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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. By law, the IRS cannot redact the information on the form.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION
% FRIEDMAN & HUEY ASSOCIATES L

A Employer identification number
36-3486435

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O FRIEDMAN HUEY ASSOCIATES LLP
1313 W 175TH STREET Suite

B Telephone number (see instructions)
(708) 799-6800

City or town, state or province, country, and ZIP or foreign postal code
HOMEWOOD, IL 60430

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)* ▶$ 5,341,791

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

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	48	48		
	4	Dividends and interest from securities.	94,033	94,033		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	246,168			
	b	Gross sales price for all assets on line 6a 1,799,478				
	7	Capital gain net income (from Part IV, line 2) . . .		246,168		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	2,512	2,512		
	12	**Total.** Add lines 1 through 11	342,761	342,761		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule).				
	b	Accounting fees (attach schedule).	17,350	8,675	0	8,675
	c	Other professional fees (attach schedule)	26,201	26,201		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,991	1,991		
	19	Depreciation (attach schedule) and depletion . . .				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	150			150
	24	**Total operating and administrative expenses.** Add lines 13 through 23	45,692	36,867	0	8,825
	25	Contributions, gifts, grants paid	496,520			496,520
	26	**Total expenses and disbursements.** Add lines 24 and 25	542,212	36,867	0	505,345
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-199,451			
	b	**Net investment income** (if negative, enter -0-)		305,894		
	c	**Adjusted net income** (if negative, enter -0-) . . .				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	372,974	143,687	143,687
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 500			
		Less allowance for doubtful accounts ▶		500	500
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,845,800	1,786,076	3,411,652
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,794,978	1,883,643	1,782,029
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	3,528	3,923	3,923
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,017,280	3,817,829	5,341,791
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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	20,154	20,154	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,997,126	3,797,675	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,017,280	3,817,829	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,017,280	3,817,829	

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	4,017,280
2	Enter amount from Part I, line 27a	2	-199,451
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,817,829
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,817,829

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,799,478		1,553,310	246,168
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
a				246,168
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	246,168
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	391,060	4,606,560	0 084892
2011	448,766	5,036,322	0 089106
2010	451,510	5,017,740	0 089983
2009	404,439	4,730,720	0 085492
2008	461,741	5,908,699	0 078146

2	**Total** of line 1, column (d).	2	0 427619
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 085524
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	4,910,491
5	Multiply line 4 by line 3.	5	419,965
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,059
7	Add lines 5 and 6.	7	423,024
8	Enter qualifying distributions from Part XII, line 4.	8	505,345

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

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	3,059
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	3,059
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,059
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,032		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,032
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	973
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 973 **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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶FRIEDMAN & HUEY ASSOCIATES LLP Telephone no ▶(708) 799-6800

Located at ▶1313 W 175TH STREET HOMEWOOD IL ZIP+4 ▶60430

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
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 ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
CHARLES R WALGREEN III C/O FRIEDMAN HUEY ASSOCIATES LLP HOMEWOOD, IL 60430	PRESIDENT - PART TIME 0	0	0	0
KATHLEEN B WALGREEN C/O FRIEDMAN HUEY ASSOCIATES LLP HOMEWOOD, IL 60430	VICE PRESIDENT - PART TIME 0	0	0	0
EDWARD H KING C/O FRIEDMAN HUEY ASSOCIATES LLP HOMEWOOD, IL 60430	SECRETARY- PART TIME 0	0	0	0

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
Total number of others receiving over $50,000 for professional services. . . . . ▶		

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	4,743,218
b	Average of monthly cash balances	1b	242,052
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	4,985,270
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	4,985,270
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	74,779
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,910,491
6	**Minimum investment return.** Enter 5% of line 5	6	245,525

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	245,525
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,059		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,059
3	Distributable amount before adjustments Subtract line 2c from line 1			3	242,466
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	242,466
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	242,466

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	505,345
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	505,345
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	3,059
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	502,286

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

Part XIII **Undistributed Income** (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					242,466
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				0	
b Total for prior years 2011 , 2010 , 2009			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	168,884				
b From 2009.	168,802				
c From 2010.	204,545				
d From 2011.	202,038				
e From 2012.	164,512				
f **Total** of lines 3a through e.		908,781			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 505,345					
a Applied to 2012, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2013 distributable amount.					242,466
e Remaining amount distributed out of corpus		262,879			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,171,660			
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.					
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 instructions				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) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		168,884			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		1,002,776			
10 Analysis of line 9					
a Excess from 2009. . . .	168,802				
b Excess from 2010. . . .	204,545				
c Excess from 2011. . . .	202,038				
d Excess from 2012. . . .	164,512				
e Excess from 2013. . . .	262,879				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

CHARLES R WALGREEN III KATHLEEN B

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

NONE

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

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

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

FRIEDMAN HUEY ASSOCIATES LLP
1313 WEST 175TH STREET
HOMEWOOD,IL 60430
(708) 799-6800

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

LETTER ACCOMPANIED BY IRS TAX-EXEMPT LETTER STATING THE NATURE OF THE ORGANIZATION AND IF FOR A SPECIFIC PURPOSE, THE INTENDED USE OF THE FUNDS

c Any submission deadlines

SEPTEMBER 30TH

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

NO SCHOLARSHIPS TO INDIVIDUALS

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*				
SEE STATEMENT ATTACHED 1313 W 175TH STREET HOMEWOOD,IL 60430	NONE	PUBLIC	SEE STATEMENT ATTACHED	496,520
Total . . . . ▶ **3a**				496,520
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	48	
4 Dividends and interest from securities. . . .			14	94,033	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	246,168	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				340,249	2,512

13 **Total.** Add line 12, columns (b), (d), and (e). 13 342,761

(See worksheet in line 13 instructions to verify calculations)

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

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

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-05-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶☐	PTIN
Firm's name ▶	FRIEDMAN & HUEY ASSOC LLP		Firm's EIN ▶	
Firm's address ▶	1313 WEST 175TH STREET HOMEWOOD, IL 60430		Phone no (708) 799-6800	

TY 2013 Accounting Fees Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREP FEES	17,350	8,675		8,675

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TY 2013 Depreciation Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included

TY 2013 Investments Corporate Stock Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	1,786,076	3,411,652

TY 2013 Investments - Land Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

TY 2013 Investments - Other Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BERNSTEIN FUND PORTFOLIOS	AT COST	1,883,643	1,782,029

TY 2013 Land, Etc. Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

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TY 2013 Other Assets Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	594	588	588
OTHER ASSET	2,934	3,335	3,335

TY 2013 Other Expenses Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	25			25
OFFICE SUPPLIES	125			125

TY 2013 Other Income Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
MISCELLANEOUS INCOME	10	10	
SECURITY LITIGATION PROCEEDS	2,502	2,502	

TY 2013 Other Liabilities Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Description	Beginning of Year - Book Value	End of Year - Book Value
BROKER PAYABLE		

TY 2013 Other Professional Fees Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES-BERNSTEIN	26,201	26,201		

TY 2013 Taxes Schedule

Name: THE KATHLEEN B AND CHARLES R WALGREEN III FOUNDATION

EIN: 36-3486435

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID	1,991	1,991		

Reporting Currency: US dollars

FIXED INCOME

MUTUAL FUNDS

		SNIDX									
5,148	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		05/07/04	$13 05	$13 35	$67,180.34	$68,724 71	$1,948	2 53%	1 6%	8 9%
2,172	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		06/30/04	$13 17	$13 35	$28,600.00	$28,990 89	$822	2 53%	0 7%	3 8%
247	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/10/04	$13 43	$13 35	$3,312.83	$3,293 10	$93	2 53%	0 1%	0 4%
27	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/07/05	$13 10	$13 35	$349.71	$356 38	$10	2 53%	0 0%	0 0%
3,998	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		10/03/06	$13 12	$13 35	$52,450.00	$53,369 47	$1,512	2 53%	1 3%	6 9%
1,363	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		02/08/07	$13 17	$13 35	$17,950.00	$18,195 33	$516	2 53%	0 4%	2 4%
3,525	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		06/05/07	$13 05	$13 35	$46,000.00	$47,057 47	$1,334	2 53%	1 1%	6 1%
1,334	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		02/29/08	$13 16	$13 35	$17,550.00	$17,803 39	$505	2 53%	0 4%	2 3%
3,912	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		03/27/08	$13 05	$13 35	$51,050.00	$52,223 56	$1,480	2 53%	1 2%	6 8%
813	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/09/08	$11 46	$13 35	$9,311.39	$10,847 04	$307	2 53%	0 3%	1 4%
2,065	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		10/16/09	$13 22	$13 35	$27,300.00	$27,568 46	$781	2 53%	0 7%	3 6%
1,190	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		11/05/09	$13 19	$13 35	$15,700.00	$15,890 45	$450	2 53%	0 4%	2 1%
2,656	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/21/09	$13 29	$13 35	$35,300.00	$35,459 36	$1,005	2 53%	0 8%	4 6%
1,467	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		01/15/10	$13 43	$13 35	$19,700.00	$19,582 65	$555	2 53%	0 5%	2 5%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
929	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		04/22/10	$13 57	$13 35	$12,600.00	$12,395 73	$351	2 53%	0 3%	1 6%
1,002	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		10/19/10	$14 22	$13 35	$14,250.00	$13,378 17	$379	2 53%	0 3%	1 7%
884	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		10/25/10	$14 19	$13 35	$12,550.00	$11,807 09	$335	2 53%	0 3%	1 5%
681	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/07/10	$13 73	$13 35	$9,348.35	$9,089 61	$258	2 53%	0 2%	1 2%
1,706	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/13/10	$13 69	$13 35	$23,350.00	$22,770 09	$645	2 53%	0 5%	3 0%
1,171	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		01/19/11	$13 75	$13 35	$16,100.00	$15,631 64	$443	2 53%	0 4%	2 0%
1,791	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		04/25/11	$13 82	$13 35	$24,750.00	$23,908 29	$678	2 53%	0 6%	3 1%
1,569	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		07/06/11	$13 93	$13 35	$21,850.00	$20,940 24	$593	2 53%	0 5%	2 7%
1,156	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/14/11	$13 86	$13 35	$16,021.78	$15,432 24	$437	2 53%	0 4%	2 0%
611	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		01/05/12	$13 83	$13 35	$8,450.00	$8,156 73	$231	2 53%	0 2%	1 1%
1,839	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		01/23/12	$13 81	$13 35	$25,400.00	$24,553 95	$696	2 53%	0 6%	3 2%
994	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		03/14/12	$13 78	$13 35	$13,700.00	$13,272 49	$376	2 53%	0 3%	1 7%
906	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		04/09/12	$13 90	$13 35	$12,600.00	$12,101 44	$343	2 53%	0 3%	1 6%
124	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		05/18/12	$13 98	$13 35	$1,732.21	$1,654 15	$47	2 53%	0 0%	0 2%
136	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		06/20/12	$14 01	$13 35	$1,911.14	$1,821 11	$52	2 53%	0 0%	0 2%
139	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		07/20/12	$14 20	$13 35	$1,972.65	$1,854 57	$53	2 53%	0 0%	0 2%
125	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		08/20/12	$14 07	$13 35	$1,761.64	$1,671 49	$47	2 53%	0 0%	0 2%
134	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		09/20/12	$14 18	$13 35	$1,895.32	$1,784 37	$51	2 53%	0 0%	0 2%

Portfolio Valuation Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
130	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		10/19/12	$14 25	$13 35	$1,846.52	$1,729 89	$49	2 53%	0 0%	0 2%
121	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		11/20/12	$14 25	$13 35	$1,727.18	$1,618 10	$46	2 53%	0 0%	0 2%
575	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/12/12	$14 09	$13 35	$8,099.12	$7,673 77	$217	2 53%	0 2%	1 0%
126	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/20/12	$14 06	$13 35	$1,767.68	$1,678 42	$48	2 53%	0 0%	0 2%
41	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/31/12	$14 09	$13 35	$584.48	$553 78	$16	2 53%	0 0%	0 1%
991	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		01/03/13	$14 03	$13 35	$13,900.00	$13,226 30	$375	2 53%	0 3%	1 7%
80	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		01/18/13	$14 05	$13 35	$1,124.61	$1,068 57	$30	2 53%	0 0%	0 1%
906	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		01/29/13	$13 97	$13 35	$12,650.00	$12,088 59	$343	2 53%	0 3%	1 6%
121	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		02/20/13	$13 94	$13 35	$1,686.41	$1,615 03	$46	2 53%	0 0%	0 2%
1,006	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		03/08/13	$13 91	$13 35	$14,000.00	$13,436 37	$381	2 53%	0 3%	1 7%
114	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		03/20/13	$13 97	$13 35	$1,587.93	$1,517 45	$43	2 53%	0 0%	0 2%
129	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		04/19/13	$14 09	$13 35	$1,812.87	$1,717 66	$49	2 53%	0 0%	0 2%
116	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		05/20/13	$13 98	$13 35	$1,622.95	$1,549 81	$44	2 53%	0 0%	0 2%
2,790	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		06/05/13	$13 80	$13 35	$38,500.00	$37,244 56	$1,056	2 53%	0 9%	4 8%
125	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		06/20/13	$13 54	$13 35	$1,695.43	$1,671 63	$47	2 53%	0 0%	0 2%
1,313	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		06/27/13	$13 48	$13 35	$17,700.00	$17,529 30	$497	2 53%	0 4%	2 3%
1,217	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		07/08/13	$13 39	$13 35	$16,300.00	$16,251 30	$461	2 53%	0 4%	2 1%
127	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		07/19/13	$13 54	$13 35	$1,717.78	$1,693 67	$48	2 53%	0 0%	0 2%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
882	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		07/22/13	$13 55	$13 35	$11,950.00	$11,773 62	$334	2 53%	0 3%	1 5%
142	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		08/20/13	$13 32	$13 35	$1,893.60	$1,897 86	$54	2 53%	0 0%	0 2%
155	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		09/20/13	$13 42	$13 35	$2,075.16	$2,064 34	$59	2 53%	0 0%	0 3%
121	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		10/18/13	$13 53	$13 35	$1,643.33	$1,621 46	$46	2 53%	0 0%	0 2%
136	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		11/20/13	$13 47	$13 35	$1,836.04	$1,819 69	$52	2 53%	0 0%	0 2%
133	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/10/13	$13 44	$13 35	$1,786.99	$1,775 03	$50	2 53%	0 0%	0 2%
142	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/20/13	$13 41	$13 35	$1,903.57	$1,895 06	$54	2 53%	0 0%	0 2%
57,550						$773,409.01	$768,296 91 $579.01 AI	$21,774	2 53%	18 2%	99 9%
TOTAL FIXED INCOME						**Ⓐ $773,409.01**	**Ⓑ $768,875.92**	**$21,774**	**2.53%**	**18.3%**	**100%**

EQUITIES

DOMESTIC

NON-FINANCIAL

HOME BUILDING

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
500	PULTE GROUP INC	PHM	08/16/12	$13 09	$20 37	$6,543.45	$10,185 00	$100	0 98%	0 2%	0 3%
400	PULTE GROUP INC		09/11/12	$14 64	$20 37	$5,857.72	$8,148 00	$80	0 98%	0 2%	0 2%
200	PULTE GROUP INC		04/19/13	$18 09	$20 37	$3,617.28	$4,074 00	$40	0 98%	0 1%	0 1%
400	PULTE GROUP INC		08/05/13	$16.82	$20.37	$6,728.24	$8,148.00	$80	0.98%	0.2%	0.2%
1,500						$22,746.69	$30,555 00	$300	0 98%	0 7%	0 9%

FINANCIAL

PROPERTY - CASUALTY INSURANCE

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
75	AMERICAN FINANCIAL GROUP INC	AFG	08/07/13	$52 06	$57 72	$3,904.46	$4,329 00	$135	3 13%	0 1%	0 1%
175	AMERICAN FINANCIAL GROUP INC		08/15/13	$51 94	$57 72	$9,089.75	$10,101 00	$316	3 13%	0 2%	0 3%
250						$12,994.21	$14,430 00	$451	3 13%	0 3%	0 4%
125	AON PLC	AON	08/13/13	$68 90	$83 89	$8,612.35	$10,486 25	- - -	- - -	0 2%	0 3%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
50	AON PLC		08/14/13	$68 62	$83 89	$3,431.18	$4,194 50	- - -	- - -	0 1%	0 1%
100	AON PLC		09/19/13	$75 24	$83 89	$7,523.79	$8,389 00	- - -	- - -	0 2%	0 2%
75	AON PLC		09/20/13	$75 48	$83 89	$5,660.96	$6,291 75	- - -	- - -	0 1%	0 2%
350						$25,228.28	$29,361 50	- - -	- - -	0 7%	0 9%
150	CHUBB CORP	CB	02/06/13	$83 24	$96 63	$12,486.45	$14,494 50	$264	1 82%	0 3%	0 4%
75	CHUBB CORP		02/19/13	$83 75	$96 63	$6,281.13	$7,247 25	$132	1 82%	0 2%	0 2%
75	CHUBB CORP		03/01/13	$84 15	$96 63	$6,311.18	$7,247 25	$132	1 82%	0 2%	0 2%
300						$25,078.76	$28,989 00	$528	1 82%	0 7%	0 9%
50	PARTNERRE LTD	PRE	11/06/12	$79 33	$105 43	$3,966.50	$5,271 50	$120	2 28%	0 1%	0 2%
50	PARTNERRE LTD		02/12/13	$88 30	$105 43	$4,415.00	$5,271 50	$120	2 28%	0 1%	0 2%
50	PARTNERRE LTD		04/01/13	$93 49	$105 43	$4,674.64	$5,271 50	$120	2 28%	0 1%	0 2%
125	PARTNERRE LTD		04/10/13	$91 01	$105 43	$11,376.13	$13,178 75	$300	2 28%	0 3%	0 4%
50	PARTNERRE LTD		09/18/13	$90 95	$105 43	$4,547.74	$5,271 50	$120	2 28%	0 1%	0 2%
325						$28,980.01	$34,264 75	$780	2 28%	0 8%	1 0%
	Total					$92,281.26	$107,045 25	$1,759	1 64%	2 5%	3 1%
MISC FINANCIAL											
25	AFFILIATED MANAGERS GROUP INC	AMG	06/27/12	$104 70	$216 88	$2,617.50	$5,422 00	- - -	- - -	0 1%	0 2%
20	AFFILIATED MANAGERS GROUP INC		10/05/12	$124 54	$216 88	$2,490.78	$4,337 60	- - -	- - -	0 1%	0 1%
45						$5,108.28	$9,759 60	- - -	- - -	0 2%	0 3%
15	BLACKROCK INC	BLK	02/01/13	$236 63	$316 47	$3,549.50	$4,747 05	$101	2 12%	0 1%	0 1%
10	BLACKROCK INC		04/17/13	$250 21	$316 47	$2,502.14	$3,164 70	$67	2 12%	0 1%	0 1%
5	BLACKROCK INC		04/24/13	$258 25	$316 47	$1,291.27	$1,582 35	$34	2 12%	0 0%	0 0%
30						$7,342.91	$9,494 10	$202	2 12%	0 2%	0 3%
425	E*TRADE FINANCIAL CORP	ETFC	08/05/13	$15 29	$19 64	$6,499.78	$8,347 00	- - -	- - -	0 2%	0 2%
35	VISA INC - CLASS A SHRS	V	03/06/12	$115 19	$222 68	$4,031.74	$7,793 80	$56	0 72%	0 2%	0 2%
20	VISA INC - CLASS A SHRS		09/28/12	$134 13	$222 68	$2,682.58	$4,453 60	$32	0 72%	0 1%	0 1%
25	VISA INC - CLASS A SHRS		02/25/13	$159 46	$222 68	$3,986.39	$5,567 00	$40	0 72%	0 1%	0 2%
25	VISA INC - CLASS A SHRS		08/01/13	$175 94	$222 68	$4,398.53	$5,567 00	$40	0 72%	0 1%	0 2%
10	VISA INC - CLASS A SHRS		08/09/13	$180 11	$222 68	$1,801.13	$2,226 80	$16	0 72%	0 1%	0 1%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
10	VISA INC - CLASS A SHRS		08/21/13	$174 13	$222 68	$1,741.25	$2,226 80	$16	0 72%	0 1%	0 1%
10	VISA INC - CLASS A SHRS		08/30/13	$174 24	$222 68	$1,742.43	$2,226 80	$16	0 72%	0 1%	0 1%
15	VISA INC - CLASS A SHRS		10/02/13	$192 04	$222 68	$2,880.62	$3,340 20	$24	0 72%	0 1%	0 1%
150						$23,264.67	$33,402 00	$240	0 72%	0 8%	1 0%
	Total					$42,215.64	$61,002 70	$442	0 72%	1 4%	1 8%
	FINANCE - PERSONAL LOANS										
25	CAPITAL ONE FINANCIAL CORP	COF	03/11/13	$54 42	$76 61	$1,360.39	$1,915 25	$30	1 57%	0 0%	0 1%
100	CAPITAL ONE FINANCIAL CORP		03/21/13	$53 82	$76 61	$5,382.07	$7,661 00	$120	1 57%	0 2%	0 2%
350	CAPITAL ONE FINANCIAL CORP		03/26/13	$55 07	$76 61	$19,275.24	$26,813 50	$420	1 57%	0 6%	0 8%
475						$26,017.70	$36,389 75	$570	1 57%	0 9%	1 1%
175	DISCOVER FINANCIAL SERVICES	DFS	11/27/12	$40 75	$55 95	$7,131.88	$9,791 25	$140	1 43%	0 2%	0 3%
100	DISCOVER FINANCIAL SERVICES		12/17/12	$40 33	$55 95	$4,033.00	$5,595 00	$80	1 43%	0 1%	0 2%
100	DISCOVER FINANCIAL SERVICES		04/15/13	$42 68	$55 95	$4,268.48	$5,595 00	$80	1 43%	0 1%	0 2%
375						$15,433.36	$20,981 25	$300	1 43%	0 5%	0 6%
	Total					$41,451.06	$57,371 00	$870	1 52%	1 4%	1 7%
	LIFE INSURANCE										
150	ASSURANT INC	AIZ	11/25/13	$63 99	$66 37	$9,597.83	$9,955 50	$150	1 51%	0 2%	0 3%
50	EVEREST RE GROUP LTD	RE	02/20/13	$122 68	$155 87	$6,133.94	$7,793 50	$96	1 23%	0 2%	0 2%
600	GENWORTH FINANCIAL INC-CL A	GNW	03/14/13	$10 49	$15 53	$6,292.62	$9,318 00	- - -	- - -	0 2%	0 3%
350	GENWORTH FINANCIAL INC-CL A		06/13/13	$10 95	$15 53	$3,832.78	$5,435 50	- - -	- - -	0 1%	0 2%
350	GENWORTH FINANCIAL INC-CL A		10/16/13	$13 33	$15 53	$4,663.89	$5,435 50	- - -	- - -	0 1%	0 2%
1,300						$14,789.29	$20,189 00	- - -	- - -	0 5%	0 6%
100	LINCOLN NATIONAL CORP	LNC	07/19/13	$40 98	$51 62	$4,097.59	$5,162 00	$64	1 24%	0 1%	0 2%
125	LINCOLN NATIONAL CORP		07/24/13	$41 46	$51 62	$5,182.33	$6,452 50	$80	1 24%	0 2%	0 2%
75	LINCOLN NATIONAL CORP		08/21/13	$43 12	$51 62	$3,234.06	$3,871 50	$48	1 24%	0 1%	0 1%
75	LINCOLN NATIONAL CORP		08/22/13	$44 27	$51 62	$3,319.91	$3,871 50	$48	1 24%	0 1%	0 1%
75	LINCOLN NATIONAL CORP		09/13/13	$44 36	$51 62	$3,327.14	$3,871 50	$48	1 24%	0 1%	0 1%
150	LINCOLN NATIONAL CORP		10/17/13	$44 64	$51 62	$6,696.21	$7,743 00	$96	1 24%	0 2%	0 2%
600						$25,857.24	$30,972 00	$384	1 24%	0 7%	0 9%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
	Total					$56,378.30	$68,910 00	$630	0 91%	1 6%	2 0%
	MULTI-LINE INSURANCE										
75	AETNA INC	AET	04/04/13	$54 63	$68 59	$4,097.52	$5,144 25	$68	1 31%	0 1%	0 2%
150	AETNA INC		04/05/13	$54 14	$68 59	$8,121.70	$10,288 50	$135	1 31%	0 2%	0 3%
75	AETNA INC		04/26/13	$57 06	$68 59	$4,279.52	$5,144 25	$68	1 31%	0 1%	0 2%
300						$16,498.74	$20,577 00	$270	1 31%	0 5%	0 6%
325	AMERICAN INTERNATIONAL GROUP	AIG	04/24/13	$41 46	$51 05	$13,474.89	$16,591 25	$130	0 78%	0 4%	0 5%
325	AMERICAN INTERNATIONAL GROUP		05/03/13	$44.50	$51.05	$14,462.24	$16,591.25	$130	0.78%	0.4%	0.5%
200	AMERICAN INTERNATIONAL GROUP		11/08/13	$48 55	$51 05	$9,710.56	$10,210 00	$80	0 78%	0 2%	0 3%
850						$37,647.69	$43,392 50	$340	0 78%	1 0%	1 3%
275	HEALTH NET INC	HNT	11/08/10	$29 38	$29 67	$8,080.16	$8,159 25	- - -	- - -	0 2%	0 2%
40	UNITEDHEALTH GROUP INC	UNH	07/05/12	$55 83	$75 30	$2,233.10	$3,012 00	$45	1 49%	0 1%	0 1%
80	UNITEDHEALTH GROUP INC		08/15/12	$52 45	$75 30	$4,196.22	$6,024 00	$90	1 49%	0 1%	0 2%
80	UNITEDHEALTH GROUP INC		08/09/13	$73 15	$75 30	$5,852.01	$6,024 00	$90	1 49%	0 1%	0 2%
50	UNITEDHEALTH GROUP INC		08/21/13	$72 03	$75 30	$3,601.63	$3,765 00	$56	1 49%	0 1%	0 1%
25	UNITEDHEALTH GROUP INC		10/18/13	$68 97	$75 30	$1,724.34	$1,882 50	$28	1 49%	0 0%	0 1%
275						$17,607.30	$20,707 50	$308	1 49%	0 5%	0 6%
75	WELLPOINT INC	WLP	12/12/12	$59 65	$92 39	$4,474.03	$6,929 25	$112	1 62%	0 2%	0 2%
	Total					$84,307.92	$99,765 50	$1,030	1 03%	2 4%	2 9%
	BANKS - NYC										
75	CIT GROUP INC	CIT	12/08/11	$33 99	$52 13	$2,549.53	$3,909 75	$30	0 77%	0 1%	0 1%
275	CIT GROUP INC		02/06/12	$40 69	$52 13	$11,190.05	$14,335 75	$110	0 77%	0 3%	0 4%
200	CIT GROUP INC		02/28/12	$40 26	$52 13	$8,051.54	$10,426 00	$80	0 77%	0 2%	0 3%
550						$21,791.12	$28,671 50	$220	0 77%	0 7%	0 8%
30	CITIGROUP INC	C	04/29/11	$45 58	$52 11	$1,367.34	$1,563 30	$1	0 08%	0 0%	0 0%
170	CITIGROUP INC		05/16/11	$41 27	$52 11	$7,016.21	$8,858 70	$7	0 08%	0 2%	0 3%
200	CITIGROUP INC		05/19/11	$41 37	$52 11	$8,274.54	$10,422 00	$8	0 08%	0 2%	0 3%
100	CITIGROUP INC		07/21/11	$39 54	$52 11	$3,954.29	$5,211 00	$4	0 08%	0 1%	0 2%
200	CITIGROUP INC		07/22/11	$40 18	$52 11	$8,035.86	$10,422 00	$8	0 08%	0 2%	0 3%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
200	CITIGROUP INC		10/25/11	$31 16	$52 11	$6,231.20	$10,422 00	$8	0 08%	0 2%	0 3%
900						$34,879.44	$46,899 00	$36	0 08%	1 1%	1 4%
	Total					$56,670.56	$75,570 50	$256	0 34%	1 8%	2 2%
	MAJOR REGIONAL BANKS										
1,400	BANK OF AMERICA CORP	BAC	11/30/12	$9 82	$15 57	$13,749.96	$21,798 00	$56	0 26%	0 5%	0 6%
600	BANK OF AMERICA CORP		12/04/12	$9 82	$15 57	$5,894.10	$9,342 00	$24	0 26%	0 2%	0 3%
500	BANK OF AMERICA CORP		12/12/12	$10 62	$15 57	$5,307.60	$7,785 00	$20	0 26%	0 2%	0 2%
500	BANK OF AMERICA CORP		01/29/13	$11 50	$15 57	$5,751.95	$7,785 00	$20	0 26%	0 2%	0 2%
400	BANK OF AMERICA CORP		02/19/13	$12 23	$15 57	$4,892.84	$6,228 00	$16	0 26%	0 1%	0 2%
300	BANK OF AMERICA CORP		02/26/13	$11 10	$15 57	$3,330.78	$4,671 00	$12	0 26%	0 1%	0 1%
3,700						$38,927.23	$57,609 00	$148	0 26%	1 4%	1 7%
200	WELLS FARGO & COMPANY	WFC	03/22/12	$33 42	$45 40	$6,684.86	$9,080 00	$240	2 64%	0 2%	0 3%
250	WELLS FARGO & COMPANY		03/23/12	$33 52	$45 40	$8,379.50	$11,350 00	$300	2 64%	0 3%	0 3%
400	WELLS FARGO & COMPANY		06/25/12	$32 14	$45 40	$12,857.00	$18,160 00	$480	2 64%	0 4%	0 5%
100	WELLS FARGO & COMPANY		11/07/13	$42 18	$45 40	$4,217.71	$4,540 00	$120	2 64%	0 1%	0 1%
950						$32,139.07	$43,130 00	$1,140	2 64%	1 0%	1 3%
	Total					$71,066.30	$100,739 00	$1,288	1 28%	2 4%	3 0%
TOTAL FINANCIAL						$444,371.04	$570,403 95	$6,275	1 10%	13 5%	16 8%
UTILITIES											
	UTILITY										
65	LIBERTY MEDIA CORP	LMCA	06/21/13	$123.45	$146.45	$8,024.34	$9,519.25	- - -	- - -	0.2%	0.3%
10	LIBERTY MEDIA CORP		07/15/13	$138 54	$146 45	$1,385.40	$1,464 50	- - -	- - -	0 0%	0 0%
10	LIBERTY MEDIA CORP		10/30/13	$150 52	$146 45	$1,505.20	$1,464 50	- - -	- - -	0 0%	0 0%
85						$10,914.94	$12,448 25	- - -	- - -	0 3%	0 4%
	TELECOM										
25	FACEBOOK INC-A	FB	11/13/12	$19 87	$54 66	$496.72	$1,366 50	- - -	- - -	0 0%	0 0%
200	FACEBOOK INC-A		04/03/13	$26 20	$54 66	$5,239.66	$10,932 00	- - -	- - -	0 3%	0 3%
125	FACEBOOK INC-A		06/05/13	$23 32	$54 66	$2,914.70	$6,832 50	- - -	- - -	0 2%	0 2%
350						$8,651.08	$19,131 00	- - -	- - -	0 5%	0 6%
TOTAL UTILITIES						$19,566.02	$31,579 25	- - -	0 00%	0 7%	0 9%

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
UTILITIES										
TELEPHONE										
550 AT&T INC	T	06/06/13	$35 56	$35 16	$19,559.65	$19,338 00	$1,012	5 23%	0 5%	0 6%
325 VODAFONE GROUP PLC-SP ADR	VOD	04/02/13	$29 37	$39 31	$9,544.96	$12,775 75	$365	2 86%	0 3%	0 4%
225 VODAFONE GROUP PLC-SP ADR		04/04/13	$28 09	$39 31	$6,319.78	$8,844 75	$253	2 86%	0 2%	0 3%
550					$15,864.74	$21,620 50	$618	2 86%	0 5%	0 6%
Total					$35,424.39	$40,958 50	$1,630	3 98%	1 0%	1 2%
ELECTRIC COMPANIES										
175 EDISON INTERNATIONAL	EIX	02/21/12	$41 62	$46 30	$7,284.36	$8,102 50	$248	3 07%	0 2%	0 2%
100 EDISON INTERNATIONAL		09/09/13	$45 43	$46 30	$4,542.84	$4,630 00	$142	3 07%	0 1%	0 1%
225 EDISON INTERNATIONAL		09/12/13	$44 75	$46 30	$10,069.74	$10,417 50	$320	3 07%	0 2%	0 3%
500					$21,896.94	$23,150 00	$710	3 07%	0 5%	0 7%
TOTAL UTILITIES					$57,321.33	$64,108 50	$2,340	3 65%	1 5%	1 9%
CONSUMER GROWTH										
ENTERTAINMENT										
225 VIACOM INC-CLASS B	VIAB	06/08/11	$48.55	$87.34	$10,924.09	$19,651.50	$270	1.37%	0.5%	0.6%
50 WALT DISNEY CO/THE	DIS	09/30/11	$30 40	$76 40	$1,519.75	$3,820 00	$43	1 13%	0 1%	0 1%
100 WALT DISNEY CO/THE		11/14/11	$36 31	$76 40	$3,630.79	$7,640 00	$86	1 13%	0 2%	0 2%
75 WALT DISNEY CO/THE		01/09/12	$40 07	$76 40	$3,005.03	$5,730 00	$64	1 13%	0 1%	0 2%
225					$8,155.57	$17,190 00	$194	1 13%	0 4%	0 5%
Total					$19,079.66	$36,841 50	$464	1 26%	0 9%	1 1%
LEISURE TIME										
425 REGAL ENTERTAINMENT GROUP-A	RGC	05/01/13	$18 16	$19 45	$7,719.91	$8,266 25	$357	4 32%	0 2%	0 2%
RADIO - TV BROADCASTING										
215 COMCAST CORP-CLASS A	CMCSA	03/30/11	$24 70	$51 97	$5,310.14	$11,172 48	$168	1 50%	0 3%	0 3%
100 COMCAST CORP-CLASS A		01/17/12	$25 73	$51 97	$2,573.37	$5,196 50	$78	1 50%	0 1%	0 2%
35 COMCAST CORP-CLASS A		07/17/13	$43 74	$51 97	$1,531.04	$1,818 78	$27	1 50%	0 0%	0 1%
350					$9,414.55	$18,187 75	$273	1 50%	0 4%	0 5%
103 LIBERTY GLOBAL PLC-A	LBTYA	04/17/13	$76 24	$88 99	$7,852.72	$9,165 97	- - -	- - -	0 2%	0 3%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
39	LIBERTY GLOBAL PLC-A		05/21/13	$76 24	$88 99	$2,973.36	$3,470 61	- - -	- - -	0 1%	0 1%
142						$10,826.08	$12,636 58	- - -	- - -	0 3%	0 4%
125	TWENTY-FIRST CENTURY FOX-A	FOXA	12/09/13	$33 23	$35 18	$4,153.88	$4,397 50	$31	0 71%	0 1%	0 1%
200	TWENTY-FIRST CENTURY FOX-A		12/13/13	$33 03	$35 18	$6,606.10	$7,036 00	$50	0 71%	0 2%	0 2%
325						$10,759.98	$11,433 50	$81	0 71%	0 3%	0 3%
	Total					$31,000.61	$42,257 83	$354	0 84%	1 0%	1 2%
BROADCASTING & PUBLISHING											
77	LIBERTY GLOBAL PLC-SERIES C	LBTYK	04/17/13	$71.51	$84.32	$5,506.27	$6,492.64	- - -	- - -	0.2%	0.2%
29	LIBERTY GLOBAL PLC-SERIES C		05/21/13	$71 51	$84 32	$2,073.79	$2,445 28	- - -	- - -	0 1%	0 1%
94	LIBERTY GLOBAL PLC-SERIES C		11/07/13	$76 37	$84 32	$7,178.72	$7,926 08	- - -	- - -	0 2%	0 2%
200						$14,758.78	$16,864 00	- - -	- - -	0 4%	0 5%
PUBLISHING - NEWSPAPERS											
350	GANNETT CO	GCI	10/11/11	$10 85	$29 58	$3,795.93	$10,353 00	$280	2 70%	0 2%	0 3%
125	GANNETT CO		07/08/13	$26 18	$29 58	$3,271.89	$3,697 50	$100	2 70%	0 1%	0 1%
175	GANNETT CO		09/13/13	$25 45	$29 58	$4,453.49	$5,176 50	$140	2 70%	0 1%	0 2%
650						$11,521.31	$19,227 00	$520	2 70%	0 5%	0 6%
PUBLISHING											
18	GOOGLE INC-CL A	GOOG	10/09/08	$343 71	$1,120 71	$6,186.86	$20,172 78	- - -	- - -	0 5%	0 6%
5	GOOGLE INC-CL A		02/16/10	$539 75	$1,120 71	$2,698.75	$5,603 55	- - -	- - -	0 1%	0 2%
7	GOOGLE INC-CL A		03/29/11	$579 81	$1,120 71	$4,058.67	$7,844 97	- - -	- - -	0 2%	0 2%
5	GOOGLE INC-CL A		05/16/11	$524 64	$1,120 71	$2,623.22	$5,603 55	- - -	- - -	0 1%	0 2%
5	GOOGLE INC-CL A		11/22/11	$580 52	$1,120 71	$2,902.60	$5,603 55	- - -	- - -	0 1%	0 2%
40						$18,470.10	$44,828 40	- - -	- - -	1 1%	1 3%
DRUGS											
5	BIOGEN IDEC INC	BIIB	11/14/12	$137 12	$279 75	$685.58	$1,398 75	- - -	- - -	0 0%	0 0%
35	BIOGEN IDEC INC		01/10/13	$142.21	$279.75	$4,977.49	$9,791.25	- - -	- - -	0.2%	0.3%
10	BIOGEN IDEC INC		01/11/13	$143 12	$279 75	$1,431.23	$2,797 50	- - -	- - -	0 1%	0 1%
15	BIOGEN IDEC INC		01/16/13	$142 84	$279 75	$2,142.57	$4,196 25	- - -	- - -	0 1%	0 1%
15	BIOGEN IDEC INC		01/17/13	$143 71	$279 75	$2,155.60	$4,196 25	- - -	- - -	0 1%	0 1%
10	BIOGEN IDEC INC		01/31/13	$156 35	$279 75	$1,563.45	$2,797 50	- - -	- - -	0 1%	0 1%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
15	BIOGEN IDEC INC		08/26/13	$213 16	$279 75	$3,197.40	$4,196 25	- - -	- - -	0 1%	0 1%
105						$16,153.32	$29,373 75	- - -	- - -	0 7%	0 9%
55	CELGENE CORP	CELG	08/21/12	$71 27	$168 96	$3,919.95	$9,292 80	- - -	- - -	0 2%	0 3%
50	CELGENE CORP		11/14/12	$74 99	$168 96	$3,749.48	$8,448 00	- - -	- - -	0 2%	0 2%
20	CELGENE CORP		07/10/13	$124 85	$168 96	$2,496.95	$3,379 20	- - -	- - -	0 1%	0 1%
125						$10,166.38	$21,120 00	- - -	- - -	0 5%	0 6%
47	GILEAD SCIENCES INC	GILD	09/16/11	$20 23	$75 15	$950.59	$3,532 05	- - -	- - -	0 1%	0 1%
98	GILEAD SCIENCES INC		11/09/12	$32 76	$75 15	$3,210.01	$7,364 70	- - -	- - -	0 2%	0 2%
55	GILEAD SCIENCES INC		06/12/13	$51 84	$75 15	$2,851.36	$4,133 25	- - -	- - -	0 1%	0 1%
100	GILEAD SCIENCES INC		06/18/13	$51 33	$75 15	$5,133.42	$7,515 00	- - -	- - -	0 2%	0 2%
300						$12,145.38	$22,545.00	- - -	- - -	0.5%	0.7%
175	GLAXOSMITHKLINE PLC-SPON AD	GSK	11/21/13	$53 10	$53 39	$9,292.41	$9,343 25	$431	4 62%	0 2%	0 3%
75	GLAXOSMITHKLINE PLC-SPON AD		11/22/13	$53 23	$53 39	$3,992.28	$4,004 25	$185	4 62%	0 1%	0 1%
125	GLAXOSMITHKLINE PLC-SPON AD		11/26/13	$52 40	$53 39	$6,549.99	$6,673 75	$308	4 62%	0 2%	0 2%
375						$19,834.68	$20,021 25	$924	4 62%	0 5%	0 6%
70	PFIZER INC	PFE	06/26/07	$25 61	$30 63	$1,792.85	$2,144 10	$73	3 40%	0 1%	0 1%
550	PFIZER INC		06/11/09	$14 35	$30 63	$7,893.93	$16,846 50	$572	3 40%	0 4%	0 5%
400	PFIZER INC		07/08/09	$14 74	$30 63	$5,894.56	$12,252 00	$416	3 40%	0 3%	0 4%
280	PFIZER INC		08/19/10	$15 96	$30 63	$4,469.08	$8,576 40	$291	3 40%	0 2%	0 3%
200	PFIZER INC		08/27/10	$16 01	$30 63	$3,201.16	$6,126 00	$208	3 40%	0 1%	0 2%
200	PFIZER INC		06/08/11	$20 67	$30 63	$4,133.30	$6,126 00	$208	3 40%	0 1%	0 2%
200	PFIZER INC		07/29/11	$19 29	$30 63	$3,857.16	$6,126 00	$208	3 40%	0 1%	0 2%
400	PFIZER INC		06/06/13	$28 06	$30 63	$11,223.48	$12,252 00	$416	3 40%	0 3%	0 4%
2,300						$42,465.52	$70,449 00	$2,392	3 40%	1 7%	2 1%
100	VERTEX PHARMACEUTICALS INC	VRTX	11/05/12	$46 07	$74 30	$4,607.34	$7,430 00	- - -	- - -	0 2%	0 2%
	Total					$105,372.62	$170,939 00	$3,316	1 94%	4 1%	5 0%
HOSPITAL SUPPLIES											
5	ALLERGAN INC	AGN	08/03/12	$86 18	$111 08	$430.91	$555 40	$1	0 18%	0 0%	0 0%
25	ALLERGAN INC		05/01/13	$99 54	$111 08	$2,488.53	$2,777 00	$5	0 18%	0 1%	0 1%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
35	ALLERGAN INC		05/09/13	$104 11	$111 08	$3,643.69	$3,887 80	$7	0 18%	0 1%	0 1%
25	ALLERGAN INC		05/14/13	$103 96	$111 08	$2,598.99	$2,777 00	$5	0 18%	0 1%	0 1%
20	ALLERGAN INC		09/03/13	$89 76	$111 08	$1,795.10	$2,221 60	$4	0 18%	0 1%	0 1%
30	ALLERGAN INC		09/09/13	$88 53	$111 08	$2,655.84	$3,332 40	$6	0 18%	0 1%	0 1%
20	ALLERGAN INC		11/04/13	$90 02	$111 08	$1,800.45	$2,221 60	$4	0 18%	0 1%	0 1%
160						$15,413.51	$17,772 80	$32	0 18%	0 4%	0 5%
300	MEDTRONIC INC	MDT	10/04/12	$43 97	$57 39	$13,191.57	$17,217 00	$336	1 95%	0 4%	0 5%
175	MEDTRONIC INC		07/02/13	$52 12	$57 39	$9,120.35	$10,043 25	$196	1 95%	0 2%	0 3%
125	MEDTRONIC INC		08/20/13	$52 73	$57 39	$6,591.49	$7,173 75	$140	1 95%	0 2%	0 2%
600						$28,903.41	$34,434 00	$672	1 95%	0 8%	1 0%
	Total					$44,316.92	$52,206 80	$704	1 35%	1 2%	1 5%
MEDICAL PRODUCTS											
10	INTUITIVE SURGICAL INC	ISRG	04/22/13	$476 88	$384 08	$4,768.84	$3,840 80	- - -	- - -	0 1%	0 1%
5	INTUITIVE SURGICAL INC		07/22/13	$396 10	$384 08	$1,980.51	$1,920 40	- - -	- - -	0 0%	0 1%
20	INTUITIVE SURGICAL INC		07/26/13	$378 17	$384 08	$7,563.48	$7,681 60	- - -	- - -	0 2%	0 2%
35						$14,312.83	$13,442 80	- - -	- - -	0 3%	0 4%
115	QUINTILES TRANSNATIONAL HOLDIN	Q	05/23/13	$44 83	$46 34	$5,155.23	$5,329 10	- - -	- - -	0 1%	0 2%
40	QUINTILES TRANSNATIONAL HOLDIN		05/30/13	$44 30	$46 34	$1,771.85	$1,853 60	- - -	- - -	0 0%	0 1%
45	QUINTILES TRANSNATIONAL HOLDIN		11/20/13	$42 57	$46 34	$1,915.51	$2,085 30	- - -	- - -	0 0%	0 1%
75	QUINTILES TRANSNATIONAL HOLDIN		11/27/13	$43 34	$46 34	$3,250.28	$3,475 50	- - -	- - -	0 1%	0 1%
275						$12,092.87	$12,743 50	- - -	- - -	0 3%	0 4%
	Total					$26,405.70	$26,186 30	- - -	0 00%	0 6%	0 8%
OTHER MEDICAL											
20	MCKESSON CORP	MCK	05/02/12	$89 97	$161 40	$1,799.42	$3,228 00	$19	0 59%	0 1%	0 1%
30	MCKESSON CORP		05/25/12	$87 76	$161 40	$2,632.91	$4,842 00	$29	0 59%	0 1%	0 1%
50						$4,432.33	$8,070 00	$48	0 59%	0 2%	0 2%
TOTAL CONSUMER GROWTH						$283,077.94	$425,687 08	$5,763	1 35%	10 1%	12 5%
CONSUMER STAPLES											
TOBACCO											
10	PHILIP MORRIS INTERNATIONAL	PM	07/25/12	$87 19	$87 13	$871.89	$871 30	$38	4 32%	0 0%	0 0%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
50	PHILIP MORRIS INTERNATIONAL		08/02/12	$90 53	$87 13	$4,526.50	$4,356 50	$188	4 32%	0 1%	0 1%
25	PHILIP MORRIS INTERNATIONAL		08/10/12	$91 81	$87 13	$2,295.19	$2,178 25	$94	4 32%	0 1%	0 1%
25	PHILIP MORRIS INTERNATIONAL		08/28/12	$91 02	$87 13	$2,275.42	$2,178 25	$94	4 32%	0 1%	0 1%
50	PHILIP MORRIS INTERNATIONAL		09/17/12	$90 67	$87 13	$4,533.44	$4,356 50	$188	4 32%	0 1%	0 1%
150	PHILIP MORRIS INTERNATIONAL		03/01/13	$91 53	$87 13	$13,729.65	$13,069 50	$564	4 32%	0 3%	0 4%
310						$28,232.09	$27,010 30	$1,166	4 32%	0 6%	0 8%
	FOODS										
70	GREEN MOUNTAIN COFFEE ROASTE	GMCR	02/28/13	$47 52	$75 58	$3,326.32	$5,290 60	$70	1 32%	0 1%	0 2%
25	GREEN MOUNTAIN COFFEE ROASTE		04/05/13	$52 84	$75 58	$1,321.09	$1,889 50	$25	1 32%	0 0%	0 1%
25	GREEN MOUNTAIN COFFEE ROASTE		10/18/13	$64 36	$75 58	$1,609.02	$1,889 50	$25	1 32%	0 0%	0 1%
120						$6,256.43	$9,069 60	$120	1 32%	0 2%	0 3%
10	HERSHEY CO/THE	HSY	12/16/11	$59 35	$97 23	$593.46	$972 30	$19	2 00%	0 0%	0 0%
35	HERSHEY CO/THE		01/09/12	$61 11	$97 23	$2,138.81	$3,403 05	$68	2 00%	0 1%	0 1%
40	HERSHEY CO/THE		02/13/12	$60 04	$97 23	$2,401.49	$3,889 20	$78	2 00%	0 1%	0 1%
50	HERSHEY CO/THE		02/21/12	$60 62	$97 23	$3,030.86	$4,861 50	$97	2 00%	0 1%	0 1%
15	HERSHEY CO/THE		09/27/13	$92 58	$97 23	$1,388.68	$1,458 45	$29	2 00%	0 0%	0 0%
150						$9,553.30	$14,584 50	$291	2 00%	0 3%	0 4%
70	MEAD JOHNSON NUTRITION CO	MJN	11/14/13	$80 66	$83 76	$5,646.23	$5,863 20	$95	1 62%	0 1%	0 2%
30	MEAD JOHNSON NUTRITION CO		11/19/13	$83 15	$83 76	$2,494.45	$2,512 80	$41	1 62%	0 1%	0 1%
55	MEAD JOHNSON NUTRITION CO		11/20/13	$82 97	$83 76	$4,563.31	$4,606 80	$75	1 62%	0 1%	0 1%
155						$12,703.99	$12,982 80	$211	1 62%	0 3%	0 4%
	Total					$28,513.72	$36,636 90	$622	1 70%	0 9%	1 1%
	BEVERAGES - SOFT, LITE & HARD										
95	MONSTER BEVERAGE CORP	MNST	10/09/13	$53 92	$67 77	$5,122.76	$6,438 15	- - -	- - -	0 2%	0 2%
35	MONSTER BEVERAGE CORP		10/30/13	$58 14	$67 77	$2,035.01	$2,371 95	- - -	- - -	0 1%	0 1%
130						$7,157.77	$8,810 10	- - -	- - -	0 2%	0 3%
	RESTAURANTS										
10	CHIPOTLE MEXICAN GRILL-CL A	CMG	07/31/12	$292 11	$532 78	$2,921.13	$5,327 80	- - -	- - -	0 1%	0 2%
70	STARBUCKS CORP	SBUX	07/15/11	$39 48	$78 39	$2,763.71	$5,487 30	$73	1 33%	0 1%	0 2%
50	STARBUCKS CORP		11/06/12	$52 05	$78 39	$2,602.67	$3,919 50	$52	1 33%	0 1%	0 1%

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Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
75	STARBUCKS CORP		11/16/12	$48 78	$78 39	$3,658.52	$5,879 25	$78	1 33%	0 1%	0 2%
195						$9,024.90	$15,286 05	$203	1 33%	0 4%	0 4%
	Total					$11,946.03	$20,613 85	$203	0 98%	0 5%	0 6%
TOTAL CONSUMER STAPLES						$75,849.61	$93,071 15	$1,990	2 14%	2 2%	2 7%
CONSUMER CYCLICAL											
MERCHANDISING											
50	MICHAEL KORS HOLDINGS LTD	KORS	07/03/13	$61 94	$81 19	$3,096.95	$4,059 50	- - -	- - -	0 1%	0 1%
40	MICHAEL KORS HOLDINGS LTD		07/10/13	$64 02	$81 19	$2,560.80	$3,247 60	- - -	- - -	0 1%	0 1%
90						$5,657.75	$7,307 10	- - -	- - -	0 2%	0 2%
TEXTILES/SHOES - APPAREL MFG											
195	NIKE INC -CL B	NKE	12/03/13	$78 98	$78 64	$15,401.04	$15,334 80	$187	1 22%	0 4%	0 5%
60	VF CORP	VFC	07/05/12	$33 56	$62 34	$2,013.37	$3,740 40	$63	1 68%	0 1%	0 1%
40	VF CORP		09/20/12	$40 04	$62 34	$1,601.46	$2,493 60	$42	1 68%	0 1%	0 1%
60	VF CORP		11/14/12	$38 88	$62 34	$2,333.03	$3,740 40	$63	1 68%	0 1%	0 1%
160						$5,947.86	$9,974 40	$168	1 68%	0 2%	0 3%
	Total					$21,348.90	$25,309.20	$355	1.40%	0.6%	0.7%
TOYS											
250	ELECTRONIC ARTS INC	EA	02/19/13	$17 59	$22 94	$4,396.37	$5,735 00	- - -	- - -	0 1%	0 2%
225	ELECTRONIC ARTS INC		05/30/13	$23 39	$22 94	$5,262.30	$5,161 50	- - -	- - -	0 1%	0 2%
425	ELECTRONIC ARTS INC		11/05/13	$25 55	$22 94	$10,860.15	$9,749 50	- - -	- - -	0 2%	0 3%
900						$20,518.82	$20,646 00	- - -	- - -	0 5%	0 6%
MISC CONSUMER CYCLICALS											
200	ING US INC	VOYA	12/19/13	$35 68	$35 15	$7,136.20	$7,030 00	$8	0 11%	0 2%	0 2%
AUTOS & AUTO PARTS OEMS											
600	FORD MOTOR CO	F	09/18/12	$10 37	$15 43	$6,224.40	$9,258 00	$240	2 59%	0 2%	0 3%
900	FORD MOTOR CO		10/31/12	$10 87	$15 43	$9,783.90	$13,887 00	$360	2 59%	0 3%	0 4%
1,500						$16,008.30	$23,145 00	$600	2 59%	0 5%	0 7%
200	GENERAL MOTORS CO	GM	09/26/13	$36 94	$40 87	$7,388.04	$8,174 00	- - -	- - -	0 2%	0 2%
250	GENERAL MOTORS CO		09/27/13	$36 58	$40 87	$9,144.65	$10,217 50	- - -	- - -	0 2%	0 3%
100	GENERAL MOTORS CO		09/30/13	$36 23	$40 87	$3,623.05	$4,087 00	- - -	- - -	0 1%	0 1%

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550						$20,155.74	$22,478 50	- - -	- - -	0 5%	0 7%
150	TRW AUTOMOTIVE HOLDINGS CORP	TRW	10/19/11	$39 76	$74 39	$5,964.16	$11,158 50	- - -	- - -	0 3%	0 3%
	Total					$42,128.20	$56,782.00	$600	1.06%	1.3%	1.7%
	AUTO PARTS - AFTERMARKET										
60	O'REILLY AUTOMOTIVE INC	ORLY	09/21/12	$84 21	$128 71	$5,052.68	$7,722 60	- - -	- - -	0 2%	0 2%
	RETAILERS										
10	AMAZON COM INC	AMZN	11/14/12	$224 39	$398 79	$2,243.93	$3,987 90	- - -	- - -	0 1%	0 1%
15	AMAZON.COM INC		01/31/13	$265.61	$398.79	$3,984.18	$5,981.85	- - -	- - -	0.1%	0.2%
10	AMAZON COM INC		02/27/13	$262 89	$398 79	$2,628.89	$3,987 90	- - -	- - -	0 1%	0 1%
10	AMAZON COM INC		05/01/13	$247 54	$398 79	$2,475.44	$3,987 90	- - -	- - -	0 1%	0 1%
45						$11,332.44	$17,945 55	- - -	- - -	0 4%	0 5%
40	COSTCO WHOLESALE CORP	COST	03/21/13	$103 48	$119 01	$4,139.22	$4,760 40	$50	1 04%	0 1%	0 1%
20	COSTCO WHOLESALE CORP		04/05/13	$105 66	$119 01	$2,113.20	$2,380 20	$25	1 04%	0 1%	0 1%
25	COSTCO WHOLESALE CORP		04/17/13	$104 78	$119 01	$2,619.61	$2,975 25	$31	1 04%	0 1%	0 1%
30	COSTCO WHOLESALE CORP		06/06/13	$110 25	$119 01	$3,307.43	$3,570 30	$37	1 04%	0 1%	0 1%
15	COSTCO WHOLESALE CORP		06/13/13	$109.77	$119.01	$1,646.49	$1,785.15	$19	1.04%	0.0%	0.1%
35	COSTCO WHOLESALE CORP		08/21/13	$112 45	$119 01	$3,935.67	$4,165 35	$43	1 04%	0 1%	0 1%
25	COSTCO WHOLESALE CORP		10/25/13	$115 93	$119 01	$2,898.31	$2,975 25	$31	1 04%	0 1%	0 1%
190						$20,659.93	$22,611 90	$236	1 04%	0 5%	0 7%
85	CVS/CAREMARK CORP	CVS	11/14/13	$65 36	$71 57	$5,555.92	$6,083 45	$94	1 54%	0 1%	0 2%
45	CVS/CAREMARK CORP		11/19/13	$65 50	$71 57	$2,947.43	$3,220 65	$50	1 54%	0 1%	0 1%
70	CVS/CAREMARK CORP		11/20/13	$65 59	$71 57	$4,591.03	$5,009 90	$77	1 54%	0 1%	0 1%
200						$13,094.38	$14,314 00	$220	1 54%	0 3%	0 4%
100	EBAY INC	EBAY	08/24/12	$47 21	$54 89	$4,721.38	$5,489 00	- - -	- - -	0 1%	0 2%
50	EBAY INC		11/07/12	$48 00	$54 89	$2,400.00	$2,744 50	- - -	- - -	0 1%	0 1%
75	EBAY INC		01/23/13	$53 48	$54 89	$4,011.32	$4,116 75	- - -	- - -	0 1%	0 1%
75	EBAY INC		03/14/13	$52 74	$54 89	$3,955.41	$4,116 75	- - -	- - -	0 1%	0 1%
25	EBAY INC		09/19/13	$54 46	$54 89	$1,361.55	$1,372 25	- - -	- - -	0 0%	0 0%
325						$16,449.66	$17,839 25	- - -	- - -	0 4%	0 5%

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Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
200	GAMESTOP CORP-CLASS A	GME	12/31/12	$24 90	$49 26	$4,979.50	$9,852 00	$220	2 23%	0 2%	0 3%
100	GAMESTOP CORP-CLASS A		12/09/13	$45 71	$49 26	$4,570.91	$4,926 00	$110	2 23%	0 1%	0 1%
300						$9,550.41	$14,778 00	$330	2 23%	0 4%	0 4%
110	HOME DEPOT INC	HD	12/04/13	$78 31	$82 34	$8,614.25	$9,057 40	$172	1 89%	0 2%	0 3%
60	HOME DEPOT INC		12/12/13	$78 78	$82 34	$4,726.98	$4,940 40	$94	1 89%	0 1%	0 1%
170						$13,341.23	$13,997 80	$265	1 89%	0 3%	0 4%
50	KROGER CO	KR	02/03/11	$21 94	$39 53	$1,096.77	$1,976 50	$33	1 67%	0 0%	0 1%
200	KROGER CO		11/03/11	$22 52	$39 53	$4,503.00	$7,906 00	$132	1 67%	0 2%	0 2%
200	KROGER CO		02/03/12	$24 04	$39 53	$4,808.00	$7,906 00	$132	1 67%	0 2%	0 2%
300	KROGER CO		02/06/12	$24 05	$39 53	$7,214.28	$11,859 00	$198	1 67%	0 3%	0 3%
200	KROGER CO		12/14/12	$26 36	$39 53	$5,272.06	$7,906 00	$132	1 67%	0 2%	0 2%
950						$22,894.11	$37,553 50	$627	1 67%	0 9%	1 1%
200	MACY'S INC	M	06/07/12	$36 66	$53 40	$7,332.86	$10,680 00	$200	1 87%	0 3%	0 3%
100	MACY'S INC		07/12/12	$32 77	$53 40	$3,277.23	$5,340 00	$100	1 87%	0 1%	0 2%
300						$10,610.09	$16,020 00	$300	1 87%	0 4%	0 5%
175	TJX COMPANIES INC	TJX	09/06/12	$46 27	$63 73	$8,096.64	$11,152 75	$102	0 91%	0 3%	0 3%
100	TJX COMPANIES INC		09/13/12	$45 99	$63 73	$4,598.77	$6,373 00	$58	0 91%	0 2%	0 2%
75	TJX COMPANIES INC		09/25/12	$44 15	$63 73	$3,311.46	$4,779 75	$44	0 91%	0 1%	0 1%
150	TJX COMPANIES INC		10/02/12	$45 16	$63 73	$6,774.56	$9,559 50	$87	0 91%	0 2%	0 3%
100	TJX COMPANIES INC		03/25/13	$46 94	$63 73	$4,694.33	$6,373 00	$58	0 91%	0 2%	0 2%
600						$27,475.76	$38,238 00	$348	0 91%	0 9%	1 1%
	Total					$145,408.01	$193,298 00	$2,326	1 20%	4 6%	5 7%
TOTAL CONSUMER CYCLICAL						$247,250.56	$318,094 90	$3,289	1 03%	7 6%	9 3%
INDUSTRIAL RESOURCES											
CHEMICALS											
150	LYONDELLBASELL INDU-CL A	LYB	10/04/11	$21 05	$80 28	$3,157.19	$12,042 00	$15	0 12%	0 3%	0 4%
75	LYONDELLBASELL INDU-CL A		05/03/12	$41.97	$80.28	$3,147.75	$6,021.00	$8	0.12%	0.1%	0.2%
75	LYONDELLBASELL INDU-CL A		10/05/12	$53 01	$80 28	$3,975.95	$6,021 00	$8	0 12%	0 1%	0 2%
100	LYONDELLBASELL INDU-CL A		12/05/12	$48 50	$80 28	$4,850.00	$8,028 00	$10	0 12%	0 2%	0 2%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
100	LYONDELLBASELL INDU-CL A		04/24/13	$59 61	$80 28	$5,960.55	$8,028 00	$10	0 12%	0 2%	0 2%
500						$21,091.44	$40,140 00	$50	0 12%	1 0%	1 2%
	MISC INDUSTRIAL COMMODITIES										
110	INTERCONTINENTALEXCHANGE GROUP	ICE	08/30/12	$135 52	$224 92	$14,906.68	$24,741 20	$286	1 16%	0 6%	0 7%
15	INTERCONTINENTALEXCHANGE GROUP		11/13/12	$130 32	$224 92	$1,954.82	$3,373 80	$39	1 16%	0 1%	0 1%
25	INTERCONTINENTALEXCHANGE GROUP		12/03/12	$132 09	$224 92	$3,302.34	$5,623 00	$65	1 16%	0 1%	0 2%
150						$20,163.84	$33,738 00	$390	1 16%	0 8%	1 0%
	FERTILIZERS										
15	MONSANTO CO	MON	05/27/11	$69 38	$116 55	$1,040.74	$1,748 25	$26	1 48%	0 0%	0 1%
15	MONSANTO CO		02/05/13	$102 26	$116 55	$1,533.89	$1,748 25	$26	1 48%	0 0%	0 1%
70	MONSANTO CO		02/26/13	$99 11	$116 55	$6,937.60	$8,158 50	$120	1 48%	0 2%	0 2%
15	MONSANTO CO		03/22/13	$101 50	$116 55	$1,522.48	$1,748 25	$26	1 48%	0 0%	0 1%
115						$11,034.71	$13,403 25	$198	1 48%	0 3%	0 4%
TOTAL INDUSTRIAL RESOURCES						$52,289.99	$87,281 25	$638	0 73%	2 1%	2 6%
CAPITAL EQUIPMENT											
	AUTOMOBILES										
110	LKQ CORP	LKQ	08/12/13	$30 62	$32 90	$3,367.91	$3,619 00	- - -	- - -	0 1%	0 1%
55	LKQ CORP		09/19/13	$32 00	$32 90	$1,759.95	$1,809 50	- - -	- - -	0 0%	0 1%
60	LKQ CORP		10/03/13	$32 57	$32 90	$1,954.47	$1,974 00	- - -	- - -	0 0%	0 1%
125	LKQ CORP		10/18/13	$32 83	$32 90	$4,103.88	$4,112 50	- - -	- - -	0 1%	0 1%
350						$11,186.21	$11,515 00	- - -	- - -	0 3%	0 3%
	ELECTRICAL EQUIPMENT										
115	AMETEK INC	AME	10/21/13	$46 46	$52 67	$5,342.69	$6,057 05	$28	0 46%	0 1%	0 2%
55	AMETEK INC		11/06/13	$48 33	$52 67	$2,657.89	$2,896 85	$13	0 46%	0 1%	0 1%
55	AMETEK INC		11/11/13	$48 56	$52 67	$2,670.92	$2,896 85	$13	0 46%	0 1%	0 1%
50	AMETEK INC		11/19/13	$48 62	$52 67	$2,430.79	$2,633 50	$12	0 46%	0 1%	0 1%
275						$13,102.29	$14,484 25	$66	0 46%	0 3%	0 4%
9	WW GRAINGER INC	GWW	03/19/13	$223 04	$255 42	$2,007.32	$2,298 78	$33	1 46%	0 1%	0 1%
11	WW GRAINGER INC		03/26/13	$220 18	$255 42	$2,421.94	$2,809 62	$41	1 46%	0 1%	0 1%
10	WW GRAINGER INC		04/04/13	$222 94	$255 42	$2,229.43	$2,554 20	$37	1 46%	0 1%	0 1%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
30						$6,658.69	$7,662 60	$112	1 46%	0 2%	0 2%
	Total					$19,760.98	$22,146 85	$178	0 80%	0 5%	0 7%
	MACHINERY										
36	FLOWSERVE CORPORATION	FLS	05/24/11	$38 86	$78 83	$1,399.08	$2,837 88	$20	0 71%	0 1%	0 1%
54	FLOWSERVE CORPORATION		10/15/12	$42 83	$78 83	$2,312.88	$4,256 82	$30	0 71%	0 1%	0 1%
90						$3,711.96	$7,094 70	$50	0 71%	0 2%	0 2%
15	METTLER-TOLEDO INTERNATL INC	MTD	04/03/13	$209 02	$242 59	$3,135.24	$3,638 85	- - -	- - -	0 1%	0 1%
9	METTLER-TOLEDO INTERNATL INC.		04/10/13	$212.42	$242.59	$1,911.75	$2,183.31	- - -	- - -	0.1%	0.1%
6	METTLER-TOLEDO INTERNATL INC		10/03/13	$240 19	$242 59	$1,441.11	$1,455 54	- - -	- - -	0 0%	0 0%
30						$6,488.10	$7,277 70	- - -	- - -	0 2%	0 2%
	Total					$10,200.06	$14,372 40	$50	0 35%	0 3%	0 4%
	MISC CAPITAL GOODS										
40	DANAHER CORP	DHR	11/03/10	$43 56	$77 20	$1,742.53	$3,088 00	$4	0 13%	0 1%	0 1%
60	DANAHER CORP		03/17/11	$50 01	$77 20	$3,000.76	$4,632 00	$6	0 13%	0 1%	0 1%
50	DANAHER CORP		11/22/11	$45 90	$77 20	$2,294.90	$3,860 00	$5	0 13%	0 1%	0 1%
75	DANAHER CORP		03/30/12	$55 73	$77 20	$4,179.54	$5,790 00	$8	0 13%	0 1%	0 2%
50	DANAHER CORP		04/24/12	$53 13	$77 20	$2,656.45	$3,860 00	$5	0 13%	0 1%	0 1%
50	DANAHER CORP		04/10/13	$61 44	$77 20	$3,072.16	$3,860 00	$5	0 13%	0 1%	0 1%
75	DANAHER CORP		11/11/13	$74 36	$77 20	$5,576.95	$5,790 00	$8	0 13%	0 1%	0 2%
400						$22,523.29	$30,880 00	$40	0 13%	0 7%	0 9%
100	ILLINOIS TOOL WORKS	ITW	03/21/13	$62 95	$84 08	$6,294.74	$8,408 00	$168	2 00%	0 2%	0 2%
100	ILLINOIS TOOL WORKS		03/22/13	$62 33	$84 08	$6,232.81	$8,408 00	$168	2 00%	0 2%	0 2%
100	ILLINOIS TOOL WORKS		05/03/13	$65 72	$84 08	$6,571.55	$8,408 00	$168	2 00%	0 2%	0 2%
50	ILLINOIS TOOL WORKS		05/17/13	$70 24	$84 08	$3,512.20	$4,204 00	$84	2 00%	0 1%	0 1%
350						$22,611.30	$29,428 00	$588	2 00%	0 7%	0 9%
50	PARKER HANNIFIN CORP	PH	09/26/13	$109 62	$128 64	$5,481.13	$6,432 00	$90	1 40%	0 2%	0 2%
25	PARKER HANNIFIN CORP		10/03/13	$107 20	$128 64	$2,679.90	$3,216 00	$45	1 40%	0 1%	0 1%
60	PARKER HANNIFIN CORP		10/18/13	$112 02	$128 64	$6,720.91	$7,718 40	$108	1 40%	0 2%	0 2%
135						$14,881.94	$17,366 40	$243	1 40%	0 4%	0 5%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
30	POLARIS INDUSTRIES INC	PII	08/09/13	$113 66	$145 64	$3,409.71	$4,369 20	$50	1 15%	0 1%	0 1%
25	POLARIS INDUSTRIES INC		10/03/13	$128 73	$145 64	$3,218.14	$3,641 00	$42	1 15%	0 1%	0 1%
30	POLARIS INDUSTRIES INC		11/12/13	$129 67	$145 64	$3,890.15	$4,369 20	$50	1 15%	0 1%	0 1%
15	POLARIS INDUSTRIES INC		11/19/13	$130 75	$145 64	$1,961.18	$2,184 60	$25	1 15%	0 1%	0 1%
100						$12,479.18	$14,564 00	$168	1 15%	0 3%	0 4%
	Total					$72,495.71	$92,238 40	$1,039	1 13%	2 2%	2 7%
	AEROSPACE-DEFENSE										
10	BOEING CO/THE	BA	11/09/11	$65 25	$136 49	$652.51	$1,364 90	$29	2 14%	0 0%	0 0%
30	BOEING CO/THE		12/12/11	$70 63	$136 49	$2,118.86	$4,094 70	$88	2 14%	0 1%	0 1%
45	BOEING CO/THE		01/26/12	$75 49	$136 49	$3,396.90	$6,142 05	$131	2 14%	0 1%	0 2%
90	BOEING CO/THE		04/25/13	$92 01	$136 49	$8,280.77	$12,284 10	$263	2 14%	0 3%	0 4%
50	BOEING CO/THE		05/01/13	$91 33	$136 49	$4,566.69	$6,824 50	$146	2 14%	0 2%	0 2%
225						$19,015.73	$30,710 25	$657	2 14%	0 7%	0 9%
10	PRECISION CASTPARTS CORP	PCP	01/11/13	$188 11	$269 30	$1,881.13	$2,693 00	$1	0 04%	0 1%	0 1%
35	PRECISION CASTPARTS CORP		01/16/13	$183 48	$269 30	$6,421.81	$9,425 50	$4	0 04%	0 2%	0 3%
15	PRECISION CASTPARTS CORP		01/31/13	$183 11	$269 30	$2,746.66	$4,039 50	$2	0 04%	0 1%	0 1%
60						$11,049.60	$16,158 00	$7	0 04%	0 4%	0 5%
	Total					$30,065.33	$46,868 25	$664	1 42%	1 1%	1 4%
	AUTO TRUCKS - PARTS										
100	LEAR CORP	LEA	06/26/12	$37 33	$80 97	$3,732.58	$8,097 00	$68	0 84%	0 2%	0 2%
TOTAL CAPITAL EQUIPMENT						$147,440.87	$195,237 90	$1,999	1 02%	4 6%	5 7%
TECHNOLOGY											
	COMMUNICATION - EQUIP MFRS										
125	HARRIS CORP	HRS	09/13/12	$49 23	$69 81	$6,154.28	$8,726 25	$210	2 41%	0 2%	0 3%
75	HARRIS CORP		10/08/12	$51 69	$69 81	$3,876.67	$5,235 75	$126	2 41%	0 1%	0 2%
200						$10,030.95	$13,962 00	$336	2 41%	0 3%	0 4%
95	QUALCOMM INC	QCOM	08/31/11	$51 58	$74 25	$4,900.37	$7,053 75	$133	1 89%	0 2%	0 2%
	Total					$14,931.32	$21,015 75	$469	2 23%	0 5%	0 6%
	SEMICONDUCTORS										
300	APPLIED MATERIALS INC	AMAT	06/06/12	$10 57	$17 69	$3,172.44	$5,307 00	$120	2 26%	0 1%	0 2%

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Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
500	APPLIED MATERIALS INC		06/25/12	$11 07	$17 69	$5,533.30	$8,845 00	$200	2 26%	0 2%	0 3%
800						$8,705.74	$14,152 00	$320	2 26%	0 3%	0 4%
375	MICRON TECHNOLOGY INC	MU	11/11/11	$5 35	$21 76	$2,006.70	$8,160 00	- - -	- - -	0 2%	0 2%
	Total					$10,712.44	$22,312 00	$320	1 43%	0 5%	0 7%
	COMPUTERS										
4	APPLE INC	AAPL	07/15/09	$144 99	$561 11	$579.97	$2,244 44	$49	2 17%	0 1%	0 1%
25	APPLE INC		05/11/10	$252 13	$561 11	$6,303.25	$14,027 75	$305	2 17%	0 3%	0 4%
13	APPLE INC		09/07/10	$258.92	$561.11	$3,365.96	$7,294.43	$159	2.17%	0.2%	0.2%
13	APPLE INC		03/28/11	$353 24	$561 11	$4,592.07	$7,294 43	$159	2 17%	0 2%	0 2%
5	APPLE INC		12/09/11	$393 17	$561 11	$1,965.86	$2,805 55	$61	2 17%	0 1%	0 1%
5	APPLE INC		10/08/12	$639 99	$561 11	$3,199.94	$2,805 55	$61	2 17%	0 1%	0 1%
65						$20,007.05	$36,472 15	$793	2 17%	0 9%	1 1%
300	HEWLETT-PACKARD CO	HPQ	08/05/11	$32 48	$27 98	$9,743.73	$8,394 00	$174	2 08%	0 2%	0 2%
200	HEWLETT-PACKARD CO		08/19/11	$23 52	$27 98	$4,704.48	$5,596 00	$116	2 08%	0 1%	0 2%
300	HEWLETT-PACKARD CO		08/22/11	$24 64	$27 98	$7,391.79	$8,394 00	$174	2 08%	0 2%	0 2%
200	HEWLETT-PACKARD CO		11/22/11	$26.47	$27.98	$5,293.24	$5,596.00	$116	2.08%	0.1%	0.2%
200	HEWLETT-PACKARD CO		02/28/12	$26 16	$27 98	$5,231.70	$5,596 00	$116	2 08%	0 1%	0 2%
200	HEWLETT-PACKARD CO		03/06/12	$24 52	$27 98	$4,904.28	$5,596 00	$116	2 08%	0 1%	0 2%
200	HEWLETT-PACKARD CO		06/21/12	$20 78	$27 98	$4,155.84	$5,596 00	$116	2 08%	0 1%	0 2%
200	HEWLETT-PACKARD CO		09/20/12	$17 80	$27 98	$3,559.06	$5,596 00	$116	2 08%	0 1%	0 2%
300	HEWLETT-PACKARD CO		12/11/12	$14 24	$27 98	$4,272.00	$8,394 00	$174	2 08%	0 2%	0 2%
200	HEWLETT-PACKARD CO		10/24/13	$23 90	$27 98	$4,779.68	$5,596 00	$116	2 08%	0 1%	0 2%
2,300						$54,035.80	$64,354 00	$1,336	2 08%	1 5%	1 9%
	Total					$74,042.85	$100,826 15	$2,129	2 11%	2 4%	3 0%
	COMPUTER SERVICES/SOFTWARE										
130	ANSYS INC	ANSS	06/28/12	$61 85	$87 20	$8,040.52	$11,336 00	- - -	- - -	0 3%	0 3%
50	ANSYS INC		07/23/12	$57 17	$87 20	$2,858.51	$4,360 00	- - -	- - -	0 1%	0 1%
20	ANSYS INC		04/22/13	$74 91	$87 20	$1,498.29	$1,744 00	- - -	- - -	0 0%	0 1%
20	ANSYS INC		11/04/13	$88 58	$87 20	$1,771.59	$1,744 00	- - -	- - -	0 0%	0 1%
30	ANSYS INC		11/15/13	$84 62	$87 20	$2,538.68	$2,616 00	- - -	- - -	0 1%	0 1%

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Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
250						$16,707.59	$21,800 00	- - -	- - -	0 5%	0 6%
25	COGNIZANT TECH SOLUTIONS-A	CTSH	04/20/12	$72 18	$100 98	$1,804.38	$2,524 50	- - -	- - -	0 1%	0 1%
50	COGNIZANT TECH SOLUTIONS-A		04/24/12	$72 21	$100 98	$3,610.60	$5,049 00	- - -	- - -	0 1%	0 1%
75	COGNIZANT TECH SOLUTIONS-A		05/10/12	$60 46	$100 98	$4,534.77	$7,573 50	- - -	- - -	0 2%	0 2%
50	COGNIZANT TECH SOLUTIONS-A		08/15/12	$64 02	$100 98	$3,201.10	$5,049 00	- - -	- - -	0 1%	0 1%
50	COGNIZANT TECH SOLUTIONS-A		11/07/12	$67 18	$100 98	$3,358.95	$5,049 00	- - -	- - -	0 1%	0 1%
50	COGNIZANT TECH SOLUTIONS-A		04/24/13	$62 69	$100 98	$3,134.28	$5,049 00	- - -	- - -	0 1%	0 1%
50	COGNIZANT TECH SOLUTIONS-A		04/29/13	$62 83	$100 98	$3,141.73	$5,049 00	- - -	- - -	0 1%	0 1%
25	COGNIZANT TECH SOLUTIONS-A		05/30/13	$64 54	$100 98	$1,613.43	$2,524 50	- - -	- - -	0 1%	0 1%
25	COGNIZANT TECH SOLUTIONS-A		06/06/13	$65 05	$100 98	$1,626.15	$2,524 50	- - -	- - -	0 1%	0 1%
400						$26,025.39	$40,392 00	- - -	- - -	1 0%	1 2%
9	LINKEDIN CORP - A	LNKD	11/07/12	$101 24	$216 83	$911.12	$1,951 47	- - -	- - -	0 0%	0 1%
15	LINKEDIN CORP - A		11/09/12	$98 39	$216 83	$1,475.81	$3,252 45	- - -	- - -	0 1%	0 1%
16	LINKEDIN CORP - A		12/04/13	$217 56	$216 83	$3,480.98	$3,469 28	- - -	- - -	0 1%	0 1%
40						$5,867.91	$8,673 20	- - -	- - -	0 2%	0 3%
5	PRICELINE COM INC	PCLN	08/10/12	$562 54	$1,162 40	$2,812.72	$5,812 00	- - -	- - -	0 1%	0 2%
4	PRICELINE COM INC		02/27/13	$699 56	$1,162 40	$2,798.25	$4,649 60	- - -	- - -	0 1%	0 1%
2	PRICELINE COM INC		02/28/13	$685 56	$1,162 40	$1,371.12	$2,324 80	- - -	- - -	0 1%	0 1%
3	PRICELINE COM INC		03/14/13	$712 35	$1,162 40	$2,137.06	$3,487 20	- - -	- - -	0 1%	0 1%
10	PRICELINE COM INC		04/01/13	$695 04	$1,162 40	$6,950.40	$11,624 00	- - -	- - -	0 3%	0 3%
24						$16,069.55	$27,897 60	- - -	- - -	0 7%	0 8%
	Total					$64,670.44	$98,762 80	- - -	0 00%	2 3%	2 9%
COMPUTER/INSTRUMENTATION											
70	AMPHENOL CORP-CL A	APH	02/11/13	$70.48	$89.18	$4,933.68	$6,242.60	$56	0.90%	0.1%	0.2%
20	AMPHENOL CORP-CL A		03/18/13	$72 38	$89 18	$1,447.58	$1,783 60	$16	0 90%	0 0%	0 1%
45	AMPHENOL CORP-CL A		10/25/13	$80 94	$89 18	$3,642.47	$4,013 10	$36	0 90%	0 1%	0 1%
25	AMPHENOL CORP-CL A		10/30/13	$80 72	$89 18	$2,017.89	$2,229 50	$20	0 90%	0 1%	0 1%
25	AMPHENOL CORP-CL A		11/18/13	$84 84	$89 18	$2,121.00	$2,229 50	$20	0 90%	0 1%	0 1%
185						$14,162.62	$16,498 30	$148	0 90%	0 4%	0 5%
MISC INDUSTRIAL TECHNOLOGY											

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
5	ILLUMINA INC	ILMN	12/13/11	$26 37	$110 62	$131.84	$553 10	- - -	- - -	0 0%	0 0%
55	ILLUMINA INC		06/13/12	$39 47	$110 62	$2,170.92	$6,084 10	- - -	- - -	0 1%	0 2%
40	ILLUMINA INC		06/06/13	$68 21	$110 62	$2,728.50	$4,424 80	- - -	- - -	0 1%	0 1%
100						$5,031.26	$11,062 00	- - -	- - -	0 3%	0 3%
	OFFICE AUTOMATION										
900	XEROX CORP	XRX	10/03/13	$10 35	$12 17	$9,315.81	$10,953 00	$207	1 89%	0 3%	0 3%
400	XEROX CORP		10/10/13	$10 51	$12 17	$4,204.88	$4,868 00	$92	1 89%	0 1%	0 1%
400	XEROX CORP		11/04/13	$10 12	$12 17	$4,047.76	$4,868 00	$92	1 89%	0 1%	0 1%
600	XEROX CORP		11/07/13	$10 30	$12 17	$6,178.14	$7,302 00	$138	1 89%	0 2%	0 2%
2,300						$23,746.59	$27,991 00	$529	1 89%	0 7%	0 8%
TOTAL TECHNOLOGY						$207,297.52	$298,468 00	$3,595	1 20%	7 1%	8 8%
SERVICES											
	AIR TRANSPORT										
275	DELTA AIR LINES INC	DAL	11/06/12	$9 93	$27 47	$2,730.56	$7,554 25	$66	0 87%	0 2%	0 2%
	AIR FREIGHT										
60	EXPEDITORS INTL WASH INC	EXPD	09/18/13	$45 04	$44 25	$2,702.23	$2,655 00	$36	1 36%	0 1%	0 1%
65	EXPEDITORS INTL WASH INC		10/07/13	$43 02	$44 25	$2,796.12	$2,876 25	$39	1 36%	0 1%	0 1%
65	EXPEDITORS INTL WASH INC		10/09/13	$42 36	$44 25	$2,753.71	$2,876 25	$39	1 36%	0 1%	0 1%
190						$8,252.06	$8,407 50	$114	1 36%	0 2%	0 2%
TOTAL SERVICES						$10,982.62	$15,961 75	$180	1 13%	0 4%	0 5%
TRANSPORTATION											
	TRANSPORTATION - AIRLINES										
23	COPA HOLDINGS SA-CLASS A	CPA	07/03/13	$133 90	$160 11	$3,079.77	$3,682 53	- - -	- - -	0 1%	0 1%
12	COPA HOLDINGS SA-CLASS A		07/11/13	$134 42	$160 11	$1,612.98	$1,921 32	- - -	- - -	0 0%	0 1%
20	COPA HOLDINGS SA-CLASS A		08/01/13	$141 49	$160 11	$2,829.80	$3,202 20	- - -	- - -	0 1%	0 1%
20	COPA HOLDINGS SA-CLASS A		08/09/13	$138 70	$160 11	$2,774.05	$3,202 20	- - -	- - -	0 1%	0 1%
15	COPA HOLDINGS SA-CLASS A		09/09/13	$134 93	$160 11	$2,023.93	$2,401 65	- - -	- - -	0 1%	0 1%
10	COPA HOLDINGS SA-CLASS A		10/03/13	$139 51	$160 11	$1,395.11	$1,601 10	- - -	- - -	0 0%	0 0%
100						$13,715.64	$16,011 00	- - -	- - -	0 4%	0 5%

Portfolio Valuation Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
ENERGY										
OIL WELL EQUIPMENT & SERVICES										
200 HALLIBURTON CO	HAL	02/20/13	$42 37	$50 75	$8,473.42	$10,150 00	$120	1 18%	0 2%	0 3%
100 HALLIBURTON CO		02/21/13	$40 83	$50 75	$4,082.83	$5,075 00	$60	1 18%	0 1%	0 1%
125 HALLIBURTON CO		08/13/13	$46 49	$50 75	$5,811.26	$6,343 75	$75	1 18%	0 2%	0 2%
425					$18,367.51	$21,568 75	$255	1 18%	0 5%	0 6%
175 MARATHON PETROLEUM CORP	MPC	02/08/13	$80 68	$91 73	$14,118.20	$16,052 75	$294	1 83%	0 4%	0 5%
50 MARATHON PETROLEUM CORP		02/14/13	$82 70	$91 73	$4,135.01	$4,586 50	$84	1 83%	0 1%	0 1%
150 MARATHON PETROLEUM CORP		03/01/13	$84 05	$91 73	$12,607.22	$13,759 50	$252	1 83%	0 3%	0 4%
50 MARATHON PETROLEUM CORP		04/16/13	$79 15	$91 73	$3,957.48	$4,586 50	$84	1 83%	0 1%	0 1%
50 MARATHON PETROLEUM CORP		09/12/13	$67 02	$91 73	$3,351.12	$4,586 50	$84	1 83%	0 1%	0 1%
475					$38,169.03	$43,571 75	$798	1 83%	1 0%	1 3%
30 OCEANEERING INTL INC	OII	05/22/12	$47 82	$78 88	$1,434.50	$2,366 40	$26	1 12%	0 1%	0 1%
55 OCEANEERING INTL INC		05/31/12	$46 09	$78 88	$2,534.97	$4,338 40	$48	1 12%	0 1%	0 1%
25 OCEANEERING INTL INC		12/12/13	$76 57	$78 88	$1,914.26	$1,972 00	$22	1 12%	0 0%	0 1%
110					$5,883.73	$8,676 80	$97	1 12%	0 2%	0 3%
75 SCHLUMBERGER LTD	SLB	02/23/09	$37 23	$90 11	$2,792.00	$6,758 25	$94	1 39%	0 2%	0 2%
50 SCHLUMBERGER LTD		03/08/10	$63 93	$90 11	$3,196.38	$4,505 50	$62	1 39%	0 1%	0 1%
50 SCHLUMBERGER LTD		03/29/10	$63.21	$90.11	$3,160.51	$4,505.50	$62	1.39%	0.1%	0.1%
50 SCHLUMBERGER LTD		10/05/10	$62 68	$90 11	$3,133.76	$4,505 50	$62	1 39%	0 1%	0 1%
50 SCHLUMBERGER LTD		01/12/12	$70 16	$90 11	$3,507.76	$4,505 50	$62	1 39%	0 1%	0 1%
50 SCHLUMBERGER LTD		07/22/13	$84 02	$90 11	$4,201.10	$4,505 50	$62	1 39%	0 1%	0 1%
325					$19,991.51	$29,285 75	$406	1 39%	0 7%	0 9%
Total					$82,411.78	$103,103 05	$1,556	1 51%	2 4%	3 0%
OIL - CRUDE PRODUCTS										
95 NOBLE ENERGY INC	NBL	05/17/11	$43 65	$68 11	$4,146.67	$6,470 45	$53	0 82%	0 2%	0 2%
50 NOBLE ENERGY INC		12/29/11	$47 88	$68 11	$2,394.08	$3,405 50	$28	0 82%	0 1%	0 1%
145					$6,540.75	$9,875 95	$81	0 82%	0 2%	0 3%
OILS - INTEGRATED DOMESTIC										
250 HESS CORP	HES	10/15/13	$81 09	$83 00	$20,273.40	$20,750 00	$250	1 20%	0 5%	0 6%

Reporting Currency: US dollars

Quantity	Description	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
150	HESS CORP		10/18/13	$83 66	$83 00	$12,548.33	$12,450 00	$150	1 20%	0 3%	0 4%
200	HESS CORP		10/31/13	$81 46	$83 00	$16,292.90	$16,600 00	$200	1 20%	0 4%	0 5%
600						$49,114.63	$49,800 00	$600	1 20%	1 2%	1 5%
225	OCCIDENTAL PETROLEUM CORP	OXY	08/13/13	$87 95	$95 10	$19,789.79	$21,397 50	$576	2 69%	0 5%	0 6%
125	OCCIDENTAL PETROLEUM CORP		09/12/13	$90 96	$95 10	$11,370.39	$11,887 50	$320	2 69%	0 3%	0 3%
350						$31,160.18	$33,285 00	$896	2 69%	0 8%	1 0%
150	VALERO ENERGY CORP	VLO	01/18/13	$33 52	$50 40	$5,028.57	$7,560 00	$135	1 79%	0 2%	0 2%
100	VALERO ENERGY CORP		01/22/13	$33 84	$50 40	$3,383.65	$5,040 00	$90	1 79%	0 1%	0 1%
100	VALERO ENERGY CORP		01/28/13	$35 34	$50 40	$3,533.65	$5,040 00	$90	1 79%	0 1%	0 1%
75	VALERO ENERGY CORP		02/13/13	$42 14	$50 40	$3,160.26	$3,780 00	$68	1 79%	0 1%	0 1%
125	VALERO ENERGY CORP		05/03/13	$37 77	$50 40	$4,720.71	$6,300 00	$112	1 79%	0 1%	0 2%
150	VALERO ENERGY CORP		06/06/13	$39 16	$50 40	$5,873.64	$7,560 00	$135	1 79%	0 2%	0 2%
100	VALERO ENERGY CORP		07/02/13	$33 37	$50 40	$3,337.46	$5,040 00	$90	1 79%	0 1%	0 1%
800						$29,037.94	$40,320 00	$720	1 79%	1 0%	1 2%
	Total					$109,312.75	$123,405 00	$2,216	1 80%	2 9%	3 6%
TOTAL ENERGY						$198,265.28	$236,384 00	$3,853	1 63%	5 6%	6 9%
MISCELLANEOUS											
MISCELLANEOUS											
95	VERISK ANALYTICS INC-CL A	VRSK	11/06/13	$62 12	$65 72	$5,901.22	$6,243 40	- - -	- - -	0 1%	0 2%
							$2,420 52 AI				
TOTAL DOMESTIC EQUITIES						**$1,786,076.33**	**$2,391,507.65**	**$30,223**	**0.77%**	**56.8%**	**70.2%**
	PLUS WALGREEN STOCK HELD			$0 00	$57 44	$0 00	$1,020,144 00				
INTERNATIONAL	TOTAL CORPORATE STOCK					$1,786,076 33	$3,411,652 65				
INTERNATIONAL EQUITY MUTUAL FUNDS											
		SIMTX									
15,478	BERNSTEIN INTERNATIONAL PORTFOLIO ‡‡		05/07/04	$18 05	$16 34	$279,378.18	$252,910 77	$4,287	1 70% ‡‡	6 0%	7 4%
493	BERNSTEIN INTERNATIONAL PORTFOLIO ‡‡		12/10/04	$20 17	$16 34	$9,942.58	$8,054 62	$137	1 70% ‡‡	0 2%	0 2%
743	BERNSTEIN INTERNATIONAL PORTFOLIO ‡‡		12/07/05	$23 55	$16 34	$17,505.73	$12,146 22	$206	1 70% ‡‡	0 3%	0 4%
6,708	BERNSTEIN INTERNATIONAL PORTFOLIO ‡‡		12/12/06	$25 65	$16 34	$172,062.89	$109,610 44	$1,858	1 70% ‡‡	2 6%	3 2%
6,310	BERNSTEIN INTERNATIONAL PORTFOLIO ‡‡		12/11/07	$25 26	$16 34	$159,394.60	$103,107 98	$1,748	1 70% ‡‡	2 4%	3 0%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
529	BERNSTEIN INTERNATIONAL PORTFOLIO		06/13/08	$22 49	$16 34	$11,900.00	$8,645 89	$147	1 70%	0 2%	0 3%
2,952	BERNSTEIN INTERNATIONAL PORTFOLIO		12/01/08	$11 06	$16 34	$32,650.00	$48,236 99	$818	1 70%	1 1%	1 4%
1,968	BERNSTEIN INTERNATIONAL PORTFOLIO		03/19/09	$10 29	$16 34	$20,250.00	$32,155 98	$545	1 70%	0 8%	0 9%
1,443	BERNSTEIN INTERNATIONAL PORTFOLIO		03/25/09	$10 60	$16 34	$15,300.00	$23,585 09	$400	1 70%	0 6%	0 7%
923	BERNSTEIN INTERNATIONAL PORTFOLIO		04/02/09	$11 00	$16 34	$10,150.00	$15,077 36	$256	1 70%	0 4%	0 4%
2,722	BERNSTEIN INTERNATIONAL PORTFOLIO		04/17/09	$11 17	$16 34	$30,400.00	$44,470 55	$754	1 70%	1 1%	1 3%
1,384	BERNSTEIN INTERNATIONAL PORTFOLIO		04/22/09	$10 84	$16 34	$15,000.00	$22,610 70	$383	1 70%	0 5%	0 7%
1,095	BERNSTEIN INTERNATIONAL PORTFOLIO		01/28/10	$14 38	$16 34	$15,750.00	$17,896 73	$303	1 70%	0 4%	0 5%
780	BERNSTEIN INTERNATIONAL PORTFOLIO		04/26/11	$16 29	$16 34	$12,700.00	$12,738 97	$216	1 70%	0 3%	0 4%
573	BERNSTEIN INTERNATIONAL PORTFOLIO		05/09/11	$16 06	$16 34	$9,200.00	$9,360 40	$159	1 70%	0 2%	0 3%
2,340	BERNSTEIN INTERNATIONAL PORTFOLIO		12/29/11	$12 37	$16 34	$28,950.00	$38,241 16	$648	1 70%	0 9%	1 1%
705	BERNSTEIN INTERNATIONAL PORTFOLIO		05/10/12	$12 84	$16 34	$9,050.00	$11,516 91	$195	1 70%	0 3%	0 3%
899	BERNSTEIN INTERNATIONAL PORTFOLIO		05/17/12	$12 01	$16 34	$10,800.00	$14,693 76	$249	1 70%	0 3%	0 4%
1,158	BERNSTEIN INTERNATIONAL PORTFOLIO		12/12/12	$13 65	$16 34	$15,811.92	$18,927 96	$321	1 70%	0 4%	0 6%
1,321	BERNSTEIN INTERNATIONAL PORTFOLIO		06/07/13	$14 80	$16 34	$19,550.00	$21,584 26	$366	1 70%	0 5%	0 6%
534	BERNSTEIN INTERNATIONAL PORTFOLIO		06/13/13	$14 80	$16 34	$7,900.00	$8,722 03	$148	1 70%	0 2%	0 3%
890	BERNSTEIN INTERNATIONAL PORTFOLIO		12/10/13	$15 87	$16 34	$14,127.87	$14,546 28	$247	1 70%	0 3%	0 4%
51,949						Ⓐ $917,773.77	Ⓑ $848,841 04	$14,390	1 70%	20 2%	24 9%

EMERGING MARKETS

EMERGING MARKETS MUTUAL FUNDS

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
		SNEMX									
1,379	BERNSTEIN EMERGING MARKETS PORTFOLIO		12/07/05	$34 32	$27 35	$47,337.77	$37,724 02	$410	1 09%	0 9%	1 1%
1,041	BERNSTEIN EMERGING MARKETS PORTFOLIO		12/12/06	$36 69	$27 35	$38,179.07	$28,460 00	$309	1 09%	0 7%	0 8%
1,491	BERNSTEIN EMERGING MARKETS PORTFOLIO		12/11/07	$40 96	$27 35	$61,054.48	$40,767 61	$443	1 09%	1 0%	1 2%
805	BERNSTEIN EMERGING MARKETS PORTFOLIO		12/09/08	$14 72	$27 35	$11,845.22	$22,008 60	$239	1 09%	0 5%	0 6%
49	BERNSTEIN EMERGING MARKETS PORTFOLIO		12/08/09	$28 18	$27 35	$1,389.37	$1,348 44	$15	1 09%	0 0%	0 0%

Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
51	BERNSTEIN EMERGING MARKETS PORTFOLIO[‡‡]		12/07/10	$32 81	$27 35	$1,688.13	$1,407 21	$15	1 09% [‡‡]	0 0%	0 0%
238	BERNSTEIN EMERGING MARKETS PORTFOLIO[‡‡]		12/14/11	$23 91	$27 35	$5,687.62	$6,505 91	$71	1 09% [‡‡]	0 2%	0 2%
66	BERNSTEIN EMERGING MARKETS PORTFOLIO[‡‡]		12/12/12	$27 63	$27 35	$1,814.32	$1,795 94	$20	1 09% [‡‡]	0 0%	0 1%
824	BERNSTEIN EMERGING MARKETS PORTFOLIO[‡‡]		06/13/13	$26 34	$27 35	$21,700.00	$22,529 12	$245	1 09% [‡‡]	0 5%	0 7%
65	BERNSTEIN EMERGING MARKETS PORTFOLIO[‡‡]		12/10/13	$27 34	$27 35	$1,764.54	$1,765 20	$19	1 09% [‡‡]	0 0%	0 1%
6,008						Ⓐ $192,460.52	Ⓑ $164,312 04	$1,784	1 09%	3 9%	4 8%

TOTAL BERNSTEIN FUND PORTFOLIOS Σ Ⓐ $1,883,643 30 Σ Ⓑ $1,782,029 00

THE KATHLEEN B. AND CHARLES R. WALGREEN III FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED DECEMBER 31, 2013

PART XV, LINE 3a - GRANTS PAID DURING THE YEAR:	AMOUNT
100 Club of Chicago 135 South LaSalle Street, Suite 1162, Chicago, IL 60603	200.00
Allendale Association P.O. Box 1088, Grand Drive & Offield Drive, Lake Villa, IL 60046	5,000.00
Fr. Canary Theological Enrichment Fund (Mundelein Seminary) 1000 East Maple Avenue, Mundelein, IL 60060	1,000.00
Canterbury School 101 Aspetuck Ave, New Milford, CT 06776-1739	1,000.00
Catholic Extension 150 South Wacker Drive, 20th Floor, Chicago, IL 60606	500.00
Chicago Diabetes Project 840 South Wood Street, Suite 502, Chicago, IL 60612	1,000.00
Children of Fallen Riders 982 IL Route 59, Antioch, IL 60002	500.00
Children's Home Society of Florida 590 N. W. Peacock Boulevard, Suite 9, Port St. Lucie, FL 34986	5,000.00
Children's Museum of the Treasure Coast 1707 NE Indian River Drive, Jensen Beach, FL 34957	9,000.00
Church of St. Mary 175 East Illinois Road, Lake Forest, IL 60045	25,020.00
Cincinnati VA Hospital 3200 Vine Street, Cincinnati, OH 45220	1,000.00
Cornell University - Advancement Services 130 E. Seneca Street, Suite 400, Ithaca, NY 14850	2,500.00
Council on Aging of Martin County 900 S. E. Salerno Road, Stuart, FL 34997	1,000.00
CT Challenge	1,000.00

P.O. Box 566, Southport, CT 06890

DCH Foundation 809 University Boulevard East, Tuscaloosa, AL 35401	1,000.00
Delta Sigma Phi Foundation 1331 N. Delaware Street, Indianapolis, IN 46202	1,000.00
Diocesan Services Appeal of Palm Beach P.O. Box 109650, Palm Beach Gardens, FL 33410	1,000.00
Elon University 2600 Campus Box, Elon, NC 27244	1,000.00
Evans Scholars Foundation One Briar Road, Golf, IL 60029	1,000.00
Family Service Center 3545 Lake Avenue, Suite 200, Wilmette, IL 60091	1,000.00
Finally Home Foundation P. O. Box 2110, Orange, CA 92859	1,000.00
Friends of Lake Forest Parks and Recreation 400 Hastings Road, Lake Forest, IL 60045	500.00
Florida Oceanographic Society 890 N.E. Ocean Boulevard, Stuart, FL 34996	1,000.00
George W. Bush Presidential Center P.O. Box 560887, Dallas, TX 75356	500.00
Hibiscus Children's Center 2400 NE Dixie Highway, Jensen Beach, FL 34957	10,000.00
Holy Name Cathedral 730 North Wabash Avenue, Chicago, IL 60611	1,000.00
Huggins Hospital Foundation 240 South Main Street, P.O. Box 912, Wolfeboro NH, 03894	5,500.00
Humane Society of the Treasure Coast 4100 SW Leighton Farm Avenue, Palm City, FL 34990	500.00
Illinois Club For Catholic Women 820 North Michigan Avenue, Room 511, Chicago, Il 60611	250.00

Lake Forest Country Day School 145 South Green Bay Road, Lake Forest, IL 60045	1,000.00
Lakes Region Humane Society 11 Old Route 28, Ossipee, NH 03864	500.00
Leukemia and Lymphoma Society 651 W. Washington Boulevard, Suite 400, Chicago, IL 60661	1,500.00
Loyola University Medical Center 2160 South First Street, Maywood, IL 60153	5,000.00
Martin County School District 500 E. Ocean Boulevard, Stuart, FL 34994	10,000.00
Martin Memorial Foundation P.O. Box 9010, Stuart, FL 34995	20,000.00
James R. Mattioli Memorial Fund 39 Main Street, Newtown, CT 06470	2,500.00
Mercy Home for Boys and Girls 1140 West Jackson Boulevard, Chicago, IL 60607	1,000.00
Nazareth Academy 1209 West Ogden Avenue, La Grange, IL 60526	10,000.00
Northwestern Lake Forest Hospital 660 N. Westmoreland Road, Lake Forest, IL 60045	10,050.00
Our Lady of Mercy High School 1437 Blossom Road, Rochester, NY 14610	12,500.00
Pan-Massachusetts Challenge 77 4th Avenue, Needham, MA 02494	500.00
Portsmouth Abbey 285 Cory's Lane, Portsmouth, RI 02871	1,000.00
Priests Retirement Trust Fund P.O. Box 310, Manchester, NH 03105	500.00
Rollins College 1000 Holt Avenue, Winter Park, FL 32789	5,000.00
Saint David Armenian Apostolic Church 2300 Yamato Road, Boca Raton, FL 33431	500.00

Saint Joseph Catholic Church 1200 E. 10th Street, Stuart, FL 34996	10,000.00
Saint Katharine Drexel Roman Catholic Church P.O. Box 180, Wolfeboro, NH 03894	5,000.00
Saint Mary of the Angels School 1810 N. Hermitage Avenue, Chicago, IL 60622	1,000.00
Saint Patrick Catholic Church P.O. Box 147, Phenix City, AL 36868	1,000.00
Safe Haven Foundation 2750 West Roosevelt Road, Chhiacgo, IL 602608	500.00
Sailfish Point Foundation Inc. P.O. Box 1107, Stuart, FL 34995	15,000.00
Salve Regina University 100 Ochre Point Avenue, Newport, RI 02840	200,000.00
Shrewsbury Youth and Family Services 240 Maple Avenue, Shrewsbury, MA 01545	1,000.00
Tilton School 30 School Street, Tilton, NH 03276	10,000.00
Treasure Coast College of Fine Arts 2331 N. E. Pinecrest Lakes Boulevard, Jensen Beach, FL 34957	500.00
United Way of Martin County 10 S.E. Central Parkway, Suite 101, Stuart, FL 34994	10,000.00
Villanova University 800 Lancaster Avenue, Villanova, PA 19085-1673	80,000.00
WTTW 5400 N. St Louis Avenue, Chicago, IL 60625	1,000.00
	496,520.00

NOTE:

All for general purposes
All public foundation status
No relationship with foundation managers