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

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ELLIOTT AND MARLYS BADZIN FAMILY FOUNDATION C/O MARSHALL LEHMAN		A Employer identification number 27-1454722
Number and street (or P O box number if mail is not delivered to street address) 1380 CORPORATE CENTER CURVE	Room/suite 200	B Telephone number 651-405-7612
City or town, state or province, country, and ZIP or foreign postal code EAGAN, MN 55121		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 815,219.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	0.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	16,200.	16,200.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	13,983.			
	b Gross sales price for all assets on line 6a	428,460.			
	7 Capital gain net income (from Part IV, line 2)		13,983.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	30,183.	30,183.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	STMT 2	10,188.	10,188.	0.
	17 Interest				
	18 Taxes	STMT 3	337.	281.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 4	1,315.	1,290.	25.
	24 Total operating and administrative expenses. Add lines 13 through 23		11,840.	11,759.	25.
	25 Contributions, gifts, grants paid		24,300.		24,300.
26 Total expenses and disbursements. Add lines 24 and 25		36,140.	11,759.	24,325.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<5,957.>			
b Net investment income (if negative, enter -0-)		18,424.			
c Adjusted net income (if negative, enter -0-)			N/A		

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10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

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**ELLIOTT AND MARLYS BADZIN FAMILY
FOUNDATION C/O MARSHALL LEHMAN**

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	32,157.	7,776.	7,776.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other		1,290.		
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ INVESTMENT ACCOUNTS)		685,156.	704,870.	807,443.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		718,603.	712,646.	815,219.
17 Accounts payable and accrued expenses				
18 Grants payable				
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	718,603.	712,646.	
30 Total net assets or fund balances	718,603.	712,646.		
31 Total liabilities and net assets/fund balances	718,603.	712,646.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	718,603.
2 Enter amount from Part I, line 27a	2	<5,957.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	712,646.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	712,646.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GENWORTH 1694908 (ST) - SEE ATTACHED	P	VARIOUS	12/31/13
b GENWORTH 1694908 (LT) - SEE ATTACHED	P	VARIOUS	12/31/13
c GENWORTH 1694907 (ST) - SEE ATTACHED	P	VARIOUS	12/31/13
d GENWORTH 1694907 (LT) - SEE ATTACHED	P	VARIOUS	12/31/13
e CAPITAL GAINS DIVIDENDS			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 160,213.		161,238.	<1,025.>
b 99,828.		90,392.	9,436.
c 110,820.		114,316.	<3,496.>
d 55,111.		48,531.	6,580.
e 2,488.			2,488.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<1,025.>
b			9,436.
c			<3,496.>
d			6,580.
e			2,488.

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	13,983.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,408,047.	843,098.	1.670087
2011	21,334.	1,068,333.	.019969
2010	4,971.	360,791.	.013778
2009	0.	344,750.	.000000
2008			

2 Total of line 1, column (d)	2	1.703834
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.425959
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	757,533.
5 Multiply line 4 by line 3	5	322,678.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	184.
7 Add lines 5 and 6	7	322,862.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	24,325.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	368.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	368.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	368.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	368.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	368.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ ELLIOTT BADZIN Telephone no. ▶ 651-405-7612 Located at ▶ 1380 CORPORATE CENTER CURVE, SUITE 200, EAGAN, MN ZIP+4 ▶ 55121			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? ☐ Yes ☒ No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

- | | |
|---|---|
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | ☐ Yes ☒ No |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No |

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ELLIOTT BADZIN 1380 CORPORATE CENTER CURVE, SUITE 20 EAGAN, MN 55121	CFO/ TREASURER 1.00	0.	0.	0.
MARLYS BADZIN 1380 CORPORATE CENTER CURVE, SUITE 20 EAGAN, MN 55121	CEO/ PRESIDENT 1.00	0.	0.	0.
FARLEY KAUFMANN 2501 WAYZATA BLVD MINNEAPOLIS, MN 55405	DIRECTOR 1.00	0.	0.	0.
RICHARD KELBER 4800 WELLS FARGO CENTER, 90 S 7TH ST MINNEAPOLIS, MN 55402	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000

0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	746,688.
b	Average of monthly cash balances	1b	22,381.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	769,069.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	769,069.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,536.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	757,533.
6	Minimum investment return. Enter 5% of line 5	6	37,877.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	37,877.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	368.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	368.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,509.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	37,509.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	37,509.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	24,325.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	24,325.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	24,325.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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FOUNDATION C/O MARSHALL LEHMAN**

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				37,509.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				1,320,958.
f Total of lines 3a through e	1,320,958.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$				24,325.
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				24,325.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	13,184.			13,184.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,307,774.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	1,307,774.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012	1,307,774.			
e Excess from 2013				

N/A

4942(i)(3) or ☐ 4942(i)(5)

(4) Gross investment income

[illegible]

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

**ELLIOTT AND MARLYS BADZIN FAMILY
FOUNDATION C/O MARSHALL LEHMAN**

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
DAVID HOROWITZ FREEDOM CENTER PO BOX 55089 SHERMAN OAKS, CA 91499-1964		PUBLIC CHARITY	CHARITABLE	2,250.
FRIENDS OF THE ISRAEL DEFENCE FORCES 29 EAST MADISON CHICAGO, IL 60602		PUBLIC CHARITY	CHARITABLE	1,600.
FRIENDS OF ELIYA USA 22647 VENTURA BLVD #188 WOODLAND HILLS, CA 91364		PUBLIC CHARITY	CHARITABLE	5,000.
PRAGER UNIVERSITY FOUNDATION 2325 DULLES CORNER BLVD SUITE 670 HERNDON, CA 20171		PUBLIC CHARITY	CHARITABLE	2,250.
KNESSET ISRAEL CONGREGATION 4330 W 28TH ST ST. LOUIS PARK, MN 55416		PUBLIC CHARITY	CHARITABLE	500.
Total	SEE CONTINUATION SHEET(S)			24,300.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No		
	Signature of officer or trustee <i>[Signature]</i>		Date 6/23/14			Title TRUSTEE	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date 6/18/18	Check ☐ if self-employed	PTIN
	FARLEY S. KAUFMANN		<i>[Signature]</i>				P00058790
	Firm's name ▶ LURIE BESIKOF LAPIDUS & COMPANY, LLP					Firm's EIN ▶ 41-0721734	
	Firm's address ▶ 2501 WAYZATA BOULEVARD MINNEAPOLIS, MN 55405-2197					Phone no. (612) 377-4404	

Form **990-PF** (2013)

27-1454722

3 Grants and Contributions Paid During the Year (Continuation)

323631
05-01-13

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GENWORTH #907	3,309.	0.	3,309.	3,309.	
GENWORTH #908	5,695.	2,009.	3,686.	3,686.	
US BANK	9,684.	479.	9,205.	9,205.	
TO PART I, LINE 4	18,688.	2,488.	16,200.	16,200.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	10,188.	10,188.		0.
TO FORM 990-PF, PG 1, LN 16C	10,188.	10,188.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	281.	281.		0.
FEDERAL TAXES PAID	56.	0.		0.
TO FORM 990-PF, PG 1, LN 18	337.	281.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE OF MN REGISTRATION	25.	0.		25.	
MISCELLANEOUS	1,290.	1,290.		0.	
TO FORM 990-PF, PG 1, LN 23	1,315.	1,290.		25.	

FORM 990-PF	PART XV - LINE 1A	STATEMENT	5
	LIST OF FOUNDATION MANAGERS		

NAME OF MANAGER

ELLIOTT BADZIN
MARLYS BADZIN

CFAN
SIBERT TEAM

Position	Symbol	Shares	Purchase Date	Sale Date	Cost Basis	Proceeds	Gain/Loss	CUSIPNO
AbbVie, Inc.	ABBV	1	5/2/2012	2/6/2013	\$32.61	\$37.17	\$4.56	00287Y109
Aberdeen Asia Bon CSABX		3.961	12/20/201	9/9/2013	\$43.97	\$39.77	(\$4.20)	3021847
Aberdeen Asia Bon CSABX		5.321	9/17/2012	9/9/2013	\$58.85	\$53.42	(\$5.43)	3021847
Aberdeen Asia Bon CSABX		10.696	12/21/201	9/9/2013	\$118.73	\$107.39	(\$11.34)	3021847
AIA Group Ltd ADR AAGIY		26	10/25/201	8/14/2013	\$421.15	\$487.28	\$66.13	1317205
AIA Group Ltd ADR AAGIY		2	4/1/2013	8/14/2013	\$35.16	\$37.48	\$2.32	1317205
AIA Group Ltd ADR AAGIY		1	10/25/201	4/30/2013	\$16.20	\$17.73	\$1.53	1317205
AIA Group Ltd ADR AAGIY		1	10/25/201	2/22/2013	\$16.20	\$16.52	\$0.32	1317205
Alstom SA	ALSMY	19	5/7/2013	10/22/201	\$71.25	\$71.07	(\$0.18)	21244207
Ameren Corp.	AEE	7	12/31/201	9/9/2013	\$212.61	\$230.34	\$17.73	23608102
Ameren Corp.	AEE	1	12/31/201	5/20/2013	\$30.37	\$36.28	\$5.91	23608102
Ameren Corp.	AEE	12	12/31/201	1/7/2013	\$364.47	\$369.64	\$5.17	23608102
Ameren Corp.	AEE	1	12/31/201	1/4/2013	\$30.37	\$31.38	\$1.01	23608102
Ameren Corp.	AEE	1	8/29/2013	9/9/2013	\$33.46	\$32.91	(\$0.55)	23608102
Ameren Corp.	AEE	13	4/30/2013	9/9/2013	\$469.60	\$427.77	(\$41.83)	23608102
American Century IREACX		541.937	5/22/2013	7/10/2013	\$14,567.27	\$13,412.94	(\$1,154.33)	25076886
American Electric FAEP		1	8/29/2013	9/9/2013	\$42.67	\$42.66	(\$0.01)	25537101
American Electric FAEP		1	10/31/201	9/9/2013	\$44.11	\$42.66	(\$1.45)	25537101
American Electric FAEP		11	4/30/2013	9/9/2013	\$564.15	\$469.24	(\$94.91)	25537101
American Equity In AEL		4	9/9/2013	9/16/2013	\$82.68	\$83.73	\$1.05	25676206
ARM Holdings PLC ARMH		6	8/8/2012	1/17/2013	\$161.30	\$245.58	\$84.28	42068106
ARM Holdings PLC ARMH		1	8/8/2012	1/4/2013	\$26.88	\$38.46	\$11.58	42068106
Astellas Pharma, In ALPMY		1	4/5/2013	5/20/2013	\$13.94	\$13.80	(\$0.14)	04623U102
Astellas Pharma, In ALPMY		27	4/5/2013	6/28/2013	\$376.31	\$362.14	(\$14.17)	04623U102
Atmos Energy Corp ATO		3	1/30/2013	9/9/2013	\$112.87	\$118.35	\$5.48	49560105
Atmos Energy Corp ATO		1	1/30/2013	6/18/2013	\$37.63	\$40.85	\$3.22	49560105
Atmos Energy Corp ATO		1	7/31/2013	9/9/2013	\$44.49	\$39.45	(\$5.04)	49560105
Atmos Energy Corp ATO		8	4/30/2013	9/9/2013	\$352.25	\$315.58	(\$36.67)	49560105
AuRico Gold, Inc. AUQ		1	2/22/2013	5/7/2013	\$6.50	\$4.83	(\$1.67)	05155C105
Baxter International BAX		1	2/6/2013	10/7/2013	\$68.64	\$64.50	(\$4.14)	71813109
Bayer AG	BAYRY	4	11/1/2012	8/14/2013	\$351.60	\$461.32	\$109.72	72730302
Bayer AG	BAYRY	1	11/1/2012	7/17/2013	\$87.90	\$110.54	\$22.64	72730302
Bayer AG	BAYRY	1	11/1/2012	1/17/2013	\$87.90	\$97.79	\$9.89	72730302

Bio-Rad Laboratori BIO	1 9/9/2013	11/26/201	\$117.17	\$121.59	\$4.42	90572207
Bio-Rad Laboratori BIO	1 9/11/2013	11/26/201	\$118.02	\$121.59	\$3.57	90572207
Bio-Rad Laboratori BIO	1 11/8/2013	11/26/201	\$121.90	\$121.59	(\$0.31)	90572207
Bio-Rad Laboratori BIO	1 9/9/2013	9/24/2013	\$117.18	\$115.01	(\$2.17)	90572207
Cablevision System CVC	3 12/10/201	12/27/201	\$49.53	\$52.92	\$3.39	12686C109
CaesarStone Sdot-\ CSTE	6 9/19/2012	8/12/2013	\$84.85	\$259.30	\$174.45	M20598104
CaesarStone Sdot-\ CSTE	5 9/19/2012	9/6/2013	\$70.70	\$199.35	\$128.65	M20598104
CaesarStone Sdot-\ CSTE	7 9/19/2012	2/22/2013	\$98.99	\$153.42	\$54.43	M20598104
Cameco Corp. CCJ	13 1/16/2013	4/17/2013	\$279.28	\$227.00	(\$52.28)	133211108
Carlsberg AS ADR CABGY	19 2/22/2013	5/7/2013	\$395.87	\$370.50	(\$25.37)	142795202
Cash America Inter CSH	4 9/9/2013	9/16/2013	\$170.22	\$178.54	\$8.32	14754D100
Cheung Kong Holdi CHEUY	19 10/4/2012	2/12/2013	\$283.32	\$301.96	\$18.64	166744201
Cheung Kong Holdi CHEUY	7 10/11/201	2/12/2013	\$102.90	\$111.25	\$8.35	166744201
Cheung Kong Holdi CHEUY	1 10/4/2012	1/4/2013	\$14.91	\$15.59	\$0.68	166744201
Cheung Kong Holdi CHEUY	28 4/1/2013	5/16/2013	\$415.24	\$415.28	\$0.04	166744201
Cheung Kong Holdi CHEUY	1 4/1/2013	4/10/2013	\$14.83	\$14.57	(\$0.26)	166744201
CIT Group, Inc. CIT	5 9/9/2013	11/26/201	\$246.86	\$248.91	\$2.05	125581801
Cliffs Natural Resol CLF	5 10/7/2013	10/28/201	\$106.50	\$124.63	\$18.13	18683K101
Cliffs Natural Resol CLF	4 9/9/2013	9/19/2013	\$90.23	\$95.28	\$5.05	18683K101
Cliffs Natural Resol CLF	2 12/17/201	12/31/201	\$47.28	\$52.03	\$4.75	18683K101
Cliffs Natural Resol CLF	2 10/7/2013	10/15/201	\$42.60	\$44.04	\$1.44	18683K101
Cliffs Natural Resol CLF	6 11/25/201	12/31/201	\$156.54	\$156.11	(\$0.43)	18683K101
Comerica, Inc. CMA	1 2/9/2012	1/4/2013	\$30.45	\$32.28	\$1.83	200340107
ConAgra Foods, Inc CAG	1 9/19/2013	12/31/201	\$31.37	\$33.55	\$2.18	205887102
ConAgra Foods, Inc CAG	1 9/9/2013	12/27/201	\$33.88	\$33.34	(\$0.54)	205887102
ConAgra Foods, Inc CAG	3 9/9/2013	12/31/201	\$101.62	\$100.66	(\$0.96)	205887102
Covanta Holding Cc CVA	10 5/21/2012	1/7/2013	\$154.00	\$187.41	\$33.41	22282E102
Covanta Holding Cc CVA	11 4/30/2013	9/9/2013	\$218.06	\$233.91	\$15.85	22282E102
Covanta Holding Cc CVA	2 10/31/201	9/9/2013	\$35.47	\$42.53	\$7.06	22282E102
Covanta Holding Cc CVA	1 5/21/2012	1/22/2013	\$15.40	\$18.83	\$3.43	22282E102
Cypress Semicondt CY	4 2/6/2013	10/21/201	\$38.29	\$37.77	(\$0.52)	232806109
Cypress Semicondt CY	1 6/25/2012	4/10/2013	\$12.82	\$11.02	(\$1.80)	232806109
Cypress Semicondt CY	1 6/25/2012	1/4/2013	\$12.93	\$11.03	(\$1.90)	232806109
Cypress Semicondt CY	1 8/29/2013	10/21/201	\$11.37	\$9.44	(\$1.93)	232806109

Cypress Semicondct CY	19	6/25/2012	4/30/2013	\$243.57	\$189.76	(\$53.81)	232806109
Cypress Semicondct CY	32	6/25/2012	1/7/2013	\$413.75	\$355.52	(\$58.23)	232806109
Datalink Corp DTLK	20	9/9/2013	12/31/201	\$277.10	\$219.46	(\$57.64)	237934104
Delaware Gbl Real DGROX	18.37	8/14/2012	1/4/2013	\$107.46	\$115.36	\$7.90	245917620
Delaware High-Yiel DHOAX	54.342	1/26/2012	1/22/2013	\$219.00	\$234.75	\$15.75	245908876
Delaware High-Yiel DHOAX	0.919	2/22/2012	1/22/2013	\$3.74	\$3.97	\$0.23	245908876
Delaware High-Yiel DHOAX	0.69	5/22/2012	1/22/2013	\$2.78	\$2.98	\$0.20	245908876
Delaware High-Yiel DHOAX	0.714	6/22/2012	1/22/2013	\$2.89	\$3.08	\$0.19	245908876
Delaware High-Yiel DHOAX	0.79	3/22/2012	1/22/2013	\$3.24	\$3.41	\$0.17	245908876
Delaware High-Yiel DHOAX	0.686	4/20/2012	1/22/2013	\$2.80	\$2.97	\$0.17	245908876
Delaware High-Yiel DHOAX	0.667	7/20/2012	1/22/2013	\$2.73	\$2.88	\$0.15	245908876
Delaware High-Yiel DHOAX	0.692	8/22/2012	1/22/2013	\$2.86	\$2.99	\$0.13	245908876
Delaware High-Yiel DHOAX	0.654	11/21/201	1/22/2013	\$2.74	\$2.82	\$0.08	245908876
Delaware High-Yiel DHOAX	0.68	9/21/2012	1/22/2013	\$2.87	\$2.94	\$0.07	245908876
Delaware High-Yiel DHOAX	0.652	10/22/201	1/22/2013	\$2.76	\$2.82	\$0.06	245908876
Delaware High-Yiel DHOAX	0.601	12/21/201	1/22/2013	\$2.56	\$2.60	\$0.04	245908876
Deutsche Lufthans: DLAKY	18	12/13/201	7/17/2013	\$325.08	\$362.52	\$37.44	251561304
Diebold, Inc. DBD	1	6/25/2012	2/6/2013	\$37.04	\$29.27	(\$7.77)	253651103
Diebold, Inc. DBD	2	5/2/2012	2/6/2013	\$79.07	\$58.54	(\$20.53)	253651103
DrieHaus Select Cr€ DRSLX	154.032	1/17/2012	1/7/2013	\$1,500.27	\$1,532.62	\$32.35	262028848
DrieHaus Select Cr€ DRSLX	52.959	6/25/2012	5/21/2013	\$519.00	\$537.01	\$18.01	262028848
DrieHaus Select Cr€ DRSLX	16.649	6/20/2012	5/21/2013	\$162.16	\$168.82	\$6.66	262028848
DrieHaus Select Cr€ DRSLX	10.763	12/20/201	5/21/2013	\$106.66	\$109.14	\$2.48	262028848
DrieHaus Select Cr€ DRSLX	8.457	9/20/2012	5/21/2013	\$83.39	\$85.75	\$2.36	262028848
DrieHaus Select Cr€ DRSLX	5.497	1/17/2012	1/4/2013	\$53.54	\$54.70	\$1.16	262028848
DrieHaus Select Cr€ DRSLX	6.284	3/21/2012	1/7/2013	\$63.78	\$62.52	(\$1.26)	262028848
DrieHaus Select Cr€ DRSLX	149.53	5/18/2012	4/10/2013	\$1,493.81	\$1,492.31	(\$1.50)	262028848
DrieHaus Select Cr€ DRSLX	33.883	4/19/2012	4/10/2013	\$341.54	\$338.15	(\$3.39)	262028848
DrieHaus Select Cr€ DRSLX	43.475	4/19/2012	1/7/2013	\$438.23	\$432.58	(\$5.65)	262028848
DrieHaus Select Cr€ DRSLX	169.694	5/2/2012	4/10/2013	\$1,719.00	\$1,693.55	(\$25.45)	262028848
E ON SE ADR EONGY	11	4/30/2013	9/9/2013	\$200.95	\$181.83	(\$19.12)	268780103
East Japan Railway EJPY	1	2/22/2013	5/7/2013	\$12.22	\$14.01	\$1.79	273202101
Eaton Corp PLC ETN	1	9/9/2013	11/25/201	\$66.90	\$73.31	\$6.41	G29183103
Eaton Corp PLC ETN	1	9/9/2013	11/15/201	\$66.91	\$72.40	\$5.49	G29183103

Eaton Corp PLC	ETN	1	9/9/2013	12/10/201	\$66.91	\$71.92	\$5.01	G29183103
Eaton Corp PLC	ETN	1	9/9/2013	10/28/201	\$66.90	\$71.72	\$4.82	G29183103
Eaton Corp PLC	ETN	1	9/9/2013	10/3/2013	\$66.91	\$68.85	\$1.94	G29183103
Energias de Portug	EDPFY	10	7/27/2012	1/7/2013	\$229.24	\$305.75	\$76.51	268353109
Energias de Portug	EDPFY	16	4/30/2013	9/9/2013	\$550.46	\$569.14	\$18.68	268353109
Energias de Portug	EDPFY	2	10/31/201	9/9/2013	\$54.36	\$71.14	\$16.78	268353109
Energias de Portug	EDPFY	1	7/27/2012	7/17/2013	\$22.93	\$31.73	\$8.80	268353109
Energias de Portug	EDPFY	1	7/27/2012	1/22/2013	\$22.92	\$31.62	\$8.70	268353109
Energias de Portug	EDPFY	5	2/17/2012	1/7/2013	\$147.16	\$152.87	\$5.71	268353109
Energias de Portug	EDPFY	1	2/17/2012	1/4/2013	\$29.43	\$30.63	\$1.20	268353109
EPL Oil & Gas, Inc.	EPL	1	9/9/2013	10/15/201	\$36.09	\$38.60	\$2.51	26883D108
Equinix, Inc.	EQIX	1	10/22/201	4/5/2013	\$183.14	\$207.22	\$24.08	29444U502
Exelon Corporation	EXC	1	8/29/2013	9/9/2013	\$30.55	\$30.29	(\$0.26)	30161N101
Exelon Corporation	EXC	11	4/30/2013	9/9/2013	\$415.18	\$333.14	(\$82.04)	30161N101
Expeditors Int'l of	EXPD	6	2/6/2013	4/30/2013	\$259.41	\$213.41	(\$46.00)	302130109
Exxon Mobil Corpo	XOM	1	5/2/2012	4/30/2013	\$86.00	\$88.12	\$2.12	30231G102
Franklin Floating R	FAFRX	4.543	2/27/2013	8/30/2013	\$41.61	\$41.66	\$0.05	353612823
Franklin High Incon	FHAIX	6.031	6/1/2012	5/20/2013	\$11.76	\$12.90	\$1.14	353538101
Franklin High Incon	FHAIX	5.915	7/3/2012	5/20/2013	\$11.83	\$12.66	\$0.83	353538101
Franklin High Incon	FHAIX	5.896	8/2/2012	5/20/2013	\$11.91	\$12.62	\$0.71	353538101
Franklin High Incon	FHAIX	5.901	9/5/2012	5/20/2013	\$11.98	\$12.63	\$0.65	353538101
Franklin High Incon	FHAIX	5.878	10/2/2012	5/20/2013	\$12.05	\$12.58	\$0.53	353538101
Franklin High Incon	FHAIX	5.795	11/2/2012	5/20/2013	\$11.88	\$12.40	\$0.52	353538101
Franklin High Incon	FHAIX	5.801	12/4/2012	5/20/2013	\$11.95	\$12.41	\$0.46	353538101
Franklin High Incon	FHAIX	5.751	1/4/2013	5/20/2013	\$12.02	\$12.31	\$0.29	353538101
General Electric Co	GE	5	9/9/2013	11/19/201	\$116.27	\$135.93	\$19.66	369604103
General Electric Co	GE	3	9/9/2013	12/31/201	\$69.76	\$83.61	\$13.85	369604103
Great Plains Energy	GXP	9	4/30/2013	9/9/2013	\$216.29	\$193.97	(\$22.32)	391164100
Grifols, S.A.	GRFS	10.95	7/18/2012	1/17/2013	\$216.63	\$270.11	\$53.48	398438408
Grifols, S.A.	GRFS	0.6	7/18/2012	1/9/2013	\$11.87	\$14.69	\$2.82	398438408
Grifols, S.A.	GRFS	1.05	10/11/201	1/17/2013	\$24.81	\$25.90	\$1.09	398438408
Hologic, Inc.	HOLX	4	9/9/2013	12/17/201	\$86.21	\$88.48	\$2.27	436440101
Hologic, Inc.	HOLX	1	9/9/2013	10/28/201	\$21.55	\$22.12	\$0.57	436440101
Hong Kong Exchan	HKXCY	22	12/17/201	2/12/2013	\$373.37	\$412.75	\$39.38	43858F109

IBM	12/10/201	12/19/201	\$177.11	\$178.50	\$1.39	459200101
IBM	17 9/9/2013	11/20/201	\$488.15	\$507.13	\$18.98	45245E109
IMAX Corporation	3 10/11/201	10/4/2013	\$61.38	\$78.14	\$16.76	45245E109
IMAX Corporation	7 9/9/2013	11/12/201	\$201.01	\$207.09	\$6.08	45245E109
IMAX Corporation	1 9/9/2013	10/16/201	\$28.71	\$26.61	(\$2.10)	45245E109
Infineon Technologies	50 7/17/2013	10/30/201	\$464.73	\$483.14	\$18.41	45662N103
Infineon Technologies	12 8/12/2013	10/30/201	\$111.59	\$115.96	\$4.37	45662N103
Infineon Technologies	75 9/10/2013	10/30/201	\$742.26	\$724.71	(\$17.55)	45662N103
Infomartica Corp.	1 7/31/2013	10/16/201	\$38.13	\$36.73	(\$1.40)	45666Q102
Infomartica Corp.	26 2/22/2013	4/8/2013	\$943.62	\$851.08	(\$92.54)	45666Q102
Inspire, Inc.	7 9/9/2013	12/31/201	\$236.27	\$251.51	\$15.24	45778Q107
InterContinental Hotels	9 6/1/2012	5/1/2013	\$222.51	\$266.60	\$44.09	45857P400
InterContinental Hotels	1 11/19/201	5/1/2013	\$25.26	\$29.62	\$4.36	45857P400
InterContinental Hotels	3 1/17/2013	5/1/2013	\$85.44	\$88.87	\$3.43	45857P400
InterContinental Hotels	4 2/12/2013	5/1/2013	\$119.36	\$118.49	(\$0.87)	45857P400
InterXion Holding	20 7/19/2012	2/12/2013	\$370.27	\$449.09	\$78.82	N47279109
iPath S&P 500 VIX	81 6/26/2013	8/30/2013	\$1,755.56	\$1,353.88	(\$401.68)	06740C188
iPath Seasonal Natl	104 1/7/2013	6/3/2013	\$2,984.58	\$3,230.30	\$245.72	06740P239
iPath Seasonal Natl	6 12/5/2012	6/3/2013	\$184.07	\$186.36	\$2.29	06740P239
iPath Seasonal Natl	1 11/14/201	1/4/2013	\$31.58	\$28.57	(\$3.01)	06740P239
iPath Seasonal Natl	11 4/10/2013	6/3/2013	\$359.70	\$341.66	(\$18.04)	06740P239
iPath Seasonal Natl	28 12/5/2012	2/22/2013	\$858.98	\$798.27	(\$60.71)	06740P239
iPath Seasonal Natl	59 11/14/201	2/22/2013	\$1,863.39	\$1,682.08	(\$181.31)	06740P239
iPath Seasonal Natl	58 4/30/2013	6/3/2013	\$1,983.41	\$1,801.51	(\$181.90)	06740P239
iShares Barclays 20 Yr	15 11/8/2012	1/7/2013	\$1,856.55	\$1,775.40	(\$81.15)	464287432
iShares Dow Jones	87 11/8/2012	2/26/2013	\$1,820.04	\$1,892.46	\$72.42	464288752
iShares Dow Jones	59 11/9/2012	2/26/2013	\$1,211.85	\$1,283.39	\$71.54	464288752
iShares Dow Jones	65 1/11/2013	4/10/2013	\$1,454.62	\$1,512.58	\$57.96	464288752
iShares Dow Jones	1 11/8/2012	1/4/2013	\$20.92	\$21.87	\$0.95	464288752
iShares Dow Jones	50 1/11/2013	6/21/2013	\$1,118.93	\$1,090.41	(\$28.52)	464288752
iShares Dow Jones	22 1/14/2013	8/30/2013	\$491.26	\$455.07	(\$36.19)	464288752
iShares Dow Jones	237 1/9/2013	2/26/2013	\$5,266.01	\$5,155.31	(\$110.70)	464288752
iShares Dow Jones	288 1/14/2013	6/21/2013	\$6,430.99	\$6,280.74	(\$150.25)	464288752
iShares Dow Jones	283 1/11/2013	2/26/2013	\$6,333.17	\$6,155.92	(\$177.25)	464288752

iShares Dow Jones ITB	130	3/1/2013	8/30/2013	\$2,890.01	\$2,689.02	(\$200.99)	464288752
iShares Dow Jones IYR	155	2/26/2013	5/20/2013	\$10,453.76	\$11,644.75	\$1,190.99	464287739
iShares Dow Jones IYR	42	11/8/2012	5/20/2013	\$2,673.29	\$3,155.35	\$482.06	464287739
iShares Dow Jones IYR	46	1/9/2013	5/20/2013	\$3,050.25	\$3,455.87	\$405.62	464287739
iShares Dow Jones IYR	22	1/7/2013	5/20/2013	\$1,451.75	\$1,652.80	\$201.05	464287739
iShares Dow Jones IYR	6	2/22/2013	5/20/2013	\$407.43	\$450.76	\$43.33	464287739
iShares Dow Jones IYR	1	11/8/2012	1/4/2013	\$63.65	\$65.88	\$2.23	464287739
iShares Floating Ra FLOT	77	7/23/2013	8/29/2013	\$3,899.25	\$3,897.71	(\$1.54)	464298655
Jardine Matheson IJMHLY	5	10/9/2012	4/5/2013	\$299.50	\$330.25	\$30.75	471115402
Jardine Matheson IJMHLY	2	10/11/201	4/5/2013	\$120.28	\$132.10	\$11.82	471115402
KDDI CP ADR	1	5/7/2013	8/30/2013	\$11.95	\$11.88	(\$0.07)	486671106
Komatsu Ltd.	18	8/14/2013	12/23/201	\$423.36	\$367.48	(\$55.88)	500458401
Komatsu Ltd.	21	9/9/2013	12/23/201	\$500.30	\$428.72	(\$71.58)	500458401
Koninklijke Philips IPHG	1	9/10/2012	5/21/2013	\$24.27	\$28.68	\$4.41	500472303
Koninklijke Philips IPHG	1	9/10/2012	4/30/2013	\$24.28	\$27.42	\$3.14	500472303
Koninklijke Philips IPHG	0.513	9/10/2012	6/10/2013	\$12.45	\$14.62	\$2.17	500472303
Koppers Holdings, I KOP	5	9/9/2013	10/17/201	\$196.73	\$212.46	\$15.73	50060P106
Kyocera Corporate KYO	5	5/1/2013	9/20/2013	\$525.00	\$543.02	\$18.02	501556203
Kyocera Corporate KYO	5	9/9/2013	9/20/2013	\$543.10	\$543.01	(\$0.09)	501556203
Lazard US Global Li GLIFX	242.949	1/9/2013	6/26/2013	\$2,706.45	\$2,934.82	\$228.37	52106N459
Lazard US Global Li GLIFX	23.718	1/9/2013	10/4/2013	\$264.22	\$305.73	\$41.51	52106N459
Lazard US Global Li GLIFX	6.773	8/7/2012	6/26/2013	\$70.37	\$81.81	\$11.44	52106N459
Lazard US Global Li GLIFX	4.803	6/28/2012	6/26/2013	\$47.55	\$58.02	\$10.47	52106N459
Lazard US Global Li GLIFX	3.46	12/26/201	6/26/2013	\$37.89	\$41.80	\$3.91	52106N459
Lazard US Global Li GLIFX	2.766	12/26/201	6/26/2013	\$30.29	\$33.41	\$3.12	52106N459
Lazard US Global Li GLIFX	2.103	9/28/2012	6/26/2013	\$22.92	\$25.41	\$2.49	52106N459
Lazard US Global Li GLIFX	1.735	12/26/201	6/26/2013	\$19.00	\$20.96	\$1.96	52106N459
MainStay Epoch IntEPIX	10.982	12/11/201	1/14/2013	\$198.55	\$209.10	\$10.55	56063J823
Market Vectors Go GDV	100	4/10/2013	4/16/2013	\$3,556.91	\$2,948.81	(\$608.10)	57060U100
Market Vectors Go GDV	87	4/10/2013	4/18/2013	\$3,094.52	\$2,434.35	(\$660.17)	57060U100
Marsh & McLennar MMC	14	6/25/2012	1/7/2013	\$433.25	\$492.91	\$59.66	571748102
Marsh & McLennar MMC	8	6/25/2012	4/30/2013	\$247.57	\$300.23	\$52.66	571748102
MAXIMUS, Inc. MMS	1	7/31/2013	10/21/201	\$37.80	\$49.22	\$11.42	577933104
McDonald's Corp. MCD	2	9/9/2013	10/7/2013	\$193.42	\$188.48	(\$4.94)	580135101

Melco Crown Enter MPEL	10 7/20/2012 2/22/2013	\$105.05	\$190.07	\$85.02	585464100
Melco Crown Enter MPEL	1 5/2/2012 2/22/2013	\$15.32	\$19.01	\$3.69	585464100
Merck & Company, MRK	1 10/24/201. 11/26/201.	\$46.79	\$49.66	\$2.87	58933Y105
Michael Kors Holdi KORS	1 2/26/2013 10/16/201.	\$58.03	\$73.44	\$15.41	G60754101
Microsoft Corporat MSFT	1 5/2/2012 4/30/2013	\$31.73	\$32.53	\$0.80	594918104
Mizuho Financial G MFG	90 2/12/2013 7/17/2013	\$420.41	\$395.07	(\$25.34)	60687Y109
MYR Group, Inc. MYRG	1 9/9/2013 10/7/2013	\$23.71	\$23.71	\$0.00	55405W104
National Grid PLC NGG	10 4/30/2013 9/9/2013	\$632.58	\$576.17	(\$56.41)	636274300
Nextera Energy, Inc NEE	1 10/31/201. 9/9/2013	\$69.45	\$79.95	\$10.50	65339F101
Nextera Energy, Inc NEE	1 7/31/2013 9/9/2013	\$85.72	\$79.95	(\$5.77)	65339F101
Nextera Energy, Inc NEE	5 4/30/2013 9/9/2013	\$410.15	\$399.75	(\$10.40)	65339F101
NiSource, Inc. NI	3 11/2/2012 9/9/2013	\$76.43	\$87.47	\$11.04	65473P105
NiSource, Inc. NI	1 7/31/2013 9/9/2013	\$30.87	\$29.16	(\$1.71)	65473P105
NiSource, Inc. NI	5 11/2/2012 1/7/2013	\$127.39	\$125.53	(\$1.86)	65473P105
NiSource, Inc. NI	5 4/30/2013 9/9/2013	\$154.25	\$145.79	(\$8.46)	65473P105
Novo-Nordisk AS A NVO	2 12/13/201. 2/15/2013	\$325.33	\$342.80	\$17.47	670100205
Novo-Nordisk AS A NVO	1 1/17/2013 2/15/2013	\$176.79	\$171.40	(\$5.39)	670100205
Oracle System Corf ORCL	1 2/6/2013 11/15/201.	\$35.30	\$34.43	(\$0.87)	68389X105
PacWest Bancorp PACW	1 9/9/2013 9/24/2013	\$33.39	\$33.92	\$0.53	695263103
Perrigo Company PRGO-Z	7 4/8/2013 7/31/2013	\$820.37	\$876.30	\$55.93	714290103
Petro Geo ADR PGSVY	1 9/17/2013 10/21/201	\$13.88	\$12.46	(\$1.42)	716599105
Petro Geo ADR PGSVY	49 9/17/2013 11/4/2013	\$679.91	\$593.87	(\$86.04)	716599105
Petrofac Ltd. POFY	25 9/10/2012 3/25/2013	\$320.25	\$266.28	(\$53.97)	716473103
Pfizer, Inc. PFE	5 9/9/2013 12/19/201.	\$141.32	\$153.94	\$12.62	717081103
Pfizer, Inc. PFE	4 9/9/2013 11/8/2013	\$113.05	\$123.56	\$10.51	717081103
Pfizer, Inc. PFE	3 9/9/2013 10/24/201	\$84.79	\$92.25	\$7.46	717081103
Pfizer, Inc. PFE	2 9/9/2013 10/15/201.	\$56.53	\$58.41	\$1.88	717081103
PG&E Corp. PCG	1 10/31/201. 9/9/2013	\$42.22	\$40.87	(\$1.35)	69331C108
PG&E Corp. PCG	8 4/30/2013 9/9/2013	\$387.42	\$326.99	(\$60.43)	69331C108
PIMCO Income Adr PIINX	3.358 5/21/2013 8/30/2013	\$42.98	\$40.63	(\$2.35)	72201F482
PIMCO Income Adr PIINX	153.595 5/21/2013 9/9/2013	\$1,966.02	\$1,855.43	(\$110.59)	72201F482
Pinnacle Foods, Inc PF	1 10/7/2013 10/29/201.	\$26.00	\$27.54	\$1.54	72348P104
Pinnacle Foods, Inc PF	2 9/9/2013 10/24/201	\$55.61	\$54.95	(\$0.66)	72348P104
Pinnacle Foods, Inc PF	4 9/9/2013 10/29/201.	\$111.24	\$110.17	(\$1.07)	72348P104

Pinnacle Foods, Inc PF	3	9/9/2013	9/11/2013	\$83.43	\$82.12	(\$1.31)	72348P104
Pinnacle Foods, Inc PF	1	9/9/2013	10/15/2013	\$27.81	\$26.41	(\$1.40)	72348P104
PPL Corporation	11	11/2/2012	9/9/2013	\$323.78	\$331.19	\$7.41	69351T106
PPL Corporation	1	11/2/2012	8/30/2013	\$29.44	\$30.85	\$1.41	69351T106
PPL Corporation	19	4/30/2013	9/9/2013	\$632.73	\$572.05	(\$60.68)	69351T106
ProShares UltraPro	202	6/21/2013	6/26/2013	\$5,043.07	\$5,007.58	(\$35.49)	74348A632
Qualcomm, Inc. QCOM	4	9/9/2013	12/10/2013	\$273.17	\$293.03	\$19.86	747525103
Qualcomm, Inc. QCOM	1	9/9/2013	11/25/2013	\$68.30	\$71.75	\$3.45	747525103
Qualcomm, Inc. QCOM	1	9/9/2013	9/11/2013	\$68.29	\$67.98	(\$0.31)	747525103
Quality Distributor QLTY	1	9/9/2013	10/16/2013	\$9.41	\$10.02	\$0.61	74756M102
Rackspace Hosting, RAX	27	11/14/2013	12/6/2013	\$1,131.16	\$924.66	(\$206.50)	750086100
Ramius Strategic V. RVOIX	5.496	2/26/2013	10/4/2013	\$42.70	\$32.26	(\$10.44)	461418147
Repsol YPF SA	13	3/25/2013	5/16/2013	\$281.45	\$307.60	\$26.15	76026T205
Rexam PLC	1	2/6/2013	5/7/2013	\$36.60	\$39.52	\$2.92	761655505
Rio Tinto PLC	1	5/7/2013	6/21/2013	\$47.56	\$41.70	(\$5.86)	767204100
Ross Stores, Inc. ROST	1	3/19/2012	2/26/2013	\$55.89	\$56.63	\$0.74	778296103
Ross Stores, Inc. ROST	2	5/18/2012	2/26/2013	\$122.46	\$113.27	(\$9.19)	778296103
Royal DSM N V ADIRDSMY	34	9/9/2013	9/30/2013	\$643.65	\$639.65	(\$4.00)	780249108
Royal DSM N V ADIRDSMY	27	9/4/2013	9/30/2013	\$512.82	\$507.95	(\$4.87)	780249108
RWE AG ADR	4	4/30/2013	9/9/2013	\$144.04	\$120.61	(\$23.43)	74975E303
Rydex S&P 500 H	52.065	1/14/2013	3/1/2013	\$1,538.00	\$1,589.02	\$51.02	78356A632
Rydex S&P 500 H	91.745	6/20/2013	6/26/2013	\$2,934.00	\$2,961.53	\$27.53	78356A632
Rydex S&P 500 H	244.842	6/18/2013	6/26/2013	\$8,141.00	\$7,903.50	(\$237.50)	78356A632
Sanofi	1	5/7/2013	9/17/2013	\$53.96	\$48.96	(\$5.00)	80105N105
Sanofi	8	4/17/2013	9/17/2013	\$425.33	\$391.64	(\$33.69)	80105N105
SAP AG	1	3/19/2012	1/16/2013	\$71.85	\$77.78	\$5.93	803054204
SeaDrill Limited	9	5/16/2013	10/23/2013	\$356.78	\$413.41	\$56.63	G7945E105
SeaDrill Limited	2	8/12/2013	10/23/2013	\$87.46	\$91.87	\$4.41	G7945E105
SeaDrill Limited	13	9/9/2013	10/23/2013	\$601.52	\$597.15	(\$4.37)	G7945E105
Sempra Energy	1	3/12/2013	9/9/2013	\$79.01	\$83.31	\$4.30	816851109
Sempra Energy	5	4/30/2013	9/9/2013	\$413.75	\$416.58	\$2.83	816851109
Sempra Energy	1	2/27/2013	3/13/2013	\$77.07	\$78.45	\$1.38	816851109
Sempra Energy	1	3/7/2013	6/21/2013	\$79.33	\$79.34	\$0.01	816851109
Sempra Energy	1	7/31/2013	9/9/2013	\$86.93	\$83.31	(\$3.62)	816851109

Shin Etsu Chemical SHECY	1	4/5/2013	8/30/2013	\$15.97	\$15.02	(\$0.95)	824551105
Shin Etsu Chemical SHECY	25	4/5/2013	9/4/2013	\$399.25	\$385.00	(\$14.25)	824551105
Silver Wheaton Cor SLW	11	2/12/2013	4/5/2013	\$396.79	\$324.31	(\$72.48)	828336107
Skyworks Solutions SWKS	9	10/3/2012	2/22/2013	\$211.21	\$197.39	(\$13.82)	83088M102
Skyworks Solutions SWKS	31	9/24/2012	2/22/2013	\$754.58	\$679.88	(\$74.70)	83088M102
SOFTBANK Corp. SFTBY	1	7/17/2013	10/4/2013	\$31.23	\$37.23	\$6.00	83404D109
Southern Co. SO	4	4/30/2013	9/9/2013	\$191.96	\$164.45	(\$27.51)	842587107
Subsea 7 SA SUBCY	1	3/2/2012	1/4/2013	\$24.08	\$24.48	\$0.40	864323100
T. Rowe Price High PAHIX	58.499	1/22/2013	5/20/2013	\$413.00	\$424.70	\$11.70	741481204
T. Rowe Price High PAHIX	3.439	5/31/2012	5/20/2013	\$22.66	\$24.96	\$2.30	741481204
T. Rowe Price High PAHIX	3.35	6/29/2012	5/20/2013	\$22.38	\$24.33	\$1.95	741481204
T. Rowe Price High PAHIX	3.58	8/31/2012	5/20/2013	\$24.31	\$25.99	\$1.68	741481204
T. Rowe Price High PAHIX	3.124	7/31/2012	5/20/2013	\$21.09	\$22.68	\$1.59	741481204
T. Rowe Price High PAHIX	3.484	10/31/2012	5/20/2013	\$23.97	\$25.30	\$1.33	741481204
T. Rowe Price High PAHIX	3.195	9/28/2012	5/20/2013	\$21.92	\$23.19	\$1.27	741481204
T. Rowe Price High PAHIX	3.358	11/30/2012	5/20/2013	\$23.14	\$24.38	\$1.24	741481204
T. Rowe Price High PAHIX	3.116	12/31/2012	5/20/2013	\$21.72	\$22.62	\$0.90	741481204
T. Rowe Price Instl RPIFX	9.496	2/27/2013	8/30/2013	\$97.33	\$97.14	(\$0.19)	779588402
TAL International G TAL	5	9/9/2013	10/17/2013	\$217.64	\$243.91	\$26.27	874083108
Technetronic Industri TTNDY	45	2/19/2013	9/4/2013	\$469.45	\$545.85	\$76.40	87873R101
Technetronic Industri TTNDY	1	2/22/2013	9/4/2013	\$10.07	\$12.13	\$2.06	87873R101
Technetronic Industri TTNDY	1	2/19/2013	8/30/2013	\$10.43	\$12.18	\$1.75	87873R101
Technetronic Industri TTNDY	1	2/19/2013	4/10/2013	\$10.43	\$11.84	\$1.41	87873R101
The AES Corporation AES	1	8/29/2013	9/9/2013	\$12.83	\$13.16	\$0.33	00130H105
The AES Corporation AES	11	4/30/2013	9/9/2013	\$150.59	\$144.73	(\$5.86)	00130H105
Transocean, Inc. RIG	9	5/7/2013	12/17/2013	\$495.00	\$433.12	(\$61.88)	H8817H100
Treasury Wine Esta TSRYY	1	5/16/2013	8/30/2013	\$6.27	\$4.19	(\$2.08)	89465J109
Treasury Wine Esta TSRYY	46	5/16/2013	9/4/2013	\$288.63	\$194.12	(\$94.51)	89465J109
TRW Automotive H TRW	1	2/6/2013	10/21/2013	\$58.30	\$78.14	\$19.84	87264S106
TRW Automotive H TRW	4	2/6/2013	4/30/2013	\$233.18	\$240.20	\$7.02	87264S106
UGI Corporation UGI	1	10/31/2012	1/30/2013	\$32.24	\$35.11	\$2.87	902681105
Umpqua Hldgs Corj UMPQ	1	9/9/2013	11/15/2013	\$16.37	\$17.44	\$1.07	904214103
Umpqua Hldgs Corj UMPQ	1	9/9/2013	10/16/2013	\$16.36	\$16.64	\$0.28	904214103
Umpqua Hldgs Corj UMPQ	1	9/9/2013	10/22/2013	\$16.36	\$16.62	\$0.26	904214103

Unicharm Corp. AD UNICY	18 10/4/2013 12/31/201	\$205.20	\$203.77	(\$1.43) 90460M204
Unicharm Corp. AD UNICY	98 10/1/2013 12/31/201	\$1,135.69	\$1,109.42	(\$26.27) 90460M204
United Utilities Grc UUGRY	3 4/30/2013 9/9/2013	\$69.34	\$63.78	(\$5.56) 91311E102
Utilities Select Sect XLU	150 5/20/2013 5/29/2013	\$6,038.83	\$5,655.03	(\$383.80) 81369V886
Valeant Pharmacel VRX	2 2/12/2013 9/17/2013	\$135.74	\$203.60	\$67.86 91911K102
Veolia Environmen VE	38 9/9/2013 10/23/201	\$630.25	\$675.71	\$45.46 92334N103
Veolia Environmen VE	21 9/4/2013 10/23/201	\$330.95	\$373.42	\$42.47 92334N103
Veolia Environmen VE	10 9/6/2013 10/23/201	\$160.93	\$177.81	\$16.88 92334N103
Vestas Wind Syster VWDRY	45 5/16/2013 12/5/2013	\$180.11	\$386.37	\$206.26 925458101
Vestas Wind Syster VWDRY	12 5/16/2013 11/21/201	\$48.03	\$108.84	\$60.81 925458101
Vestas Wind Syster VWDRY	12 5/16/2013 8/20/2013	\$48.03	\$74.05	\$26.02 925458101
Vinci SA VCISY	4 5/7/2013 10/22/201	\$49.16	\$64.43	\$15.27 927320101
Vinci SA VCISY	1 5/7/2013 8/30/2013	\$12.29	\$12.90	\$0.61 927320101
Virtusa Corp VRTU	1 9/9/2013 9/24/2013	\$29.20	\$28.20	(\$1.00) 92827P102
Wal Mart Stores, Ir WMT	1 10/7/2013 10/29/201	\$71.63	\$77.31	\$5.68 931142103
Wal Mart Stores, Ir WMT	1 10/3/2013 10/29/201	\$73.39	\$77.32	\$3.93 931142103
Wal Mart Stores, Ir WMT	1 9/24/2013 10/24/201	\$76.49	\$75.91	(\$0.58) 931142103
Waters Corp. WAT	1 2/6/2013 10/21/201	\$91.41	\$106.30	\$14.89 941848103
Westinghouse Air t WAB	1 10/3/2012 7/17/2013	\$41.72	\$55.85	\$14.13 929740108
Williams Co., Inc. WMB	2 10/31/201 9/9/2013	\$70.34	\$70.99	\$0.65 969457100
Williams Co., Inc. WMB	1 8/29/2013 9/9/2013	\$36.06	\$35.49	(\$0.57) 969457100
Williams Co., Inc. WMB	12 4/30/2013 9/9/2013	\$459.20	\$425.92	(\$33.28) 969457100
Wolseley PLC WOSY	0.0968 7/17/2013 12/4/2013	\$0.49	\$0.51	\$0.02 977868306
Yamana Gold, Inc. AUY	1 5/7/2013 8/30/2013	\$11.75	\$11.15	(\$0.60) 98462Y100
Yamana Gold, Inc. AUY	30 5/7/2013 10/22/201	\$352.55	\$296.81	(\$55.74) 98462Y100
Yum Brands, Inc. YUM	1 5/2/2012 2/6/2013	\$73.73	\$62.04	(\$11.69) 988498101

(#1,025,01)

Position	Symbol	Shares	Purchase Date	Sale Date	Cost Basis	Proceeds	Gain/Loss	CUSIPNO
3M Company	MMM	1	10/6/2011	4/30/2013	\$72.65	\$104.00	\$31.35	88579Y101
3M Company	MMM	1	10/6/2011	2/19/2013	\$72.65	\$103.39	\$30.74	88579Y101
3M Company	MMM	1	10/17/2011	4/30/2013	\$78.52	\$104.00	\$25.48	88579Y101
3M Company	MMM	1	2/25/2011	1/7/2013	\$90.08	\$95.03	\$4.95	88579Y101
3M Company	MMM	3	5/27/2011	1/7/2013	\$280.38	\$285.09	\$4.71	88579Y101
Abbott Laboratories	ABT	6	5/27/2011	1/7/2013	\$150.09	\$198.38	\$48.29	2824100
Abbott Laboratories	ABT	3	10/6/2011	4/30/2013	\$73.69	\$109.59	\$35.90	2824100
Abbott Laboratories	ABT	2	10/17/2011	4/30/2013	\$50.43	\$73.07	\$22.64	2824100
Abbott Laboratories	ABT	2	12/27/2011	4/30/2013	\$53.73	\$73.06	\$19.33	2824100
Abbott Laboratories	ABT	2	3/9/2010	1/7/2013	\$52.57	\$66.13	\$13.56	2824100
Abbott Laboratories	ABT	1	10/4/2011	4/10/2013	\$23.79	\$36.75	\$12.96	2824100
Abbott Laboratories	ABT	1	7/29/2010	1/7/2013	\$23.72	\$33.06	\$9.34	2824100
Abbott Laboratories	ABT	1	5/2/2012	10/21/2011	\$30.08	\$37.05	\$6.97	2824100
AbbVie, Inc.	ABBV	6	5/27/2011	1/7/2013	\$162.75	\$206.64	\$43.89	00287Y109
AbbVie, Inc.	ABBV	3	10/6/2011	2/6/2013	\$79.91	\$111.50	\$31.59	00287Y109
AbbVie, Inc.	ABBV	2	10/17/2011	2/6/2013	\$54.69	\$74.33	\$19.64	00287Y109
AbbVie, Inc.	ABBV	2	12/27/2011	2/6/2013	\$58.27	\$74.33	\$16.06	00287Y109
AbbVie, Inc.	ABBV	2	3/9/2010	1/7/2013	\$57.00	\$68.88	\$11.88	00287Y109
AbbVie, Inc.	ABBV	1	10/4/2011	2/6/2013	\$25.80	\$37.17	\$11.37	00287Y109
AbbVie, Inc.	ABBV	1	7/29/2010	1/7/2013	\$25.73	\$34.44	\$8.71	00287Y109
Aberdeen Asia Bon	CSABX	94.524	3/3/2010	6/18/2013	\$989.67	\$1,003.84	\$14.17	3021847
Aberdeen Asia Bon	CSABX	13.381	3/3/2010	1/4/2013	\$140.10	\$149.33	\$9.23	3021847
Aberdeen Asia Bon	CSABX	5.497	6/21/2010	6/18/2013	\$57.99	\$58.38	\$0.39	3021847
Aberdeen Asia Bon	CSABX	0.139	3/19/2012	9/9/2013	\$1.50	\$1.39	(\$0.11)	3021847
Aberdeen Asia Bon	CSABX	51.163	12/20/2010	6/18/2013	\$543.86	\$543.35	(\$0.51)	3021847
Aberdeen Asia Bon	CSABX	6.106	3/21/2011	6/18/2013	\$66.07	\$64.85	(\$1.22)	3021847
Aberdeen Asia Bon	CSABX	5.982	9/20/2010	6/18/2013	\$66.46	\$63.53	(\$2.93)	3021847
Aberdeen Asia Bon	CSABX	5.744	6/18/2012	9/9/2013	\$61.17	\$57.67	(\$3.50)	3021847
Aberdeen Asia Bon	CSABX	16.69	12/21/2011	9/9/2013	\$173.91	\$167.57	(\$6.34)	3021847
Aberdeen Asia Bon	CSABX	6.906	9/19/2011	9/9/2013	\$76.17	\$69.34	(\$6.83)	3021847
Aberdeen Asia Bon	CSABX	9.493	6/20/2011	9/9/2013	\$105.18	\$95.31	(\$9.87)	3021847
Aberdeen Asia Bon	CSABX	127.276	5/27/2011	6/18/2013	\$1,429.31	\$1,351.67	(\$77.64)	3021847
Aberdeen Asia Bon	CSABX	290.801	5/27/2011	9/9/2013	\$3,265.69	\$2,919.64	(\$346.05)	3021847

GFAM
LONG TERM

Alstom SA	ALSMY	5	10/4/2011	10/22/2011	\$14.55	\$18.70	\$4.15	21244207
Alstom SA	ALSMY	2	5/27/2011	1/4/2013	\$11.62	\$8.14	(\$3.48)	21244207
Alstom SA	ALSMY	3	5/27/2011	10/4/2013	\$17.43	\$10.05	(\$7.38)	21244207
Alstom SA	ALSMY	27	3/2/2012	10/22/2011	\$115.02	\$100.99	(\$14.03)	21244207
Alstom SA	ALSMY	66	5/27/2011	10/22/2011	\$383.46	\$246.86	(\$136.60)	21244207
American Electric FAEP		7	10/4/2011	1/7/2013	\$252.58	\$303.00	\$50.42	25537101
American Electric FAEP		4	10/4/2011	9/9/2013	\$144.33	\$170.63	\$26.30	25537101
American Electric FAEP		1	10/4/2011	5/7/2013	\$36.09	\$50.55	\$14.46	25537101
American Electric FAEP		2	8/24/2011	1/7/2013	\$75.20	\$86.57	\$11.37	25537101
American Electric FAEP		1	8/29/2011	1/7/2013	\$37.96	\$43.29	\$5.33	25537101
American Electric FAEP		1	5/27/2011	1/4/2013	\$38.50	\$43.50	\$5.00	25537101
Apple, Inc.	AAPL	1	11/10/2011	1/7/2013	\$316.50	\$519.26	\$202.76	37833100
Apple, Inc.	AAPL	1	10/4/2011	4/30/2013	\$374.09	\$435.12	\$61.03	37833100
Aryzta AG ADR	ARZTY	2	2/1/2012	5/7/2013	\$47.45	\$61.92	\$14.47	04338X102
Aston/Optimum M ABMIX		9.865	5/27/2011	10/21/2011	\$332.84	\$459.71	\$126.87	00078H158
Aston/Optimum M ABMIX		2.154	5/27/2011	1/4/2013	\$72.68	\$75.35	\$2.67	00078H158
AuRico Gold, Inc.	AUQ	1	3/2/2012	4/10/2013	\$10.11	\$6.10	(\$4.01)	05155C105
AuRico Gold, Inc.	AUQ	44	3/2/2012	5/7/2013	\$445.23	\$212.57	(\$232.66)	05155C105
AXA ADR	AXAHY	3	9/10/2012	10/22/2011	\$47.45	\$76.55	\$29.10	54536107
AXA ADR	AXAHY	1	9/10/2012	10/4/2013	\$15.81	\$23.41	\$7.60	54536107
Baxter International: BAX		4	10/17/2011	4/30/2013	\$222.32	\$281.96	\$59.64	71813109
Baxter International: BAX		4	5/27/2011	1/7/2013	\$237.32	\$272.03	\$34.71	71813109
Baxter International: BAX		1	6/25/2012	7/23/2013	\$51.68	\$74.46	\$22.78	71813109
Baxter International: BAX		1	6/25/2012	7/25/2013	\$51.68	\$73.41	\$21.73	71813109
Baxter International: BAX		1	11/10/2011	1/7/2013	\$51.65	\$68.01	\$16.36	71813109
Baxter International: BAX		1	10/4/2011	1/7/2013	\$52.81	\$68.01	\$15.20	71813109
Baxter International: BAX		1	5/2/2012	7/8/2013	\$55.31	\$70.29	\$14.98	71813109
Baxter International: BAX		1	3/3/2010	1/7/2013	\$58.95	\$68.01	\$9.06	71813109
Carlsberg AS ADR	CABGY	19	3/5/2012	4/1/2013	\$303.31	\$371.06	\$67.75	142795202
Carlsberg AS ADR	CABGY	9	3/5/2012	5/7/2013	\$143.68	\$175.50	\$31.82	142795202
Catamaran Corp	CTRX	16	8/22/2011	11/26/2011	\$400.93	\$719.32	\$318.39	148887102
Catamaran Corp	CTRX	9	5/27/2011	11/26/2011	\$264.82	\$404.62	\$139.80	148887102
Catamaran Corp	CTRX	4	5/27/2011	7/31/2013	\$117.70	\$209.34	\$91.64	148887102
Catamaran Corp	CTRX	2	7/7/2011	11/26/2011	\$64.06	\$89.91	\$25.85	148887102

Catamaran Corp	CTRX	1 3/30/2011 7/31/2013	\$27.40	\$52.34	\$24.94	148887102
Catamaran Corp	CTRX	1 3/30/2011 1/4/2013	\$27.40	\$49.22	\$21.82	148887102
Catamaran Corp	CTRX	1 5/27/2011 10/16/201	\$29.43	\$49.02	\$19.59	148887102
Catamaran Corp	CTRX	2 3/19/2012 11/26/201	\$72.22	\$89.91	\$17.69	148887102
Cerner Corp.	CERN	8 6/28/2012 7/31/2013	\$309.42	\$394.32	\$84.90	156782104
Cerner Corp.	CERN	4 7/7/2011 7/31/2013	\$127.71	\$197.16	\$69.45	156782104
Cerner Corp.	CERN	2 5/27/2011 7/31/2013	\$60.28	\$98.58	\$38.30	156782104
Cerner Corp.	CERN	2 3/19/2012 7/31/2013	\$76.78	\$98.59	\$21.81	156782104
CGI Group, Inc.	GIB	4 5/27/2011 5/7/2013	\$87.44	\$124.36	\$36.92	39945C109
CGI Group, Inc.	GIB	1 5/27/2011 4/10/2013	\$21.86	\$26.19	\$4.33	39945C109
CGI Group, Inc.	GIB	1 5/27/2011 1/4/2013	\$21.86	\$23.23	\$1.37	39945C109
Coca-Cola Compan KO		7 12/27/201 4/30/2013	\$244.92	\$295.17	\$50.25	191216100
Coca-Cola Compan KO		13 12/27/201 1/7/2013	\$454.85	\$484.95	\$30.10	191216100
Coca-Cola Compan KO		1 12/27/201 4/10/2013	\$34.99	\$40.75	\$5.76	191216100
Coca-Cola Compan KO		1 12/27/201 10/21/201	\$34.99	\$38.62	\$3.63	191216100
Covanta Holding C&CVA		3 5/21/2012 9/9/2013	\$45.60	\$63.79	\$18.19	22282E102
Covanta Holding C&CVA		1 5/21/2012 8/29/2013	\$15.20	\$21.21	\$6.01	22282E102
Cypress Semicondct CY		1 6/25/2012 9/19/2013	\$12.71	\$11.71	(\$1.00)	232806109
Cypress Semicondct CY		1 6/25/2012 7/10/2013	\$12.71	\$10.95	(\$1.76)	232806109
Cypress Semicondct CY		11 6/25/2012 10/21/201	\$138.59	\$103.85	(\$34.74)	232806109
Danaher Corporati DHR		3 10/6/2011 4/30/2013	\$124.83	\$181.26	\$56.43	235851102
Danaher Corporati DHR		2 3/3/2010 1/7/2013	\$75.83	\$117.37	\$41.54	235851102
Danaher Corporati DHR		5 5/27/2011 1/7/2013	\$269.90	\$293.44	\$23.54	235851102
Danaher Corporati DHR		1 10/4/2011 4/30/2013	\$39.78	\$60.42	\$20.64	235851102
Danaher Corporati DHR		1 5/27/2011 2/6/2013	\$53.98	\$60.25	\$6.27	235851102
Delaware Gbl Real DGROX		36.891 8/14/2012 8/30/2013	\$215.82	\$227.62	\$11.80	245917620
Delaware High-Yiel DHOAX		46.971 10/17/201 1/22/2013	\$177.55	\$202.91	\$25.36	245908876
Delaware High-Yiel DHOAX		1.434 11/22/201 1/22/2013	\$5.45	\$6.20	\$0.75	245908876
Delaware High-Yiel DHOAX		1.085 12/22/201 1/22/2013	\$4.21	\$4.68	\$0.47	245908876
Delaware High-Yiel DHOAX		1.116 1/20/2012 1/22/2013	\$4.43	\$4.83	\$0.40	245908876
Delaware High-Yiel DHOAX		0.748 10/17/201 1/4/2013	\$2.83	\$3.21	\$0.38	245908876
Delaware High-Yiel DHOAX		0.192 10/21/201 1/22/2013	\$0.74	\$0.83	\$0.09	245908876
Deutsche Post AG / DPSGY		23 5/27/2011 5/7/2013	\$423.66	\$563.73	\$140.07	25157Y202
Deutsche Post AG / DPSGY		2 11/15/201 5/7/2013	\$30.66	\$49.02	\$18.36	25157Y202

Diebold, Inc.	DBD	15	8/22/2011	1/7/2013	\$387.09	\$464.36	\$77.27	253651103
Diebold, Inc.	DBD	2	10/4/2011	2/6/2013	\$52.44	\$58.54	\$6.10	253651103
Diebold, Inc.	DBD	1	8/29/2011	1/7/2013	\$27.38	\$30.96	\$3.58	253651103
Diebold, Inc.	DBD	5	10/6/2011	2/6/2013	\$143.05	\$146.35	\$3.30	253651103
Diebold, Inc.	DBD	1	12/27/2011	2/6/2013	\$30.23	\$29.27	(\$0.96)	253651103
Diebold, Inc.	DBD	4	10/17/2011	2/6/2013	\$120.28	\$117.07	(\$3.21)	253651103
Driehaus Select Cr	DRSLX	102.851	5/18/2012	5/21/2013	\$1,027.48	\$1,042.91	\$15.43	262028848
E ON SE ADR	EONGY	1	10/4/2011	6/18/2013	\$20.62	\$17.55	(\$3.07)	268780103
E ON SE ADR	EONGY	1	8/29/2011	1/7/2013	\$21.84	\$18.60	(\$3.24)	268780103
E ON SE ADR	EONGY	2	8/24/2011	1/7/2013	\$43.54	\$37.20	(\$6.34)	268780103
E ON SE ADR	EONGY	1	5/27/2011	1/7/2013	\$28.42	\$18.60	(\$9.82)	268780103
E ON SE ADR	EONGY	2	1/5/2012	9/9/2013	\$43.58	\$33.06	(\$10.52)	268780103
E ON SE ADR	EONGY	3	10/4/2011	9/9/2013	\$61.86	\$49.59	(\$12.27)	268780103
E ON SE ADR	EONGY	7	10/4/2011	1/7/2013	\$144.34	\$130.19	(\$14.15)	268780103
East Japan Railway	EIPRY	40	2/1/2012	5/7/2013	\$423.88	\$560.48	\$136.60	273202101
East Japan Railway	EIPRY	1	2/1/2012	4/10/2013	\$10.60	\$14.41	\$3.81	273202101
East West Bancorp	EWBC	1	1/28/2011	10/21/2013	\$21.92	\$34.33	\$12.41	27579R104
East West Bancorp	EWBC	1	1/28/2011	4/10/2013	\$21.91	\$25.30	\$3.39	27579R104
El DuPont de Nemc	DD	3	10/6/2011	4/30/2013	\$124.53	\$161.83	\$37.30	263534109
El DuPont de Nemc	DD	2	10/17/2011	4/30/2013	\$90.02	\$107.88	\$17.86	263534109
El DuPont de Nemc	DD	1	10/4/2011	4/10/2013	\$37.45	\$49.35	\$11.90	263534109
El DuPont de Nemc	DD	2	11/10/2011	1/7/2013	\$94.70	\$90.86	(\$3.84)	263534109
El DuPont de Nemc	DD	5	5/27/2011	1/7/2013	\$262.10	\$227.15	(\$34.95)	263534109
Energias de Portug	EDPFY	6	7/27/2012	9/9/2013	\$137.54	\$213.43	\$75.89	268353109
Equinix, Inc.	EQIX	3	10/22/2011	11/14/2013	\$549.42	\$471.54	(\$77.88)	29444U502
Exelon Corporation	EXC	1	10/4/2011	6/21/2013	\$38.74	\$30.15	(\$8.59)	30161N101
Exelon Corporation	EXC	0.93	1/17/2012	9/9/2013	\$36.88	\$28.17	(\$8.71)	30161N101
Exelon Corporation	EXC	0.93	8/29/2011	1/7/2013	\$37.18	\$27.88	(\$9.30)	30161N101
Exelon Corporation	EXC	1.86	8/24/2011	1/7/2013	\$74.18	\$55.77	(\$18.41)	30161N101
Exelon Corporation	EXC	2.12	5/27/2011	1/7/2013	\$84.34	\$63.57	(\$20.77)	30161N101
Exelon Corporation	EXC	4.07	10/4/2011	9/9/2013	\$157.65	\$123.26	(\$34.39)	30161N101
Exelon Corporation	EXC	6.09	10/4/2011	1/7/2013	\$235.90	\$182.61	(\$53.29)	30161N101
Exxon Mobil Corpo	XOM	4	5/27/2011	1/7/2013	\$331.16	\$351.85	\$20.69	30231G102
Exxon Mobil Corpo	XOM	1	10/4/2011	1/7/2013	\$69.58	\$87.96	\$18.38	30231G102

Exxon Mobil Corpo XOM	1	10/6/2011	2/6/2013	\$73.30	\$89.22	\$15.92	30231G102
Exxon Mobil Corpo XOM	1	10/6/2011	4/30/2013	\$73.30	\$88.12	\$14.82	30231G102
Exxon Mobil Corpo XOM	1	10/17/201	4/30/2013	\$78.01	\$88.12	\$10.11	30231G102
Foot Locker, Inc. FL	1	3/6/2012	4/10/2013	\$29.48	\$33.02	\$3.54	344849104
Fortinet, Inc. FTNT	2	10/28/201	7/17/2013	\$45.20	\$40.00	(\$5.20)	34959E109
Fortinet, Inc. FTNT	6	11/15/201	12/4/2013	\$155.40	\$102.71	(\$52.69)	34959E109
Fortinet, Inc. FTNT	5	3/19/2012	12/4/2013	\$138.47	\$85.59	(\$52.88)	34959E109
Fortinet, Inc. FTNT	38	10/31/201	12/4/2013	\$881.20	\$650.50	(\$230.70)	34959E109
Franklin High Incon FHAIX	471.364	1/30/2012	5/20/2013	\$938.01	\$1,008.72	\$70.71	353538101
Franklin High Incon FHAIX	418.028	1/30/2012	2/27/2013	\$831.88	\$877.86	\$45.98	353538101
Franklin High Incon FHAIX	29.587	10/17/201	2/27/2013	\$55.92	\$62.13	\$6.21	353538101
Franklin High Incon FHAIX	6.674	10/17/201	1/4/2013	\$12.61	\$13.95	\$1.34	353538101
Franklin High Incon FHAIX	7.505	2/2/2012	5/20/2013	\$14.86	\$16.06	\$1.20	353538101
Franklin High Incon FHAIX	7.438	3/2/2012	5/20/2013	\$14.95	\$15.92	\$0.97	353538101
Franklin High Incon FHAIX	5.81	4/3/2012	5/20/2013	\$11.62	\$12.43	\$0.81	353538101
Franklin High Incon FHAIX	5.816	5/2/2012	5/20/2013	\$11.69	\$12.45	\$0.76	353538101
Franklin High Incon FHAIX	2.711	11/1/2011	2/27/2013	\$5.26	\$5.70	\$0.44	353538101
Franklin High Incon FHAIX	2.174	12/1/2011	2/27/2013	\$4.13	\$4.56	\$0.43	353538101
Franklin High Incon FHAIX	2.133	1/5/2012	2/27/2013	\$4.16	\$4.48	\$0.32	353538101
Franklin High Incon FHAIX	0.905	12/1/2011	2/27/2013	\$1.72	\$1.90	\$0.18	353538101
GLG International GLGSX	248.238	10/4/2011	4/11/2013	\$1,832.00	\$2,280.79	\$448.79	36179P202
GLG International GLGSX	192.739	10/19/201	4/11/2013	\$1,574.68	\$1,770.86	\$196.18	36179P202
GLG International GLGSX	6.026	12/16/201	4/11/2013	\$44.65	\$55.37	\$10.72	36179P202
GLG International GLGSX	4.283	12/29/201	1/4/2013	\$43.81	\$37.99	(\$5.82)	36179P202
GLG International GLGSX	156.315	12/29/201	4/11/2013	\$1,599.10	\$1,436.21	(\$162.89)	36179P202
Great Plains Energy GXP	6	10/4/2011	9/9/2013	\$110.25	\$129.31	\$19.06	391164100
Great Plains Energy GXP	5	10/4/2011	1/7/2013	\$91.88	\$102.59	\$10.71	391164100
Great Plains Energy GXP	2	8/24/2011	1/7/2013	\$37.24	\$41.04	\$3.80	391164100
Great Plains Energy GXP	1	8/10/2011	1/7/2013	\$17.25	\$20.52	\$3.27	391164100
Great Plains Energy GXP	1	8/29/2011	1/7/2013	\$18.80	\$20.52	\$1.72	391164100
HMS Holdings Corp HMSY	1	9/16/2011	1/4/2013	\$26.17	\$26.37	\$0.20	40425J101
HMS Holdings Corp HMSY	3	3/19/2012	4/8/2013	\$92.52	\$78.76	(\$13.76)	40425J101
HMS Holdings Corp HMSY	16	3/23/2012	4/8/2013	\$500.70	\$420.07	(\$80.63)	40425J101
IBM	2	5/27/2011	1/7/2013	\$335.36	\$385.38	\$50.02	459200101

IBM	IBM	1	10/6/2011	1/7/2013	\$177.00	\$192.69	\$15.69	459200101
IBM	IBM	1	10/13/2011	4/30/2013	\$184.56	\$199.37	\$14.81	459200101
IBM	IBM	1	5/2/2012	10/21/2011	\$207.86	\$174.45	(\$33.41)	459200101
IMAX Corporation	IMAX	13	1/3/2012	10/4/2013	\$236.20	\$338.62	\$102.42	45245E109
IMAX Corporation	IMAX	4	8/23/2012	10/4/2013	\$84.60	\$104.19	\$19.59	45245E109
IMAX Corporation	IMAX	1	1/3/2012	7/17/2013	\$18.17	\$25.86	\$7.69	45245E109
iShares MSCI Emerg	EEM	4	3/3/2010	1/4/2013	\$161.91	\$178.85	\$16.94	464287234
iShares MSCI Emerg	EEM	4	3/3/2010	10/21/2011	\$161.92	\$173.25	\$11.33	464287234
Lazard US Global Li GLIFX		256.786	10/17/201	6/26/2013	\$2,573.00	\$3,101.97	\$528.97	52106N459
Lazard US Global Li GLIFX		35.85	10/4/2011	6/26/2013	\$349.54	\$433.07	\$83.53	52106N459
Lazard US Global Li GLIFX		15.747	12/29/201	6/26/2013	\$152.75	\$190.22	\$37.47	52106N459
Lazard US Global Li GLIFX		4.177	10/4/2011	1/4/2013	\$40.72	\$46.53	\$5.81	52106N459
Lazard US Global Li GLIFX		3.275	3/28/2012	6/26/2013	\$33.80	\$39.57	\$5.77	52106N459
LQ Corporation	LQ	2	3/3/2010	8/30/2013	\$19.78	\$59.23	\$39.45	501889208
MainStay Epoch GL EPSYX		340.312	3/3/2010	1/9/2013	\$4,587.40	\$5,618.55	\$1,031.15	56063J864
MainStay Epoch GL EPSYX		98.622	3/3/2010	1/11/2013	\$1,329.42	\$1,645.01	\$315.59	56063J864
MainStay Epoch GL EPSYX		345.925	5/27/2011	1/14/2013	\$5,597.06	\$5,766.57	\$169.51	56063J864
MainStay Epoch GL EPSYX		219.184	5/27/2011	1/11/2013	\$3,546.40	\$3,655.99	\$109.59	56063J864
MainStay Epoch GL EPSYX		32.608	3/3/2010	1/4/2013	\$439.56	\$541.29	\$101.73	56063J864
MainStay Epoch GL EPSYX		7.194	6/29/2010	1/11/2013	\$89.85	\$120.00	\$30.15	56063J864
MainStay Epoch GL EPSYX		11.282	5/27/2011	8/30/2013	\$182.54	\$200.93	\$18.39	56063J864
MainStay Epoch GL EPSYX		4.934	3/30/2010	1/11/2013	\$67.80	\$82.30	\$14.50	56063J864
MainStay Epoch GL EPSYX		3.477	9/29/2010	1/11/2013	\$49.16	\$58.00	\$8.84	56063J864
MainStay Epoch GL EPSYX		2.428	12/13/2011	1/11/2013	\$35.89	\$40.50	\$4.61	56063J864
MainStay Epoch GL EPSYX		3.441	3/31/2011	1/11/2013	\$53.54	\$57.39	\$3.85	56063J864
MainStay Epoch Int EPIEX		154.714	3/3/2010	1/9/2013	\$2,500.18	\$2,908.62	\$408.44	56063J823
MainStay Epoch Int EPIEX		25.817	3/3/2010	1/11/2013	\$417.20	\$492.85	\$75.65	56063J823
MainStay Epoch Int EPIEX		3.373	3/3/2010	1/4/2013	\$54.51	\$62.94	\$8.43	56063J823
MainStay Epoch Int EPIEX		0.986	12/7/2011	1/14/2013	\$16.02	\$18.77	\$2.75	56063J823
MainStay Epoch Int EPIEX		5.128	12/13/2011	1/11/2013	\$101.64	\$97.89	(\$3.75)	56063J823
MainStay Epoch Int EPIEX		129.659	5/27/2011	1/11/2013	\$2,696.90	\$2,475.19	(\$221.71)	56063J823
MainStay Epoch Int EPIEX		136.976	5/27/2011	1/14/2013	\$2,849.10	\$2,608.02	(\$241.08)	56063J823
Marsh & McLennar MMC		1	6/25/2012	10/21/2011	\$30.95	\$45.65	\$14.70	571748102
Matthews Asia Divi MAPIX		14.127	8/16/2011	7/17/2013	\$193.82	\$220.52	\$26.70	577125107

Matthews Asia Divi	MAPIX	2.564	8/16/2011	1/4/2013	\$35.18	\$37.74	\$2.56	577125107
Melco Crown Enter	MPEL	15	1/3/2012	2/12/2013	\$150.76	\$307.72	\$156.96	585464100
Melco Crown Enter	MPEL	1	1/3/2012	2/22/2013	\$10.05	\$19.01	\$8.96	585464100
Microsoft Corporat	MSFT	7	12/23/201	4/30/2013	\$181.06	\$227.72	\$46.66	594918104
Microsoft Corporat	MSFT	14	12/23/201	1/7/2013	\$362.11	\$373.94	\$11.83	594918104
Microsoft Corporat	MSFT	1	5/2/2012	11/8/2013	\$31.73	\$37.42	\$5.69	594918104
National Grid PLC	NGG	5	10/4/2011	1/7/2013	\$239.41	\$279.32	\$39.91	636274300
National Grid PLC	NGG	3	10/4/2011	9/9/2013	\$143.65	\$172.85	\$29.20	636274300
National Grid PLC	NGG	1	10/4/2011	5/7/2013	\$47.88	\$63.38	\$15.50	636274300
National Grid PLC	NGG	2	8/24/2011	1/7/2013	\$99.84	\$111.73	\$11.89	636274300
National Grid PLC	NGG	1	1/17/2012	9/9/2013	\$48.33	\$57.62	\$9.29	636274300
National Grid PLC	NGG	1	10/4/2011	1/9/2013	\$47.88	\$55.02	\$7.14	636274300
National Grid PLC	NGG	1	5/27/2011	1/4/2013	\$51.15	\$57.04	\$5.89	636274300
National Grid PLC	NGG	1	8/29/2011	1/7/2013	\$50.36	\$55.87	\$5.51	636274300
National Oilwell, In	NOV	6	8/22/2011	1/7/2013	\$370.02	\$426.80	\$56.78	637071101
National Oilwell, In	NOV	1	10/4/2011	1/9/2013	\$48.32	\$69.77	\$21.45	637071101
National Oilwell, In	NOV	1	10/6/2011	2/22/2013	\$55.37	\$67.36	\$11.99	637071101
National Oilwell, In	NOV	1	10/6/2011	4/30/2013	\$55.37	\$66.00	\$10.63	637071101
National Oilwell, In	NOV	1	10/17/201	4/30/2013	\$65.77	\$66.00	\$0.23	637071101
National Oilwell, In	NOV	1	12/27/201	4/30/2013	\$68.58	\$66.00	(\$2.58)	637071101
Nextera Energy, Inc	NEE	4	10/4/2011	1/7/2013	\$205.86	\$282.79	\$76.93	65339F101
Nextera Energy, Inc	NEE	2	10/4/2011	9/9/2013	\$102.93	\$159.90	\$56.97	65339F101
Nextera Energy, Inc	NEE	1	10/4/2011	8/29/2013	\$51.46	\$80.86	\$29.40	65339F101
Nextera Energy, Inc	NEE	1	8/24/2011	1/7/2013	\$54.52	\$70.70	\$16.18	65339F101
Oracle System Corf	ORCL	4	3/3/2010	1/7/2013	\$98.54	\$137.13	\$38.59	68389X105
Oracle System Corf	ORCL	5	10/6/2011	4/30/2013	\$147.30	\$161.35	\$14.05	68389X105
Oracle System Corf	ORCL	2	5/2/2012	11/15/201.	\$58.76	\$68.87	\$10.11	68389X105
Oracle System Corf	ORCL	10	5/27/2011	1/7/2013	\$334.20	\$342.84	\$8.64	68389X105
Oracle System Corf	ORCL	1	12/27/201	11/15/201.	\$26.10	\$34.44	\$8.34	68389X105
Oracle System Corf	ORCL	2	10/17/201	11/15/201.	\$63.23	\$68.87	\$5.64	68389X105
Oracle System Corf	ORCL	1	10/4/2011	4/30/2013	\$27.21	\$32.27	\$5.06	68389X105
Oracle System Corf	ORCL	2	10/17/201	4/30/2013	\$63.24	\$64.54	\$1.30	68389X105
PG&E Corp.	PCG	3	1/6/2012	9/9/2013	\$123.38	\$122.62	(\$0.76)	69331C108
PG&E Corp.	PCG	1	8/10/2012	9/9/2013	\$45.12	\$40.88	(\$4.24)	69331C108

PG&E Corp.	PCG	8	1/6/2012	1/7/2013	\$329.02	\$324.50	(\$4.52)	69331C108
Philip Morris Interr PM		3	10/17/201	4/30/2013	\$202.32	\$287.49	\$85.17	718172109
Philip Morris Interr PM		2	3/3/2010	1/7/2013	\$99.62	\$172.92	\$73.30	718172109
Philip Morris Interr PM		3	5/27/2011	1/7/2013	\$210.72	\$259.38	\$48.66	718172109
Philip Morris Interr PM		1	10/4/2011	2/6/2013	\$60.53	\$87.75	\$27.22	718172109
Philip Morris Interr PM		1	4/26/2011	1/7/2013	\$67.81	\$86.46	\$18.65	718172109
Philip Morris Interr PM		1	5/27/2011	2/6/2013	\$70.24	\$87.75	\$17.51	718172109
Pioneer Natural Re PXD		10	12/13/201	10/18/201	\$893.87	\$2,188.50	\$1,294.63	723787107
Pioneer Natural Re PXD		1	3/19/2012	10/18/201	\$110.12	\$218.85	\$108.73	723787107
Pioneer Natural Re PXD		1	12/13/201	1/4/2013	\$89.39	\$113.39	\$24.00	723787107
Polaris Industries, IPI		1	7/25/2012	10/7/2013	\$71.33	\$135.02	\$63.69	731068102
PPL Corporation	PPL	14	10/4/2011	1/7/2013	\$378.57	\$406.51	\$27.94	69351T106
PPL Corporation	PPL	3	8/24/2011	1/7/2013	\$82.83	\$87.11	\$4.28	69351T106
PPL Corporation	PPL	1	8/10/2011	1/4/2013	\$26.03	\$29.17	\$3.14	69351T106
PPL Corporation	PPL	1	8/10/2011	1/7/2013	\$26.02	\$29.04	\$3.02	69351T106
PPL Corporation	PPL	1	8/29/2011	1/7/2013	\$28.00	\$29.03	\$1.03	69351T106
Praxair, Inc.	PX	4	12/27/201	1/7/2013	\$427.89	\$450.54	\$22.65	74005P104
Praxair, Inc.	PX	1	12/27/201	4/30/2013	\$106.97	\$114.08	\$7.11	74005P104
Praxair, Inc.	PX	1	2/27/2012	4/30/2013	\$109.12	\$114.08	\$4.96	74005P104
Praxair, Inc.	PX	1	12/27/201	2/6/2013	\$106.97	\$110.31	\$3.34	74005P104
Ramius Trading Str RTSIX		20.412	9/16/2011	1/4/2013	\$204.12	\$195.14	(\$8.98)	461418394
Ramius Trading Str RTSIX		91.536	4/17/2012	9/9/2013	\$876.00	\$842.13	(\$33.87)	461418394
Ramius Trading Str RTSIX		69.493	9/16/2011	9/9/2013	\$694.93	\$639.34	(\$55.59)	461418394
Ramius Trading Str RTSIX		116.803	6/25/2012	9/9/2013	\$1,140.00	\$1,074.59	(\$65.41)	461418394
Ramius Trading Str RTSIX		434.49	4/4/2012	9/9/2013	\$4,132.00	\$3,997.30	(\$134.70)	461418394
Ramius Trading Str RTSIX		324.895	9/16/2011	6/20/2013	\$3,248.95	\$3,034.52	(\$214.43)	461418394
Rexam PLC	REXMY	10.1	5/27/2011	5/7/2013	\$361.47	\$399.15	\$37.68	761655505
Rexam PLC	REXMY	0.9	10/4/2011	5/7/2013	\$23.07	\$35.57	\$12.50	761655505
Rexam PLC	REXMY	0.7	5/27/2011	1/29/2013	\$25.05	\$24.98	(\$0.07)	761655505
Roper Industries, Ir ROP		4	6/28/2012	7/31/2013	\$382.46	\$505.92	\$123.46	776696106
Roper Industries, Ir ROP		3	11/15/201	7/31/2013	\$256.78	\$379.44	\$122.66	776696106
Roper Industries, Ir ROP		3	11/16/201	7/31/2013	\$257.57	\$379.45	\$121.88	776696106
Roper Industries, Ir ROP		1	11/15/201	1/4/2013	\$85.60	\$115.49	\$29.89	776696106
Roper Industries, Ir ROP		1	3/19/2012	7/31/2013	\$99.35	\$126.48	\$27.13	776696106

Ross Stores, Inc.	ROST	13	11/15/201	2/26/2013	\$579.57	\$736.24	\$156.67	778296103
Royce Global Value RGVIX	RGVIX	4.268	4/1/2011	1/4/2013	\$65.30	\$55.74	(\$9.56)	780811824
Royce Global Value RGVIX	RGVIX	14.652	4/1/2011	8/30/2013	\$224.18	\$184.18	(\$40.00)	780811824
RWE AG ADR	RWEOY	2	10/4/2011	1/7/2013	\$69.56	\$81.30	\$11.74	74975E303
RWE AG ADR	RWEOY	1	8/24/2011	1/7/2013	\$37.82	\$40.66	\$2.84	74975E303
RWE AG ADR	RWEOY	2	10/4/2011	9/9/2013	\$69.56	\$60.30	(\$9.26)	74975E303
RWE AG ADR	RWEOY	1	5/27/2011	1/7/2013	\$58.34	\$40.65	(\$17.69)	74975E303
Sanofi	SNY	6	6/1/2012	9/17/2013	\$201.00	\$293.74	\$92.74	80105N105
Sanofi	SNY	1	6/1/2012	6/21/2013	\$33.50	\$51.28	\$17.78	80105N105
SAP AG	SAP	1	10/4/2011	1/16/2013	\$48.18	\$77.78	\$29.60	803054204
SAP AG	SAP	1	5/27/2011	1/16/2013	\$59.96	\$77.78	\$17.82	803054204
Sempra Energy	SRE	2	10/4/2011	1/7/2013	\$97.40	\$143.94	\$46.54	816851109
Sempra Energy	SRE	1	10/4/2011	3/6/2013	\$48.70	\$79.57	\$30.87	816851109
Sempra Energy	SRE	1	10/4/2011	3/11/2013	\$48.70	\$78.54	\$29.84	816851109
Sempra Energy	SRE	1	10/4/2011	2/26/2013	\$48.69	\$76.50	\$27.81	816851109
Sempra Energy	SRE	1	8/24/2011	1/7/2013	\$50.00	\$71.97	\$21.97	816851109
Sempra Energy	SRE	1	8/29/2011	1/7/2013	\$51.57	\$71.97	\$20.40	816851109
SodaStream Intern. SODA	SODA	7	1/3/2012	7/17/2013	\$242.76	\$402.15	\$159.39	M9068E105
SodaStream Intern. SODA	SODA	1	1/3/2012	6/21/2013	\$34.68	\$70.40	\$35.72	M9068E105
SodaStream Intern. SODA	SODA	2	1/3/2012	4/1/2013	\$69.36	\$99.00	\$29.64	M9068E105
Southern Co.	SO	2	10/4/2011	1/7/2013	\$82.36	\$87.56	\$5.20	842587107
Southern Co.	SO	1	8/24/2011	1/7/2013	\$40.59	\$43.78	\$3.19	842587107
Southern Co.	SO	1	8/29/2011	1/7/2013	\$41.03	\$43.79	\$2.76	842587107
Southern Co.	SO	3	10/4/2011	9/9/2013	\$123.54	\$123.33	(\$0.21)	842587107
Subsea 7 SA	SUBCY	1	3/2/2012	7/17/2013	\$24.08	\$18.68	(\$5.40)	864323100
Subsea 7 SA	SUBCY	8	3/2/2012	5/16/2013	\$192.68	\$172.09	(\$20.59)	864323100
Subsea 7 SA	SUBCY	8	3/2/2012	4/17/2013	\$192.68	\$167.56	(\$25.12)	864323100
T. Rowe Price High PAHIX	PAHIX	270.518	1/26/2012	5/20/2013	\$1,798.94	\$1,963.96	\$165.02	741481204
T. Rowe Price High PAHIX	PAHIX	276.7	1/26/2012	2/27/2013	\$1,840.06	\$1,947.97	\$107.91	741481204
T. Rowe Price High PAHIX	PAHIX	18.062	11/3/2011	2/27/2013	\$117.58	\$127.16	\$9.58	741481204
T. Rowe Price High PAHIX	PAHIX	4.045	3/30/2012	5/20/2013	\$27.18	\$29.36	\$2.18	741481204
T. Rowe Price High PAHIX	PAHIX	4.251	2/29/2012	5/20/2013	\$28.78	\$30.86	\$2.08	741481204
T. Rowe Price High PAHIX	PAHIX	4.133	11/3/2011	1/4/2013	\$26.91	\$28.97	\$2.06	741481204
T. Rowe Price High PAHIX	PAHIX	3.203	4/30/2012	5/20/2013	\$21.62	\$23.26	\$1.64	741481204

T. Rowe Price High PAHIX	1.328	11/30/201	2/27/2013	\$8.42	\$9.35	\$0.93	741481204
T. Rowe Price High PAHIX	1.37	1/31/2012	5/20/2013	\$9.11	\$9.95	\$0.84	741481204
T. Rowe Price High PAHIX	1.406	12/31/201	2/27/2013	\$9.11	\$9.89	\$0.78	741481204
The AES Corporatic AES	10	10/4/2011	1/7/2013	\$90.56	\$109.18	\$18.62	00130H105
The AES Corporatic AES	4	10/4/2011	9/9/2013	\$36.22	\$52.63	\$16.41	00130H105
The AES Corporatic AES	1	10/4/2011	5/7/2013	\$9.06	\$13.83	\$4.77	00130H105
The AES Corporatic AES	1	1/17/2012	9/9/2013	\$12.76	\$13.16	\$0.40	00130H105
Toyota Motor Corp TM	1	5/27/2011	5/7/2013	\$82.15	\$116.72	\$34.57	8923331307
Triumph Group, Inc TGI	13	5/27/2011	11/14/201	\$603.46	\$902.53	\$299.07	896818101
Triumph Group, Inc TGI	2	7/7/2011	11/14/201	\$102.63	\$138.85	\$36.22	896818101
Triumph Group, Inc TGI	1	5/27/2011	10/16/201	\$46.42	\$70.89	\$24.47	896818101
Triumph Group, Inc TGI	3	3/19/2012	11/14/201	\$193.24	\$208.27	\$15.03	896818101
UGI Corporation UGI	5	10/4/2011	1/7/2013	\$121.54	\$166.71	\$45.17	902681105
UGI Corporation UGI	4	10/4/2011	1/30/2013	\$97.24	\$140.46	\$43.22	902681105
UGI Corporation UGI	2	8/29/2011	1/7/2013	\$58.26	\$66.68	\$8.42	902681105
UGI Corporation UGI	1	5/27/2011	1/4/2013	\$32.29	\$33.60	\$1.31	902681105
United Technologie UTX	2	10/17/201	4/30/2013	\$148.96	\$184.26	\$35.30	913017109
United Technologie UTX	1	6/25/2012	10/21/201	\$74.32	\$107.34	\$33.02	913017109
United Technologie UTX	1	10/17/201	10/21/201	\$74.48	\$107.35	\$32.87	913017109
United Technologie UTX	1	10/4/2011	4/30/2013	\$68.45	\$92.13	\$23.68	913017109
United Technologie UTX	4	6/14/2011	1/7/2013	\$336.72	\$338.82	\$2.10	913017109
United Utilities Grc UUGRY	2	10/4/2011	1/7/2013	\$37.92	\$43.52	\$5.60	91311E102
United Utilities Grc UUGRY	1	8/24/2011	1/7/2013	\$19.15	\$21.76	\$2.61	91311E102
United Utilities Grc UUGRY	1	10/4/2011	9/9/2013	\$18.96	\$21.26	\$2.30	91311E102
Waters Corp. WAT	2	10/6/2011	4/30/2013	\$153.98	\$183.94	\$29.96	941848103
Waters Corp. WAT	1	10/17/201	10/21/201	\$77.05	\$106.31	\$29.26	941848103
Waters Corp. WAT	1	3/3/2010	1/7/2013	\$62.42	\$86.52	\$24.10	941848103
Waters Corp. WAT	1	10/4/2011	4/30/2013	\$73.87	\$91.97	\$18.10	941848103
Waters Corp. WAT	4	5/27/2011	1/7/2013	\$393.40	\$346.08	(\$47.32)	941848103
Williams Co., Inc. WMB	7	10/4/2011	1/7/2013	\$126.68	\$237.61	\$110.93	969457100
Williams Co., Inc. WMB	4	10/4/2011	9/9/2013	\$72.39	\$141.97	\$69.58	969457100
Williams Co., Inc. WMB	2	8/24/2011	1/7/2013	\$41.10	\$67.89	\$26.79	969457100
Williams Co., Inc. WMB	1	10/4/2011	5/21/2013	\$18.09	\$37.95	\$19.86	969457100
Williams Co., Inc. WMB	1	8/29/2011	1/7/2013	\$20.98	\$33.95	\$12.97	969457100

Williams Co., Inc.	WMB	1	5/27/2011	1/7/2013	\$25.19	\$33.94	\$8.75	969457100
Williams Co., Inc.	WMB	1	5/27/2011	1/4/2013	\$25.20	\$33.93	\$8.73	969457100
Yue Yuen Industria	YUEIY	1	5/27/2011	4/30/2013	\$17.06	\$17.20	\$0.14	988415105
Yue Yuen Industria	YUEIY	1	5/27/2011	1/4/2013	\$17.06	\$16.54	(\$0.52)	988415105
Yue Yuen Industria	YUEIY	1	5/27/2011	8/30/2013	\$17.06	\$15.29	(\$1.77)	988415105
Yum Brands, Inc.	YUM	8	12/27/201	1/7/2013	\$474.21	\$540.15	\$65.94	988498101
Yum Brands, Inc.	YUM	6	12/27/201	2/6/2013	\$355.66	\$372.27	\$16.61	988498101

9,436.17

Position	Symbol	Shares	Purchase Date	Sale Date	Cost Basis	Proceeds	Gain/Loss	CUSIPNO
Financial Select Sec XLF		107	1/17/2013	10/1/2013	\$1,835.91	\$2,144.68	\$308.77	81369Y605
Financial Select Sec XLF		12	6/21/2013	10/1/2013	\$229.05	\$240.52	\$11.47	81369Y605
Financial Select Sec XLF		54	7/12/2013	10/1/2013	\$1,097.81	\$1,082.36	(\$15.45)	81369Y605
First Trust Indust Pl FXR		138	8/13/2012	4/23/2013	\$2,515.53	\$2,958.72	\$443.19	33734X150
First Trust Indust Pl FXR		62	8/13/2012	1/17/2013	\$1,130.17	\$1,271.62	\$141.45	33734X150
First Trust Indust Pl FXR		3	9/21/2012	4/23/2013	\$56.41	\$64.32	\$7.91	33734X150
Guggenheim China HAO		200	4/27/2012	3/14/2013	\$4,439.92	\$4,735.20	\$295.28	18383Q853
Guggenheim China HAO		69	5/17/2012	3/14/2013	\$1,349.62	\$1,633.64	\$284.02	18383Q853
Guggenheim China HAO		50	9/21/2012	3/14/2013	\$991.50	\$1,183.80	\$192.30	18383Q853
Guggenheim China HAO		18	4/27/2012	1/17/2013	\$399.59	\$456.30	\$56.71	18383Q853
iPath U.S. Treas 10 DTYS		5	12/20/2012	4/23/2013	\$135.20	\$121.36	(\$13.84)	06740L451
iPath U.S. Treas 10 DTYS		10	9/21/2012	4/23/2013	\$271.30	\$242.71	(\$28.59)	06740L451
iPath U.S. Treas 10 DTYS		25	8/13/2012	4/23/2013	\$678.50	\$606.78	(\$71.72)	06740L451
iPath U.S. Treas 10 DTYS		19	5/22/2012	4/23/2013	\$551.76	\$461.15	(\$90.61)	06740L451
iPath U.S. Treas 10 DTYS		228	5/22/2012	1/17/2013	\$6,621.07	\$6,251.76	(\$369.31)	06740L451
iPath US Treasury 1DTYL		37	7/12/2013	7/24/2013	\$2,433.85	\$2,440.46	\$6.61	06740L493
iShares Barclays 1- CSJ		44	6/21/2013	7/24/2013	\$4,606.77	\$4,616.52	\$9.75	464288646
iShares Barclays 1- CSJ		2	6/21/2013	7/12/2013	\$209.40	\$209.65	\$0.25	464288646
iShares Barclays 7- IEF		50	7/12/2013	7/24/2013	\$5,085.96	\$5,089.91	\$3.95	464287440
iShares Barclays Cr. CFT		5	1/17/2013	4/23/2013	\$567.64	\$570.20	\$2.56	464288620
iShares Barclays Cr. CFT		1	6/21/2013	7/12/2013	\$106.84	\$107.26	\$0.42	464288620
iShares Barclays Cr. CFT		13	1/17/2013	5/28/2013	\$1,475.86	\$1,452.36	(\$23.50)	464288620
iShares Barclays Cr. CFT		21	1/17/2013	7/12/2013	\$2,384.09	\$2,252.46	(\$131.63)	464288620
iShares Core Total AGG		17	4/23/2013	5/28/2013	\$1,892.95	\$1,860.90	(\$32.05)	464287226
iShares iBoxx \$ Invt LQD		7	6/21/2013	7/12/2013	\$788.55	\$797.21	\$8.66	464287242
iShares iBoxx \$ Invt LQD		15	4/23/2013	7/12/2013	\$1,829.40	\$1,708.30	(\$121.10)	464287242
iShares JPMorgan L EMB		6	1/17/2013	4/23/2013	\$730.50	\$723.18	(\$7.32)	464288281
iShares JPMorgan L EMB		1	5/28/2013	7/12/2013	\$117.33	\$108.63	(\$8.70)	464288281
iShares JPMorgan L EMB		8	1/17/2013	7/12/2013	\$974.00	\$869.04	(\$104.96)	464288281
iShares JPMorgan L EMB		7	1/17/2013	6/21/2013	\$852.25	\$739.09	(\$113.16)	464288281
iShares Morningsta JKE		6	7/10/2012	1/17/2013	\$444.48	\$473.90	\$29.42	464287119
iShares Morningsta JKE		2	8/13/2012	1/17/2013	\$153.38	\$157.97	\$4.59	464287119
iShares Morningsta JKE		134	9/21/2012	1/17/2013	\$10,849.78	\$10,583.87	(\$265.91)	464287119

STATE STREET
SHORT TERM

iShares MSCI Canada EWC	4	3/14/2013	5/28/2013	\$113.88	\$112.20	(\$1.68)	464286509
iShares MSCI Canada EWC	8	3/14/2013	7/24/2013	\$227.75	\$223.95	(\$3.80)	464286509
iShares MSCI Canada EWC	131	3/14/2013	10/1/2013	\$3,729.51	\$3,712.86	(\$16.65)	464286509
iShares MSCI Chile ECH	2	12/20/2011	1/17/2013	\$125.90	\$132.22	\$6.32	464286640
iShares MSCI Chile ECH	10	5/28/2013	7/12/2013	\$580.30	\$499.80	(\$80.50)	464286640
iShares MSCI Chile ECH	27	4/23/2013	7/12/2013	\$1,676.43	\$1,349.46	(\$326.97)	464286640
iShares MSCI Chile ECH	31	12/20/2011	6/21/2013	\$1,951.44	\$1,570.16	(\$381.28)	464286640
iShares MSCI Chile ECH	54	12/20/2011	7/12/2013	\$3,397.74	\$2,698.92	(\$698.82)	464286640
iShares MSCI India INDIA	2	12/20/2011	1/17/2013	\$52.28	\$53.84	\$1.56	464298598
iShares MSCI India INDIA	12	5/28/2013	7/12/2013	\$312.48	\$286.80	(\$25.68)	464298598
iShares MSCI India INDIA	76	12/20/2011	7/12/2013	\$1,986.64	\$1,816.40	(\$170.24)	464298598
iShares MSCI India INDIA	116	4/23/2013	7/12/2013	\$3,000.92	\$2,772.40	(\$228.52)	464298598
iShares MSCI India INDIA	127	12/20/2011	6/21/2013	\$3,319.78	\$2,870.21	(\$449.57)	464298598
Market Vectors Co. KOL	138	1/17/2013	4/23/2013	\$3,534.18	\$2,921.81	(\$612.37)	57060U837
Market Vectors Lat BONO-Z	4	5/28/2013	7/12/2013	\$101.88	\$93.80	(\$8.08)	57060U431
Market Vectors Lat BONO-Z	30	4/23/2013	6/21/2013	\$793.20	\$680.58	(\$112.62)	57060U431
Market Vectors Lat BONO-Z	38	4/23/2013	7/12/2013	\$1,004.72	\$891.10	(\$113.62)	57060U431
Market Vectors Ste SLX	4	1/17/2013	4/23/2013	\$195.82	\$162.72	(\$33.10)	57060U308
Market Vectors Ste SLX	17	9/21/2012	4/23/2013	\$791.16	\$691.56	(\$99.60)	57060U308
Market Vectors Ste SLX	100	8/13/2012	4/23/2013	\$4,550.00	\$4,068.00	(\$482.00)	57060U308
Market Vectors Un FRAK	5	5/17/2012	4/23/2013	\$104.95	\$119.10	\$14.15	57060U159
Market Vectors Un FRAK	9	8/13/2012	4/23/2013	\$205.83	\$214.39	\$8.56	57060U159
Market Vectors Un FRAK	10	12/20/2011	4/23/2013	\$232.50	\$238.21	\$5.71	57060U159
Market Vectors Un FRAK	22	1/17/2013	4/23/2013	\$522.06	\$524.06	\$2.00	57060U159
Materials Select Se XLB	10	1/17/2013	10/1/2013	\$391.99	\$420.97	\$28.98	81369Y100
Materials Select Se XLB	1	1/17/2013	10/24/2011	\$39.20	\$44.06	\$4.86	81369Y100
Materials Select Se XLB	1	1/17/2013	5/28/2013	\$39.20	\$40.94	\$1.74	81369Y100
Materials Select Se XLB	2	1/17/2013	6/21/2013	\$78.40	\$77.41	(\$0.99)	81369Y100
Materials Select Se XLB	27	1/17/2013	4/23/2013	\$1,058.38	\$1,035.76	(\$22.62)	81369Y100
SPDR Barclays 1-3 IBIL	74	10/1/2013	11/1/2013	\$3,388.90	\$3,387.72	(\$1.18)	78464A680
SPDR Barclays 1-3 IBIL	114	10/1/2013	11/20/2011	\$5,220.74	\$5,219.05	(\$1.69)	78464A680
SPDR Barclays 1-3 IBIL	104	10/1/2013	10/24/2011	\$4,762.78	\$4,761.04	(\$1.74)	78464A680
SPDR DB Int'l Govt WIP	1	7/12/2013	7/24/2013	\$58.00	\$58.58	\$0.58	78464A490
SPDR DB Int'l Govt WIP	2	5/28/2013	7/24/2013	\$121.65	\$117.15	(\$4.50)	78464A490

[illegible]

STATE STAFF
LONG TERM

Position	Symbol	Shares	Purchase Date	Sale Date	Cost Basis	Proceeds	Gain/Loss	CUSIPNO
Consumer Discretic XLY		42	5/27/2011	10/1/2013	\$1,689.62	\$2,560.57	\$870.95	81369Y407
Consumer Discretic XLY		6	5/27/2011	5/28/2013	\$241.38	\$344.00	\$102.62	81369Y407
Consumer Discretic XLY		2	5/27/2011	11/1/2013	\$80.45	\$126.85	\$46.40	81369Y407
Consumer Discretic XLY		2	5/27/2011	6/21/2013	\$80.45	\$109.73	\$29.28	81369Y407
Consumer Staples XLP		10	5/27/2011	6/21/2013	\$321.18	\$392.95	\$71.77	81369Y308
Consumer Staples XLP		5	6/9/2011	10/24/2011	\$156.85	\$209.62	\$52.77	81369Y308
Consumer Staples XLP		4	5/27/2011	10/24/2011	\$128.48	\$167.69	\$39.21	81369Y308
Consumer Staples XLP		2	6/9/2011	11/20/2011	\$62.74	\$85.65	\$22.91	81369Y308
Energy Select Sectr XLE		3	6/9/2011	5/28/2013	\$224.43	\$247.68	\$23.25	81369Y506
Energy Select Sectr XLE		1	6/21/2011	11/1/2013	\$73.10	\$85.99	\$12.89	81369Y506
Energy Select Sectr XLE		1	6/21/2011	5/28/2013	\$73.10	\$82.56	\$9.46	81369Y506
Energy Select Sectr XLE		1	6/21/2011	7/24/2013	\$73.09	\$82.39	\$9.30	81369Y506
Energy Select Sectr XLE		2	6/9/2011	1/17/2013	\$149.62	\$150.04	\$0.42	81369Y506
Energy Select Sectr XLE		26	5/27/2011	1/17/2013	\$1,987.13	\$1,950.55	(\$36.58)	81369Y506
Financial Select Sec XLF		198	2/29/2012	10/1/2013	\$2,935.61	\$3,968.65	\$1,033.04	81369Y605
Financial Select Sec XLF		104	8/13/2012	10/1/2013	\$1,550.12	\$2,084.55	\$534.43	81369Y605
Financial Select Sec XLF		164	5/27/2011	4/23/2013	\$2,578.08	\$3,016.04	\$437.96	81369Y605
Financial Select Sec XLF		94	5/27/2011	10/1/2013	\$1,477.68	\$1,884.11	\$406.43	81369Y605
Financial Select Sec XLF		37	9/28/2011	10/1/2013	\$452.84	\$741.61	\$288.77	81369Y605
Financial Select Sec XLF		39	11/3/2011	10/1/2013	\$520.61	\$781.71	\$261.10	81369Y605
Financial Select Sec XLF		45	6/9/2011	10/1/2013	\$673.65	\$901.97	\$228.32	81369Y605
Financial Select Sec XLF		30	8/4/2011	10/1/2013	\$421.77	\$601.31	\$179.54	81369Y605
Financial Select Sec XLF		39	5/27/2011	5/28/2013	\$613.08	\$777.27	\$164.19	81369Y605
Financial Select Sec XLF		15	12/5/2011	10/1/2013	\$199.35	\$300.65	\$101.30	81369Y605
Financial Select Sec XLF		15	1/3/2012	10/1/2013	\$200.09	\$300.66	\$100.57	81369Y605
Financial Select Sec XLF		15	5/22/2012	10/1/2013	\$211.80	\$300.65	\$88.85	81369Y605
Financial Select Sec XLF		12	5/27/2011	7/24/2013	\$188.64	\$247.84	\$59.20	81369Y605
Financial Select Sec XLF		6	5/17/2012	10/1/2013	\$84.65	\$120.27	\$35.62	81369Y605
First Trust Technolc FXL		5	1/26/2012	5/28/2013	\$110.80	\$124.10	\$13.30	33734X176
Health Care Select XLV		11	5/27/2011	6/21/2013	\$392.02	\$519.03	\$127.01	81369Y209
Health Care Select XLV		5	5/27/2011	11/20/2011	\$178.19	\$271.22	\$93.03	81369Y209
Health Care Select XLV		4	5/27/2011	10/24/2011	\$142.55	\$210.77	\$68.22	81369Y209
Health Care Select XLV		2	5/27/2011	7/24/2013	\$71.28	\$100.90	\$29.62	81369Y209

Industrial Select Se XLI	10 5/27/2011 5/28/2013	\$373.07	\$440.90	\$67.83	81369Y704
Industrial Select Se XLI	17 5/27/2011 4/23/2013	\$634.21	\$691.31	\$57.10	81369Y704
Industrial Select Se XLI	3 5/27/2011 11/20/2011	\$111.92	\$148.72	\$36.80	81369Y704
Industrial Select Se XLI	1 5/27/2011 11/1/2013	\$37.31	\$48.79	\$11.48	81369Y704
Industrial Select Se XLI	1 5/27/2011 10/24/2011	\$37.31	\$48.44	\$11.13	81369Y704
iShares Dow Jones IYV	71 5/27/2011 1/17/2013	\$4,696.17	\$5,140.40	\$444.23	464287721
iShares Dow Jones IYV	7 5/27/2011 5/28/2013	\$463.00	\$536.06	\$73.06	464287721
iShares Dow Jones IYV	8 5/27/2011 4/23/2013	\$529.15	\$568.62	\$39.47	464287721
iShares Dow Jones IYV	1 5/27/2011 11/1/2013	\$66.14	\$82.04	\$15.90	464287721
iShares Dow Jones IYZ	9 5/27/2011 7/24/2013	\$230.48	\$254.52	\$24.04	464287713
iShares Dow Jones IYZ	5 5/27/2011 10/24/2011	\$128.04	\$145.22	\$17.18	464287713
iShares Dow Jones IYZ	1 5/27/2011 11/1/2013	\$25.61	\$28.96	\$3.35	464287713
Market Vectors Un FRAX	165 2/29/2012 4/23/2013	\$4,257.00	\$3,930.45	(\$326.55)	57060U159
PowerShares Dyna: PXI	2 5/27/2011 10/24/2011	\$84.99	\$106.72	\$21.73	73935X385
PowerShares Dyna: PXI	2 5/27/2011 5/28/2013	\$84.99	\$101.97	\$16.98	73935X385
PowerShares Dyna: PXI	1 5/27/2011 11/1/2013	\$42.50	\$53.40	\$10.90	73935X385
PowerShares Dyna: PXI	2 5/27/2011 4/23/2013	\$85.00	\$94.46	\$9.46	73935X385
PowerShares Dyna: PXI	1 5/27/2011 7/24/2013	\$42.49	\$49.42	\$6.93	73935X385
PowerShares Dyna: PJP	23 5/27/2011 10/1/2013	\$614.52	\$1,070.87	\$456.35	73935X799
PowerShares Dyna: PJP	4 5/27/2011 11/20/2011	\$106.87	\$205.47	\$98.60	73935X799
PowerShares Dyna: PJP	3 5/27/2011 6/21/2013	\$80.15	\$125.49	\$45.34	73935X799
PowerShares Dyna: PJP	2 5/27/2011 10/24/2011	\$53.44	\$97.04	\$43.60	73935X799
PowerShares Dyna: PJP	2 5/27/2011 5/28/2013	\$53.44	\$87.05	\$33.61	73935X799
SPDR S&P Emerginj GMF	6 1/3/2012 10/1/2013	\$405.36	\$457.55	\$52.19	78463X301
SPDR S&P Emerginj GMF	4 9/28/2011 10/1/2013	\$268.80	\$305.03	\$36.23	78463X301
SPDR S&P Emerginj GMF	4 9/28/2011 6/21/2013	\$268.80	\$276.72	\$7.92	78463X301
SPDR S&P Emerginj GMF	4 11/3/2011 10/1/2013	\$297.20	\$305.03	\$7.83	78463X301
SPDR S&P Emerginj GMF	3 1/26/2012 10/1/2013	\$221.19	\$228.77	\$7.58	78463X301
SPDR S&P Emerginj GMF	1 12/5/2011 10/1/2013	\$71.68	\$76.26	\$4.58	78463X301
SPDR S&P Emerginj GMF	3 6/21/2011 6/21/2013	\$246.02	\$207.54	(\$38.48)	78463X301
SPDR S&P Emerginj GMF	26 5/27/2011 4/23/2013	\$2,218.99	\$1,986.14	(\$232.85)	78463X301
SPDR S&P Emerginj GMF	33 5/27/2011 6/21/2013	\$2,816.40	\$2,282.94	(\$533.46)	78463X301
Utilities Select Sect XLU	53 5/27/2011 1/17/2013	\$1,783.92	\$1,880.49	\$96.57	81369Y886
Utilities Select Sect XLU	13 6/21/2011 1/17/2013	\$432.23	\$461.25	\$29.02	81369Y886

Utilities Select Sect XLU	5	8/4/2011	1/17/2013	\$160.64	\$177.41	\$16.77	81369Y886
Utilities Select Sect XLU	2	6/9/2011	1/17/2013	\$66.42	\$70.97	\$4.55	81369Y886
Utilities Select Sect XLU	2	11/3/2011	1/17/2013	\$70.42	\$70.96	\$0.54	81369Y886
WisdomTree Asia F AXIL	15	11/3/2011	4/23/2013	\$920.55	\$1,035.30	\$114.75	97717W828
WisdomTree Asia F AXIL	19	8/4/2011	4/23/2013	\$1,210.30	\$1,311.38	\$101.08	97717W828
WisdomTree Asia F AXIL	11	1/26/2012	10/1/2013	\$696.62	\$737.61	\$40.99	97717W828
WisdomTree Asia F AXIL	3	9/28/2011	4/23/2013	\$167.37	\$207.06	\$39.69	97717W828
WisdomTree Asia F AXIL	6	11/3/2011	10/1/2013	\$368.22	\$402.33	\$34.11	97717W828
WisdomTree Asia F AXIL	3	1/3/2012	10/1/2013	\$178.05	\$201.17	\$23.12	97717W828
WisdomTree Asia F AXIL	66	11/3/2011	6/21/2013	\$4,050.42	\$4,072.20	\$21.78	97717W828
WisdomTree Asia F AXIL	7	11/3/2011	7/12/2013	\$429.59	\$451.01	\$21.42	97717W828

A 6,579.60

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

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

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

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

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

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

Part I only ☐

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. ELLIOTT AND MARLYS BADZIN FAMILY FOUNDATION C/O MARSHALL LEHMAN	Employer identification number (EIN) or 27-1454722
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1380 CORPORATE CENTER CURVE, NO. 200	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. EAGAN, MN 55121	

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

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

ELLIOTT BADZIN

• The books are in the care of ► **1380 CORPORATE CENTER CURVE, SUITE 200 - EAGAN, MN 55121**
Telephone No. ► **651-405-7612** Fax No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2013** or
► ☐ tax year beginning _____, and ending _____

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

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	368.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	368.

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

7K 5/12/14