508	IAC / INTERACTIVECORP	242.000	13,386.01	16,613.54
451102AH0	ICAHN ENTERPRISES L P / ICAHN	264,000.000	269,876.28	274,560.00
45321L100	IMPERVA INC	1,154.000	46,546.18	55,542.02
45666Q102	INFORMATICA CORP	946.000	37,400.86	39,259.00
45672H104	INFOBLOX INC	986.000	39,775.54	32,557.72
45784P101	INSULET CORP	1,128.000	41,939.50	41,848.80
458140100	INTEL CORP	19,494.000	451,310.67	505,966.77
458140AJ9	INTEL CORP	400,000.000	430,736.00	397,396.00
45824TAC9	INTELSAT JACKSON HLDGS S A CO	192,000.000	211,178.88	210,000.00
45866F104	INTERCONTINENTALEXCHANGE	784.000	134,897.17	176,337.28
459200101	INTERNATIONAL BUSINESS MACHS	6,393.000	1,094,915.60	1,199,135.01
459200GJ4	INTERNATIONAL BUSINESS MACHS	400,000.000	381,056.00	459,320.00
459506101	INTERNATIONAL	1,265.000	104,834.26	108,764.70
459745GN9	INTERNATIONAL LEASE FIN CORP	277,000.000	282,484.60	276,307.50

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460146103	INTERNATIONAL PAPER CO	788.000	30,804.89	38,635.64
464287507	ISHARES CORE S&P MID CAP ETF	61,970.000	7,778,808.42	8,292,205.70
464287655	ISHARES RUSSELL 2000 ETF	34,270.000	3,689,179.23	3,953,387.20
464592AL8	ISLE CAPRI CASINOS INC	163,000.000	176,855.00	176,447.50
46625H100	J P MORGAN CHASE & CO	39,240.000	1,692,207.03	2,294,755.20
46625HJE1	JPMORGAN CHASE & CO	400,000.000	409,608.00	383,328.00
466367109	JACK IN THE BOX INC	1,505.000	59,927.29	75,280.10
47760A108	JIVE SOFTWARE INC	4,248.000	51,234.36	47,790.00
478160104	JOHNSON & JOHNSON	19,737.000	1,581,236.12	1,807,711.83
478366107	JOHNSON CTLS INC	24,556.000	963,872.51	1,259,722.80
48203R104	JUNIPER NETWORKS INC	31,376.000	649,115.69	708,156.32
482480100	KLA-TENCOR CORP	4,815.000	292,864.19	310,374.90
489170100	KENNAMETAL INC	2,271.000	103,039.66	118,250.97
492914106	KEY ENERGY SVCS INC	6,379.000	54,195.70	50,394.10
494368103	KIMBERLY CLARK CORP	4,415.000	414,925.96	461,190.90
494368AY9	KIMBERLY CLARK CORP	400,000.000	389,120.00	427,780.00
49446R109	KIMCO REALTY CORP	1,445.000	28,376.19	28,538.75
498904200	KNOLL INC	2,147.000	36,392.45	39,311.57
499064103	KNIGHT TRANSN INC	2,782.000	46,370.65	51,021.88
50060P106	KOPPERS HLDGS INC	1,301.000	55,322.03	59,520.75
501014104	KRISPY KREME DOUGHNUTS INC	1,710.000	36,798.90	32,985.90
501797104	L BRANDS INC	2,949.000	182,456.61	182,395.65
502161102	LSI CORP	5,554.000	43,357.12	61,288.39
518439104	LAUDER ESTEE COS INC	14,020.000	974,619.93	1,055,986.40
521865204	LEAR CORP	1,343.000	97,103.06	108,742.71
52602E102	LENDER PROCESSING SVCS INC	833.000	27,529.73	31,137.54
52602EAD4	LENDER PROCESSING SVCS INC	201,000.000	212,557.50	208,035.00
535678106	LINEAR TECHNOLOGY CORP	1,649.000	65,307.28	75,111.95
53578A108	LINKEDIN CORP	4,085.000	803,651.40	885,750.55
536022AC0	LINN ENERGY LLC / LINN ENERGY	198,000.000	211,117.50	213,840.00
539830109	LOCKHEED MARTIN CORP	8,615.000	928,080.76	1,280,705.90
540424108	LOEWS CORP	939.000	44,167.97	45,297.36
544147101	LORILLARD INC	18,370.000	799,744.51	930,991.60
548661CW5	LOWES COS INC	400,000.000	423,712.00	387,856.00
552848103	MGIC INVT CORP WIS	7,524.000	57,827.34	63,502.56
552953CA7	MGM RESORTS INTL	195,000.000	207,675.00	206,212.50
55354G100	MSCI INC	3,598.000	144,541.03	157,304.56
554382101	MACERICH CO	669.000	38,739.65	39,397.41
55616P104	MACYS INC	8,499.000	359,822.72	453,846.60
556269108	MADDEN STEVEN LTD	1,018.000	36,355.94	37,248.62
559079207	MAGELLAN HEALTH SVCS INC	927.000	55,394.18	55,536.57
55973B102	MAGNUM HUNTER RES CORP DEL	9,139.000	62,690.80	66,806.09
563571108	MANITOWOC INC	1,518.000	29,643.81	35,399.76
56418H100	MANPOWERGROUP INC	752.000	56,056.79	64,566.72
565849106	MARATHON OIL CORP	739.000	25,811.20	26,086.70
56585A102	MARATHON PETE CORP	294.000	24,327.00	26,968.62
571748102	MARSH & MCLENNAN COS INC	9,101.000	394,813.97	440,124.36
571903202	MARRIOTT INTL INC NEW	1,364.000	57,985.30	67,314.76

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574599106	MASCO CORP	1,241.000	25,610.77	28,257.57
577128101	MATTHEWS INTL CORP	861.000	33,134.73	36,687.21
579489AG0	MCCLATCHY CO 1ST LIEN	193,000.000	209,405.00	212,300.00
580135101	MCDONALDS CORP	7,244.000	689,519.42	702,885.32
58013MEB6	MCDONALDS CORP	400,000.000	386,248.00	461,168.00
580645109	MCGRAW HILL FINL INC	537.000	33,432.56	41,993.40
58155Q103	MCKESSON CORP	3,791.000	606,985.45	611,867.40
582839106	MEAD JOHNSON NUTRITION CO	8,020.000	620,996.48	671,755.20
58501N101	MEDIVATION INC	1,590.000	93,028.70	101,473.80
58502B106	MEDNAX INC	762.000	39,053.47	40,675.56
589331AK3	MERCK & CO INC	400,000.000	385,028.00	419,828.00
58933Y105	MERCK & CO INC	13,147.000	522,114.07	658,007.35
59156R108	METLIFE INC	19,256.000	849,262.16	1,038,283.52
59156RAU2	METLIFE INC	400,000.000	465,452.00	454,812.00
591709AL4	METROPCS WIRELESS INC	198,000.000	210,355.20	209,880.00
592688105	METTLER TOLEDO INTERNATIONAL	167.000	40,339.68	40,512.53
594901100	MICROS SYS INC	1,171.000	57,806.34	67,180.27
594918104	MICROSOFT CORP	23,195.000	770,990.51	867,724.95
59522J103	MID-AMER APT CMNTYS INC	578.000	35,959.84	35,107.72
603158106	MINERALS TECHNOLOGIES INC	1,508.000	75,080.76	90,585.56
609207105	MONDELEZ INTL INC	28,980.000	894,800.97	1,022,994.00
610236101	MONRO MUFFLER BRAKE INC	928.000	42,206.27	52,302.08
61166W101	MONSANTO CO	9,210.000	971,526.06	1,073,425.50
615369105	MOODYS CORP	294.000	10,215.48	23,070.18
625453105	MULTIMEDIA GAMES HLDG CO INC	1,048.000	33,949.33	32,865.28
62886EAH1	NCR CORP NEW	292,000.000	279,530.43	279,590.00
629377BS0	NRG ENERGY INC	192,000.000	213,120.00	212,640.00
631103108	NASDAQ OMX GROUP	8,447.000	331,892.26	336,190.60
637004AC6	NATIONAL MONEY MART CO CO GTD	168,000.000	175,543.20	170,520.00
637071101	NATIONAL OILWELL VARCO INC	5,533.000	395,443.83	440,039.49
63860UAK6	NATIONSTAR MTG LLC / NATIONSTAR	215,000.000	211,130.00	204,787.50
641069406	NESTLE S A	10,796.000	663,245.15	792,685.50
64110D104	NETAPP INC	499.000	20,947.22	20,528.86
651229106	NEWELL RUBBERMAID INC	1,958.000	53,113.97	63,458.78
65339F101	NEXTERA ENERGY INC	2,730.000	217,664.27	233,742.60
654106103	NIKE INC	11,857.000	832,573.50	932,434.48
655044105	NOBLE ENERGY INC	470.000	20,440.92	32,011.70
655664100	NORDSTROM INC	446.000	25,345.07	27,562.80
668074305	NORTHWESTERN CORP	1,464.000	64,473.65	63,420.48
674215AE8	OASIS PETE INC NEW UNSECD	192,000.000	210,160.00	204,480.00
674599105	OCCIDENTAL PETE CORP DEL	17,552.000	1,536,161.06	1,669,195.20
675232102	OCEANEERING INTL INC	8,509.000	627,794.42	671,189.92
681904108	OMNICARE INC	1,806.000	101,984.37	109,010.16
681919106	OMNICOM GROUP INC	555.000	35,573.65	41,275.35
682159108	ON ASSIGNMENT INC	1,120.000	35,709.66	39,110.40
682189105	ON SEMICONDUCTOR CORP	4,249.000	30,379.50	35,011.76
683234YB8	ONTARIO PROV CDA	400,000.000	398,340.00	432,480.00
68389X105	ORACLE CORP	18,486.000	546,321.51	707,274.36

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68402LAC8	ORACLE CORP / OZARK HLDG INC	400,000.000	368,456.00	436,640.00
690768403	OWENS ILL INC	1,409.000	41,501.39	50,414.02
69331C108	PG&E CORP	415.000	16,920.46	16,716.20
693320AR4	PHH CORP	198,000.000	211,662.00	211,365.00
693475105	PNC FINL SVCS GROUP INC	5,270.000	385,538.97	408,846.60
693476BF9	PNC FDG CORP	400,000.000	445,908.00	480,468.00
693506107	PPG INDS INC	1,242.000	187,951.36	235,557.72
69360J107	PS BUSINESS PKS INC CALIF	661.000	46,835.36	50,513.62
693656100	PVH CORP	1,341.000	165,644.44	182,402.82
695263103	PACWEST BANCORP DEL	1,287.000	45,182.97	54,337.14
698354107	PANDORA MEDIA INC	2,724.000	60,322.92	72,458.40
69840W108	PANERA BREAD CO	442.000	70,620.14	78,096.98
698813102	PAPA JOHNS INTL INC	820.000	28,650.80	37,228.00
701081AT8	PARKER DRILLING CO	165,000.000	176,929.50	174,900.00
701094104	PARKER HANNIFIN CORP	2,562.000	275,687.33	329,575.68
713448108	PEPSICO INC	11,503.000	901,716.49	954,058.82
713448BR8	PEPSICO INC	400,000.000	426,688.00	400,460.00
714046109	PERKINELMER INC	1,508.000	57,083.04	62,174.84
716768106	PETSMART INC	1,865.000	135,876.28	135,678.75
716933106	PHARMACYCLICS INC	349.000	29,307.76	36,917.22
717081103	PFIZER INC	70,634.000	1,527,483.69	2,163,519.42
718172109	PHILIP MORRIS INTL INC	31,859.000	2,604,340.70	2,775,874.67
718546104	PHILLIPS 66	3,648.000	216,620.65	281,370.24
723664108	PIONEER ENERGY SVCS CORP	3,651.000	27,802.73	29,244.51
726505AK6	PLAINS EXPL & PRODTN CO	224,000.000	240,600.77	245,627.20
729132100	PLEXUS CORP	1,721.000	63,967.51	74,502.09
74005P104	PRAXAIR INC	7,114.000	841,152.98	925,033.42
740189105	PRECISION CASTPARTS CORP	4,811.000	847,192.11	1,295,602.30
74144T108	PRICE T ROWE GROUP INC	4,943.000	360,998.93	414,075.11
741503403	PRICELINE COM INC	1,504.000	1,240,283.05	1,748,249.60
742718109	PROCTER & GAMBLE CO	18,374.000	1,289,227.58	1,495,827.34
742718DA4	PROCTER & GAMBLE CO	400,000.000	406,192.00	411,364.00
743312100	PROGRESS SOFTWARE CORP	2,285.000	59,830.67	59,021.55
743424103	PROOFPOINT INC	2,372.000	67,961.50	78,679.24
744320102	PRUDENTIAL FINL INC	5,771.000	422,235.01	532,201.62
74460D109	PUBLIC STORAGE INC	1,219.000	196,755.37	183,483.88
74733T105	QLIK TECHNOLOGIES INC	1,879.000	62,146.48	50,037.77
747525103	QUALCOMM INC	30,156.000	1,926,300.93	2,239,083.00
74758T303	QUALYS INC	1,640.000	35,397.30	37,900.40
74762E102	QUANTA SVCS INC	2,313.000	64,325.58	72,998.28
749685103	RPM INTL INC	7,330.000	274,710.08	304,268.30
751212101	RALPH LAUREN CORP	4,428.000	744,721.91	781,851.96
754730109	RAYMOND JAMES FINL INC	1,346.000	42,188.71	70,247.74
755111507	RAYTHEON CO	5,645.000	413,847.03	512,001.50
75689M101	RED ROBIN GOURMET BURGERS INC	990.000	72,428.80	72,804.60
758849103	REGENCY CTRS CORP	771.000	37,111.09	35,697.30
75886F107	REGENERON PHARMACEUTICALS	225.000	69,091.39	61,929.00
759351604	REINSURANCE GROUP AMER INC	698.000	48,875.72	54,032.18

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761248103	RESPONSYS INC	2,174.000	36,080.57	59,589.34
761283100	RESTORATION HARDWARE HLDGS	1,274.000	81,123.00	85,740.20
761735AP4	REYNOLDS GROUP ISSUER INC/	169,000.000	171,258.00	172,380.00
770323103	ROBERT HALF INTL INC	1,752.000	68,954.79	73,566.48
772739207	ROCK-TENN CO	196.000	14,764.16	20,581.96
774477AJ2	ROCKWOOD SPECIALTIES GROUP INC	137,000.000	140,055.10	139,911.25
776696106	ROPER INDS INC NEW	319.000	41,521.04	44,238.92
777779307	ROSETTA RES INC	480.000	27,429.93	23,059.20
780153AU6	ROYAL CARIBBEAN CRUISES LTD	209,000.000	211,048.20	209,000.00
780259206	ROYAL DUTCH SHELL PLC	5,280.000	345,724.36	376,305.60
781846209	RUSH ENTERPRISES INC	1,798.000	47,801.63	53,310.70
783764AR4	RYLAND GROUP INC	215,000.000	209,883.00	204,250.00
78388J106	SBA COMMUNICATIONS CORP	2,210.000	158,771.31	198,546.40
784117103	SEI INVESTMENTS CO	1,223.000	37,930.26	42,474.79
78440X101	SL GREEN RLTY CORP	415.000	32,748.96	38,337.70
78442P106	SLM CORP	4,562.000	114,041.64	119,889.36
78467J100	SS&C TECHNOLOGIES HLDGS INC	1,300.000	48,304.23	57,538.00
790849103	ST JUDE MED INC	5,226.000	231,526.42	323,750.70
79466L302	SALESFORCE COM INC	30,239.000	1,282,402.64	1,668,890.41
79546VAJ5	SALLY HLDGS LLC / SALLY CAP INC	132,000.000	139,715.00	137,280.00
80007PAL3	SANDRIDGE ENERGY INC	128,000.000	139,200.00	137,920.00
806407102	SCHEIN HENRY INC	968.000	101,714.00	110,603.68
806857108	SCHLUMBERGER LTD	15,545.000	1,248,617.72	1,400,759.95
808513105	SCHWAB CHARLES CORP NEW	25,971.000	539,688.37	675,246.00
80874YAM2	SCIENTIFIC GAMES INTL INC	239,000.000	247,365.00	244,975.00
811065101	SCRIPPS NETWORKS INTERACTIVE	1,252.000	97,486.56	108,185.32
816300107	SELECTIVE INS GROUP INC	2,507.000	60,030.87	67,839.42
816850101	SEMTECH CORP	842.000	11,729.54	21,285.76
816851109	SEMPRA ENERGY	2,170.000	185,835.76	194,779.20
81762P102	SERVICENOW INC	733.000	39,189.92	41,055.33
822582AX0	SHELL INTL FIN B V	400,000.000	395,088.00	389,860.00
824348106	SHERWIN WILLIAMS CO	3,348.000	599,536.79	614,358.00
82481R106	SHIRE PLC	563.000	66,882.93	79,546.27
82669G104	SIGNATURE BK NEW YORK N Y	419.000	38,313.53	45,008.98
828336107	SILVER WHEATON CORP	20,019.000	426,325.61	404,183.61
828806109	SIMON PPTY GROUP INC NEW	1,347.000	193,975.96	204,959.52
82966C103	SIRONA DENTAL SYS INC	616.000	41,324.53	43,243.20
845467109	SOUTHWESTERN ENERGY CO	531.000	19,135.91	20,884.23
84760C107	SPECTRANETICS CORP	1,967.000	35,376.30	49,175.00
848637104	SPLUNK INC	11,319.000	560,360.81	777,275.73
85205TAD2	SPIRIT AEROSYSTEMS INC CO GTD	195,000.000	210,600.00	209,868.75
852060AG7	SPRINT CAP CORP	254,000.000	217,539.00	277,495.00
85254C305	STAGE STORES INC	2,395.000	46,657.47	53,216.90
854502101	STANLEY BLACK & DECKER INC	270.000	24,409.30	21,786.30
855244109	STARBUCKS CORP	25,380.000	1,598,721.19	1,989,538.20
857477103	STATE STR CORP	16,355.000	1,013,476.42	1,200,293.45
863667101	STRYKER CORP	7,935.000	537,979.51	596,235.90
867914103	SUNTRUST BKS INC	1,358.000	44,478.00	49,987.98

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871237103	SYKES ENTERPRISES INC	2,289.000	39,411.77	49,923.09
871503108	SYMANTEC CORP	1,484.000	37,008.58	34,992.72
87151Q106	SYMETRA FINL CORP	872.000	15,598.34	16,533.12
87157B103	SYNCHRONOSS TECHNOLOGIES INC	1,628.000	60,396.68	50,581.96
87236Y108	TD AMERITRADE HLDG CORP	2,983.000	78,886.97	91,399.12
872540109	TJX COS INC NEW	17,915.000	1,000,830.12	1,141,722.95
87264S106	TRW AUTOMOTIVE HLDGS CORP	694.000	47,924.42	51,626.66
87311L104	TW TELECOM INC	3,378.000	101,656.98	102,927.66
87612E106	TARGET CORP	7,857.000	476,486.01	497,112.39
87612EAV8	TARGET CORP	400,000.000	416,192.00	421,696.00
880349105	TENNECO INC	508.000	26,552.65	28,737.56
881609101	TESORO CORP	481.000	24,669.81	28,138.50
882508104	TEXAS INSTRS INC	8,485.000	339,132.72	372,576.35
883556102	THERMO FISHER SCIENTIFIC CORP	6,860.000	446,589.13	763,861.00
885175307	THORATEC CORP	1,329.000	51,020.84	48,641.40
88579Y101	3M CO	4,274.000	474,049.87	599,428.50
88632Q103	TIBCO SOFTWARE INC	1,864.000	48,817.60	41,902.72
886547108	TIFFANY & CO NEW	10,517.000	784,888.67	975,767.26
88706M103	TIM HORTONS INC	1,718.000	99,149.56	100,296.84
887317303	TIME WARNER INC	8,100.000	537,818.94	564,732.00
887389104	TIMKEN CO	347.000	20,732.56	19,109.29
891027104	TORCHMARK CORP	872.000	62,960.58	68,146.80
891092108	TORO CO	1,073.000	58,446.53	68,242.80
891894107	TOWERS WATSON & CO	524.000	60,062.82	66,867.64
891906109	TOTAL SYS SVCS INC	537.000	16,500.24	17,871.36
89417E109	TRAVELERS COS INC	8,855.000	591,482.12	801,731.70
89469A104	TREEHOUSE FOODS INC	2,174.000	147,490.78	149,832.08
896215209	TRIMAS CORP	987.000	36,798.79	39,371.43
896818101	TRIUMPH GROUP INC NEW	637.000	44,783.65	48,456.59
902494103	TYSON FOODS INC	1,258.000	38,916.34	42,092.68
902788108	UMB FINL CORP	877.000	47,386.94	56,373.56
902973304	US BANCORP DEL	13,180.000	482,580.43	532,472.00
904214103	UMPQUA HLDGS CORP	3,028.000	49,866.92	57,955.92
904764AK3	UNILEVER CAPITAL CORP	400,000.000	422,072.00	447,672.00
909214BP2	UNISYS CORP	195,000.000	212,550.00	209,137.50
909907107	UNITED BANKSHARES INC WEST VA	936.000	26,550.39	29,437.20
910047AF6	UNITED CONTL HLDGS INC	337,000.000	352,165.00	352,165.00
911312106	UNITED PARCEL SVC INC	19,486.000	1,565,041.50	2,047,588.88
911365AZ7	UNITED RENTALS NORTH AMER INC	187,000.000	210,375.00	207,803.75
912828CJ7	UNITED STATES TREAS NT	4,800,000.000	4,908,375.00	4,881,360.00
912828HA1	UNITED STATES TREAS NT	300,000.000	334,652.35	338,931.00
912828JH4	UNITED STATES TREAS NT	750,000.000	775,198.31	831,855.00
912828PX2	UNITED STATES TREAS NT	1,000,000.000	1,065,285.16	1,079,140.00
913004107	UNITED STATIONERS INC	815.000	35,372.46	37,400.35
913017109	UNITED TECHNOLOGIES CORP	8,009.000	698,453.85	911,424.20
913017BM0	UNITED TECHNOLOGIES CORP	400,000.000	374,436.00	455,824.00
918204108	V F CORP	3,108.000	153,051.92	193,752.72
920355104	VALSPAR CORP	315.000	21,972.64	22,456.35

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921943858	VANGUARD FTSE DEVELOPED	393,740.000	15,646,326.78	16,411,083.20
922042858	VANGUARD FTSE EMERGING MKTS	207,670.000	8,509,652.06	8,543,543.80
92210H105	VANTIV INC	1,103.000	31,489.45	35,968.83
92276F100	VENTAS INC	477.000	29,786.27	27,322.56
92343V104	VERIZON COMMUNICATIONS INC	34,986.000	1,657,182.48	1,719,212.04
92343VAC8	VERIZON COMMUNICATIONS INC	400,000.000	409,756.00	437,448.00
92345Y106	VERISK ANALYTICS INC	13,499.000	806,083.53	887,154.28
92532F100	VERTEX PHARMACEUTICALS INC	1,288.000	101,108.55	95,698.40
92826C839	VISA INC	9,889.000	1,581,036.08	2,202,082.52
928563402	VMWARE INC	8,084.000	594,337.96	725,215.64
92857W209	VODAFONE GROUP PLC	18,397.000	614,498.40	723,186.07
930427109	WAGEWORKS INC	1,030.000	51,259.08	61,223.20
931142103	WAL-MART STORES INC	3,303.000	234,799.61	259,913.07
931142CJ0	WAL-MART STORES INC	400,000.000	402,264.00	462,236.00
94106L109	WASTE MGMT INC DEL	4,390.000	179,199.36	196,979.30
94946T106	WELLCARE GROUP INC	674.000	48,521.53	47,463.08
949746101	WELLS FARGO & CO	71,592.000	2,423,797.75	3,250,276.80
94974BEV8	WELLS FARGO & CO	400,000.000	459,304.00	438,492.00
95082P105	WESCO INTL INC	538.000	41,672.56	48,995.66
95709T100	WESTAR ENERGY INC	6,927.000	209,729.69	222,841.59
958102105	WESTERN DIGITAL CORP	953.000	62,668.68	79,956.70
966387102	WHITING PETE CORP	1,686.000	108,363.36	104,312.82
966837106	WHOLE FOODS MKT INC	7,904.000	426,939.59	457,088.32
969904101	WILLIAMS SONOMA INC	427.000	23,189.17	24,885.56
97381WAT1	WINDSTREAM CORP UNSECD	210,000.000	224,437.50	222,600.00
976657106	WISCONSIN ENERGY CORP	3,460.000	139,152.55	143,036.40
980745103	WOODWARD INC	777.000	31,780.70	35,438.97
983793100	XPO LOGISTICS INC	2,234.000	45,733.20	58,731.86
983919101	XILINX INC	3,391.000	150,992.06	155,714.72
989207105	ZEBRA TECHNOLOGIES CORP	1,127.000	52,183.48	60,948.16
98978V103	ZOETIS INC	1,405.000	45,056.79	45,929.45
989817101	ZUMIEZ INC	1,089.000	28,846.59	28,314.00
G02602103	AMDOCS LTD	1,353.000	50,312.46	55,797.72
G0450A105	ARCH CAP GROUP LTD	347.000	19,078.13	20,712.43
G0464B107	ARGO GROUP INTL HLDGS LTD	1,340.000	57,358.97	62,296.60
G0692U109	AXIS CAP HLDGS LTD	1,006.000	45,000.57	47,855.42
G1151C101	ACCENTURE PLC	20,469.000	1,558,489.25	1,682,961.18
G2554F113	COVIDIEN PLC	7,147.000	454,679.71	486,710.70
G27823106	DELPHI AUTOMOTIVE PLC	6,437.000	334,714.08	387,056.81
G3157S106	ENSCO PLC	457.000	25,080.16	26,131.26
G3323L100	FABRINET	3,053.000	51,737.97	62,769.68
G4388N106	HELEN OF TROY LTD	835.000	36,844.04	41,232.30
G4705A100	ICON PLC	597.000	24,155.94	24,128.35
G5315B107	KOSMOS ENERGY LLC	1,567.000	16,449.11	17,519.06
G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	1,894.000	62,403.17	67,180.18
G7945M107	SEAGATE TECH	832.000	37,743.68	46,725.12
H0023R105	ACE LTD	20,219.000	1,744,027.90	2,093,273.07
H84989104	TE CONNECTIVITY LTD	561.000	28,994.72	30,916.71

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H89128104	TYCO INTL LTD	13,248.000	437,487.10	543,697.92
M0854Q105	ALLOT COMMUNICATIONS LTD	2,915.000	40,598.37	44,103.95
M51363113	MELLANOX TECHNOLOGIES LTD	1,113.000	43,583.65	44,486.61
N22717107	CORE LABORATORIES N V	294.000	51,561.32	56,139.30
N47279109	INTERXION HLDG NV	1,157.000	26,847.15	27,316.77
N53745100	LYONDELLBASELL INDUSTRIES NV	3,290.000	242,622.12	264,121.20
N7902X106	SENSATA TECH HLDG NV	3,870.000	151,664.40	150,039.90
Y0486S104	AVAGO TECHNOLOGIES LTD	779.000	36,539.60	41,192.74
Y2573F102	FLEXTRONICS	5,282.000	48,164.44	41,041.14
			<u>208,668,238.72</u>	<u>233,065,859.15</u>
99Z466197	INTERNATIONAL FOCUSED EQUITY	3,667,137.162	41,894,478.13	42,549,425.78
29099J109	EMERGING MARKETS STOCK	177,243.591	8,459,206.93	8,295,017.78
			<u>50,353,685.06</u>	<u>50,844,443.56</u>
73935S105	POWERSHARES DB COMMODITY	74,215.000	1,917,715.60	1,904,356.90
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	5,504.485	3,958,400.00	4,878,742.47
			<u>5,876,115.60</u>	<u>6,783,099.37</u>
990022832	5803 GREENVILLE AVE	100.000	1,371,520.00	3,283,013.00
990022840	RENNER ROAD 32 ACS	100.000	4,947,827.00	4,300,000.00
990022857	ROCKWALL 228 ACRES	100.000	613,857.00	724,000.00
990022865	3 HIGHWAY 19 N (DESSIES CORNER)	100.000	452,000.00	470,000.00
990022873	03853 N TALLAHASSEE RD (DAYS INN	100.000	725,000.00	561,168.00
990022881	72 ACS ON WITHLACOOCHEE RIVER	100.000	1,064,800.00	1,370,000.00
999117104	54.5573 ACRES, EAST SIDE NORTH	100.000	10,766,076.75	12,500,000.00
			<u>19,941,080.75</u>	<u>23,208,181.00</u>
99993Y049	CARUTH/PRESTON ROAD	23.266	13,089,731.00	19,473,642.00
99993Y056	CARUTH/PRESTON ROAD LLC	0.143	33,754.00	3,130.56
99Z517239	CARUTH BUILDING SERVICES INC	100.000	371,252.00	959,000.00
99Z517247	CENTRAL CONTROL COMPANY INC	5,250.000	6,344,000.00	10,049,999.98
99Z521108	MEDALLION CENTER PARTNERS LP	99.900	19,642,360.00	32,667,300.00
99Z521116	MEDALLION CENTER PARTNERS GP	100.000	19,612.00	32,700.00
			<u>39,500,709.00</u>	<u>63,185,772.54</u>
	Cash/Cash Equivalent	26,761,937.950	26,761,937.95	26,761,937.95
	Totals:		<u>351,101,767.08</u>	<u>403,849,293.57</u>