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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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Open to Public Inspection

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

Name of foundation THE BRUNING FOUNDATION C/O LARRY J. BROOKS		A Employer identification number 36-6068626
Number and street (or P.O. box number if mail is not delivered to street address) 787 BERKSHIRE LANE	Room/suite	B Telephone number (see instructions) 847-827-4450
City or town, state or province, country, and ZIP or foreign postal code DES PLAINES, ILLINOIS 60016-7545		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) ► \$ 19,402,873	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)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	443,055	460,399	443,055	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,949,564			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		2,183,925		
	8 Net short-term capital gain			168,817	
	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)	299	299	299		
12 Total. Add lines 1 through 11	2,392,918	2,644,623	612,171		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	35,000	35,000	35,000	
	c Other professional fees (attach schedule)	119,664	132,247	119,664	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,374			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	13,963	13,963	13,963	
	22 Printing and publications				
	23 Other expenses (attach schedule)	602	602	602	
	24 Total operating and administrative expenses. Add lines 13 through 23	180,603	181,812	169,229	
	25 Contributions, gifts, grants paid	820,400			820,400
26 Total expenses and disbursements. Add lines 24 and 25	1,001,003	181,812	169,229	820,400	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,391,915				
b Net investment income (if negative, enter -0-)		2,462,811			
c Adjusted net income (if negative, enter -0-)			442,942		

For Paperwork Reduction Act Notice, see instructions.

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P 1

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	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	28,272	27,307	27,307
	2 Savings and temporary cash investments	456,378	594,666	594,666
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	13,801,420	15,056,012	18,780,900
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	14,286,070	15,677,985	19,402,873
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)			
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	5,833,892	5,833,892	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	8,452,178	9,844,093	
	30 Total net assets or fund balances (see instructions)	14,286,070	15,677,985	
	31 Total liabilities and net assets/fund balances (see instructions)	14,286,070	15,677,985	

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	14,286,070
2 Enter amount from Part I, line 27a	2	1,391,915
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	15,677,985
5 Decreases not included in line 2 (itemize) ▶	5	0
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6	15,677,985

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULES				
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				
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				
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	2,183,925	
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	168,817	

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.

(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	809,900	16,668,346	0.0486
2011	760,500	16,603,405	0.0458
2010	719,500	15,560,388	0.0462
2009	962,406	14,215,388	0.0677
2008	862,480	17,359,986	0.0497
2 Total of line 1, column (d)		2	0.2580
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	0.0516
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4	18,116,086
5 Multiply line 4 by line 3		5	934,790
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	24,628
7 Add lines 5 and 6		7	959,418
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.		8	820,400

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		49.256
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		49.256
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		49.256
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	11.387	
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		11.387
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		37.869
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ ILLINOIS		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		☒
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		☒
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	☒	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>LARRY J. BROOKS</u>	Telephone no. ▶	<u>847-827-4450</u>	
	Located at ▶ <u>787 BERKSHIRE LANE, DES PLAINES, ILLINOIS 60016-7545</u>	ZIP+4 ▶		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	☐		
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			☒

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	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	☒
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	☒
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	☒

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- 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? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870.
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b

6b

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
SEE ATTACHED SCHEDULE				

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,752,464
b	Average of monthly cash balances	1b	639,502
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	18,391,966
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	18,391,966
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	275,879
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,116,086
6	Minimum investment return. Enter 5% of line 5	6	905,804

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	905,804
2a	Tax on investment income for 2013 from Part VI, line 5	2a	49,256
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	49,256
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	856,548
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	856,548
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	856,548

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	820,400
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	820,400
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	820,400

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				856,548
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			816,209	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ _____				
a Applied to 2012, but not more than line 2a			816,209	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2013 distributable amount				4,191
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				852,357
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a	N/A				
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 $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

HERBERT F. BRUNING & PAUL J. BRUNING

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.

N/A

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	443,055	
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	1,949,564	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a _____					
b	CLASS ACTION SETTLEMENT _____			1	155	
c	MISCELLANEOUS DISTRIBUTION _____			1	144	
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				2,392,918	
13	Total. Add line 12, columns (b), (d), and (e)				13	2,392,918

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

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

[illegible]

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

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

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

4/28/14
Date

PRESIDENT / DIRECTOR
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ►

Firm's address ►

Phone no

THE BRUNING FOUNDATION
36-6068626
2013

PART I

<u>LINE 11</u>	CLASS ACTION SETTLEMENT	155
	MISCELLANEOUS DISTRIBUTION	<u>144</u>
		<u>299</u>
<u>LINE 16b</u>	LARRY J. BROOKS - ACCOUNTING & TAX FEES	<u>35,000</u>
<u>LINE 16c</u>	GLENVIEW STATE BANK	36,698
	RMB	19,280
	NORTHERN TRUST	<u>63,686</u>
	COLUMN (a)	119,664
	PER K-1'S	<u>12,583</u>
	COLUMN (b)	<u>132,247</u>
<u>LINE 18</u>	2013 ESTIMATED EXCISE TAX PAID	11,000
	FOREIGN TAXES WITHHELD	<u>374</u>
		<u>11,374</u>
<u>LINE 21</u>	TRAVEL - BOARD MEETINGS	<u>13,963</u>
<u>LINE 23</u>	SUPPLIES	384
	POSTAGE	193
	ILLINOIS CHARITY BUREAU FUND	15
	ILLINOIS ANNUAL REPORT	<u>10</u>
		<u>602</u>

**THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2013**

PART II

<u>PART II SUMMARY</u>	<u>ATTACHMENT</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
GLENVIEW STATE BANK	II(A)	5,086,638	7,908,851
RMB	II(B)	10,564,040	11,466,715
CASH	II(C)	<u>27,307</u>	<u>27,307</u>
TOTAL ASSETS & EQUITY		<u><u>15,677,985</u></u>	<u><u>19,402,873</u></u>

**THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2013**

PART III(A)

<u>GLENVIEW STATE BANK</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
CASH		185,174	185,174
<u>COMMON STOCK</u>			
ABBOTT LABORATORIES	2,000	44,962	76,660
AMDOCS LTD	3,000	59,886	123,720
AMERICAN EXPRESS CO.	2,500	115,418	226,825
AMERICAN INTERNATIONAL GROUP INC.	80	105,728	4,084
AMERICAN INTERNATIONAL GROUP WTS	42	1	850
AMGEN INC.	2,000	113,857	228,160
APPLE COMPUTER INC.	400	182,078	224,408
AT & T INC.	3,500	120,095	123,060
BANK OF AMERICA CORP	2,400	96,006	37,368
BANK OF NEW YORK MELLON CORP	3,301	146,960	115,337
BRISTOL MYERS SQUIBB CO.	3,800	107,103	201,970
CATERPILLAR INC.	2,000	53,460	181,620
CHEVRON CORP.	1,200	75,132	149,892
CISCO SYSTEMS INC.	6,000	129,970	134,580
CME GROUP INC.	1,250	66,772	98,075
COCA-COLA COMPANY	4,000	96,656	165,240
CVS CORP DELAWARE	4,000	74,264	286,280
DOMINION RESOURCES INC.	2,000	60,900	129,380
EMERSON ELECTRIC CO.	3,000	80,781	210,540
EXXON MOBIL CORP	3,000	124,760	303,600
FEDEX CORP	1,500	96,399	215,655
GENERAL ELECTRIC CO.	8,000	111,663	224,240
GOOGLE	250	96,951	280,178
INTEGRYS ENERGY GROUP INC.	2,000	67,368	108,820
INTEL CORP.	7,000	167,963	181,685
JOHNSON & JOHNSON	1,900	73,575	174,021
J. P. MORGAN CHASE & CO.	3,000	136,823	175,440
MCDONALDS CORP	4,000	75,064	388,120
MICROSOFT CORPORATION	8,000	173,935	299,280
NORTHWESTERN CORP	7,500	143,275	68
PEPSICO INC.	2,000	99,193	165,880
PFIZER INC.	6,000	221,070	183,780
PHILIP MORRIS INT'L.	2,000	1	174,260
PROCTOR & GAMBLE CO,	1,000	53,385	81,410
QUALCOMM INC.	4,000	72,799	297,000
SANOFI CONTINGENT VALUE RTS.	1,700	3,825	578
SYSCO CORPORATION	2,500	90,937	90,250
TEXAS INSTRUMENTS INC.	3,500	91,367	153,685
UNITEDHEALTH GROUP, INC.	2,624	76,912	197,587
U.S. BANCORP	3,000	100,816	121,200
VERIZON COMMUNICATIONS INC.	2,000	52,821	98,280
WALGREEN CO.	3,000	99,312	172,320
<u>OTHER INVESTMENTS</u>			
CATERPILLAR FINANCIAL	100,000	103,697	103,147
GENERAL ELECTRIC CAPITAL CORP.	100,000	107,527	102,023
JP MORGAN CHASE	100,000	100,484	100,381
NORTHERN TRUST CORPORATION	100,000	104,656	101,446
ORACLE CORP	100,000	104,293	101,726
PEPSIAMERICAS INC.	100,000	106,808	100,459
PFIZER INC.	100,000	108,953	105,665
TOYOTA MOTOR CREDIT CORP.	100,000	103,724	102,861
VERIZON COMMUNICATIONS INC.	100,000	101,079	100,583
TOTAL		5,086,638	7,908,851

THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2013

PART II(B)

<u>RMB</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
CASH		407,492	407,492
<u>COMMON STOCK</u>			
<u>BROKERAGE 656-177332</u>			
AFLAC INC.	434	21,012	28,991
JACOBS ENGR GROUP INC.	72	4,076	4,535
JOY GLOBAL INC.	414	23,365	24,215
KAR AUCTION SERVICES INC.	156	2,821	4,610
KOHL'S CORP.	130	6,118	7,378
LABORATORY CORP. AMER HLDGS	102	8,975	9,320
LIQUIDITY SVCS INC.	111	2,570	2,515
MWI VETERINARY SUPPLY INC.	36	4,557	6,119
MARKEL CORP. HLDG CO.	25	12,101	14,509
MARTIN MARIETTA MATLS INC.	33	3,135	3,298
MAXIMUS INC.	54	2,017	2,375
MEDNAX INC.	92	3,374	4,911
MERIDIAN BIOSCIENCE INC.	276	6,146	7,322
MICROS SYS INC.	238	10,198	13,654
MICROSTRATEGY INC.	64	5,713	7,951
MONRO MUFFLER BRAKE INC.	225	7,394	12,681
MONSANTO CO.	300	31,750	34,965
MYLAN INC.	506	16,531	21,960
NATIONAL INSTRUMENT CORP.	198	4,218	6,340
NATIONAL OILWELL VARCO INC.	500	21,456	39,765
NATIONAL RETAIL PPTYS INC.	464	12,598	14,073
MEWMARKET CORP.	57	14,476	19,047
NEWS CORP.	553	8,352	9,860
NEXTERA ENERGY INC.	143	9,006	12,244
NIKE INC.	500	16,181	39,320
NORFOLK SOUTHERN CORP.	400	29,262	37,132
NORTHERN GLOBAL REAL ESTATE INDEX FUND	18,093.771	153,838	164,110
NORTHERN INTERNATIONAL EQUITY INDEX FUND	10,310.568	99,759	127,232
NORTHERN STOCK INDEX	2,467.121	50,719	56,398
NUCOR CORP.	450	20,313	24,021
O'REILLY AUTOMOTIVE INC.	53	3,815	6,822
OCEANEERING INTL INC.	49	3,062	3,865
ORACLE CORPORATION	950	27,038	36,347
PVH CORPORATION	37	3,769	5,033
PATTERSON UTI ENERGY INC.	871	15,157	22,054
PAYCHEX INC.	382	15,392	17,392
PEPSICO INC.	400	16,499	33,176
PERRIGO COMPANY LIMITED	29	4,505	4,450
PFIZER INC.	1,400	34,213	42,882
POWER INTEGRATIONS INC.	133	4,403	7,424
PRECISION CASTPARTS CORP.	150	25,301	40,395
T ROWE PRICE GROUP INC.	95	6,022	7,958
PROCTOR & GAMBLE CO.	909	53,457	74,002
PROSPERITY BANCSHARES INC.	137	6,005	8,684
QUANTA SERVICES INC.	202	4,117	6,375
RLI CORP.	105	5,999	10,225
RAVEN INDS INC.	178	2,621	7,323
RAYMOND JAMES FINL INC.	125	3,602	6,524
RYMAN HOSPITALITY PPTYS INC.	125	4,389	5,222
ST. JUDE MEDICAL INC.	845	35,943	52,348
SCANSOURCE INC.	157	4,436	6,662
SEATTLE GENETICS INC.	78	1,892	3,111
SHERWIN WILLIAMS CO.	30	3,138	5,505
SIGNATURE BK NEW YORK	43	3,061	4,619
SIMON PPTY GRP INC.	200	24,959	30,432
SIRIUS XM HLDGS INC.	939	2,990	3,277
STARBUCKS CORP.	600	28,895	47,034
STARWOOD HOTELS & RESORTS WORLDWIDE INC.	60	3,138	4,767
STATE BK FINL CORP.	300	4,785	5,457
STERICYCLE INC.	27	2,905	3,137
TRW AUTOMOTIVE HLDGS CORP.	86	5,246	6,398
TECHNE CORP.	79	4,972	7,479
TIFFANY & CO.	37	2,336	3,433
TUPPERWARE BRANDS CORP.	139	10,885	13,140

<u>RMB</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
US BANCORP DEL	1,754	54,012	70,862
ULTRA PETROLEUM CORP.	1,211	22,982	26,218
UMPQUA HOLDINGS CORP.	426	5,505	8,154
UNITED CONTINENTAL HOLDINGS INC.	239	4,620	9,041
UNITED PARCEL SVC INC.	187	15,755	19,650
UNITED TECHNOLOGIES CORP.	480	31,706	54,624
UNITED THERAPEUTICS CORP.	123	8,117	13,909
UNITEDHEALTH GROUP	600	21,934	45,180
UNIVERSAL HEALTH RLTY INCOME	94	3,098	3,766
URBAN OUTFITTERS INC.	57	1,681	2,115
V F CORP.	1,112	30,159	69,322
VERISK ANALYTICS INC.	43	1,617	2,826
WADDELL & REED FINL	389	14,430	25,332
WELLS FARGO & CO.	1,600	39,696	72,640
WESCO INTERNATIONAL INC.	58	2,779	5,282
WESTAMERICA BANCORPORATION	124	6,023	7,001
WYNDHAM WORLDWIDE CORP.	51	2,628	3,758
XEROX CORP.	1,435	12,120	17,464
ZIMMER HLDGS INC.	95	4,950	8,853

BROKERAGE 656-177768

AAC TECHNOLOGIES HOLDINGS INC.	322	14,959	15,635
AGRICULTURAL BANK OF CHINA	605	6,978	7,432
BAIDU INC.	100	15,511	17,788
BANCO BRADESCO SA	782	10,906	9,798
BANCOLUMBIA SA	203	11,644	9,951
BANK RAKYAT INDONESIA	1,167	14,787	13,905
CHINA NATIONAL MATERIALS CO.	1,272	5,478	5,480
CHINA STATE CONSTRUCTION INTL	229	18,767	20,526
CHINA MERCHANTS BK CO.	459	4,405	4,890
CREDICORP	98	12,601	13,008
CYRELA BRAZIL REALTY SA	2,790	20,933	17,030
ESTACIO PARTICIPACOES SA	2,468	19,990	21,351
EXXARO RESOURCES	997	16,411	13,942
FIRST CASH FINL SVCS	222	12,835	13,728
FIRST TRACTOR COMPANY LIMITED	783	4,891	6,131
FREEPORT McMORAN COPPER & GOLD INC.	443	14,702	16,719
GERDAU SA	2,453	18,800	19,232
GRUPO FINANCIERO BANORTE	433	13,492	15,102
HDFC BANK LTD	359	11,084	12,364
ICICI BANK LIMITED	388	11,764	14,422
LOCALIZA RENT A CAR SA	952	14,659	13,429
OAQ TMK	1,346	19,437	15,374
PETROLEO BRASILEIRO SA	1,308	22,029	19,215
PING AN INSURANCE	695	10,351	12,450
SM INVESTMENTS CORPORATION	1,901	17,247	15,113
SANDS CHINA LTD	187	11,603	15,278
SBERBANK RUSSIA	1,443	17,347	17,771
STANDARD BANK GROUP LIMITED	756	9,050	9,342
TATA MOTORS LIMITED	392	12,472	12,074
TAV HAVALIMANLARI HOLDING	657	18,588	18,898
TECHTRONIC INDUSTRIES CO.	976	12,786	13,847
VALE S.A.	1,118	17,489	17,049
YANDEX N.V.	495	18,039	21,359
ZOOMLION HEAVY IND	693	6,015	6,471

BROKERAGE 656-177770

JAPAN SMALLER CAPITALIZATION FD	11,100	100,765	101,787
WISDOMTREE TRUST JAPAN HEDGE EQT	3,198	151,402	162,586

BROKERAGE 656-177771

ALPS ETF TR ALERIAN	11,174	186,420	198,785
ISHARES TR GLOBAL TIMBER & FORESTRY ETF	3,921	197,940	207,342
PIMCO COMMODITY REAL RETURN INST	71,101.261	403,071	390,346
VANGUARD INDEX FDS	2,937	198,108	189,613

BROKERAGE 656-177772

AMERICAN INTL GROUP INC.	508	24,887	25,933
BARRICK GOLD CORP.	411	7,418	7,246
BROCADE COMMUNICATIONS SYS	1,697	13,682	15,044
CHEMTURA CORPORATION	949	21,751	26,496

<u>RMB</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
RMERGENT BIOSOLUTIONS INC.	730	14,710	16,783
FUSION-IO COM	1,604	21,667	14,292
GENERAL MOTORS CO.	735	26,300	30,039
HF2 FINL MGMT INC.	1,479	15,062	15,056
HUDSON TECH INC.	4,783	9,738	17,697
INVESTORS BANCORP INC.	1,014	23,092	25,938
KINDER MORGAN INC.	4,086	20,845	16,589
L BRANDS INC.	203	12,538	12,556
LYONDELLBASELL INDUSTRIES	323	22,690	25,930
MILLENNIAL MEDIA INC.	2,678	18,907	19,469
ROYAL BK SCOTLAND GROUP	956	20,059	19,560
SARTORIUS STEDIM BIOTECH EURO	198	30,378	33,245
SIX FLAGS ENTMT CORP.	451	14,362	16,606
TILE SHOP HLDGS INC.	1,140	26,950	20,600
VIRTUS INVT PARTNERS INC.	126	20,529	25,206

BROKERAGE 656-177773 - BONDS

AMERICAN EXPRESS CR CORP.	50,000	51,982	51,747
ANHEUSER BUSCH INBEV WORLDWIDE	40,000	37,380	36,999
BAXTER INTL	40,000	45,924	45,072
CATERPILLAR FINL SVCS	50,000	51,627	51,327
CISCO SYSTEMS INC.	40,000	40,067	44,005
COMCAST CORP.	50,000	60,186	58,232
CONOCOPHILLIPS CANADA	50,000	57,946	55,944
GENERAL ELECTRIC CO.	40,000	46,276	45,278
GOLDMAN SACHS GROUP INC.	50,000	50,050	50,190
KELLOGG CO.	40,000	42,831	41,510
UNITED STATES TREAS NTS	50,000	49,743	48,438
UNITED STATES TREAS NTS	95,000	96,767	96,510
UNITED STATES TREAS NTS	95,000	97,744	97,190
VERIZON COMMUNICATIONS	40,000	45,695	45,190
WELLS FARGO CO.	50,000	53,064	52,006

BROKERAGE 656-177773

AMERICAN BEACON	4,957.591	51,510	50,121
EATON VANCE	8,913.464	81,576	81,915
FEDERATED ULTRA	8,749.969	80,086	80,062
ISHARES IBOXX INVESTMENT GRADE	710	81,314	81,073
JP MORGAN MORTGAGE	34,084.870	386,464	382,091
PIMCO EMERGING LOCAL	4,305.998	41,902	40,175
TCW EMERGING MARKETS	5,001.129	41,938	42,009

BROKERAGE 656-177775

ADVANCED AUTO PARTS INC.	918	75,671	101,604
AIRGAS INC.	977	106,130	109,277
CITRIX SYSTEMS INC.	1,853	125,452	117,202
CONTINENTAL RES INC.	851	94,498	95,755
COPPER COMPANIES INC.	772	95,034	95,604
DANAHER CORP.	1,764	79,657	136,181
E M C CORP MASS	4,854	122,005	122,078
FMC TECHNOLOGIES INC.	2,113	115,373	110,320
FIRST REPUBLIC BANK SAN FRANCISCO	1,999	93,821	104,648
GENESEE AND WYOMING INC.	1,083	101,819	104,022
GOLDMAN SACHS GROUP INC.	627	99,876	111,142
GOOGLE INC.	113	92,572	126,640
HARLEY DAVIDSON INC.	1,935	122,903	133,979
INTL FLAVORS & FRAGRANCES INC.	917	75,081	78,844
INTUIT INC.	1,512	98,533	115,396
MEAD JOHNSON NUTRITION CO.	1,007	74,546	84,346
MULTI COLOR CORP.	1,740	58,771	65,668
NORDSON CORP.	1,167	87,417	86,708
PALL CORP.	976	74,008	83,302
SCRIPPS NETWORKS INTERACTIVE INC.	1,428	109,158	123,393
SIRONA DENTAL SYS INC.	1,347	91,732	94,559
TJX COMPANIES INC.	1,545	72,042	98,463
THERMON NGROUP HOLDINGS	3,254	74,518	88,932
VIRTUS INVT PARTNERS INC.	591	94,833	118,230
VISA INC.	391	75,236	87,068

<u>RMB</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
<u>BROKERAGE 656-17777</u>			
ABB LTD	281	6,661	7,464
BG GROUP	252	4,818	5,415
BP PLC	185	7,795	8,993
BANCO SANTANDER SA	816	6,661	7,401
CANON INC.	235	7,479	7,520
CARREFOUR SA SPONSORED	760	5,317	5,977
CHINA MOBIL LTD	86	4,888	4,497
DAIMER AG	76	5,995	6,587
DEUTSCHE TELEKOM AG	691	10,150	11,835
ENI	147	6,902	7,128
GDF SUEZ	116	3,011	2,732
GLAXOSMITHKLINE	176	8,278	9,397
IBERDROLA SA	473	11,119	12,084
KAO CORP.	277	8,670	8,723
KONINLIJKE AHOLD NV	499	8,794	8,973
NTT DOCOMO INC.	97	1,562	1,601
NATIONAL GRID	139	8,244	9,079
NESTLE SA	42	3,069	3,084
NOVARTIS AG	169	9,425	13,584
ORANGE	538	6,808	6,644
QBE INSURANCE GROUP	178	2,453	1,833
RWE AG	161	5,523	5,902
REED ELSEVIER NV	195	7,929	8,321
ROYAL DUTCH SHELL	96	6,357	6,842
SANOFI	189	9,683	10,136
SAP AG	58	4,281	5,054
SEVEN & I HOLDINGS CO LTD	100	7,333	7,954
SINGAPORE TELECOMMUNICATIONS	188	5,721	5,450
TAIWAN SEMICONDUCTOR MANUFACTURING	361	6,263	6,296
TAKEDA PHARMACEUTICAL CO.	287	6,788	6,588
TELEFONICA SA	512	8,095	8,366
TESCO	597	10,437	9,918
TEVA PHARMACEUTICAL INDUSTRIES	223	8,430	8,938
TOKIO MARINE HOLDINGS INC.	288	9,549	9,628
TOKYO ELECTRON	301	4,056	4,124
TOTAL SA	169	9,891	10,355
TOYOTA MOTOR CORP.	22	2,809	2,682
UNILEVER PLC	240	9,206	9,888
UNITED OVERSAES BANK LTD	180	6,035	6,056
VINCI	513	7,626	8,433
VODAEONE GROUP	230	8,127	9,041
ZURICH INSURANCE GROUP	217	5,623	6,307
<u>BROKERAGE 656-178373</u>			
ABCAM ORD	1,676	13,754	13,630
AEON DELIGHT CO.	708	13,923	13,596
AIR WATER INC.	1,264	18,564	17,279
ARIAKE JAPAN CO.	595	14,585	14,666
ARYZTA AG	596	41,642	45,991
AS ONE CORPORATION	671	14,792	15,830
ASCENDAS INDIA TRUST	27,923	14,723	15,038
ASX LTD	851	27,530	27,987
BIOMERIEUX	186	18,418	19,548
DAISEKI CO LTD	961	18,690	18,829
DCC ORD	662	27,755	32,553
DIASORIN SPA	630	28,014	29,669
ECONOCOM GROUP	3,009	28,907	34,414
EPS CORP.	24	22,741	31,532
FIRST PACIFIC CO.	24,956	27,710	28,388
GAM HOLDING	2,512	45,592	48,657
GFK SE NPV	540	31,779	29,715
GRENKELEASING AG	296	26,979	27,675
GS RETAIL CO LTD	528	14,868	14,009
HOTEL SHILLA CO.	476	28,096	29,994
HYFLUX	14,364	13,777	13,310
INDRA SISTEMAS S.A.	1,167	18,669	19,546
INNOVATION GROUP	49,215	25,690	28,325
KERRY GROUP	299	18,565	20,806
MACROMILL INC.	2,214	14,732	16,484
MARR	2,353	32,267	39,267
NUTRECO NV	524	27,828	26,073

<u>RMB</u>	<u>NUMBER OF SHARES</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
OPEN TEXT CO.	241	18,028	22,162
ORPEA	522	27,306	30,383
ROYAL IMTECH N.V.	2,733	7,491	8,036
SATS LTD	11,583	32,516	29,632
SHANKS GROUP	21,064	32,089	37,853
SPIRAX-SARCO ENGINEERING ORD	282	13,780	13,965
SYNERGY HEALTH PLC	2,546	43,335	50,728
TELEPERFORMANCE	370	18,600	22,583
UNIT4 NV	1,090	43,358	57,608
UNITED DRUG ORD	4,465	23,592	23,960
ZODIAC AEROSPACE	178	29,133	31,579
<u>BROKERAGE 656-179881</u>			
TWIN LAKE TOTAL RETURN PARTNERS QP LTD	700,000	700,000	700,000
<u>BROKERAGE 656-179885</u>			
1837 PARTNERS QP LP	1,000,000	<u>1,000,000</u>	<u>1,000,000</u>
TOTAL		<u>10,564,040</u>	<u>11,466,715</u>

THE BRUNING FOUNDATION
STATEMENT OF ASSETS AND EQUITY
AS OF DECEMBER 31, 2013

PART II(C)

<u>OTHER ASSETS</u>	<u>ORIGINAL PURCHASE PRICE</u>	<u>12/31/13 MARKET VALUE</u>
CASH	<u>27,307</u>	<u>27,307</u>

**THE BRUNING FOUNDATION
SUMMARY OF GAINS OR (LOSSES)
AS OF DECEMBER 31, 2013**

<u>PART IV SUMMARY</u>	<u>ATTACHMENT</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>	
GLENVIEW STATE BANK	IV(A)	1,348,196	1,383,531	35,335	
RMB	IV(B)	7,456,902	8,483,346	1,026,444	
NORTHERN TRUST	IV(C)	<u>2,352,229</u>	<u>3,240,014</u>	<u>887,785</u>	
		<u>11,157,327</u>	<u>13,106,891</u>	<u>1,949,564</u>	COL. (a)
PER K-1'S	IV(D)			<u>234,361</u>	
TOTAL				<u>2,183,925</u>	COL. (b)

THE BRUNING FOUNDATION
SCHEDULE OF GAINS / (LOSSES) ON SALES OF
SECURITIES - 2013
GLENVIEW STATE BANK

PART IV(A)

<u>SECURITY</u>	<u>SHARES SOLD</u>	<u>DATE OF ACQUISITION</u>	<u>DATE OF DISPOSITION</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>
<u>OTHER INVESTMENTS</u>						
BERKSHIRE HATHAWAY INC. (MATURED)	100,000	11/25/11	2/11/13	101,732	100,000	(1,732)
BERKSHIRE HATHAWAY INC. (MATURED)	100,000	3/22/13	6/28/13	102,391	101,225	(1,166)
CATERPILLAR FINANCIAL (MATURED)	100,000	10/12/11	9/30/13	109,801	100,000	(9,801)
COCA COLA ENTERPRISES (REDEEMED)	100,000	2/22/11	4/8/13	108,662	101,677	(6,985)
EMERSON ELECTRIC CO. (MATURED)	100,000	2/11/11	5/1/13	106,939	100,000	(6,939)
HONEYWELL INT'L INC. (MATURED)	100,000	11/23/11	3/1/13	104,545	100,000	(4,545)
ORACLE CORP. (MATURED)	100,000	4/25/11	4/15/13	107,842	100,000	(7,842)
WALGREEN CO. (MATURED)	100,000	10/12/11	8/1/13	107,418	100,000	(7,418)
<u>STOCKS</u>						
ABBVIE INC. (SPINOFF FROM ABBOTT)	2,000	1/3/13	3/7/13	48,757	75,738	26,981
APPLIED MATERIALS INC.	3,000	10/20/03	2/1/13	65,610	38,279	(27,331)
APPLIED MATERIALS INC.	2,000	4/15/04	2/1/13	45,020	25,520	(19,500)
GENERAL ELECTRIC CO.	825	8/7/92	2/1/13	17,725	18,513	788
GENERAL ELECTRIC CO.	975	10/7/98	2/1/13	20,948	21,878	930
GENERAL ELECTRIC CO.	600	9/13/99	2/1/13	12,891	13,464	573
GOOGLE	50	3/27/08	12/13/13	22,654	54,518	31,864
METLIFE INC.	2,800	8/7/03	2/27/13	81,004	99,161	18,157
MOODY'S INVESTORS SERVICES	1,200	6/29/07	12/13/13	74,433	87,798	13,365
STRYKER CORPORATION	1,200	6/29/07	12/13/13	76,984	89,171	12,187
WALGREEN CO	1,000	10/20/03	12/13/13	32,840	56,589	23,749
TOTAL				<u>1,348,196</u>	<u>1,383,531</u>	<u>35,335</u>

THE BRUNING FOUNDATION
SCHEDULE OF GAINS / (LOSSES) ON SALES OF
SECURITIES - 2013
RMB

PART IV(B)

<u>SECURITY</u>	<u>SHARES SOLD</u>	<u>DATE OF ACQUISITION</u>	<u>DATE OF DISPOSITION</u>	<u>BOOK VALUE</u>	<u>SALES PRICE</u>	<u>GAIN (LOSS)</u>
<u>OTHER INVESTMENTS</u>						
ANHEUSER BUSCH INBEV WORLDWIDE	10,000	10/11/13	11/26/13	9,345	9,292	(53)
ASTRAZENECA PLC	150,000	6/13/08	11/26/13	153,252	157,794	4,542
BAXTER INT'L	10,000	10/11/13	11/26/13	11,481	11,482	1
CISCO SYS. INC.	100,000	2/22/06	10/11/13	100,168	111,641	11,473
CISCO SYS. INC.	10,000	2/22/06	11/26/13	10,017	11,220	1,203
GENERAL ELECTRIC CO.	10,000	10/11/13	11/26/13	11,569	11,694	125
HONEYWELL INT'L INC	200,000	5/4/07	10/11/13	199,463	225,942	26,479
KELLOGG CO.	10,000	10/11/13	11/26/13	10,716	10,664	(52)
ONTARIO PROV CDA	150,000	11/15/11	10/11/13	157,935	159,284	1,349
U.S. TREASURY 1.25%	20,000	10/11/13	11/22/13	20,372	20,410	38
U.S. TREASURY 1.5%	20,000	10/11/13	11/22/13	20,578	20,673	95
U.S. TREASURY 2.125%	10,000	10/11/13	11/22/13	9,949	9,931	(18)
VERIZON COMMUNICATIONS	10,000	10/11/13	11/26/13	11,424	11,517	93
<u>STOCKS</u>						
AAON INC.	8	5/19/10	10/7/13	91	217	126
AAON INC.	68	9/21/10	10/7/13	710	1,845	1,135
AAON INC.	56	12/17/10	10/7/13	706	1,519	813
AAON INC.	70	9/5/12	10/7/13	864	1,899	1,035
AARON'S INC.	172	10/7/09	10/7/13	3,041	4,730	1,689
AARON'S INC.	21	8/1/12	10/7/13	612	577	(35)
ABBVIE INC.	432	4/17/12	10/7/13	13,611	19,695	6,084
ACCENTURE PLC	111	7/12/13	10/7/13	8,383	8,149	(234)
ACTAVIS INC.	8	6/24/11	10/8/13	524	1,168	644
ACTAVIS INC.	5	7/13/11	10/8/13	348	730	382
ACTAVIS INC.	25	7/28/11	10/8/13	1,707	3,649	1,942
ACTAVIS INC.	10	8/3/11	10/8/13	661	1,480	799
ACTAVIS INC.	5	8/5/11	10/8/13	319	730	411
ACTAVIS INC.	5	10/7/11	10/8/13	331	730	399
ACTAVIS INC.	3	8/30/12	10/8/13	245	438	193
ACTAVIS INC.	8	4/29/13	10/8/13	850	1,168	318
ACTUANT CORP.	84	3/18/11	10/7/13	2,234	3,253	1,019
ACTUANT CORP.	35	4/26/11	10/7/13	965	1,355	390
ACTUANT CORP.	30	11/10/11	10/7/13	672	1,162	490
ACTUANT CORP.	20	4/24/12	10/7/13	543	774	231
ACUITY BRANDS INC.	19	3/5/10	10/4/13	768	1,824	1,056
ACUITY BRANDS INC.	15	3/31/10	10/4/13	624	1,440	816
ACUITY BRANDS INC.	15	5/20/10	10/4/13	650	1,440	790
ACUITY BRANDS INC.	40	7/19/10	10/4/13	1,614	3,840	2,226
ACUITY BRANDS INC.	30	11/10/11	10/4/13	1,319	2,880	1,561
ADVANCED AUTO PARTS INC.	297	10/7/13	10/21/13	24,482	28,502	4,020
ADVISORY BRD CO.	60	10/7/09	10/7/13	778	3,626	2,848
AERCAP HOLDINGS N.V.	69	7/30/12	10/7/13	779	1,334	555
AERCAP HOLDINGS N.V.	68	8/2/12	10/7/13	758	1,315	557
AFFILIATED MANAGERS GROUP INC.	3	5/27/10	10/7/13	218	555	337
AFFILIATED MANAGERS GROUP INC.	20	8/3/11	10/7/13	1,964	3,699	1,735
AFFILIATED MANAGERS GROUP INC.	5	11/10/11	10/7/13	453	925	472
AIR METHODS	353	10/1/13	11/14/13	14,985	17,386	2,401
AKAMAI TECHNOLOGIES INC.	33	4/27/12	10/7/13	1,108	1,717	609
AKAMAI TECHNOLOGIES INC.	8	5/23/12	10/7/13	238	417	179
AKAMAI TECHNOLOGIES INC.	10	5/30/12	10/7/13	294	520	226
AKAMAI TECHNOLOGIES INC.	11	6/25/12	10/7/13	333	572	239
AKAMAI TECHNOLOGIES INC.	13	7/18/12	10/7/13	389	677	288
AKAMAI TECHNOLOGIES INC.	8	8/30/12	10/7/13	299	417	118
ALASKA AIR GROUP INC.	1	5/2/11	10/7/13	33	65	32
ALASKA AIR GROUP INC.	10	5/10/11	10/7/13	344	648	302
ALASKA AIR GROUP INC.	10	5/24/11	10/7/13	341	648	305
ALASKA AIR GROUP INC.	14	7/12/12	10/7/13	512	904	392
ALASKA AIR GROUP INC.	16	8/5/13	10/7/13	988	1,033	45
ALBEMARLE CORP.	44	1/23/13	10/7/13	2,797	2,783	(14)
ALKERMES PLC	81	4/17/13	10/7/13	2,406	2,644	238
ALKERMES PLC	17	4/29/13	10/7/13	535	555	20
ALKERMES PLC	16	5/23/13	10/7/13	513	522	9
ALKERMES PLC	13	7/10/13	10/7/13	382	424	42
ALLIANCE DATA SYS. CORP.	2	5/28/10	10/4/13	143	427	284
ALLIANCE DATA SYS. CORP.	5	6/9/10	10/4/13	352	1,087	715
ALLIANCE DATA SYS. CORP.	5	6/23/10	10/4/13	352	1,087	715
ALLIANCE DATA SYS. CORP.	10	3/1/11	10/4/13	787	2,134	1,347

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
ALLIANCE DATA SYS. CORP.	10	3/21/11	10/4/13	828	2,134	1,308
ALLIANCE DATA SYS. CORP.	10	3/18/11	10/4/13	840	2,134	1,294
ALLIANCE DATA SYS. CORP.	5	5/24/11	10/4/13	448	1,067	619
ALLIANCE DATA SYS. CORP.	2	7/12/12	10/4/13	263	427	164
ALLIED WORLD ASSURANCE CO HLDGS	39	5/23/12	10/7/13	2,939	3,953	1,014
ALLIED WORLD ASSURANCE CO HLDGS	3	6/6/12	10/7/13	232	304	72
ALLIED WORLD ASSURANCE CO HLDGS	15	7/3/12	10/7/13	1,194	1,520	326
ALLIED WORLD ASSURANCE CO HLDGS	7	7/18/12	10/7/13	555	709	154
ALLIED WORLD ASSURANCE CO HLDGS	3	7/25/12	10/7/13	228	304	78
ALTRIA GROUP INC.	585	2/1/11	10/4/13	13,801	20,273	6,472
ALTRIA GROUP INC.	688	4/17/12	10/4/13	21,726	23,843	2,117
AMERICAN CAP AGY CORP.	115	7/6/11	10/7/13	3,481	2,635	(846)
AMERICAN CAP AGY CORP.	325	8/10/11	10/7/13	9,433	7,448	(1,987)
AMERICAN CAP AGY CORP.	75	9/28/11	10/7/13	2,064	1,718	(346)
AMERICAN CAP AGY CORP.	10	11/28/11	10/7/13	281	229	(52)
AMERICAN CAP AGY CORP.	33	3/21/12	10/7/13	977	756	(221)
AMERICAN CAP AGY CORP.	9	1/24/13	10/7/13	285	206	(79)
AMERICAN EXPRESS CO.	400	12/9/10	10/7/13	18,233	29,816	11,583
AMERICAN EXPRESS CO.	300	7/6/11	10/7/13	15,767	22,362	6,595
AMERICAN TOWER CORP.	300	6/28/13	10/7/13	22,113	22,182	69
AMERICAN WTR WKS CO.	650	2/1/12	10/7/13	21,905	28,899	4,994
AMETEK INC.	7	10/7/09	10/7/13	100	317	217
AMETEK INC.	22	6/8/10	10/7/13	416	997	581
AMETEK INC.	34	9/28/10	10/7/13	712	1,540	828
AMETEK INC.	22	9/30/10	10/7/13	479	997	518
AMETEK INC.	50	7/13/12	10/7/13	1,664	2,265	601
AMGEN INC	350	2/1/12	10/7/13	24,386	39,471	15,085
AMPHENOL CORP.	57	12/20/12	10/7/13	3,701	4,392	691
AMPHENOL CORP.	8	1/17/13	10/7/13	547	616	69
AMPHENOL CORP.	6	2/5/13	10/7/13	414	462	48
AMPHENOL CORP.	3	2/15/13	10/7/13	211	231	20
AMPHENOL CORP.	7	3/14/13	10/7/13	513	540	27
ANADARKO PETE CORP.	265	10/1/13	12/18/13	24,782	19,908	(4,874)
ANADARKO PETE CORP.	10	12/8/13	12/18/13	905	751	(154)
ANALOG DEVICES INC.	385	4/17/12	10/4/13	14,865	18,038	3,173
ANALOG DEVICES INC.	222	5/9/12	10/4/13	8,127	10,401	2,274
ANNALY CAPITAL MANAGEMENT INC.	20	4/5/10	10/7/13	341	234	(107)
ANNALY CAPITAL MANAGEMENT INC.	50	2/15/11	10/7/13	872	586	(286)
ANNALY CAPITAL MANAGEMENT INC.	60	4/8/11	10/7/13	1,040	703	(337)
ANNALY CAPITAL MANAGEMENT INC.	20	6/30/11	10/7/13	362	234	(128)
ANNALY CAPITAL MANAGEMENT INC.	73	4/16/12	10/7/13	1,153	856	(297)
ANNALY CAPITAL MANAGEMENT INC.	97	11/20/12	10/7/13	1,418	1,137	(281)
ANNALY CAPITAL MANAGEMENT INC.	67	2/13/13	10/7/13	1,016	785	(231)
ANNALY CAPITAL MANAGEMENT INC.	156	4/15/13	10/7/13	2,444	1,828	(616)
ANNALY CAPITAL MANAGEMENT INC.	152	5/13/13	10/7/13	2,244	1,782	(462)
ANNALY CAPITAL MANAGEMENT INC.	152	5/21/13	10/7/13	2,231	1,782	(449)
ANNALY CAPITAL MANAGEMENT INC.	59	5/31/13	10/7/13	804	692	(112)
APACHE CORP.	75	10/4/11	10/7/13	5,849	6,458	809
APACHE CORP.	65	11/1/11	10/7/13	6,154	5,597	(557)
APACHE CORP.	7	6/29/12	10/7/13	615	603	(12)
APACHE CORP.	68	7/2/12	10/7/13	5,918	5,855	(63)
APACHE CORP.	3	1/24/13	10/7/13	250	258	8
APARTMENT INVT. & MGMT CO.	117	6/13/11	10/7/13	2,956	3,270	314
APARTMENT INVT. & MGMT CO.	95	9/28/11	10/7/13	2,244	2,655	411
APARTMENT INVT. & MGMT CO.	35	3/21/12	10/7/13	910	978	68
APARTMENT INVT. & MGMT CO.	137	10/22/12	10/7/13	3,654	3,829	175
APARTMENT INVT. & MGMT CO.	135	10/24/12	10/7/13	3,606	3,773	167
APARTMENT INVT. & MGMT CO.	140	3/28/13	10/7/13	4,275	3,913	(362)
APOLLO GROUP INC.	235	10/1/13	11/5/13	4,950	6,059	1,109
APOLLO GROUP INC.	7	10/8/13	11/5/13	150	180	30
APOLLO GROUP INC.	237	10/9/13	11/5/13	4,883	6,110	1,227
APPLE INC.	80	2/5/08	10/7/13	10,507	39,252	28,745
APPLE INC.	29	7/6/11	10/7/13	10,245	14,229	3,984
APPLE INC.	1	1/24/13	10/7/13	452	491	39
APPLE INC.	41	7/2/13	10/7/13	17,095	20,117	3,022
APPLE INC.	20	7/12/13	10/7/13	8,501	9,813	1,312
APTARGROUP INC.	130	10/7/09	10/4/13	4,731	7,937	3,206
APTARGROUP INC.	25	5/28/10	10/4/13	992	1,526	534
APTARGROUP INC.	4	7/17/12	10/4/13	199	244	45
APTARGROUP INC.	2	7/17/13	10/4/13	119	122	3
ARTISAN PARTNERS ASSET MGMT. INC.	108	4/3/13	10/7/13	4,315	5,565	1,250
ARTISAN PARTNERS ASSET MGMT. INC.	4	4/12/13	10/7/13	154	206	52
ARTISAN PARTNERS ASSET MGMT. INC.	55	4/15/13	10/7/13	2,099	2,834	735
ASCENA RETAIL GROUP INC.	54	1/28/13	10/7/13	914	1,102	188
ASCENA RETAIL GROUP INC.	164	28/14/13	10/7/13	2,807	3,348	541
ASCENA RETAIL GROUP INC.	109	2/26/13	10/7/13	1,813	2,225	412
ASCENA RETAIL GROUP INC.	121	3/4/13	10/7/13	2,011	2,470	459
ASPEN INSURANCE GROUP	140	10/7/09	10/4/13	3,800	5,108	1,308
ASPEN INSURANCE GROUP	50	11/2/09	10/4/13	1,318	1,824	506
ASPEN INSURANCE GROUP	50	11/5/09	10/4/13	1,272	1,824	552
ASPEN INSURANCE GROUP	70	12/22/09	10/4/13	1,804	2,554	750
ASPEN INSURANCE GROUP	35	4/8/10	10/4/13	1,000	1,277	277
ASPEN INSURANCE GROUP	45	2/23/11	10/4/13	1,317	1,642	325
ASPEN INSURANCE GROUP	25	4/15/11	10/4/13	703	912	209

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
ASSURED GUARANTY LTD	155	10/7/09	10/7/13	2,833	2,939	106
ASSURED GUARANTY LTD	70	5/14/10	10/7/13	1,270	1,327	57
ASSURED GUARANTY LTD	95	8/12/11	10/7/13	1,082	1,801	719
ASTELLAS PHARMA	116	10/4/13	12/24/13	1,488	1,673	185
ASTELLAS PHARMA	102	10/4/13	12/26/13	1,308	1,463	155
AT & T INC.	458	4/17/12	10/7/13	14,159	15,547	1,388
ATWOOD OCEANICS INC.	39	5/24/13	10/7/13	2,117	2,184	67
ATWOOD OCEANICS INC.	19	5/30/13	10/7/13	1,029	1,064	35
AUTOMATIC DATA PROCESSING INC.	276	4/17/12	10/7/13	15,348	19,847	4,499
AUTOMATIC DATA PROCESSING INC.	64	3/14/13	10/7/13	4,143	4,602	459
AUTOMATIC DATA PROCESSING INC	121	3/15/13	10/7/13	7,811	8,701	890
B/E AEROSPACE INC.	35	12/31/09	10/4/13	847	2,634	1,787
B/E AEROSPACE INC.	30	1/12/10	10/4/13	773	2,257	1,484
B/E AEROSPACE INC.	45	2/10/10	10/4/13	1,067	3,386	2,319
B/E AEROSPACE INC.	20	2/18/10	10/4/13	504	1,505	1,001
B/E AEROSPACE INC.	10	3/19/10	10/4/13	290	752	462
B/E AEROSPACE INC.	5	7/13/11	10/4/13	206	376	170
B/E AEROSPACE INC.	5	3/16/12	10/4/13	240	376	136
B/E AEROSPACE INC.	8	3/28/12	10/4/13	377	602	225
B/E AEROSPACE INC.	1	8/30/12	10/4/13	40	75	35
B/E AEROSPACE INC.	4	12/20/12	10/4/13	197	301	104
B/E AEROSPACE INC.	1	12/26/12	10/4/13	49	76	26
B/E AEROSPACE INC.	6	4/29/13	10/4/13	368	451	83
B/E AEROSPACE INC.	7	5/7/13	10/4/13	446	527	81
B/E AEROSPACE INC.	6	5/23/13	10/4/13	372	451	79
B/E AEROSPACE INC.	10	5/30/13	10/4/13	643	752	109
B/E AEROSPACE INC.	15	6/10/13	10/4/13	969	1,129	160
BAIDU INC.	29	10/3/13	11/1/13	4,498	4,473	(25)
BALCHEM CORP.	110	10/7/09	10/4/13	1,974	5,637	3,663
BARD, C R INC.	200	4/5/13	10/7/13	20,122	23,223	3,101
BARLOWORLD	1,331	10/3/13	11/13/13	12,892	12,792	100
BAXTER INT'L INC.	272	8/15/12	10/4/13	16,192	17,831	1,639
BAXTER INT'L INC.	116	4/26/13	10/4/13	8,040	7,605	(435)
BAXTER INT'L INC.	115	8/1/13	10/4/13	8,427	7,539	(888)
BCE INC.	502	4/17/12	10/7/13	20,298	21,307	1,009
BEACON ROOFING SUPPLY INC.	137	9/18/12	10/7/13	3,913	4,775	862
BECTON, DICKINSON & CO.	20	3/28/11	10/7/13	1,573	2,009	436
BECTON, DICKINSON & CO.	20	4/7/11	10/7/13	1,618	2,009	391
BECTON, DICKINSON & CO.	25	4/8/11	10/7/13	2,026	2,511	485
BECTON, DICKINSON & CO.	20	4/11/11	10/7/13	1,629	2,009	380
BECTON, DICKINSON & CO.	20	4/12/11	10/7/13	1,628	2,009	381
BECTON, DICKINSON & CO.	5	6/30/11	10/7/13	432	502	70
BED BATH BEYOND INC.	17	8/15/11	10/7/13	928	1,325	397
BED BATH BEYOND INC.	5	10/5/11	10/7/13	276	390	114
BED BATH BEYOND INC.	10	10/6/11	10/7/13	567	779	212
BED BATH BEYOND INC.	10	5/17/12	10/7/13	699	779	80
BED BATH BEYOND INC.	4	6/18/12	10/7/13	296	312	16
BED BATH BEYOND INC.	1	8/30/12	10/7/13	67	78	11
BILLITON LTD	300	7/7/09	10/7/13	17,034	20,011	2,977
BIO RAD LABS INC.	76	10/7/09	10/7/13	6,806	9,005	2,199
BIO RAD LABS INC.	20	4/24/12	10/7/13	2,129	2,370	241
BLACKBAUD INC.	295	10/7/09	10/4/13	6,818	11,501	4,683
BLACKBAUD INC.	41	4/24/12	10/4/13	1,279	1,598	319
BLACKROCK INC.	8	4/17/12	10/4/13	1,618	2,160	542
BLACKROCK INC.	45	7/9/12	10/4/13	7,687	12,148	4,461
BREWIN DOLPHIN HLDGS.	1,314	10/7/13	10/23/13	5,812	5,839	27
BREWIN DOLPHIN HLDGS.	776	10/7/13	10/28/13	3,432	3,505	73
BREWIN DOLPHIN HLDGS.	948	10/8/13	10/28/13	4,138	4,273	135
BREWIN DOLPHIN HLDGS.	410	10/8/13	10/29/13	1,793	1,860	67
BREWIN DOLPHIN HLDGS.	330	10/8/13	10/30/13	1,443	1,503	60
BREWIN DOLPHIN HLDGS.	943	10/9/13	10/30/13	4,125	4,294	169
BREWIN DOLPHIN HLDGS.	947	10/9/13	10/31/13	4,143	4,325	182
BREWIN DOLPHIN HLDGS.	994	10/9/13	11/13/13	4,348	4,308	(40)
BRISTOL MYERS SQUIBB CO.	608	4/17/12	10/4/13	20,289	28,541	8,252
BROCADE COMMUNICATIONS SYS INC.	1,437	10/1/13	11/22/13	11,585	12,583	998
BROWN-FORMAN INC.	49	8/28/12	10/7/13	3,080	3,332	252
BROWN-FORMAN INC	5	8/30/12	10/7/13	320	340	20
BROWN-FORMAN INC.	5	10/18/12	10/7/13	332	340	8
BROWN-FORMAN INC.	5	12/21/12	10/7/13	318	340	22
CABOT OIL & GAS CORP.	4	5/6/10	10/7/13	37	144	107
CABOT OIL & GAS CORP.	20	7/28/11	10/7/13	384	722	338
CABOT OIL & GAS CORP.	20	7/29/11	10/7/13	370	722	352
CABOT OIL & GAS CORP.	60	11/29/11	10/7/13	1,244	2,166	922
CABOT OIL & GAS CORP.	18	8/17/12	10/7/13	386	650	264
CABOT OIL & GAS CORP.	14	4/23/13	10/7/13	462	505	43
CADENCE DESIGN SYS INC.	186	7/12/12	10/7/13	2,042	2,489	447
CADENCE DESIGN SYS INC.	20	7/19/12	10/7/13	236	268	32
CADENCE DESIGN SYS INC.	53	7/31/12	10/7/13	652	709	57
CADENCE DESIGN SYS INC.	22	8/16/12	10/7/13	277	294	17
CADENCE DESIGN SYS INC.	1	8/30/12	10/7/13	13	13	0
CADENCE DESIGN SYS INC.	28	10/18/12	10/7/13	359	375	16
CADENCE DESIGN SYS INC.	24	11/2/12	10/7/13	311	321	10
CADENCE DESIGN SYS INC.	37	11/7/12	10/7/13	477	495	18

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
CADENCE DESIGN SYS INC.	22	11/19/12	10/7/13	277	294	17
CADENCE DESIGN SYS INC.	23	5/23/13	10/7/13	338	308	(30)
CADENCE DESIGN SYS INC.	15	5/31/13	10/7/13	228	201	(27)
CADENCE DESIGN SYS INC.	82	6/10/13	10/7/13	1,237	1,097	(140)
CADENCE DESIGN SYS INC.	52	6/19/13	10/7/13	775	696	(79)
CADENCE DESIGN SYS INC.	17	6/26/13	10/7/13	247	227	(20)
CAMERON INT'L CORP.	40	8/29/12	10/7/13	2,173	2,415	242
CAMERON INT'L CORP.	12	10/24/12	10/7/13	621	724	103
CAMERON INT'L CORP.	6	2/15/13	10/7/13	388	362	(26)
CAMERON INT'L CORP.	7	3/27/13	10/7/13	450	423	(27)
CAMERON INT'L CORP.	8	4/1/13	10/7/13	509	483	(26)
CAMERON INT'L CORP.	15	7/25/13	10/7/13	897	905	8
CAMPBELL SOUP CO.	212	1/8/13	10/7/13	7,483	8,640	1,157
CAMPBELL SOUP CO.	86	4/16/13	10/7/13	4,001	3,505	(496)
CAMPBELL SOUP CO.	84	4/18/13	10/7/13	3,868	3,423	(445)
CARLISLE COMPANIES INC.	29	10/7/09	10/4/13	937	2,045	1,108
CARLISLE COMPANIES INC.	20	10/27/09	10/4/13	663	1,410	747
CARLISLE COMPANIES INC.	15	12/22/09	10/4/13	512	1,058	546
CARLISLE COMPANIES INC.	15	5/27/10	10/4/13	586	1,058	472
CARLISLE COMPANIES INC.	25	8/22/11	10/4/13	842	1,763	921
CARMAX INC.	50	12/11/12	10/7/13	1,788	2,413	625
CARMAX INC.	8	1/4/13	10/7/13	304	386	82
CARMAX INC.	13	1/16/13	10/7/13	492	627	135
CARMAX INC.	8	2/5/13	10/7/13	320	386	66
CARREFOUR SA	224	10/4/13	10/17/13	1,567	1,603	36
CARREFOUR SA	206	10/4/13	12/24/13	1,441	1,546	105
CASEYS GEN STORES INC.	40	10/7/09	10/7/13	1,227	2,908	1,681
CASEYS GEN STORES INC.	40	12/13/10	10/7/13	1,667	2,908	1,241
CASEYS GEN STORES INC.	11	4/24/12	10/7/13	611	800	189
CASS INFORMATION SYS INC.	6	6/26/13	10/7/13	276	316	40
CASS INFORMATION SYS INC.	2	6/27/13	10/7/13	92	105	13
CASS INFORMATION SYS INC.	16	6/28/13	10/7/13	735	842	107
CATAMARAN CORP.	56	7/3/12	10/7/13	1,880	2,572	692
CATERPILLAR INC.	67	3/21/12	10/7/13	7,321	5,625	(1,696)
CATERPILLAR INC.	73	5/8/12	10/7/13	6,939	6,129	(810)
CATERPILLAR INC.	4	1/24/13	10/7/13	386	336	(50)
CATERPILLAR INC.	82	7/12/13	10/7/13	7,152	6,884	(268)
CBOE HOLDINGS INC.	102	3/21/12	10/4/13	2,960	4,762	1,802
CBOE HOLDINGS INC.	175	3/23/12	10/4/13	5,169	8,171	3,002
CBOE HOLDINGS INC.	50	9/18/12	10/4/13	1,495	2,334	839
CBOE HOLDINGS INC.	79	9/21/12	10/4/13	2,396	3,688	1,292
CBOE HOLDINGS INC.	107	9/24/12	10/4/13	3,239	4,996	1,757
CBOE HOLDINGS INC.	7	1/24/13	10/4/13	234	327	93
CELANESE CORP. DEL	40	10/25/11	10/7/13	1,646	2,121	475
CELANESE CORP. DEL	12	5/14/12	10/7/13	531	636	105
CELANESE CORP. DEL	6	5/23/12	10/7/13	248	318	70
CELANESE CORP. DEL	6	7/30/12	10/7/13	230	318	88
CELANESE CORP. DEL	8	7/31/12	10/7/13	307	424	117
CELANESE CORP. DEL	9	12/19/12	10/7/13	402	477	75
CENTENE CORP. DEL	23	8/1/12	10/7/13	877	1,479	602
CENTENE CORP. DEL	10	8/2/12	10/7/13	369	643	274
CENTENE CORP. DEL	5	8/17/12	10/7/13	209	322	113
CENTENE CORP. DEL	9	9/26/12	10/7/13	328	579	251
CENTENE CORP. DEL	6	10/1/12	10/7/13	224	386	162
CENTENE CORP. DEL	8	10/2/12	10/7/13	291	514	223
CENTENE CORP. DEL	3	12/3/12	10/7/13	134	193	59
CERNER CORP.	34	3/31/11	10/7/13	943	1,822	879
CERNER CORP.	20	8/15/11	10/7/13	595	1,072	477
CF INDS HLDGS INC.	75	2/1/11	10/4/13	10,336	15,813	5,477
CF INDS HLDGS INC.	4	1/24/13	10/4/13	901	843	(58)
CHART INDS INC.	25	3/14/13	10/7/13	2,087	3,210	1,123
CHART INDS INC.	6	3/26/13	10/7/13	484	770	286
CHART INDS INC.	9	4/9/13	10/7/13	718	1,158	438
CHEVRON CORP.	135	2/1/11	10/7/13	12,934	16,330	3,396
CHEVRON CORP.	350	2/3/12	10/7/13	36,770	42,337	5,567
CHEVRON CORP.	162	5/9/12	10/7/13	16,495	19,596	3,101
CHEVRON CORP.	128	1/16/13	10/7/13	14,591	15,483	892
CHIPOTLE MEXICAN GRILL INC.	6	4/15/13	10/7/13	2,073	2,533	460
CHOICE HOTELS INT'L INC.	125	10/7/09	10/7/13	3,818	5,423	1,605
CHOICE HOTELS INT'L INC.	40	8/22/11	10/7/13	1,108	1,735	627
CHOICE HOTELS INT'L INC.	32	5/16/13	10/7/13	1,300	1,388	88
CISCO SYSTEMS INC.	630	12/12/12	10/7/13	12,498	14,618	2,120
CISCO SYSTEMS INC.	386	12/13/12	10/7/13	7,622	8,956	1,334
CISCO SYSTEMS INC.	105	12/14/12	10/7/13	2,088	2,436	348
CISCO SYSTEMS INC.	1,300	1/17/13	10/7/13	27,252	30,164	2,912
CISCO SYSTEMS INC.	281	3/14/13	10/7/13	6,079	6,520	441
CISCO SYSTEMS INC.	450	4/5/13	10/7/13	9,144	10,441	1,297
CISCO SYSTEMS INC.	750	5/16/13	10/7/13	18,006	17,402	(604)
CITY NATIONAL CORP.	65	10/7/09	10/7/13	2,414	4,363	1,949
CITY NATIONAL CORP.	15	11/10/11	10/7/13	633	1,007	374
CITY NATIONAL CORP.	3	4/24/12	10/7/13	156	201	45
CITY NATIONAL CORP.	34	12/18/12	10/7/13	1,714	2,282	568

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
CLARCOR INC.	40	2/8/10	10/7/13	1,293	2,216	923
CLARCOR INC.	20	3/29/10	10/7/13	694	1,108	414
CLARCOR INC.	20	5/10/10	10/7/13	749	1,108	359
CLARCOR INC.	15	5/28/10	10/7/13	546	831	285
CLARCOR INC.	25	4/26/11	10/7/13	1,098	1,385	287
CLARCOR INC.	10	9/2/11	10/7/13	437	554	117
CLARCOR INC.	29	4/3/12	10/7/13	1,421	1,606	185
COACH INC.	315	2/1/11	10/7/13	17,113	17,060	(53)
COACH INC.	7	1/24/13	10/7/13	357	379	22
COBALT INTERNATIONAL ENERGY INC.	563	10/1/13	11/1/13	14,014	12,921	(1,093)
COBALT INTERNATIONAL ENERGY INC.	1,080	10/1/13	12/26/13	26,883	16,200	(10,683)
COBALT INTERNATIONAL ENERGY INC.	13	10/8/13	12/26/13	329	195	(134)
COBALT INTERNATIONAL ENERGY INC.	204	12/5/13	12/26/13	3,899	3,060	(839)
COCA COLA CO.	488	4/17/12	10/7/13	18,110	18,223	113
COCA COLA CO.	70	6/25/12	10/7/13	2,608	2,614	6
COCA COLA CO.	50	6/26/12	10/7/13	1,877	1,887	(10)
COLGATE-PALMOLIVE CO.	66	3/5/12	10/7/13	3,517	3,904	387
COLGATE-PALMOLIVE CO.	144	9/18/12	10/7/13	7,638	8,519	881
COLGATE-PALMOLIVE CO.	144	8/14/13	10/7/13	8,757	8,519	(238)
COLUMBIA SPORTSWARE CO.	30	10/7/09	10/7/13	1,190	1,813	623
COLUMBIA SPORTSWARE CO.	20	12/22/09	10/7/13	786	1,208	422
COLUMBIA SPORTSWARE CO.	15	1/26/10	10/7/13	621	906	285
COLUMBIA SPORTSWARE CO.	28	4/24/12	10/7/13	1,325	1,692	367
COLUMBIA SPORTSWARE CO.	11	8/7/12	10/7/13	605	665	60
COMPASS GROUP PLC	1,000	10/7/13	10/28/13	13,809	14,485	676
COMPUTER SCIENCES CORP.	24	1/30/13	10/7/13	1,015	1,246	231
COMPUTER SCIENCES CORP.	4	2/5/13	10/7/13	185	208	23
COMPUTER SCIENCES CORP.	13	2/15/13	10/7/13	623	675	52
COMPUTER SCIENCES CORP.	7	4/9/13	10/7/13	335	363	28
COMPUTER SCIENCES CORP.	8	5/6/13	10/7/13	380	415	35
CONCHO RES INC.	10	10/22/09	10/7/13	415	1,133	718
CONCHO RES INC.	10	3/23/10	10/7/13	490	1,133	643
CONCHO RES INC.	5	7/28/10	10/7/13	305	567	262
CONCHO RES INC.	10	7/30/10	10/7/13	601	1,133	532
CONCHO RES INC.	5	11/1/10	10/7/13	349	567	218
CONCHO RES INC.	10	11/5/10	10/7/13	773	1,133	360
CONCHO RES INC.	1	7/21/11	10/7/13	98	113	15
CONTINENTAL RES INC.	15	10/7/09	10/23/13	572	1,810	1,238
CONTINENTAL RES INC.	15	11/5/10	10/23/13	739	1,810	1,071
CONTINENTAL RES INC.	20	3/4/11	10/23/13	1,361	2,413	1,052
CONTINENTAL RES INC.	5	8/10/11	10/23/13	262	603	341
CONTINENTAL RES INC.	7	8/2/12	10/23/13	428	844	416
COPA HOLDINGS SA	31	2/1/11	10/4/13	1,771	4,290	2,519
COPA HOLDINGS SA	38	2/12/13	10/4/13	3,946	5,259	1,313
COPA HOLDINGS SA	38	2/14/13	10/4/13	3,927	5,259	1,332
COSTCO WHOLESALE CORP.	400	2/3/11	10/7/13	29,570	45,872	16,302
COVANCE INC.	61	10/24/12	10/7/13	2,971	5,242	2,271
COVANCE INC.	28	11/7/12	10/7/13	1,543	2,406	863
COVANCE INC.	6	12/13/12	10/7/13	348	516	170
COVIDIEN PLC	20	10/7/09	10/4/13	832	1,219	387
COVIDIEN PLC	35	6/11/10	10/4/13	1,394	2,133	739
COVIDIEN PLC	30	8/25/10	10/4/13	1,114	1,829	715
COVIDIEN PLC	70	11/2/10	10/4/13	2,790	4,267	1,477
CULLEN / FROST BANKERS INC.	78	7/2/13	10/7/13	5,379	5,452	73
CULLEN / FROST BANKERS INC.	26	7/3/13	10/7/13	1,801	1,817	16
CULLEN / FROST BANKERS INC.	53	7/5/13	10/7/13	3,769	3,704	(65)
CULLEN / FROST BANKERS INC.	58	7/8/13	10/7/13	4,194	4,054	(140)
CVS CAREMARK CORP.	248	4/26/12	10/7/13	11,046	14,113	3,067
CVS CAREMARK CORP.	452	4/27/12	10/7/13	20,349	25,722	5,373
CVS CAREMARK CORP.	150	8/22/12	10/7/13	6,864	8,536	1,672
CYTEC INDS INC.	6	7/12/12	10/7/13	354	500	146
CYTEC INDS INC.	4	7/20/12	10/7/13	255	333	78
CYTEC INDS INC.	7	8/2/12	10/7/13	465	583	118
CYTEC INDS INC.	12	10/9/12	10/7/13	780	1,000	220
CYTEC INDS INC.	4	10/18/12	10/7/13	266	333	67
DAPHNE INTERNATIONAL HOLDING LTD.	409	10/31/13	12/17/13	5,382	3,458	(1,924)
DAVITA INC.	6	8/3/11	10/7/13	237	345	108
DAVITA INC.	10	8/4/11	10/7/13	397	576	179
DAVITA INC.	20	8/5/11	10/7/13	780	1,151	371
DELPHI AUTOMOTIVE PLC	89	6/19/13	10/7/13	4,658	5,147	489
DELPHI AUTOMOTIVE PLC	14	6/21/13	10/7/13	692	810	118
DELPHI AUTOMOTIVE PLC	7	7/10/13	10/7/13	376	405	29
DETOUR GOLD CORPORATION	371	10/1/13	11/18/13	3,024	1,936	(1,088)
DETOUR GOLD CORPORATION	513	10/1/13	11/19/13	4,181	2,675	(1,506)
DICE HLDGS INC.	206	7/25/12	10/7/13	1,506	1,761	255
DICE HLDGS INC.	219	9/5/12	10/7/13	1,682	1,872	190
DICE HLDGS INC.	162	12/14/12	10/7/13	1,379	1,385	6
DICE HLDGS INC.	124	5/17/13	10/7/13	1,098	1,060	(38)
DICE HLDGS INC.	86	7/2/13	10/7/13	789	735	(54)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
DICKS SPORTING GOODS INC.	10	5/17/11	10/7/13	396	534	138
DICKS SPORTING GOODS INC.	10	9/27/11	10/7/13	378	534	158
DICKS SPORTING GOODS INC.	5	10/20/11	10/7/13	185	267	82
DICKS SPORTING GOODS INC.	14	6/13/12	10/7/13	641	750	109
DICKS SPORTING GOODS INC.	10	7/25/12	10/7/13	469	534	65
DICKS SPORTING GOODS INC.	9	8/16/12	10/7/13	450	481	31
DISCOVER FINL SVCS	436	6/1/12	10/4/13	13,528	22,267	8,739
DISCOVER FINL SVCS	8	1/24/13	10/4/13	313	409	96
DISCOVERY COMMUNICATIONS INC.	10	4/19/10	10/4/13	350	828	478
DISCOVERY COMMUNICATIONS INC.	10	5/13/10	10/4/13	378	828	452
DISCOVERY COMMUNICATIONS INC.	10	5/28/10	10/4/13	380	828	448
DISCOVERY COMMUNICATIONS INC.	15	7/13/10	10/4/13	547	1,242	695
DISCOVERY COMMUNICATIONS INC.	15	7/19/10	10/4/13	544	1,242	698
DISCOVERY COMMUNICATIONS INC.	15	7/30/10	10/4/13	573	1,242	669
DISCOVERY COMMUNICATIONS INC.	10	8/18/10	10/4/13	382	828	446
DISCOVERY COMMUNICATIONS INC.	2	8/30/12	10/4/13	108	166	58
DISCOVERY COMMUNICATIONS INC.	3	10/18/12	10/4/13	188	248	62
DISCOVERY COMMUNICATIONS INC.	5	12/21/12	10/4/13	315	414	99
DISCOVERY COMMUNICATIONS INC.	1	12/28/12	10/4/13	63	83	20
DISNEY, WALT	600	2/13/08	10/7/13	19,283	39,111	19,828
DORMAN PRODS INC.	26	3/2/11	10/4/13	515	1,310	795
DORMAN PRODS INC.	58	3/29/11	10/4/13	1,145	2,922	1,777
DORMAN PRODS INC.	50	4/26/11	10/4/13	980	2,519	1,539
DORMAN PRODS INC.	28	6/10/11	10/4/13	504	1,410	906
DORMAN PRODS INC.	22	6/13/11	10/4/13	398	1,108	710
DORMAN PRODS INC.	13	9/5/12	10/4/13	378	655	277
DOW JONES	2,800	4/18/12	10/4/13	198,072	208,298	10,226
DOW JONES	1,400	5/3/12	10/4/13	103,418	104,149	731
DRIL-QUIP INC.	140	10/7/09	10/4/13	6,776	16,225	9,449
DRIL-QUIP INC.	9	12/18/12	10/4/13	651	1,043	392
DST SYSTEMS INC	33	6/10/10	10/4/13	1,202	2,501	1,299
DST SYSTEMS INC.	35	6/17/10	10/4/13	1,319	2,653	1,334
DST SYSTEMS INC.	40	8/5/11	10/4/13	1,919	3,032	1,113
DUNKIN BRANDS GROUP INC.	25	10/24/12	10/7/13	776	1,116	340
DUNKIN BRANDS GROUP INC.	34	11/13/12	10/7/13	1,032	1,518	486
DUNKIN BRANDS GROUP INC.	12	11/19/12	10/7/13	359	538	177
E TRADE FINL CORP.	100	11/8/10	10/4/13	1,526	1,874	148
E TRADE FINL CORP	200	11/12/10	10/4/13	2,994	3,348	354
E TRADE FINL CORP.	95	11/24/10	10/4/13	1,418	1,590	172
E TRADE FINL CORP.	65	3/18/11	10/4/13	977	1,088	111
E TRADE FINL CORP	160	6/1/11	10/4/13	2,283	2,511	228
E TRADE FINL CORP.	75	11/22/11	10/4/13	822	1,255	633
E TRADE FINL CORP.	125	12/15/11	10/4/13	995	2,092	1,097
E TRADE FINL CORP.	55	1/30/12	10/4/13	454	921	467
EAGLE MATLS INC.	30	1/7/13	10/7/13	1,905	2,216	311
EAGLE MATLS INC.	6	1/16/13	10/7/13	378	443	65
EAGLE MATLS INC.	8	1/28/13	10/7/13	515	591	76
EAGLE MATLS INC.	5	3/26/13	10/7/13	336	369	33
EAGLE MATLS INC.	2	4/11/13	10/7/13	136	148	12
EAGLE MATLS INC.	5	4/19/13	10/7/13	317	369	52
EAGLE MATLS INC.	7	5/30/13	10/7/13	529	517	(12)
EARTHLINK INC.	565	10/7/09	10/7/13	4,786	2,779	(2,007)
EATON CORP.	173	3/28/11	10/7/13	9,355	11,968	2,613
EATON CORP.	106	3/29/11	10/7/13	5,735	7,333	1,598
EATON CORP.	182	3/30/11	10/7/13	9,966	12,590	2,624
EATON CORP.	68	3/31/11	10/7/13	3,766	4,704	938
EATON CORP.	71	4/1/11	10/7/13	3,978	4,912	934
EATON VANCE CORP.	363	2/1/11	10/4/13	11,099	14,308	3,209
EATON VANCE CORP.	75	9/28/11	10/4/13	1,689	2,956	1,287
EATON VANCE CORP.	33	3/21/12	10/4/13	948	1,301	353
EATON VANCE CORP.	8	1/24/13	10/4/13	284	315	31
EATON VANCE FLOATING RATE CLASS 1	5,458.515	10/4/13	10/22/13	49,955	49,970	16
EATON VANCE FLOATING RATE CLASS 1	2,000	10/4/13	11/22/13	18,304	18,330	26
EDWARDS LIFESCIENCES CORP.	4	10/7/09	10/7/13	137	284	147
EDWARDS LIFESCIENCES CORP.	9	5/21/12	10/7/13	747	640	(107)
EDWARDS LIFESCIENCES CORP.	11	4/29/13	10/7/13	707	782	75
EDWARDS LIFESCIENCES CORP.	7	5/6/13	10/7/13	443	498	55
ELECTRONIC ARTS	126	6/10/13	10/7/13	2,931	3,224	293
ELECTRONIC ARTS	12	6/19/13	10/7/13	277	307	30
ELECTRONIC ARTS	49	7/30/13	10/7/13	1,289	1,254	(35)
EMERSON ELECTRIC CO	487	4/17/12	10/7/13	24,936	31,347	6,411
EMERSON ELECTRIC CO.	500	12/24/12	10/7/13	26,424	32,184	5,760
ENDO HEALTH SOLUTIONS INC.	20	2/1/11	10/4/13	685	936	251
ENDO HEALTH SOLUTIONS INC.	181	1/29/13	10/4/13	5,165	8,470	3,305
ENDO HEALTH SOLUTIONS INC.	93	1/30/13	10/4/13	2,656	4,352	1,696
ENDO HEALTH SOLUTIONS INC.	115	4/16/13	10/4/13	4,019	5,381	1,362
ENDO HEALTH SOLUTIONS INC.	92	4/18/13	10/4/13	3,299	4,305	1,006
ENDURANCE SPECIALTY HOLDINGS LTD	240	10/7/09	10/4/13	8,758	12,855	4,097
ENDURANCE SPECIALTY HOLDINGS LTD	25	2/8/10	10/4/13	896	1,339	443
ENDURANCE SPECIALTY HOLDINGS LTD	5	9/25/10	10/4/13	185	268	83
ENDURANCE SPECIALTY HOLDINGS LTD	35	5/19/11	10/4/13	1,454	1,875	421

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
ENSTAR GROUP LIMITED	15	4/14/11	10/7/13	1,477	2,075	598
ENSTAR GROUP LIMITED	20	4/19/12	10/7/13	1,887	2,766	899
ENSTAR GROUP LIMITED	14	6/4/12	10/7/13	1,298	1,936	638
EXELON CORP.	850	4/29/13	10/7/13	31,890	25,307	(6,583)
EXPONENT INC.	135	10/7/09	10/4/13	3,714	9,591	5,877
EXPONENT INC.	5	3/21/11	10/4/13	212	355	143
EXPONENT INC.	14	4/24/12	10/4/13	653	995	342
EXPRESS SCRIPTS HLDG CO.	550	1/17/12	10/7/13	27,621	34,255	6,634
EXPRESS SCRIPTS HLDG CO.	100	6/21/12	10/7/13	5,371	6,228	857
EXXON MOBIL CORP.	700	5/4/07	10/7/13	55,776	60,198	4,422
EXXON MOBIL CORP.	211	2/1/11	10/7/13	17,360	18,145	785
EXXON MOBIL CORP.	3	1/24/13	10/7/13	274	258	(16)
FAIR ISAAC CORPORATION	190	10/7/09	10/4/13	4,074	10,497	6,423
FEDERATED INVESTORS INC.	33	5/15/13	10/7/13	851	886	35
FEDERATED INVESTORS INC.	122	5/17/13	10/7/13	3,292	3,277	(15)
FEDERATED INVESTORS INC.	162	5/20/13	10/7/13	4,399	4,351	(48)
FEDERATED INVESTORS INC.	58	7/12/13	10/7/13	1,728	1,558	(170)
FEDERATED INVESTORS INC.	114	7/17/13	10/7/13	3,401	3,062	(339)
FEDERATED INVESTORS INC.	112	7/19/13	10/7/13	3,412	3,008	(404)
FEDERATED ULTRA SHORT BOND	2,200	10/22/13	11/22/13	20,136	20,122	(14)
FEI CO.	28	12/26/12	10/7/13	1,556	2,408	852
FEI CO.	4	1/4/13	10/7/13	231	344	113
FEI CO.	8	1/16/13	10/7/13	482	688	226
FEI CO.	17	2/21/13	10/7/13	1,060	1,482	402
FEI CO.	15	3/8/13	10/7/13	974	1,290	316
FEI CO.	6	3/26/13	10/7/13	390	516	126
FEI CO.	5	4/11/13	10/7/13	327	430	103
FIDELITY NAT'L INFORMATION SVCS INC.	150	10/7/09	10/7/13	3,632	7,020	3,388
FIDELITY NAT'L INFORMATION SVCS INC.	40	4/12/10	10/7/13	968	1,872	904
FIDELITY NAT'L INFORMATION SVCS INC.	55	11/22/11	10/7/13	1,270	2,574	1,304
FLEXSHARES TR IBOX 3 YR. TARGET	7,500	9/14/12	10/11/13	192,600	186,965	(5,635)
FLEXSHARES TR IBOX 3 YR. TARGET	500	4/5/13	10/11/13	12,785	12,484	(321)
FMC CORP.	22	3/30/11	10/7/13	931	1,567	636
FMC CORP.	10	5/31/11	10/7/13	420	712	292
FMC CORP.	20	8/4/11	10/7/13	795	1,424	629
FMC CORP.	10	9/14/11	10/7/13	378	712	334
FMC CORP.	20	9/16/11	10/7/13	768	1,424	656
FMC CORP.	20	10/6/11	10/7/13	712	1,424	712
FMC CORP.	10	10/25/11	10/7/13	387	712	325
FMC CORP.	20	11/7/11	10/7/13	840	1,424	584
FMC CORP.	10	3/16/12	10/7/13	500	712	212
FMC CORP.	1	8/30/12	10/7/13	54	71	17
FMC CORP.	18	6/19/13	10/7/13	1,158	1,282	124
FOREST CITY ENTERPRISES INC.	235	10/7/09	10/7/13	2,759	4,467	1,708
FOREST CITY ENTERPRISES INC.	82	4/24/12	10/7/13	1,250	1,559	309
FOREST OIL CORP.	205	10/7/09	10/7/13	2,632	1,295	(1,337)
FOREST OIL CORP.	265	6/21/12	10/7/13	1,720	1,674	(46)
FORWARD AIR CORP.	165	10/7/09	10/7/13	3,737	6,697	2,960
FORWARD AIR CORP.	40	5/18/10	10/7/13	1,148	1,624	476
FORWARD AIR CORP.	12	4/24/12	10/7/13	415	487	72
GALLAGHER, ARTHUR J. & CO.	45	12/15/11	10/7/13	1,473	1,988	515
GALLAGHER, ARTHUR J. & CO.	15	12/30/11	10/7/13	503	663	160
GALLAGHER, ARTHUR J. & CO.	20	1/5/12	10/7/13	653	884	231
GALLAGHER, ARTHUR J. & CO.	10	5/21/12	10/7/13	341	442	101
GALLAGHER, ARTHUR J. & CO.	15	5/23/12	10/7/13	522	663	141
GALLAGHER, ARTHUR J. & CO.	13	5/30/12	10/7/13	455	574	119
GALLAGHER, ARTHUR J. & CO.	4	6/6/12	10/7/13	139	177	38
GALLAGHER, ARTHUR J. & CO.	87	8/15/12	10/7/13	3,087	3,843	756
GALLAGHER, ARTHUR J. & CO.	67	8/16/12	10/7/13	2,394	2,960	566
GALLAGHER, ARTHUR J. & CO.	75	8/17/12	10/7/13	2,696	3,313	617
GALLAGHER, ARTHUR J. & CO.	47	8/20/12	10/7/13	1,692	2,076	384
GALLAGHER, ARTHUR J. & CO.	30	8/21/12	10/7/13	1,078	1,325	247
GALLAGHER, ARTHUR J. & CO.	34	8/22/12	10/7/13	1,216	1,502	286
GALLAGHER, ARTHUR J. & CO.	33	8/23/12	10/7/13	1,177	1,458	281
GALLAGHER, ARTHUR J. & CO.	14	8/24/12	10/7/13	499	618	119
GALLAGHER, ARTHUR J. & CO.	40	8/27/12	10/7/13	1,439	1,767	328
GALLAGHER, ARTHUR J. & CO.	1	8/30/12	10/7/13	36	44	8
GALLAGHER, ARTHUR J. & CO.	6	9/26/12	10/7/13	216	265	49
GALLAGHER, ARTHUR J. & CO.	10	4/10/13	10/7/13	415	442	27
GARTNER INC.	31	3/26/12	10/7/13	1,325	1,841	516
GARTNER INC.	5	3/29/12	10/7/13	214	297	83
GARTNER INC.	7	4/4/12	10/7/13	301	416	115
GARTNER INC.	18	5/23/12	10/7/13	750	1,069	319
GARTNER INC.	9	6/19/12	10/7/13	390	535	145
GARTNER INC.	1	8/30/12	10/7/13	49	59	10
GENERAL DYNAMICS CORP.	102	10/7/09	10/7/13	6,443	8,865	2,422
GENERAL ELECTRIC CO.	250	1/15/10	10/7/13	4,170	6,075	1,905
GENERAL ELECTRIC CO.	1,500	5/11/10	10/7/13	25,414	36,448	11,034
GENERAL ELECTRIC CO.	129	7/26/12	10/7/13	2,647	3,135	488
GENERAL ELECTRIC CO.	181	7/27/12	10/7/13	3,771	4,398	627
GENERAL ELECTRIC CO.	127	7/30/12	10/7/13	2,647	3,086	439

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
GENERAL ELECTRIC CO.	141	7/31/12	10/7/13	2,942	3,426	484
GENERAL ELECTRIC CO.	261	10/2/12	10/7/13	5,986	6,342	356
GENERAL ELECTRIC CO.	408	12/12/12	10/7/13	8,913	9,914	1,001
GENERAL ELECTRIC CO.	150	12/24/12	10/7/13	3,117	3,645	528
GENERAL ELECTRIC CO.	154	1/16/13	10/7/13	3,256	3,742	486
GENERAL ELECTRIC CO.	102	1/17/13	10/7/13	2,166	2,478	312
GENUINE PARTS CO.	291	4/17/12	10/4/13	18,727	23,538	4,811
GILEAD SCIENCES INC.	550	5/6/13	10/7/13	30,134	34,269	4,135
GLOBAL PMTS. INC.	36	5/4/12	10/7/13	1,621	2,023	402
GLOBAL PMTS. INC.	37	5/8/12	10/7/13	1,627	2,080	453
GLOBAL PMTS. INC.	39	5/14/12	10/7/13	1,689	2,192	503
GLOBAL PMTS. INC.	36	5/15/12	10/7/13	1,538	2,023	485
GLOBAL PMTS. INC.	34	5/17/12	10/7/13	1,426	1,911	485
GLOBAL PMTS. INC.	35	6/21/12	10/7/13	1,448	1,967	519
GLOBAL PMTS. INC.	21	10/12/12	10/7/13	901	1,180	279
GNC HOLDINGS INC.	62	4/11/13	10/7/13	2,708	3,405	699
GNC HOLDINGS INC.	10	4/23/13	10/7/13	419	549	130
GNC HOLDINGS INC.	7	4/29/13	10/7/13	318	384	66
GNC HOLDINGS INC.	11	5/6/13	10/7/13	500	604	104
GNC HOLDINGS INC.	9	5/31/13	10/7/13	408	494	86
GNC HOLDINGS INC.	14	7/5/13	10/7/13	656	769	113
GNC HOLDINGS INC.	14	7/10/13	10/7/13	658	769	111
GLAXOSMITHKLINE PLC	249	4/17/12	10/4/13	11,447	12,582	1,135
GRACO INC.	85	1/27/10	10/4/13	2,604	6,360	3,756
GRACO INC.	40	2/25/10	10/4/13	1,076	2,993	1,917
GRACO INC.	5	5/27/10	10/4/13	159	374	215
GRACO INC.	5	4/24/12	10/4/13	273	374	101
GRANITE REAL ESTATE INC.	46	9/27/10	10/7/13	491	1,628	1,137
HARRIS TEETER SUPERMARKETS INC.	87	10/7/09	10/7/13	2,288	4,271	1,983
HCC INS HLDGS INC.	135	10/7/09	10/7/13	3,720	5,863	2,143
HCC INS HLDGS INC.	25	4/24/12	10/7/13	782	1,086	304
HCP INC.	481	4/7/12	10/7/13	19,052	19,963	911
HCP INC.	64	3/14/13	10/7/13	3,144	2,656	(488)
HCP INC.	56	3/15/13	10/7/13	2,732	2,324	(408)
HEALTH CARE REIT INC.	390	4/17/12	10/7/13	21,126	24,438	3,312
HEALTH CARE REIT INC.	41	5/15/13	10/7/13	3,142	2,569	(573)
HEICO CORP.	22	3/8/12	10/7/13	696	1,087	391
HEICO CORP.	32	3/12/12	10/7/13	1,070	1,580	510
HEICO CORP.	2	3/13/12	10/7/13	82	99	17
HEICO CORP.	38	3/14/12	10/7/13	1,261	1,876	615
HEICO CORP.	14	8/27/12	10/7/13	418	691	273
HEICO CORP.	28	8/28/12	10/7/13	834	1,383	549
HEICO CORP.	22	8/29/12	10/7/13	656	1,087	431
HENRY JACK & ASSOC. INC.	270	10/7/09	10/4/13	6,274	14,016	7,742
HENRY JACK & ASSOC. INC.	20	4/24/12	10/4/13	666	1,038	372
HENRY JACK & ASSOC. INC.	89	7/12/12	10/4/13	3,094	4,620	1,526
HENRY JACK & ASSOC. INC.	11	7/26/12	10/4/13	380	571	191
HENRY JACK & ASSOC. INC.	11	9/26/12	10/4/13	412	571	159
HENRY JACK & ASSOC. INC.	10	10/2/12	10/4/13	381	519	138
HENRY JACK & ASSOC. INC.	5	11/18/12	10/4/13	190	260	70
HENRY JACK & ASSOC. INC.	6	12/18/12	10/4/13	238	311	73
HERTZ GLOBAL HLDGS INC.	73	2/26/13	10/7/13	1,407	1,607	200
HERTZ GLOBAL HLDGS INC.	19	3/14/13	10/7/13	413	418	5
HERTZ GLOBAL HLDGS INC.	20	8/5/13	10/7/13	429	440	11
HIBBETT SPORTS INC.	46	10/7/09	10/7/13	813	2,594	1,781
HIBBETT SPORTS INC.	55	2/3/11	10/7/13	1,714	3,101	1,387
HITTITE MICROWAVE CORP.	30	10/22/10	10/7/13	1,514	1,892	378
HITTITE MICROWAVE CORP.	25	12/13/10	10/7/13	1,558	1,577	19
HITTITE MICROWAVE CORP.	16	4/24/12	10/7/13	791	1,009	218
HOLLYFRONTIER CORP.	165	7/1/11	10/4/13	4,990	6,929	1,939
HOLLYFRONTIER CORP.	210	2/22/12	10/4/13	7,343	8,819	1,476
HOLLYFRONTIER CORP.	29	1/10/13	10/4/13	1,276	1,218	(58)
HOME DEPOT INC.	200	2/3/12	10/7/13	9,031	15,229	6,198
HOME DEPOT INC.	500	2/6/12	10/7/13	22,613	38,072	15,459
IBERIABANK CORP.	60	5/11/11	10/7/13	3,572	3,166	(406)
IBERIABANK CORP.	9	4/24/12	10/7/13	457	475	18
IBERIABANK CORP.	3	4/25/12	10/7/13	154	158	4
IBERIABANK CORP.	13	12/18/12	10/7/13	628	686	58
IBERIABANK CORP.	36	12/19/12	10/7/13	1,772	1,900	128
IHS INC.	19	10/4/12	10/7/13	1,827	2,130	303
IHS INC.	7	10/18/12	10/7/13	637	785	148
II VI INC.	80	10/22/10	12/13/13	1,449	1,277	(172)
II VI INC.	40	12/17/10	12/13/13	935	638	(297)
II VI INC.	20	12/20/10	12/13/13	479	319	(160)
II VI INC.	20	4/26/11	12/13/13	559	319	(240)
II VI INC.	93	4/24/12	12/13/13	1,984	1,484	(510)
ILLUMINA INC.	58	4/12/13	10/7/13	3,354	4,665	1,311
IMAX CORP.	110	4/20/12	10/7/13	2,539	3,122	583
IMAX CORP.	11	4/25/12	10/7/13	264	312	48
IMAX CORP.	12	5/23/12	10/7/13	261	341	80
IMAX CORP.	17	6/18/12	10/7/13	394	482	88

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
IMAX CORP.	2	8/30/12	10/7/13	41	57	16
IMAX CORP.	5	10/1/12	10/7/13	102	142	40
IMAX CORP.	23	11/2/12	10/7/13	518	653	135
INTEL CORP.	1,140	4/17/12	10/7/13	32,720	25,983	(6,737)
INTEL CORP.	1,200	5/9/12	10/7/13	32,685	27,350	(5,335)
INTEL CORP.	144	10/2/12	10/7/13	3,297	3,282	(15)
INTEL CORP.	243	6/7/13	10/7/13	5,951	5,538	(413)
INTERCONTINENTALEXCHANGE INC.	200	6/15/12	10/7/13	27,026	36,148	9,122
INTERNATIONAL BUSINESS MACHINES CORP.	50	1/5/09	10/7/13	4,103	9,259	5,156
INTERNATIONAL BUSINESS MACHINES CORP.	100	2/10/09	10/7/13	9,163	18,518	9,355
INTERNATIONAL BUSINESS MACHINES CORP.	85	10/7/09	10/7/13	10,146	15,741	5,595
INTEROIL CORP.	2	10/7/09	10/7/13	77	143	66
INTEROIL CORP.	15	7/30/10	10/7/13	852	1,073	221
INTEROIL CORP.	10	7/31/10	10/7/13	600	715	115
INTEROIL CORP.	10	2/4/11	10/7/13	744	715	(29)
INTEROIL CORP.	25	9/27/11	10/7/13	1,175	1,788	613
INTEROIL CORP.	1	12/26/12	10/7/13	55	72	17
INTEROIL CORP.	7	7/19/13	10/7/13	543	501	(42)
INTEROIL CORP.	6	7/22/13	10/7/13	469	429	(40)
INTERPUBLIC GROUP OF COMPANIES INC.	98	2/5/10	10/4/13	655	1,676	1,021
INTERPUBLIC GROUP OF COMPANIES INC.	200	4/14/10	10/4/13	1,708	3,420	1,712
INTERPUBLIC GROUP OF COMPANIES INC.	135	4/14/11	10/4/13	1,614	2,308	694
INTERPUBLIC GROUP OF COMPANIES INC.	255	7/28/11	10/4/13	2,588	4,360	1,772
INTERPUBLIC GROUP OF COMPANIES INC.	90	8/5/11	10/4/13	764	1,539	775
INTERPUBLIC GROUP OF COMPANIES INC.	25	8/11/11	10/4/13	209	427	218
INTERPUBLIC GROUP OF COMPANIES INC.	65	12/19/11	10/4/13	590	1,111	521
INTERPUBLIC GROUP OF COMPANIES INC.	96	7/26/12	10/4/13	966	1,641	675
INTERPUBLIC GROUP OF COMPANIES INC.	180	11/6/12	10/4/13	1,820	3,078	1,258
ISHARES IBOX INVESTMENT	165	10/22/13	11/26/13	18,897	18,770	(127)
J & J SNACK FOODS CORP.	35	10/6/10	10/7/13	1,515	2,797	1,282
J & J SNACK FOODS CORP.	7	10/7/10	10/7/13	305	559	254
J & J SNACK FOODS CORP.	20	10/22/10	10/7/13	857	1,598	741
J & J SNACK FOODS CORP.	20	5/11/11	10/7/13	1,028	1,598	570
JOHNSON & JOHNSON	150	6/25/12	10/4/13	9,965	13,081	3,116
JOHNSON & JOHNSON	93	6/26/12	10/4/13	6,194	8,110	1,916
JOHNSON & JOHNSON	114	7/26/12	10/4/13	7,814	9,941	2,127
JOHNSON & JOHNSON	67	1/16/13	10/4/13	4,870	5,843	973
JOHNSON & JOHNSON	45	1/17/13	10/4/13	3,275	3,924	649
JPMORGAN CHASE & CO.	300	1/5/09	10/7/13	9,060	15,677	6,617
JPMORGAN CHASE & CO.	400	3/13/09	10/7/13	7,692	20,903	13,211
JPMORGAN CHASE & CO.	500	4/8/09	10/7/13	13,987	26,128	12,141
JPMORGAN MORTGAGE BACKED SEC	4,000	10/4/13	11/22/13	45,249	45,290	41
KIMBERLY - CLARK CORP.	335	4/17/12	10/11/13	25,286	31,291	6,005
KINDER MORGAN INC.	896	4/17/12	10/11/13	33,519	31,268	(2,251)
KIRBY CORP.	131	10/7/09	10/4/13	4,515	11,494	6,979
KIRBY CORP.	54	9/5/12	10/4/13	3,036	4,738	1,702
KIRBY CORP.	29	1/30/13	10/4/13	1,920	2,545	625
KIRBY CORP.	11	3/11/13	10/4/13	833	965	132
KIRBY CORP.	6	4/1/13	10/4/13	456	526	70
KIRBY CORP.	7	4/9/13	10/4/13	522	614	92
KIRBY CORP.	6	4/23/13	10/4/13	450	526	76
KIRBY CORP.	8	6/1/13	10/4/13	623	702	79
KNIGHT TRANSPORTATION INC.	70	2/8/10	12/13/13	1,292	1,256	(36)
KNIGHT TRANSPORTATION INC.	35	3/31/10	12/13/13	712	628	(84)
KNIGHT TRANSPORTATION INC.	105	5/10/10	12/13/13	2,211	1,884	(327)
KNIGHT TRANSPORTATION INC.	145	4/24/12	12/13/13	2,400	2,601	201
KRAFT FOODS GROUP INC.	192	12/12/12	10/4/13	8,748	10,161	1,413
KRAFT FOODS GROUP INC.	193	12/13/12	10/4/13	8,892	10,214	1,322
KRAFT FOODS GROUP INC.	115	12/14/12	10/4/13	5,334	6,086	752
KRAFT FOODS GROUP INC.	76	3/14/13	10/4/13	3,843	4,022	179
KRAFT FOODS GROUP INC.	51	3/15/13	10/4/13	2,565	2,699	134
LEIDOS HOLDINGS INC. (FRACTIONAL SHARE)	0.80	9/30/13	9/30/13	23	37	14
LEIDOS HOLDINGS INC.	62	2/16/10	12/13/13	3,121	2,622	(499)
LENDER PROCESSING SVCS INC.	250	8/10/11	10/4/13	4,185	8,328	4,143
LENDER PROCESSING SVCS INC.	52	2/19/13	10/4/13	1,316	1,732	416
LENDER PROCESSING SVCS INC.	88	4/17/13	10/4/13	2,176	2,932	756
LEUCADIA NATIONAL CORP.	226	10/7/09	10/4/13	4,896	6,179	1,283
LEUCADIA NATIONAL CORP.	50	2/10/10	10/4/13	1,076	1,367	291
LEUCADIA NATIONAL CORP.	55	6/9/10	10/4/13	1,128	1,504	376
LEUCADIA NATIONAL CORP.	50	9/28/11	10/4/13	1,156	1,367	211
LEUCADIA NATIONAL CORP.	30	12/19/11	10/4/13	645	820	175
LEUCADIA NATIONAL CORP.	56	5/18/12	10/4/13	1,178	1,531	353
LEUCADIA NATIONAL CORP.	46	5/23/12	10/4/13	984	1,258	274
LEUCADIA NATIONAL CORP.	57	6/4/12	10/4/13	1,133	1,558	425
LEUCADIA NATIONAL CORP.	75	6/27/13	10/4/13	1,918	2,051	133
LINCOLN NATIONAL CORP.	37	6/23/11	10/4/13	991	1,573	582
LINCOLN NATIONAL CORP.	120	7/19/11	10/4/13	3,213	5,103	1,890
LINCOLN NATIONAL CORP.	55	8/26/11	10/4/13	1,055	2,339	1,284

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
LKQ CORP.	179	10/7/09	10/4/13	1,401	5,973	4,572
LKQ CORP.	82	11/30/09	10/4/13	709	2,736	2,027
LKQ CORP.	30	10/1/10	10/4/13	308	1,001	693
LKQ CORP.	30	11/15/10	10/4/13	338	1,001	663
LKQ CORP.	30	9/28/11	10/4/13	374	1,001	627
LKQ CORP.	30	10/6/11	10/4/13	405	1,001	596
LKQ CORP.	8	7/12/12	10/4/13	139	267	128
LKQ CORP.	29	12/11/12	10/4/13	623	968	345
LKQ CORP.	16	12/19/12	10/4/13	335	534	199
LOCKHEED MARTIN CORP.	85	6/9/11	10/4/13	6,624	10,855	4,231
LOCKHEED MARTIN CORP.	85	6/14/11	10/4/13	6,794	10,855	4,061
LOCKHEED MARTIN CORP.	7	1/24/13	10/4/13	655	894	239
LOCKHEED MARTIN CORP.	54	8/1/13	10/4/13	6,574	8,896	322
LOCKHEED MARTIN CORP.	42	8/2/13	10/4/13	5,191	5,363	172
MALLINCKRODT PLC	19	7/1/13	10/7/13	0	847	847
MALLINCKRODT PLC	89	7/2/13	10/7/13	3,779	3,970	191
MALLINCKRODT PLC	84	7/9/13	10/7/13	3,646	3,747	101
MANHATTAN ASSOCS. INC.	159	10/7/09	10/4/13	3,161	15,170	12,009
MANHATTAN ASSOCS. INC.	3	9/5/12	10/4/13	154	286	132
MANHATTAN ASSOCS. INC.	10	9/6/12	10/4/13	530	954	424
MARATHON PETE CORP.	31	6/29/12	10/4/13	1,394	2,002	608
MARATHON PETE CORP.	275	7/2/12	10/4/13	12,571	17,763	5,192
MARATHON PETE CORP.	4	1/24/13	10/4/13	275	258	(17)
MATTEL INC.	671	4/17/12	10/4/13	21,398	28,426	7,028
MAXIM INTEGRATED PRODS INC.	17	12/11/12	12/13/13	512	479	(33)
MAXIM INTEGRATED PRODS INC.	17	12/20/12	12/13/13	505	479	(26)
MAXIM INTEGRATED PRODS INC.	19	12/21/12	12/13/13	561	535	(26)
MAXIM INTEGRATED PRODS INC.	12	3/4/13	12/13/13	400	338	(62)
MAXIM INTEGRATED PRODS INC.	14	3/26/13	12/13/13	449	394	(55)
MCDONALDS CORP.	300	9/23/11	10/11/13	26,187	28,279	2,092
MCDONALDS CORP.	456	4/17/12	10/11/13	44,291	42,984	(1,307)
MCDONALDS CORP.	150	8/22/12	10/11/13	13,311	14,139	828
MCGRAW-HILL FINANCIAL INC.	185	3/1/13	10/4/13	8,745	12,407	3,662
MCGRAW-HILL FINANCIAL INC.	84	3/28/13	10/4/13	3,338	4,292	954
MEAD JOHNSON NUTRITION CO.	6	10/7/13	10/7/13	444	438	(6)
MERCK & CO, INC.	253	4/17/12	10/11/13	9,753	12,148	2,395
MERCK & CO, INC.	565	1/15/13	10/11/13	24,317	27,129	2,812
MERCK & CO, INC.	135	1/16/13	10/11/13	5,797	6,482	685
MERCK & CO, INC.	200	4/5/13	10/11/13	9,022	9,603	581
METLIFE INC.	900	2/26/13	10/11/13	31,000	42,304	11,304
MFB NORTHERN INT'L EQUITY INDEX FD	21,045	5/3/12	9/30/13	202,662	250,616	47,954
MFB NORTHERN EMERGING MARKETS	16,806.72	3/5/12	12/13/13	200,000	193,920	(6,080)
MFC ALPS	11,826	4/18/12	10/4/13	195,574	209,689	14,115
MFC FLEXSHARES TR MORNINGSTAR DEV	1,915	7/15/13	9/30/13	107,929	114,884	6,955
MFC FLEXSHARES TR MORNINGSTAR DEV	1,085	7/15/13	10/7/13	61,151	65,275	4,124
MFC FLEXSHARES TR MORNINGSTAR EMER	6,000	3/25/13	9/30/13	313,200	304,462	(8,738)
MFC FLEXSHARES TR MORNINGSTAR EMER	1,500	7/15/13	9/30/13	73,635	76,115	2,480
MFC FLEXSHARES TR MORNINGSTAR GLO	1,020	2/11/13	10/4/13	36,966	34,397	(2,569)
MFC FLEXSHARES TR MORNINGSTAR GLO	7,500	3/25/13	10/4/13	260,700	252,919	(7,781)
MFC FLEXSHARES TR MORNINGSTAR GLO	4,000	7/6/12	10/7/13	132,240	135,313	3,073
MFC FLEXSHARES TR MORNINGSTAR GLO	980	2/11/13	10/7/13	35,516	33,151	(2,365)
MFO NEUBERGER BERMAN EQUITY FUND	32,858.71	5/3/12	9/26/13	300,000	362,730	62,730
MFO PIMCO FDS PAC INVT MGMT SER	18,939.39	4/8/12	9/26/13	175,000	179,817	4,817
MFO PIMCO FDS PAC INVT MGMT SER	29,380.34	5/3/12	9/26/13	275,000	279,101	4,101
MFO PIMCO FDS PAC INVT MGMT SER	26,795.28	7/13/12	9/26/13	250,000	254,545	4,545
MICROSOFT CORP.	497	1/16/13	10/4/13	13,497	16,612	3,115
MICROSOFT CORP.	337	1/17/13	10/4/13	9,188	11,264	2,076
MICROSOFT CORP.	563	2/12/13	10/4/13	15,717	18,818	3,101
MIDDLEBY CORP.	36	5/18/12	10/4/13	3,614	7,654	4,040
MIDDLEBY CORP.	1	12/18/12	10/4/13	132	213	81
MOOG INC.	31	10/22/10	10/4/13	1,155	1,812	657
MOOG INC.	85	12/13/10	10/4/13	3,340	4,967	1,627
MOOG INC.	30	3/23/11	10/4/13	1,343	1,753	410
MOOG INC.	20	11/10/11	10/4/13	777	1,169	392
MOOG INC.	41	9/5/12	10/4/13	1,531	2,396	865
MORNINGSTAR INC.	195	10/7/09	10/4/13	9,331	15,310	5,979
MORNINGSTAR INC.	15	4/24/12	10/4/13	939	1,178	239
MORNINGSTAR INC.	2	7/17/12	10/4/13	119	157	38
MULTI COLOR CORP.	123	10/7/13	11/8/13	4,155	4,486	331
MULTI COLOR CORP.	367	10/7/13	11/14/13	12,396	13,677	1,281
NEWFIELD EXPLORATION CO	173	7/2/12	12/13/13	5,019	4,111	(908)
NEWFIELD EXPLORATION CO.	273	1/10/13	12/13/13	7,720	6,487	(1,233)
NEWFIELD EXPLORATION CO.	69	7/12/13	12/13/13	1,777	1,640	(137)
NEWFIELD EXPLORATION CO.	128	7/17/13	12/13/13	3,421	3,042	(379)
NEWFIELD EXPLORATION CO.	125	7/19/13	12/13/13	3,430	2,970	(460)
NOBLE CORPORATION (SWITZERLAND)	222	10/15/12	10/7/13	8,109	8,473	364
NOBLE CORPORATION (SWITZERLAND)	403	10/16/12	10/7/13	15,169	15,382	213
NOBLE CORPORATION (SWITZERLAND)	125	10/17/12	10/7/13	4,753	4,771	18
NOVARTIS AG	191	4/17/12	10/4/13	10,652	14,671	4,019

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
OMNICARE INC.	40	11/17/10	10/4/13	973	2,239	1,266
OMNICARE INC.	45	11/22/10	10/4/13	1,079	2,519	1,440
OMNICARE INC.	55	11/23/10	10/4/13	1,295	3,078	1,783
OMNICARE INC.	35	11/24/10	10/4/13	822	1,959	1,137
OMNICARE INC.	65	11/30/10	10/4/13	1,503	3,638	2,135
OMNICARE INC.	75	2/22/11	10/4/13	1,992	4,198	2,206
OMNICOM GROUP INC.	105	10/7/09	10/11/13	3,782	6,607	2,825
OMNICOM GROUP INC.	40	10/26/09	10/11/13	1,468	2,517	1,049
OMNICOM GROUP INC.	20	5/28/10	10/11/13	735	1,258	523
OMNICOM GROUP INC.	233	12/17/10	10/11/13	10,805	14,661	3,856
OMNICOM GROUP INC.	234	12/20/10	10/11/13	10,918	14,724	3,806
OMNICOM GROUP INC.	133	12/21/10	10/11/13	6,211	8,369	2,158
OMNICOM GROUP INC.	55	9/12/11	10/11/13	2,058	3,461	1,405
OMNICOM GROUP INC.	25	10/7/11	10/11/13	982	1,573	591
OMNICOM GROUP INC.	44	10/19/12	10/11/13	2,147	2,769	622
ONEOK INC.	658	4/17/12	10/4/13	28,684	34,960	8,266
ONYX PHARMACEUTICALS INC.	20	5/23/12	10/8/13	875	2,500	1,625
ONYX PHARMACEUTICALS INC.	6	5/30/12	10/8/13	276	750	474
ONYX PHARMACEUTICALS INC.	5	4/29/13	10/8/13	479	625	146
ONYX PHARMACEUTICALS INC.	6	5/23/13	10/8/13	575	750	175
PENTAIR LTD	28	8/12/13	10/7/013	1,788	1,835	47
PHILIP MORRIS INT'L	215	2/1/11	10/4/13	12,464	18,726	6,262
PHILIP MORRIS INT'L	354	4/17/12	10/4/13	30,929	30,833	(96)
PHILIP MORRIS INT'L	3	1/24/13	10/4/13	269	261	(8)
PIMCO EMERGING LOCAL BOND FD	10,080	645	10/4/13	98,105	99,970	1,865
PIMCO EMERGING LOCAL BOND FD	1,000	10/4/13	11/22/13	9,732	9,470	(262)
QUALCOMM INC.	400	9/23/11	10/11/13	19,948	26,737	6,789
QUALCOMM INC.	400	11/7/12	10/11/13	22,922	26,737	3,815
QUALCOMM INC.	271	5/6/13	10/11/13	17,350	18,114	764
QUALCOMM INC.	87	5/7/13	10/11/13	5,569	5,815	246
QUALCOMM INC.	46	6/1/13	10/11/13	2,854	3,075	221
REALTY INCOME CORP.	231	4/17/12	12/13/13	8,861	8,657	(204)
ROYAL IMTECH N.V.	2,359	10/7/13	12/18/13	6,486	6,367	(99)
RPC INC.	66	5/11/12	10/4/13	786	1,026	240
RPC INC.	159	5/15/12	10/4/13	1,702	2,471	769
RPC INC.	263	5/17/12	10/4/13	2,749	4,087	1,338
RPC INC.	103	6/1/12	10/4/13	1,081	1,601	520
RPC INC.	15	6/29/12	10/4/13	178	233	55
RPC INC.	137	7/2/12	10/4/13	1,625	2,129	504
RPC INC.	283	7/6/12	10/4/13	3,311	4,398	1,087
RPC INC.	162	7/9/12	10/4/13	1,956	2,517	561
RPC INC.	16	1/24/13	10/4/13	231	249	18
SALIX PHARMACEUTICALS LTD	52	4/26/13	10/4/13	2,677	3,609	932
SALIX PHARMACEUTICALS LTD	100	5/6/13	10/4/13	5,400	6,941	1,541
SALLY BEAUTY HLDGS INC.	140	10/7/09	10/4/13	981	3,671	2,690
SALLY BEAUTY HLDGS INC.	35	5/27/10	10/4/13	337	918	581
SALLY BEAUTY HLDGS INC.	75	10/22/10	10/4/13	929	1,966	1,037
SALLY BEAUTY HLDGS INC.	80	3/21/11	10/4/13	1,091	2,098	1,007
SALLY BEAUTY HLDGS INC.	5	8/16/11	10/4/13	83	131	48
SALLY BEAUTY HLDGS INC.	5	7/17/12	10/4/13	137	131	(6)
SANDRIDGE ENERGY INC	392	7/23/13	12/13/13	2,207	2,136	(71)
SANDRIDGE ENERGY INC.	153	8/7/13	12/13/13	809	834	25
SANDS CHINA LTD	76	10/3/13	10/18/13	4,716	5,023	307
SARTORIUS STEDIM BIOTECH	114	10/7/13	10/28/13	17,525	16,820	(705)
SARTORIUS STEDIM BIOTECH	68	10/7/13	10/30/13	10,454	10,053	(401)
SARTORIUS STEDIM BIOTECH	22	10/7/13	11/13/13	3,382	3,255	(127)
SARTORIUS STEDIM BIOTECH	5	10/8/13	11/13/13	767	740	(27)
SCHLUMBERGER LTD	300	1/5/09	10/4/13	12,119	26,673	14,554
SCHLUMBERGER LTD	150	7/7/09	10/4/13	8,326	13,337	5,011
SCIENCE APPLICATION INT'L CORP. (FRACTIONAL SHARE)	0.70	4/12/10	10/3/13	25	24	(1)
SCIENCE APPLICATION INT'L CORP	35	4/12/10	12/13/13	1,435	1,197	(238)
SIRONA DENTAL SYS INC.	12	12/24/12	11/26/13	756	869	113
SIRONA DENTAL SYS INC.	8	1/4/13	11/26/13	521	579	58
SIRONA DENTAL SYS INC.	32	2/12/13	11/26/13	2,319	2,317	(2)
SIRONA DENTAL SYS INC.	10	2/26/13	11/26/13	701	724	23
SIRONA DENTAL SYS INC.	9	3/27/13	11/26/13	656	652	(4)
SIRONA DENTAL SYS INC.	426	10/7/13	11/26/13	29,011	30,848	1,837
SLM CORP.	38	5/15/13	10/11/13	846	936	90
SLM CORP.	176	5/17/13	10/11/13	3,986	4,337	351
SLM CORP.	160	5/20/13	10/11/13	3,656	3,942	286
SMITH & NEPHEW	1,482	10/7/13	10/28/13	18,422	19,056	634
SOUTHERN CO.	553	4/17/12	12/13/13	25,129	22,386	(2,743)
SOUTHERN COPPER CORP. DEL	124	4/2/13	10/11/13	4,541	3,333	(1,208)
STEPAN CO.	29	7/31/13	10/11/13	1,734	1,640	(94)
STEPAN CO.	52	8/1/13	10/11/13	3,120	2,941	(179)
SUBSEA 7 S. A.	1,508	10/7/13	10/28/13	32,210	33,077	867
SYMANTEC CORP.	131	6/20/12	10/4/13	1,970	3,235	1,265
SYMANTEC CORP.	220	6/25/12	10/4/13	3,089	5,434	2,345
TAKEDA PHARMACEUTICAL CO.	70	10/4/13	10/17/13	1,656	1,659	3
TCW EMERGING MKTS INCOME	1,000	10/4/13	11/22/13	8,385	8,380	(5)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
TERADATA CORP.	22	1/7/11	12/13/13	968	904	(64)
TERADATA CORP.	10	2/2/11	12/13/13	443	411	(32)
TERADATA CORP.	15	12/20/12	12/13/13	937	616	(321)
TERADATA CORP.	2	1/28/13	12/13/13	137	82	(55)
TERADATA CORP.	10	7/2/13	12/13/13	499	411	(88)
TERADATA CORP.	29	8/7/13	12/13/13	1,831	1,191	(640)
TOYOTA MOTOR CORP.	12	10/4/13	12/2/13	1,532	1,492	(40)
UNIVERSAL TECHNICAL INST INC.	190	10/7/09	10/11/13	3,785	2,184	(1,611)
UTI WORLDWIDE INC.	120	10/12/12	10/7/13	1,669	1,806	137
UTI WORLDWIDE INC.	114	11/7/12	10/7/13	1,569	1,716	147
UTI WORLDWIDE INC.	118	11/14/12	10/7/13	1,552	1,776	224
UTI WORLDWIDE INC.	121	12/7/12	10/7/13	1,526	1,821	295
VENTAS INC.	122	5/15/13	12/13/13	9,922	7,079	(2,843)
VENTAS INC.	38	5/16/13	12/13/13	3,097	2,205	(892)
VIACOM INC.	191	10/7/09	10/4/13	5,314	16,061	10,747
WELLPOINT INC	14	10/7/09	10/4/13	845	1,201	566
WELLPOINT INC	60	10/14/09	10/4/13	2,665	5,147	2,482
WELLPOINT INC	10	4/29/10	10/4/13	565	858	293
WELLPOINT INC.	20	1/27/12	10/4/13	1,314	1,716	402
WELLPOINT INC.	16	10/25/02	10/4/13	1,029	1,373	344
WELLPOINT INC.	22	3/20/03	10/4/13	1,175	1,887	712
WELLPOINT INC.	28	3/11/04	10/4/13	1,532	2,402	870
WEX INC.	24	8/3/11	10/4/13	1,122	2,104	982
WEX INC	42	8/4/11	10/4/13	1,972	3,682	1,710
WEX INC.	40	7/20/12	10/4/13	2,603	3,508	903
WEX INC.	7	8/23/12	10/4/13	450	614	164
WEX INC.	2	9/26/12	10/4/13	137	175	38
WEX INC.	7	10/4/12	10/4/13	500	614	114
WEX INC.	5	10/18/12	10/4/13	355	438	83
WEX INC.	4	11/7/12	10/4/13	281	351	70
WEX INC.	3	4/1/13	10/4/13	233	263	30
WEX INC.	5	5/23/13	10/4/13	367	438	71
WEX INC.	8	6/20/13	10/4/13	621	701	80
WESTERN DIGITAL CORP.	381	2/1/11	10/4/13	13,154	24,390	11,236
WESTERN DIGITAL CORP.	16	1/24/13	10/4/13	764	1,024	260
WESTERN UNION CO.	180	4/27/12	12/13/13	3,353	3,026	(327)
WESTERN UNION CO.	187	5/2/12	12/13/13	3,390	3,144	(246)
WESTERN UNION CO.	83	9/18/12	12/13/13	1,558	1,396	(162)
WESTERN UNION CO.	51	9/27/12	12/13/13	938	857	(81)
WESTERN UNION CO.	120	7/12/13	12/13/13	2,097	2,018	(79)
WESTERN UNION CO	364	7/17/13	12/13/13	6,342	6,120	(222)
WILLIAMS CO. INC	748	4/17/12	10/4/13	23,683	27,379	3,696
WILLIAMS CO. INC	138	7/9/12	10/4/13	3,995	5,065	1,070
WILLIAMS CO INC	62	7/10/12	10/4/13	1,805	2,275	470
WILLIS GROUP HOLDINGS	180	10/7/09	10/4/13	4,526	7,036	2,510
WILLIS GROUP HOLDINGS	45	10/26/09	10/4/13	1,228	1,979	751
WILLIS GROUP HOLDINGS	90	12/13/10	10/4/13	2,818	3,958	1,140
WILLIS GROUP HOLDINGS	29	10/24/12	10/4/13	972	1,275	303
WILLIS GROUP HOLDINGS	29	2/13/13	10/4/13	1,083	1,275	192
WOLVERINE WORLD WIDE INC.	72	10/7/09	10/4/13	1,760	4,168	2,408
WOLVERINE WORLD WIDE INC.	30	7/19/10	10/4/13	805	1,737	932
WOLVERINE WORLD WIDE INC.	34	11/6/12	10/4/13	1,479	1,968	489
XILINX INC.	61	4/9/13	10/7/13	2,253	2,846	593
XILINX INC.	9	4/11/13	10/7/13	340	420	80
XILINX INC.	10	5/6/13	10/7/13	383	487	84
XILINX INC.	29	5/23/13	10/7/13	1,136	1,353	217
XILINX INC.	12	6/20/13	10/7/13	470	560	90
YANDEX N V.	90	10/3/13	11/1/13	3,266	3,332	66
YUM BRANDS INC.	10	4/12/11	10/4/13	501	712	211
YUM BRANDS INC.	135	4/20/11	10/4/13	6,928	9,608	2,680
YUM BRANDS INC.	100	5/8/12	10/4/13	7,135	7,117	(18)
YUM BRANDS INC.	4	1/24/13	10/4/13	266	285	19
TOTAL				7,456,902	8,483,348	1,026,444

NOTE: STOCKS WITH ACQUISITION DATES PRIOR TO SEPTEMBER, 2013 WERE TRANSFERRED TO RMB FROM NORTHERN TRUST, AND SOLD BY RMB.

THE BRUNING FOUNDATION
SCHEDULE OF GAINS / (LOSSES) ON SALES OF
SECURITIES - 2013
NORTHERN TRUST COMPANY

PART IV(C)

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
<u>OTHER INVESTMENTS</u>						
<u>STOCKS</u>						
AAON INC.						
(FRACTIONAL SHARE)	0.5	5/18/10	7/2/13	5	18	11
AAON INC.	19	5/18/10	7/19/13	203	452	249
AAON INC.	15	5/18/10	7/22/13	160	352	192
AAON INC.	8	5/19/10	7/22/13	85	188	103
AAON INC.	22	5/19/10	7/23/13	235	510	275
AAON INC.	21	5/19/10	7/24/13	224	481	257
AAON INC.	26	5/19/10	7/25/13	277	595	318
ABBOTT LABORATORIES	446	4/17/12	1/16/13	12,958	14,588	1,630
ABBOTT LABORATORIES	234	1/24/13	2/12/13	7,682	8,015	333
ABBVIE INC.	11	4/17/12	5/15/13	347	506	159
ABBVIE INC.	3	4/17/12	8/1/13	95	136	41
ACCENTURE PLC	99	1/8/13	4/26/13	6,845	7,794	949
ACCENTURE PLC	1	2/19/13	5/15/13	75	81	6
ACCENTURE PLC	119	2/19/13	7/2/13	8,902	8,556	(346)
ACCENTURE PLC	63	2/20/13	7/2/13	4,763	4,529	(234)
ACCENTURE PLC	10	1/8/13	8/14/13	691	715	24
ACCENTURE PLC	54	2/12/13	8/14/13	3,965	3,860	(105)
ACCENTURE PLC	53	2/14/13	8/14/13	3,888	3,789	(99)
ACCENTURE PLC	1	7/12/13	8/14/13	76	71	(5)
ACTAVIS INC.	20	6/6/11	1/30/13	1,261	1,707	446
ACTAVIS INC.	5	6/16/11	1/30/13	319	427	108
ACTAVIS INC.	7	6/24/11	2/26/13	459	582	123
AFFILIATED MANAGERS GROUP INC	8	10/7/09	4/10/13	499	1,231	732
AFFILIATED MANAGERS GROUP INC.	5	5/27/10	4/10/13	362	770	408
AFFILIATED MANAGERS GROUP INC.	7	5/27/10	5/24/13	507	1,128	621
ALASKA AIR GROUP INC.	2	12/20/10	4/17/13	58	119	61
ALASKA AIR GROUP INC.	10	12/23/10	4/17/13	287	597	310
ALASKA AIR GROUP INC.	7	5/2/11	4/17/13	230	418	188
ALASKA AIR GROUP INC.	12	5/2/11	5/30/13	394	679	285
ALLEGHENY TECHNOLOGIES INC.	5	4/1/11	2/26/13	337	149	(188)
ALLEGHENY TECHNOLOGIES INC.	8	5/31/11	2/26/13	527	238	(289)
ALLEGHENY TECHNOLOGIES INC.	2	5/31/11	4/29/13	132	55	(77)
ALLEGHENY TECHNOLOGIES INC.	10	7/21/11	4/29/13	649	268	(381)
ALLEGHENY TECHNOLOGIES INC.	15	8/10/11	4/29/13	676	402	(274)
ALLEGHENY TECHNOLOGIES INC.	10	1/26/12	4/29/13	487	268	(219)
ALLEGHENY TECHNOLOGIES INC.	5	2/27/12	4/29/13	220	134	(86)
ALLEGHENY TECHNOLOGIES INC.	12	3/29/12	4/29/13	483	322	(161)
ALLEGHENY TECHNOLOGIES INC.	4	4/11/12	4/29/13	157	107	(50)
ALLEGHENY TECHNOLOGIES INC.	6	5/23/12	4/29/13	214	161	(53)
ALTERA CORP.	43	7/3/12	4/5/13	1,470	1,413	(57)
ALTERA CORP.	9	7/3/12	6/7/13	308	293	(15)
ALTERA CORP.	12	7/18/12	6/7/13	381	391	10
ALTERA CORP.	12	7/30/12	6/7/13	423	391	(32)
ALTERA CORP.	6	7/31/12	6/7/13	213	195	(18)
ALTERA CORP.	10	10/18/12	6/7/13	336	326	(10)
ALTERA CORP.	11	11/2/12	6/7/13	341	358	17
ALTERA CORP.	11	11/7/12	6/7/13	339	358	19
ALTERA CORP.	21	11/19/12	6/7/13	651	684	33
ALTERA CORP.	18	12/11/12	6/7/13	595	586	(9)
ALTERA CORP.	11	12/19/12	6/7/13	382	358	(24)
ALTRIA GROUP INC.	10	4/17/12	5/15/13	316	374	58
ALTRIA GROUP INC.	3	4/17/12	8/1/13	95	108	11
ANALOG DEVICES INC.	2	4/17/12	5/15/13	77	93	16
ANALOG DEVICES INC.	4	4/17/12	8/1/13	154	198	44
APOLLO GROUP INC.	85	9/5/12	2/12/13	2,391	1,667	(724)
APOLLO GROUP INC.	44	9/6/12	2/12/13	1,322	863	(459)
APOLLO GROUP INC.	26	9/6/12	2/13/13	781	506	(275)
APOLLO GROUP INC.	14	9/6/12	2/14/13	421	264	(157)
APOLLO GROUP INC.	80	9/7/12	2/14/13	2,405	1,508	(897)
APOLLO GROUP INC.	275	11/1/12	2/14/13	5,509	5,185	(324)
APOLLO GROUP INC.	87	11/2/12	2/14/13	1,761	1,640	(121)
ASSURANT INC.	70	10/7/09	7/1/13	2,180	3,603	1,423
ASSURANT INC.	60	10/7/09	7/10/13	1,868	3,134	1,266
AT & T INC.	2	4/17/12	8/1/13	62	71	9
AUTOMATIC DATA PROCESSING INC.	49	4/17/12	5/15/13	2,725	3,495	770
AUTOMATIC DATA PROCESSING INC.	3	4/17/12	8/1/13	167	214	47

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
BANK N S HALIFAX	4	4/17/12	5/15/13	223	228	5
BANK N S HALIFAX	155	4/17/12	7/2/13	8,645	8,217	(428)
BANK N S HALIFAX	31	4/17/12	7/3/13	1,729	1,635	(94)
BANK N S HALIFAX	74	4/17/12	7/5/13	4,127	3,874	(253)
BANK N S HALIFAX	46	4/17/12	7/8/13	2,566	2,424	(142)
BAXTER INT'L INC	108	11/26/12	1/8/13	7,229	7,364	135
BAXTER INT'L INC	5	8/15/12	5/15/13	298	353	55
BAXTER INT'L INC.	1	8/15/12	8/1/13	60	73	13
BCE INC.	7	4/17/12	5/15/13	283	328	45
BCE INC.	3	4/17/12	8/1/13	121	124	3
BIO RAD LABS INC.	9	10/7/09	4/10/13	806	1,119	313
BLACKROCK INC.	1	4/17/12	5/15/13	202	288	86
BLACKROCK INC.	34	4/17/12	8/1/13	6,877	9,700	2,823
BLACKROCK INC.	22	4/17/12	8/2/13	4,450	6,276	1,826
BLOCK, H. & R., INC.	103	1/30/13	4/9/13	2,356	2,926	570
BRISTOL MYERS SQUIBB CO.	950	6/24/11	4/5/13	27,685	38,189	10,504
BRISTOL MYERS SQUIBB CO.	208	4/17/12	6/7/13	6,941	9,794	2,853
BRISTOL MYERS SQUIBB CO.	3	4/17/12	8/1/13	100	131	31
CA INC.	214	10/7/09	5/28/13	4,611	5,932	1,321
CA INC.	37	10/7/09	6/4/13	797	1,019	222
CA INC.	10	4/9/10	6/4/13	235	275	40
CA INC.	65	8/12/10	6/4/13	1,185	1,791	606
CABELAS INC.	35	9/7/12	6/19/13	1,832	2,415	583
CABELAS INC	6	10/1/12	6/19/13	330	414	84
CABELAS INC.	5	10/18/12	6/19/13	281	345	64
CANADIAN IMPERIAL BK	50	4/17/12	3/14/13	3,785	4,007	222
CANADIAN IMPERIAL BK	77	4/17/12	3/15/13	5,829	6,206	377
CARBO CERAMICS INC.	23	3/1/13	5/31/13	2,075	1,584	(511)
CATAMARAN CORP.	22	7/3/12	3/11/13	739	1,208	469
CATAMARAN CORP.	21	7/3/12	5/23/13	705	1,000	295
CATAMARAN CORP.	11	7/3/12	5/31/13	369	531	162
CENTENE CORP. DEL	22	8/1/12	1/30/13	836	965	129
CHEVRON CORP	1	5/9/12	5/15/13	102	123	21
CHEVRON CORP	2	5/9/12	8/1/13	204	252	48
CHICOS FAS INC.	10	12/29/09	1/30/13	139	176	37
CHICOS FAS INC.	30	1/14/10	1/30/13	431	529	98
CHICOS FAS INC.	39	5/19/11	1/30/13	553	687	134
CHICOS FAS INC.	24	5/19/11	2/6/13	340	432	92
CHICOS FAS INC.	2	5/19/11	2/14/13	28	35	7
CHICOS FAS INC.	10	5/24/11	2/14/13	145	174	29
CHICOS FAS INC.	45	9/27/11	2/14/13	571	785	214
CHICOS FAS INC	25	10/5/11	2/14/13	287	436	149
CHICOS FAS INC	1	6/25/12	2/14/13	14	17	3
CHICOS FAS INC	23	7/18/12	2/14/13	350	401	51
CHICOS FAS INC.	3	12/26/12	2/14/13	54	52	(2)
CISCO SYSTEMS INC.	4	12/12/12	5/15/13	79	85	6
CISCO SYSTEMS INC.	8	12/12/12	8/1/13	159	206	47
CLIFFS NAT RES INC.	74	2/1/11	1/8/13	6,553	2,778	(3,775)
CLIFFS NAT RES INC.	118	10/4/11	1/8/13	5,906	4,430	(1,476)
CLIFFS NAT RES INC.	2	10/4/11	4/18/13	100	35	(65)
CLIFFS NAT RES INC.	21	6/1/12	4/16/13	992	366	(626)
CLIFFS NAT RES INC.	14	6/29/12	4/16/13	690	244	(446)
CLIFFS NAT RES INC.	129	7/2/12	4/16/13	6,271	2,250	(4,021)
CLIFFS NAT RES INC.	57	3/28/13	4/16/13	1,084	994	(90)
CLIFFS NAT RES INC	378	3/28/13	4/18/13	7,192	6,515	(677)
COCA COLA CO.	9	4/17/12	5/15/13	334	385	51
COCA COLA CO.	3	4/17/12	8/1/13	111	122	11
COMPUTER SCIENCES CORP.	60	10/7/09	2/12/13	3,064	2,789	(275)
COMPUTER SCIENCES CORP.	55	10/7/09	2/13/13	2,809	2,578	(231)
COMPUTER SCIENCES CORP.	9	1/30/13	7/19/13	381	427	46
COMPUTER SCIENCES CORP.	13	1/30/13	7/22/13	550	616	66
CONCHO RES INC.	7	10/22/09	4/5/13	291	622	331
CONOCOPHILLIPS	130	5/8/12	5/15/13	6,947	8,076	1,129
CONOCOPHILLIPS	13	6/29/12	5/15/13	726	808	82
CONOCOPHILLIPS	115	7/2/12	5/15/13	6,391	7,144	753
CONOCOPHILLIPS	4	1/24/13	5/15/13	242	248	6
COOPER COS. INC.	14	7/7/10	3/8/13	542	1,520	978
COPA HOLDINGS SA	75	2/1/11	1/10/13	4,285	7,439	3,154
COPA HOLDINGS SA	30	2/1/11	5/15/13	1,714	4,137	2,423
COPA HOLDINGS SA	18	2/1/11	5/17/13	1,029	2,433	1,404
COPA HOLDINGS SA	12	2/1/11	5/20/13	686	1,618	932
COVIDIEN PLC	450	12/7/11	5/6/13	19,899	29,349	9,450
CRESCENT POINT ENERGY CORP.	165	4/17/12	1/18/13	7,049	6,368	(681)
CRESCENT POINT ENERGY CORP.	101	4/17/12	1/17/13	4,315	3,915	(400)
CRIMSON WINE GROUP LTD.	63	2/26/13	3/7/13	398	530	132
CRIMSON WINE GROUP LTD. (FRACTIONAL SHARE)	0.40	2/26/13	3/7/13	3	3	0

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
CROWN CASTLE INT'L CORP.	29	8/18/10	2/5/13	1,187	2,058	871
CROWN CASTLE INT'L CORP.	16	8/26/10	2/5/13	656	1,135	479
CROWN CASTLE INT'L CORP.	4	8/26/10	2/15/13	164	268	104
CROWN CASTLE INT'L CORP.	5	9/1/10	2/15/13	205	334	129
CROWN CASTLE INT'L CORP.	10	7/29/11	2/15/13	436	669	233
CROWN CASTLE INT'L CORP.	30	8/3/11	2/15/13	1,304	2,006	702
CROWN CASTLE INT'L CORP.	5	8/3/11	5/24/13	217	368	151
CROWN CASTLE INT'L CORP.	15	8/5/11	5/24/13	615	1,104	489
CROWN CASTLE INT'L CORP.	10	9/16/11	5/24/13	437	736	299
CROWN CASTLE INT'L CORP.	1	9/27/11	5/24/13	43	74	31
CROWN CASTLE INT'L CORP.	19	9/27/11	6/7/13	809	1,334	525
CROWN CASTLE INT'L CORP.	7	7/31/12	6/7/13	435	491	56
CROWN CASTLE INT'L CORP.	3	12/26/12	6/7/13	213	211	(2)
CROWN HLDGS INC.	65	8/26/10	1/30/13	1,827	2,510	683
CROWN HLDGS INC.	20	8/4/11	1/30/13	724	772	48
CUMMINS INC.	70	8/10/11	3/28/13	6,179	8,025	1,846
CUMMINS INC.	67	11/14/11	3/28/13	6,686	7,681	995
CUMMINS INC.	6	1/24/13	3/28/13	693	688	(5)
CYTEC INDUSTRIES	29	5/8/12	4/2/13	1,789	2,109	320
CYTEC INDUSTRIES	12	5/23/12	4/2/13	730	873	143
CYTEC INDUSTRIES	8	5/24/12	4/2/13	490	582	92
CYTEC INDUSTRIES	1	7/12/12	4/2/13	59	73	14
DAVITA INC.	4	5/2/11	7/2/13	356	454	98
DAVITA INC.	2	8/3/11	7/2/13	158	227	69
DIGITAL RLTY TR INC.	140	4/17/12	5/15/13	10,489	8,964	(1,525)
DIGITAL RLTY TR INC.	30	4/17/12	5/16/13	2,248	1,913	(335)
DIGITAL RLTY TR INC.	107	4/17/12	8/1/13	8,017	5,853	(2,164)
DIGITAL RLTY TR INC.	71	4/17/12	8/2/13	5,320	3,890	(1,430)
DOMINION RES INC. VA	504	2/3/12	1/15/13	25,358	26,404	1,046
DOMINION RES INC. VA	66	2/3/12	1/16/13	3,321	3,465	144
DST SYSTEMS INC.	5	5/26/10	1/15/13	188	315	127
DST SYSTEMS INC.	25	6/8/10	1/15/13	954	1,573	619
DST SYSTEMS INC.	30	6/8/10	2/27/13	1,145	2,051	906
DST SYSTEMS INC.	2	6/11/10	2/27/13	73	137	64
DuPONT E I DE NEMOURS & CO	450	9/23/11	6/19/13	18,411	24,197	5,786
DuPONT E I DE NEMOURS & CO	87	12/24/12	6/19/13	3,891	4,678	787
DuPONT E I DE NEMOURS & CO.	13	12/24/12	6/20/13	581	686	105
EDWARDS LIFESCIENCES CORP.	8	10/7/09	1/30/13	274	723	449
EDWARDS LIFESCIENCES CORP.	8	10/7/09	8/14/13	274	580	306
ELI LILLY & CO.	158	7/17/12	1/8/13	6,964	8,201	1,237
ELI LILLY & CO.	101	7/30/12	1/8/13	4,450	5,243	793
ELI LILLY & CO	61	7/31/12	1/8/13	2,695	3,166	471
EMC CORP.	750	10/14/10	5/16/13	15,674	18,015	2,341
EMERSON ELECTRIC CO.	7	4/17/12	5/15/13	358	409	51
EMERSON ELECTRIC CO.	2	4/17/12	8/1/13	102	125	23
ENDO HEALTH SOLUTIONS INC.	173	2/1/11	1/8/13	5,925	4,589	(1,336)
ENDO HEALTH SOLUTIONS INC.	68	2/1/11	2/12/13	2,329	1,949	(380)
ENDO HEALTH SOLUTIONS INC.	204	2/1/11	2/14/13	6,987	5,898	(1,089)
FAIR ISAAC CORPORATION	55	10/7/09	2/5/13	1,179	2,475	1,296
FAIR ISAAC CORPORATION	16	10/7/09	2/20/13	343	723	380
FAIR ISAAC CORPORATION	41	10/7/09	2/21/13	879	1,823	944
FAIR ISAAC CORPORATION	5	10/7/09	4/30/13	107	230	123
FAMILY DLR STORES INC	25	7/12/12	1/7/13	1,716	1,431	(285)
FAMILY DLR STORES INC.	6	7/13/12	1/7/13	405	344	(61)
FAMILY DLR STORES INC.	7	7/18/12	1/7/13	468	401	(67)
FAMILY DLR STORES INC.	2	10/1/12	1/7/13	131	115	(16)
FAMILY DLR STORES INC.	5	10/4/12	1/7/13	343	286	(57)
FAMILY DLR STORES INC.	13	10/18/12	1/7/13	858	744	(114)
FEDERATED INVESTORS INC.	109	2/1/11	2/21/13	2,961	2,599	(362)
FEDERATED INVESTORS INC.	366	2/1/11	3/1/13	9,944	8,373	(1,571)
FEDERATED INVESTORS INC.	110	9/28/11	3/1/13	2,032	2,517	485
FEDERATED INVESTORS INC.	105	1/4/12	3/1/13	1,691	2,402	711
FEDERATED INVESTORS INC.	65	1/6/12	3/1/13	1,113	1,487	374
FEDERATED INVESTORS INC.	30	1/6/12	3/5/13	514	706	192
FEDERATED INVESTORS INC.	190	1/10/12	3/5/13	3,299	4,473	1,174
FEDERATED INVESTORS INC.	36	3/21/12	3/5/13	836	848	12
FIDELITY NATIONAL FINANCIAL INC.	51	1/26/12	6/7/13	929	1,310	381
FIDELITY NATIONAL FINANCIAL INC.	44	1/26/12	7/2/13	802	1,037	235
FIDELITY NATIONAL FINANCIAL INC.	45	1/27/12	7/2/13	821	1,061	240
FIDELITY NATIONAL FINANCIAL INC.	45	4/27/12	7/2/13	874	1,061	187
FIDELITY NATIONAL FINANCIAL INC	23	5/21/12	7/2/13	430	542	112
FIDELITY NATIONAL FINANCIAL INC.	20	5/23/12	7/2/13	375	472	97
FIDELITY NATIONAL FINANCIAL INC.	14	6/6/12	7/2/13	266	330	64
FIDELITY NATIONAL FINANCIAL INC.	14	6/18/12	7/2/13	272	330	58
FIDELITY NATIONAL FINANCIAL INC.	4	6/29/12	7/2/13	77	94	17
FIDELITY NATIONAL FINANCIAL INC.	3	8/30/12	7/2/13	57	71	14
GALLAGHER, ARTHUR J. & CO.	7	8/15/12	5/15/13	248	319	71
GALLAGHER, ARTHUR J. & CO.	3	8/15/12	8/1/13	106	135	29
GARTNER INC.	25	3/23/12	4/17/13	1,053	1,407	354
GARTNER INC.	11	3/23/12	8/14/13	464	657	193
GARTNER INC.	5	3/26/12	8/14/13	214	298	84

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
GENERAL DYNAMICS CORP.	38	10/7/09	1/25/13	2,401	2,684	283
GENERAL ELECTRIC CO.	7	7/26/12	5/15/13	144	162	18
GENERAL ELECTRIC CO.	9	7/26/12	8/1/13	185	222	37
GENUINE PARTS CO.	2	4/17/12	5/15/13	129	160	31
GENUINE PARTS CO.	1	4/17/12	8/1/13	64	83	19
GILEAD SCIENCES INC.	183	2/14/11	2/21/13	3,523	7,601	4,078
GILEAD SCIENCES INC.	39	2/14/11	4/26/13	751	2,017	1,266
GILEAD SCIENCES INC.	112	4/20/11	4/26/13	2,278	5,793	3,515
GILEAD SCIENCES INC.	218	4/20/11	4/30/13	4,434	10,943	6,509
GLAXOSMITHKLINE PLC	3	4/17/12	8/1/13	138	155	17
GOOGLE INC.	15	7/7/09	5/16/13	6,365	13,610	7,245
GOOGLE INC.	5	1/26/10	5/16/13	2,904	4,537	1,633
GRANITE REAL ESTATE INVT.	17	8/27/10	4/8/13	197	649	452
GRANITE REAL ESTATE INVT.	24	9/17/10	4/8/13	256	916	660
H J HEINZ	305	4/17/12	2/19/13	16,192	22,002	5,810
H J HEINZ	179	4/17/12	3/14/13	9,503	12,972	3,469
H J HEINZ	22	4/17/12	3/15/13	1,168	1,594	426
H J HEINZ	97	10/2/12	3/15/13	5,472	7,028	1,556
HALLIBURTON CO.	170	11/8/11	2/12/13	6,491	6,909	418
HALLIBURTON CO.	23	11/15/11	2/12/13	897	935	38
HALLIBURTON CO.	147	11/15/11	2/21/13	5,734	6,003	269
HALLIBURTON CO.	222	4/17/12	2/21/13	7,262	9,066	1,804
HALLIBURTON CO.	14	1/24/13	2/21/13	527	572	45
HARRIS CORP.	89	3/28/13	4/16/13	4,125	3,762	(363)
HARRIS CORP.	3	4/2/13	4/16/13	139	127	(12)
HARRIS CORP.	84	4/2/13	4/18/13	3,882	3,464	(418)
HCP INC.	2	4/17/12	5/15/13	79	108	29
HCP INC.	3	4/17/12	8/1/13	119	128	9
HEALTH MANAGEMENT ASSOCIATES INC.	164	7/17/12	4/26/13	1,275	1,834	559
HEALTH MANAGEMENT ASSOCIATES INC.	268	7/17/12	5/1/13	2,005	2,829	824
HEALTH MANAGEMENT ASSOCIATES INC.	30	7/17/12	5/2/13	233	333	100
HEALTH MANAGEMENT ASSOCIATES INC.	457	7/20/12	5/2/13	3,524	5,073	1,549
HEALTH MANAGEMENT ASSOCIATES INC.	149	8/27/12	5/2/13	1,086	1,654	568
HEALTH MANAGEMENT ASSOCIATES INC.	108	8/27/12	5/6/13	787	1,161	374
HEALTH MANAGEMENT ASSOCIATES INC.	246	8/28/12	5/6/13	1,835	2,644	809
HEALTH MANAGEMENT ASSOCIATES INC.	242	8/29/12	5/6/13	1,833	2,601	768
HEALTH MANAGEMENT ASSOCIATES INC.	181	8/30/12	5/6/13	1,388	1,945	557
HEALTH MANAGEMENT ASSOCIATES INC.	59	8/30/12	5/7/13	453	635	182
HEALTH MANAGEMENT ASSOCIATES INC.	27	1/24/13	5/7/13	273	290	17
HERBALIFE LTD.	180	2/1/11	2/12/13	6,052	6,472	420
HERBALIFE LTD.	39	3/22/11	2/12/13	1,568	1,402	(166)
HERBALIFE LTD.	61	3/22/11	3/28/13	2,464	2,287	(177)
HERBALIFE LTD.	60	3/23/11	3/28/13	2,413	2,249	(164)
HERBALIFE LTD.	13	1/24/13	3/28/13	562	487	(75)
HERSHEY COMPANY	45	1/8/13	4/26/13	3,338	3,943	605
HERSHEY COMPANY	46	1/8/13	4/30/13	3,412	4,052	640
HERSHEY COMPANY	10	1/8/13	7/12/13	742	916	174
HERSHEY COMPANY	45	4/16/13	7/12/13	4,012	4,122	110
HERSHEY COMPANY	40	4/18/13	7/12/13	3,579	3,664	85
HERSHEY COMPANY	1	4/18/13	7/17/13	89	92	3
HERSHEY COMPANY	9	5/15/13	7/17/13	809	824	15
HERSHEY COMPANY	49	5/17/13	7/17/13	4,389	4,486	97
HERSHEY COMPANY	35	5/20/13	7/17/13	3,139	3,204	65
HERTZ GLOBAL HLDGS INC.	33	2/26/13	8/5/13	636	815	179
HOLLYFRONTIER CORP.	46	7/1/11	7/12/13	1,391	1,979	588
HOME DEPOT INC.	250	2/3/12	6/28/13	11,289	19,085	7,796
INTEL CORP.	18	4/17/12	5/15/13	517	434	(83)
INTERNATIONAL BUSINESS MACHINES INC	50	1/5/09	1/17/13	4,103	9,691	5,588
INTEROIL CORP.	12	10/7/09	5/23/13	460	1,104	644
INTERPUBLIC GROUP OF COMPANIES INC.	135	10/7/09	1/2/13	937	1,557	620
INTERPUBLIC GROUP OF COMPANIES INC.	130	10/7/09	8/13/13	902	2,092	1,190
INTERPUBLIC GROUP OF COMPANIES INC.	7	2/5/10	8/13/13	47	113	66
INTUIT	1	10/7/09	2/15/13	28	62	34
INTUIT	16	5/18/10	2/15/13	587	984	397
ITRON INC.	35	4/16/13	7/19/13	1,572	1,509	(63)
ITRON INC.	32	4/18/13	7/22/13	1,437	1,381	(56)
JOHNSON CONTROLS INC.	750	1/15/10	1/17/13	22,290	23,792	1,502
JOHNSON & JOHNSON	2	6/25/12	5/15/13	133	175	42
JOHNSON & JOHNSON	3	6/25/12	8/1/13	199	282	83
KIMBERLY-CLARK CORP.	88	1/8/13	3/28/13	7,419	8,574	1,155
KIMBERLY-CLARK CORP.	4	4/17/12	5/15/13	302	419	117
KIMBERLY-CLARK CORP.	2	4/17/12	8/1/13	151	198	47
KINDER MORGAN INC.	3	4/17/12	5/15/13	112	120	8
KINDER MORGAN INC.	5	4/17/12	8/1/13	187	190	3
KIRBY CORP.	35	10/7/09	2/21/13	1,206	2,594	1,388

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
KODIAK OIL & GAS CO.	115	11/22/11	4/9/13	928	971	43
KODIAK OIL & GAS CO.	35	12/19/11	4/9/13	305	295	(10)
KODIAK OIL & GAS CO.	25	2/2/12	4/9/13	220	211	(9)
KODIAK OIL & GAS CO.	60	2/2/12	4/23/13	527	448	(79)
KODIAK OIL & GAS CO.	111	3/14/12	4/23/13	1,157	828	(329)
KODIAK OIL & GAS CO.	26	4/27/12	4/23/13	236	194	(42)
KODIAK OIL & GAS CO.	55	5/8/12	4/23/13	488	410	(78)
KODIAK OIL & GAS CO.	31	5/14/12	4/23/13	273	231	(42)
KODIAK OIL & GAS CO.	5	8/30/12	4/23/13	44	37	(7)
KRAFT FOODS GROUP INC.	2	12/12/12	5/15/13	91	110	19
KRAFT FOODS GROUP INC.	3	12/12/12	8/1/13	137	172	35
LANDAUER INC.	3	10/7/09	7/22/13	162	144	(18)
LANDAUER INC.	4	10/7/09	7/23/13	216	193	(23)
LANDAUER INC.	9	10/7/09	7/24/13	486	432	(54)
LANDAUER INC.	24	10/7/09	7/25/13	1,296	1,147	(149)
LANDAUER INC.	5	10/7/09	7/26/13	270	239	(31)
LANDAUER INC.	18	11/10/11	7/26/13	905	860	(45)
LANDAUER INC.	7	11/10/11	7/29/13	352	335	(17)
LEUCADIA NATIONAL CORP.	50	10/7/09	1/3/13	1,155	1,206	51
LEUCADIA NATIONAL CORP.	64	10/7/09	5/8/13	1,403	2,050	647
LEXMARK INT'L INC.	54	10/7/09	7/23/13	1,083	2,055	972
LEXMARK INT'L INC.	51	10/7/09	7/30/13	1,023	1,891	868
LEXMARK INT'L INC.	50	10/7/09	8/2/13	1,003	1,905	902
LEXMARK INT'L INC.	40	4/14/10	8/2/13	1,443	1,524	81
LEXMARK INT'L INC.	28	10/27/10	8/2/13	1,073	1,067	(6)
LEXMARK INT'L INC.	2	10/27/10	8/9/13	77	81	4
LEXMARK INT'L INC.	40	2/23/11	8/9/13	1,472	1,628	156
LEXMARK INT'L INC.	15	6/20/11	8/9/13	425	611	186
LIFE TECHNOLOGIES CORP.	35	9/13/11	1/22/13	1,371	2,155	784
LIFE TECHNOLOGIES CORP.	17	9/15/11	1/22/13	689	1,047	358
LIFE TECHNOLOGIES CORP.	23	9/15/11	4/19/13	933	1,691	758
LIFE TECHNOLOGIES CORP.	13	9/22/11	4/19/13	480	956	476
LIFE TECHNOLOGIES CORP.	35	9/22/11	4/23/13	1,292	2,575	1,283
LIFE TECHNOLOGIES CORP.	22	9/22/11	5/3/13	812	1,619	807
LIFE TECHNOLOGIES CORP.	18	10/10/11	5/3/13	658	1,324	666
LIFE TECHNOLOGIES CORP.	17	10/10/11	5/8/13	621	1,250	629
LIFE TECHNOLOGIES CORP.	23	4/26/12	5/8/13	1,058	1,691	633
LIFE TECHNOLOGIES CORP.	13	4/26/12	5/10/13	598	956	358
LIFE TECHNOLOGIES CORP.	28	6/4/12	5/10/13	1,125	2,059	934
LINCOLN NATIONAL CORP	83	6/23/11	8/8/13	2,224	3,606	1,382
LKQ CORP.	23	10/7/09	5/6/13	180	572	392
LKQ CORP.	35	10/7/09	5/16/13	274	884	610
LKQ CORP.	129	10/7/09	6/6/13	1,010	3,086	2,076
MADDEN STEVEN LTD	40	1/31/12	4/5/13	1,651	1,791	140
MADDEN STEVEN LTD	10	2/17/12	4/5/13	430	448	18
MADDEN STEVEN LTD	12	8/2/12	4/5/13	463	537	74
MADDEN STEVEN LTD	22	8/2/12	4/5/13	934	985	51
MADDEN STEVEN LTD	12	11/2/12	4/5/13	528	537	9
MADDEN STEVEN LTD	3	11/19/12	4/5/13	128	134	6
MADDEN STEVEN LTD	11	12/21/12	4/5/13	470	493	23
MAF GLOBAL EMERGING MARKETS FUND	3,749.977	5/1/06	10/15/13	252,996	441,177	188,181
MAF GLOBAL EMERGING MARKETS FUND	657.800	5/1/06	10/17/13	44,379	77,393	33,014
MAF GLOBAL EQUITY FUND	2,554.067	5/1/09	10/15/13	167,248	334,216	166,968
MAF GLOBAL EQUITY FUND	416.990	5/1/09	10/17/13	27,306	54,567	27,261
MAF SMALL VALUE FUND	1,439.003	10/4/07	10/15/13	105,771	189,439	83,668
MAF SMALL VALUE FUND	243.990	10/4/09	10/17/13	17,934	33,815	15,881
MALLINCKRODT PLC (FRACTIONAL SHARE)	0.38	7/1/13	7/2/13	15	17	2
MATTEL INC.	9	4/17/12	5/15/13	287	421	134
MATTEL INC.	4	4/17/12	8/1/13	128	171	43
MAXIM INTEGRATED PRODS. INC.	47	1/5/12	6/14/13	1,227	1,301	74
MAXIM INTEGRATED PRODS. INC.	3	1/5/12	7/23/13	78	83	5
MAXIM INTEGRATED PRODS. INC.	13	3/27/12	7/23/13	377	359	(18)
MAXIM INTEGRATED PRODS. INC.	19	5/23/12	7/23/13	482	525	43
MAXIM INTEGRATED PRODS. INC.	15	12/3/12	7/23/13	431	415	(16)
MAXIM INTEGRATED PRODS. INC.	3	12/11/12	7/23/13	90	83	(7)
MCDONALDS CORP.	2	4/17/12	5/15/13	194	204	10
MCDONALDS CORP.	3	4/17/12	8/1/13	291	297	6
MCGRAW-HILL COS.	68	2/21/13	4/16/13	3,111	3,529	418
MCGRAW-HILL COS.	8	3/1/13	4/16/13	378	415	37
MCGRAW-HILL COS.	78	3/1/13	4/18/13	3,687	3,999	312
MEDNAX INC.	10	12/17/10	6/26/13	671	893	222
MEDNAX INC.	5	5/24/11	6/26/13	366	447	81
MEDNAX INC.	7	11/2/11	6/26/13	470	625	155
MFB NORTHERN FDS BD INDEX FD	4,542.23	7/13/12	6/28/13	50,412	47,875	(2,537)
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS.	10,852.97	9/21/09	7/15/13	180,146	193,617	13,471
MFB NORTHERN FDS STK INDEX FD	19,882.01	10/27/10	3/25/13	291,271	382,729	91,458
MFC FLEXSHARES TR MORNINGSTAR GLOBAL	1,500	7/6/12	7/15/13	49,590	48,873	(717)
MFC SPDR GOLD	750	3/9/09	3/25/13	66,615	116,113	49,498
MFC SPDR GOLD	250	5/12/10	3/25/13	29,295	38,704	9,409
MFC SPDR GOLD	500	10/25/10	3/25/13	65,435	77,409	11,974

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
MICROS SYS INC.	8	7/21/11	4/1/13	414	361	(53)
MICROS SYS INC.	5	8/3/11	4/1/13	234	226	(8)
MICROS SYS INC.	5	8/4/11	4/1/13	226	226	0
MICROS SYS INC.	15	8/15/11	4/1/13	651	678	27
MICROS SYS INC.	5	10/7/11	4/1/13	228	226	(2)
MICROS SYS INC.	10	10/18/11	4/1/13	476	452	(24)
MICROS SYS INC.	10	1/5/12	4/1/13	471	452	(19)
MICROS SYS INC.	10	12/21/12	4/1/13	423	452	29
MICROS SYS INC.	6	1/28/13	4/1/13	280	271	(9)
MICROS SYS INC.	15	1/30/13	4/1/13	686	678	(8)
MICROSOFT CORP.	159	4/20/11	1/24/13	4,132	4,435	303
MICROSOFT CORP.	244	9/18/12	1/24/13	7,614	6,805	(809)
MICROSOFT CORP.	283	1/8/13	1/24/13	7,518	7,893	375
MICROSOFT CORP.	5	1/16/13	5/15/13	136	169	33
MICROSOFT CORP.	4	1/16/13	8/1/13	109	128	19
MONSTER BEVERAGE CORP.	12	11/1/10	3/26/13	309	583	274
MONSTER BEVERAGE CORP.	20	12/23/10	3/26/13	536	972	436
MONSTER BEVERAGE CORP.	10	10/8/12	3/26/13	570	486	(84)
MOODY'S CORP.	1	10/19/10	2/5/13	27	46	19
MOODY'S CORP.	10	10/27/10	2/5/13	268	459	191
MOODY'S CORP.	20	5/19/11	2/5/13	782	917	135
MOODY'S CORP.	15	1/12/12	2/5/13	551	688	137
MOODY'S CORP.	10	1/23/12	2/5/13	369	459	90
MOODY'S CORP.	11	4/4/12	2/5/13	467	504	37
MOODY'S CORP.	23	8/17/12	2/5/13	916	1,055	139
MOODY'S CORP.	6	10/18/12	2/5/13	280	275	(5)
MRC GLOBAL INC.	50	4/17/12	4/13/13	1,029	1,532	503
MRC GLOBAL INC.	11	4/17/12	6/10/13	226	297	71
MRC GLOBAL INC.	37	5/10/12	6/10/13	767	999	232
MRC GLOBAL INC.	7	6/25/12	6/10/13	140	189	49
MRC GLOBAL INC.	34	6/25/12	6/19/13	681	940	259
MRC GLOBAL INC.	8	7/18/12	6/19/13	175	221	46
MRC GLOBAL INC.	36	11/9/12	6/19/13	829	995	166
MULTI ADVISOR SALES		VARIOUS	1/31/13	647	647	0
MULTI ADVISOR SALES		VARIOUS	2/28/13	647	647	0
MULTI ADVISOR SALES		VARIOUS	3/31/13	647	647	0
MULTI ADVISOR SALES		VARIOUS	4/30/13	645	645	0
MULTI ADVISOR SALES		VARIOUS	5/31/13	645	645	0
MULTI ADVISOR SALES		VARIOUS	6/30/13	644	644	0
MULTI ADVISOR SALES		VARIOUS	7/31/13	644	644	0
MULTI ADVISOR SALES		VARIOUS	8/31/13	643	643	0
MULTI ADVISOR SALES		VARIOUS	9/30/13	642	642	0
MULTI ADVISOR SALES		VARIOUS	10/31/13	99	99	0
MYRIAD GENETICS INC.	12	7/12/12	1/16/13	308	329	21
MYRIAD GENETICS INC.	9	7/26/12	1/16/13	235	247	12
MYRIAD GENETICS INC.	34	7/26/12	6/20/13	887	861	(26)
MYRIAD GENETICS INC.	13	7/31/12	6/20/13	335	330	(5)
MYRIAD GENETICS INC.	13	8/31/12	6/20/13	327	330	3
MYRIAD GENETICS INC.	10	11/7/12	6/20/13	301	253	(48)
NATIONAL RETAIL PTYS INC.	2	4/17/12	8/1/13	54	69	15
NETAPP INC.	1	2/3/12	3/20/13	41	34	(7)
NETAPP INC.	15	2/16/12	3/20/13	644	513	(131)
NETAPP INC.	10	2/28/12	3/20/13	434	342	(92)
NETAPP INC.	8	3/19/12	3/20/13	355	274	(81)
NETAPP INC.	12	7/30/12	3/20/13	391	410	19
NETAPP INC.	3	7/31/12	3/20/13	98	103	5
NEUSTAR INC.	27	10/17/11	1/15/13	824	1,202	378
NEUSTAR INC.	5	10/17/11	1/16/13	153	222	69
NEUSTAR INC.	7	10/17/11	2/26/13	214	308	94
NEUSTAR INC.	51	10/17/11	3/11/13	1,556	2,278	722
NEUSTAR INC.	3	8/30/12	3/11/13	113	134	21
NEXTERA ENERGY INC.	2	4/17/12	5/15/13	126	163	37
NOBLE ENERGY INC.	200	12/7/11	4/29/13	19,220	22,509	3,289
NORDSTROM, INC.	57	3/28/13	7/12/13	3,121	3,546	425
NORDSTROM, INC.	2	3/28/13	7/17/13	110	123	13
NORDSTROM, INC.	88	4/2/13	7/17/13	4,836	5,423	587
NORDSTROM, INC.	34	5/15/13	7/17/13	2,086	2,095	9
NORDSTROM, INC.	11	5/17/13	7/17/13	664	678	14
NORDSTROM, INC.	55	5/17/13	7/19/13	3,319	3,364	45
NORDSTROM, INC.	43	5/20/13	7/19/13	2,603	2,630	27
NOVARTIS AG	5	4/17/12	5/15/13	279	377	98
NOVARTIS AG	2	4/17/12	8/1/13	112	144	32
ONEOK INC.	2	4/17/12	5/15/13	81	98	17
ONEOK INC.	4	4/17/12	8/1/13	162	212	50
ORACLE CORPORATION	450	10/4/10	4/29/13	12,255	14,562	2,307
OWENS CORNING	38	10/8/12	3/14/13	1,193	1,535	342
OWENS CORNING	2	10/11/12	3/14/13	59	81	22
OWENS CORNING	1	10/24/12	3/14/13	32	40	8
OWENS CORNING	12	12/12/12	3/14/13	417	485	68
PALL CORP.	4	11/5/09	4/22/13	128	254	126
PALL CORP.	10	9/8/10	4/22/13	374	636	262
PALL CORP.	3	12/2/10	4/22/13	141	191	50

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
PERRIGO CO.	7	2/4/10	1/30/13	311	698	387
PERRIGO CO.	10	2/16/10	1/30/13	460	998	538
PERRIGO CO.	2	8/30/12	1/30/13	220	200	(20)
PHILIP MORRIS INT'L	2	4/17/12	8/1/13	175	179	4
PRAXAIR INC.	135	4/17/12	5/6/13	15,462	15,374	(88)
PRAXAIR INC.	56	4/17/12	5/7/13	6,414	6,375	(39)
PROCTOR & GAMBLE	4	4/17/12	5/15/13	269	322	53
PROCTOR & GAMBLE	2	4/17/12	8/1/13	134	163	29
QUANTA SVCS INC.	44	7/14/11	1/30/13	842	1,290	448
QUANTA SVCS INC.	30	7/14/11	6/5/13	574	812	238
QUANTA SVCS INC.	15	7/14/11	8/7/13	287	407	120
RAYMOND JAMES FINANCIAL INC.	65	10/7/09	5/1/13	1,416	2,646	1,230
RAYMOND JAMES FINANCIAL INC.	25	10/7/09	5/24/13	545	1,055	510
REALTY INCOME CORP.	3	4/17/12	5/15/13	115	162	47
REALTY INCOME CORP.	2	4/17/12	8/1/13	77	86	9
REX ENERGY CORP.	30	6/3/11	5/30/13	355	507	152
REX ENERGY CORP.	47	6/13/11	5/30/13	529	794	265
REX ENERGY CORP.	98	6/13/11	6/11/13	1,103	1,644	541
ROSS STORES INC	13	3/5/12	7/12/13	715	870	155
ROSS STORES INC	47	3/6/12	7/12/13	2,575	3,146	571
ROSS STORES INC	18	3/6/12	7/17/13	986	1,187	201
ROSS STORES INC	64	8/7/12	7/17/13	4,377	4,220	(157)
ROSS STORES INC	42	8/8/12	7/17/13	2,867	2,769	(98)
ROSS STORES INC	2	1/25/13	7/17/13	122	132	10
ROSS STORES INC	62	1/25/13	7/19/13	3,786	4,124	338
ROSS STORES INC	65	1/28/13	7/19/13	3,971	4,324	353
RPM INTERNATIONAL INC.	120	4/17/12	2/19/13	3,168	3,741	573
RPM INTERNATIONAL INC.	51	4/17/12	2/20/13	1,346	1,573	227
RPM INTERNATIONAL INC.	83	4/17/12	2/21/13	2,191	2,435	244
RPM INTERNATIONAL INC.	62	4/17/12	2/22/13	1,637	1,846	209
RPM INTERNATIONAL INC.	125	4/17/12	2/25/13	3,300	3,756	456
RPM INTERNATIONAL INC.	108	4/17/12	2/26/13	2,851	3,232	381
SHERWIN-WILLIAMS CO.	3	3/2/12	2/26/13	308	463	155
SHIRE PLC	1	6/6/11	2/22/13	92	96	4
SHIRE PLC	5	7/13/11	2/22/13	495	479	(16)
SHIRE PLC	5	8/2/11	2/22/13	496	479	(17)
SHIRE PLC	4	8/3/11	2/22/13	383	383	0
SHIRE PLC	5	8/5/11	2/22/13	467	479	12
SIRONA DENTAL SYS. INC.	13	10/23/12	5/30/13	710	910	200
SIRONA DENTAL SYS. INC.	18	12/13/12	5/30/13	1,109	1,260	151
SIRONA DENTAL SYS. INC.	42	12/13/12	6/25/13	2,588	2,748	160
SIRONA DENTAL SYS. INC.	3	12/24/12	8/14/13	189	208	19
SMITH, A.O. CORP.	30	11/12/12	4/12/13	1,787	2,087	300
SMITH, A.O. CORP.	6	12/11/12	4/12/13	378	417	39
SMITH, A.O. CORP.	11	12/19/12	4/12/13	691	765	74
SMITH, A.O. CORP.	3	1/4/13	4/12/13	192	209	17
SMITH, A.O. CORP.	5	1/16/13	4/12/13	325	348	23
SOUTHERN CO.	8	4/17/12	5/15/13	364	374	10
SOUTHERN CO.	3	4/17/12	8/1/13	136	132	(4)
SOUTHERN COPPER CORP DEL	79	11/26/12	8/1/13	2,879	2,076	(803)
SOUTHERN COPPER CORP DEL	119	11/26/12	8/5/13	4,337	3,126	(1,211)
SOUTHERN COPPER CORP DEL	112	3/28/13	8/5/13	4,178	2,942	(1,236)
SOUTHERN COPPER CORP DEL	8	4/2/13	8/5/13	293	210	(83)
SPECTRA ENERGY CORP.	300	1/5/09	2/26/13	4,552	8,664	4,112
SPECTRA ENERGY CORP.	500	3/13/09	2/26/13	6,015	14,440	8,425
SPECTRA ENERGY CORP.	250	7/7/09	2/26/13	4,308	7,220	2,912
STANCORP FINL GROUP	50	10/7/09	4/3/13	1,931	2,114	183
STANCORP FINL GROUP	43	10/7/09	4/23/13	1,661	1,796	135
STANCORP FINL GROUP	47	10/7/09	5/3/13	1,816	2,047	231
STARWOOD HOTELS & RESORTS WORLDWIDE INC	18	7/19/10	7/25/13	832	1,179	347
STARWOOD HOTELS & RESORTS WORLDWIDE INC.	7	7/28/10	7/25/13	334	459	125
SUPERIOR ENERGY SCVS INC.	44	2/21/13	5/15/13	1,131	1,238	107
SUPERIOR ENERGY SCVS INC.	15	3/1/13	5/15/13	394	422	28
SUPERIOR ENERGY SCVS INC.	240	3/1/13	5/17/13	6,304	6,779	475
SUPERIOR ENERGY SCVS INC.	55	4/26/13	5/17/13	1,423	1,554	131
SUPERIOR ENERGY SCVS INC.	105	4/26/13	6/20/13	2,717	3,015	298
SUPERIOR ENERGY SCVS INC.	152	4/30/13	5/20/13	4,107	4,365	258
SYMANTEC CORP.	80	6/20/12	1/10/13	1,203	1,586	383
TUPPERWARE BRANDS CORPORATION	1	2/19/13	5/15/13	78	83	5
UNITED TECHNOLOGIES CORP.	98	4/17/12	1/16/13	7,976	8,382	406
UNITED TECHNOLOGIES CORP.	69	4/17/12	1/17/13	5,616	5,920	304
UNITED TECHNOLOGIES CORP.	1	4/17/12	5/15/13	81	96	15
UNITED THERAPEUTICS CORP DEL	64	11/26/12	1/10/13	3,453	3,361	(92)
UNITED THERAPEUTICS CORP DEL	70	11/27/12	1/10/13	3,778	3,676	(102)
US BANCORP	2	2/19/13	5/15/13	68	69	1
US BANCORP	3	2/19/13	8/1/13	102	113	11

SECURITY	SHARES SOLD	DATE OF ACQUISITION	DATE OF DISPOSITION	BOOK VALUE	SALES PRICE	GAIN (LOSS)
VERISK ANALYTICS INC.	9	11/29/11	2/28/13	338	485	147
VERISK ANALYTICS INC.	18	11/29/11	4/17/13	677	1,072	395
VERMILION ENERGY INC.	116	4/17/12	1/16/13	5,435	5,992	557
VERMILION ENERGY INC.	115	4/17/12	1/17/13	5,388	5,908	520
V. F. CORP.	10	7/19/12	1/30/13	1,526	1,467	(59)
V. F. CORP.	50	5/5/11	6/28/13	5,040	9,557	4,517
VIACOM INC.	34	10/7/09	1/10/13	946	1,970	1,024
VIACOM INC.	65	10/7/09	8/13/13	1,809	5,196	3,387
WADDELL & REED FINL INC.	49	2/1/11	1/25/13	1,837	1,862	25
WADDELL & REED FINL INC.	49	2/1/11	1/28/13	1,837	1,866	29
WADDELL & REED FINL INC.	99	2/1/11	1/29/13	3,711	3,820	109
WADDELL & REED FINL INC.	34	2/1/11	7/12/13	1,274	1,629	355
WESCO INT'L INC.	12	11/23/10	4/17/13	566	811	245
WESCO INT'L INC.	19	11/23/10	6/10/13	895	1,365	470
WESTERN DIGITAL CORP.	34	2/1/11	7/12/13	1,174	2,299	1,125
WILLIAMS COMPANY INC.	2	4/17/12	5/15/13	63	73	10
WILLIAMS COMPANY INC.	5	4/17/12	8/1/13	159	180	21
WINDSTREAM CORP.	1,515	1/10/13	3/28/13	15,035	11,975	(3,060)
WYNDHAM WORLDWIDE CORP.	27	4/25/12	6/10/13	1,319	1,569	250
WYNDHAM WORLDWIDE CORP.	11	4/25/12	7/19/13	537	657	120
WYNDHAM WORLDWIDE CORP.	10	4/27/12	7/19/13	505	598	93
YOUNG INNOVATIONS INC.	85	10/8/09	2/1/13	2,191	3,358	1,167
YOUNG INNOVATIONS INC.	4	7/17/12	2/1/13	144	158	14
TOTAL				2,362,229	3,240,014	887,785

**SCHEDULE OF GAINS / (LOSSES) ON SALES OF
SECURITIES - 2013
K-1's**

PART IV(D)

<u>PER K-1'S</u>	<u>GAIN (LOSS)</u>
1837 PARTNERS	(21,441)
FIRST STATE	80,797
VAUGHAN NELSON	70,543
ALLIANCE	600
GENERATION	<u>103,862</u>
TOTAL	<u><u>234,361</u></u>

THE BRUNING FOUNDATION
36-6068626

(PART VIII, LINE 1) OFFICERS, DIRECTORS, TRUSTEES & FOUNDATION MANAGER - 2013

<u>NAME & ADDRESS</u>	<u>TITLE</u>	<u>TIME DEVOTED</u>	<u>COMPENSATION</u>
CHARLES BRUNING III 11251 BIENVENIDA CT., #201 FT MYERS, FL 33908	PRESIDENT/ DIRECTOR	AS REQUIRED	NONE
EDWIN C BRUNING 3330 CROSSINGS COURT #303 BONITA SPRINGS, FL 34134	TREASURER/ DIRECTOR	AS REQUIRED	NONE
SUSAN WULFF 1429 RAVENOAKS OREGON, WI 53575	DIRECTOR	AS REQUIRED	NONE
JEANNE JOSEPH 28 REST LAKE ROAD MANITOWISH WATERS, WI 54545	DIRECTOR	AS REQUIRED	NONE
KIM DONAHUE 10673 QUAIL RIDGE DR PONTE VEDRA, FL 32081	DIRECTOR	AS REQUIRED	NONE
TRACY BRUNING 21 RIDGE LAKE FOREST, IL 60045	DIRECTOR	AS REQUIRED	NONE
CHRISTOPHER SILGE 431 SADDLE LAKE FOREST, IL 60045	DIRECTOR	AS REQUIRED	NONE
KATHLEEN BRUNING 11251 BIENVENIDA CT., #201 FT MYERS, FL 33908	SECRETARY	AS REQUIRED	NONE
LARRY J BROOKS 787 BERKSHIRE LANE DES PLAINES, IL 60016	FOUNDATION MANAGER	AS REQUIRED	35,000

THE BRUNING FOUNDATION
36-6068626

(PART XV - 3a) - CONTRIBUTIONS - 2013

RECIPIENTS

ALLENDALE SHELTER	1,000
AMERICAN LEGION POST 264	1,000
AMERICAN LEGION POST 525	1,000
AMHERST COLLEGE	5,000
ARIZONA STATE UNIVERSITY	5,000
ART INSTITUTE OF CHICAGO	5,000
AUSTIN SUNSHINE CAMPS	1,000
AVON OLD FARMS	5,000
BARRINGTON AREA COMMUNITY FOUNDATION	7,500
BELOIT COLLEGE	50,000
BRAIN RECOVERY PROJECT	4,000
BTB FOUNDATION	1,000
CAMP COURAGEOUS	5,000
CAMP JORN	10,000
CAPTIVA CIVIC ASSOCIATION	15,000
CARMEL HIGH SCHOOL	10,000
CHALLENGE ASPEN	2,500
CHAPEL BY THE SEA	15,000
CONVERSE COLLEGE	50,000
CUNNINGHAM ELEMENTARY	3,000
DICKINSON COLLEGE	5,000
DING DARLING WILDLIFE SOCIETY	5,000
DR. KATE HOSPICE	2,000
DUCKS UNLIMITED	50,000
EDGEWOOD COLLEGE - SCHOOL OF NURSING	20,000
EQUESTRIAN CONNECTION	3,000
FHN HOSPICE EDUCATION OF FREEPORT	1,000
GARRETT EVANGELICAL THEOLOGICAL SEMINARY	5,000
GOLDEN PANTHER BOOSTER CLUB	20,000
HARLEM HEIGHTS IMPROVEMENT	2,000
INFANT WELFARE SOCIETY OF MT. PROSPECT	2,000
INTEGRATIVE MEDICINE AT THE KELLOG CANCER CENTER	2,000
JACKSONVILLE UNIVERSITY	17,000
JOURNEycare FOUNDATION (FORMERLY - HOSPICE OF NE IL, INC.)	6,000
KIWANIS CLUB - MT. PROSPECT	2,000
LAKE FOREST & LAKE BLUFF LEARNING DISABILITIES ASSOC.	5,000
LAKE FOREST HIGH SCHOOL FOUNDATION	10,000
LEUKEMIA LYMPHOMA SOCIETY	5,000
LEUKEMIA RESEARCH FOUNDATION	2,000
LITTLE KIDS ROCK	2,000
LITTLE SISTERS OF THE POOR	6,000
LOVE FUTBOL, INC.	2,000
MAX McGRAW WILDLIFE FOUNDATION	34,900
MAX SCHEWITZ FOUNDATION	5,000
MONMOUTH COLLEGE	7,000
MOOSE LODGE	1,000
MUSEUM OF SCIENCE & INDUSTRY	5,000
NORTH LAKELAND DISCOVERY CENTER	50,000
NORTHWEST COMMUNITY HEALTH CARE FOUNDATION	75,000
ON LOK SENIOR HEALTH SERVICES	5,000
OPERATION FREEDOM, INC.	5,000
OREGON PUBLIC LIBRARY	5,000
OREGON SCHOOL DISTRICT	3,000
PACK 290 CUB SCOUTS OF LAKE COUNTY	2,000
PAWS CHICAGO	5,000
PKT ENTERPRISES	2,500
RAVINIA ANNUAL FUND	30,000
RISE INC.	2,500
ST. FRANCIS IN THE FIELD	5,000
SANIBEL CAPTIVA CONSERVATION	50,000

(PART XV - 3a) - CONTRIBUTIONS - 2013

RECIPIENTS

SCALES ELEMENTARY SCHOOL	8,000
SCHOLL COMMUNITY IMPACT GROUP	2,000
SEAMARK RANCH	10,000
SHATTUCK-ST. MARY'S SCHOOL	50,000
TEAM RUBICON	5,000
UNITED WAY - LEE COUNTY	5,000
UWF - ATHLETICS / BECKMANN SCHOLARSHIP	9,000
WILGUS LAB - OHIO STATE UNIVERSITY	20,000
WIND WALKERS THERAPEUTIC RIDING	2,500
WINSTON FAMILY YMCA	20,000
WISCONSIN BIBLE FELLOWSHIP	10,000
WOODLANDS ACADEMY	15,000
	820,400

THE BRUNING FOUNDATION
36-6068626

(PART XV - 3b) - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT - 2013

<u>RECIPIENTS</u>	<u>AMOUNT</u>
BÉLOIT COLLEGE	100,000
NORTHWEST COMMUNITY HEALTH CARE FOUNDATION	<u>300,000</u>
TOTAL	<u>400,000</u>