Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation JOYCE SWAN FOUNDATION SONYA SWAN WILLIAMS TTEE	A Employer identification number 41-1925861
Number and street (or P O box number if mail is not delivered to street address) Room/suite 90 S. 7TH STREET, SUITE 5100	B Telephone number (see instructions) (612) 343-6561
City or town State ZIP code MINNEAPOLIS MN 55402	
Foreign country name Foreign province/state/county Foreign postal code	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)* ▶ $ 1,314,351

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	27,183	27,102		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	102,715			
	b	Gross sales price for all assets on line 6a 506,384				
	7	Capital gain net income (from Part IV, line 2)		102,715		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,642	1,642		
	12	**Total.** Add lines 1 through 11	131,540	131,459	0	
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)	600			600
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,959	787		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	11,626	8,709		2,917
	24	**Total operating and administrative expenses.** Add lines 13 through 23	14,185	9,496	0	3,517
	25	Contributions, gifts, grants paid	42,000			42,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	56,185	9,496	0	45,517
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	75,355			
	b	**Net investment income** (if negative, enter -0-)		121,963		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	59,550	55,230	55,071
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)	100,000	100,000	97,602
b	Investments—corporate stock (attach schedule)	696,459	184,982	177,226
c	Investments—corporate bonds (attach schedule)	121,976	715,727	984,452
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 ▶ CORPORATE DOCUMENTS)	1	1	
16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	977,986	1,055,940	1,314,351
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
27	Capital stock, trust principal, or current funds	977,986	1,055,940	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	977,986	1,055,940	
31	**Total liabilities and net assets/fund balances** (see instructions)	977,986	1,055,940	

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	977,986
2	Enter amount from Part I, line 27a	2	75,355
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	2,599
4	Add lines 1, 2, and 3	4	1,055,940
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,055,940

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 Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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				0
b				0
c				0
d				0
e				0

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	102,715
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	0

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	59,364	1,133,339	0 052380
2011	58,217	1,124,803	0.051758
2010	46,559	1,082,983	0 042991
2009	55,172	984,529	0 056039
2008	70,616	1,227,017	0.057551

2	**Total** of line 1, column (d)	2	0.260719
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	0.052144
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,234,692
5	Multiply line 4 by line 3	5	64,382
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,220
7	Add lines 5 and 6	7	65,602
8	Enter qualifying distributions from Part XII, line 4	8	45,517

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,439
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	2,439
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	2,439
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 784		
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	784
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	1,655
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO BANK N.A Telephone no. ▶ 888-730-4933

Located at ▶ 1 W 4TH ST 4TH FLOOR WINSTON SALEM NC ZIP+4 ▶ 27101-3818

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 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	N/A	
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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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 Statement	00	0		
	.00	0		
	.00	0		
	.00	0		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,190,226
b	Average of monthly cash balances	1b	63,268
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,253,494
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	
3	Subtract line 2 from line 1d	3	1,253,494
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	18,802
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,234,692
6	**Minimum investment return.** Enter 5% of line 5	6	61,735

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	61,735
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,439		
b	Income tax for 2013. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,439
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	59,296
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	59,296
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	59,296

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	45,517
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	45,517
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	45,517

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				59,296
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			41,983	
b	Total for prior years: 20___, 20___, 20___				
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: ▶ $ 45,517				
a	Applied to 2012, but not more than line 2a			41,983	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2013 distributable amount				3,534
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2013. *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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				
d	Subtract line 6c from line 6b. Taxable amount—see instructions				
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				55,762
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a				
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) **N/A**

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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total . . . . ▶ **3a**				42,000
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

		Unrelated business income		Excluded by section 512, 513, or 514		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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	27,183	
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	102,715	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a FUND EARNINGS			01	1,642	
	b					
	c					
	d					
	e					
12	Subtotal. Add columns (b), (d), and (e)		0		131,540	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 131,540

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

Sonya S. Williams 5-10-14 President

Signature of officer or trustee | Date | 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
	JOSEPH J. CASTRIANO		4/5/2014		P01251603
	Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶	13-4008324
	Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	MERCER ISLAND SCHOOLS FOUNDATION
Street	PO BOX 1243
City	MERCER ISLAND
State	WA
Zip Code	98040
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	1,000

Name	THE ARBONNE CHARITABLE FOUNDATION
Street	9400 JERONIMO ROAD
City	IRVINE
State	CA
Zip Code	92618
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	2,500

Name	NORTH COAST CHURCH
Street	2405 N SANTA FE AVE
City	VISTA
State	CA
Zip Code	92084
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	6,950

Name	COASTSIDE COMMUNITY CHURCH
Street	1030 LINDA MAR BLVD
City	PACIFICA
State	CA
Zip Code	94044
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	1,750

Name	COVENANT WORLD MISSION
Street	1333 WILLOW PASS ROAD
City	CONCORD
State	CA
Zip Code	94520
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	1,750

Name	THE SOPHIA WAY
Street	700 108TH AVE NE
City	BELLEVUE
State	WA
Zip Code	98004
Foreign Country	
Relationship	NONE
Foundation Status	PC
Purpose of grant/contribution	GENERAL SUPPORT GRANT
Amount	1,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name				
SALVATION ARMY				
Street				
1000 4TH AVE SOUTH				
City	**State**	**Zip Code**	**Foreign Country**	
SEATTLE	WA	98134		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				9,500

Name				
CENTER FOR GLOBAL ENGAGEMENT				
Street				
1971 UNIVERSITY BLVD				
City	**State**	**Zip Code**	**Foreign Country**	
LYNCHBURG	VA	24502		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				500

Name				
INSTITUTE FOR CREATION RESEARCH				
Street				
PO BOX 89029				
City	**State**	**Zip Code**	**Foreign Country**	
DALLAS	TX	75229		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,000

Name				
JOYCE MEYER MINISTRIES				
Street				
PO BOX 655				
City	**State**	**Zip Code**	**Foreign Country**	
FENTON	MO	63026		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				5,000

Name				
WOSRHIP MINISTRY ESTGATE CHAPEL				
Street				
22901 EDMONDS WAY				
City	**State**	**Zip Code**	**Foreign Country**	
EDMONDS	WA	98020		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				2,500

Name				
MASSACHUSETTS FAMILY INSTITUTE				
Street				
100 TRADE CENTER				
City	**State**	**Zip Code**	**Foreign Country**	
WOBURN	MA	01801		
Relationship	**Foundation Status**			
NONE	PC			
Purpose of grant/contribution				**Amount**
GENERAL SUPPORT GRANT				3,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name					
STUDENT INTERNATIONAL					
Street					
PO BOX 2733					
City		**State**	**Zip Code**	**Foreign Country**	
VISALIA		CA	93279		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					1,300
Name					
COVENANT SHORES					
Street					
9150 FORTUNA DR					
City		**State**	**Zip Code**	**Foreign Country**	
MERCER ISLAND		WA	98040		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					1,000
Name					
CULTURAL PURSUITS					
Street					
PO BOX 22088					
City		**State**	**Zip Code**	**Foreign Country**	
SEATTLE		WA	98122		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					500
Name					
LIGHT, LIBERTY UNIVERSITY					
Street					
1971 UNIVERSITY BLVD					
City		**State**	**Zip Code**	**Foreign Country**	
LYNCHBURG		VA	24502		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL SUPPORT GRANT					1,750
Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**
Name					
Street					
City		**State**	**Zip Code**	**Foreign Country**	
Relationship	**Foundation Status**				
Purpose of grant/contribution					**Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	506,384	403,669	102,715
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	ABB LTD - ADR	000375204			11/4/2008		5/24/2013	2,422	1,515				0	907
2	X	ABB LTD - ADR	000375204			11/4/2008		7/30/2013	680	431				0	249
3	X	ABB LTD - ADR	000375204			11/5/2008		7/30/2013	966	588				0	378
4	X	ABB LTD - ADR	000375204			11/5/2008		10/31/2013	917	481				0	436
5	X	AFLAC INC	001055102			10/17/2007		5/24/2013	1,096	1,150				0	-54
6	X	AFLAC INC	001055102			2/25/2008		5/24/2013	2,740	3,152				0	-412
7	X	AFLAC INC	001055102			2/1/2007		5/24/2013	274	242				0	32
8	X	AFLAC INC	001055102			2/1/2007		7/30/2013	2,130	1,692				0	438
9	X	AFLAC INC	001055102			1/31/2007		7/30/2013	304	237				0	67
10	X	AFLAC INC	001055102			1/31/2007		10/31/2013	521	380				0	141
11	X	AFLAC INC	001055102			1/30/2007		10/31/2013	652	473				0	179
12	X	ABBOTT LABS	002824100			12/9/2010		5/24/2013	445	270				0	175
13	X	ABBOTT LABS	002824100			3/13/2012		5/24/2013	37	28				0	9
14	X	ABBOTT LABS	002824100			9/18/2009		5/24/2013	1,002	596				0	406
15	X	ABBOTT LABS	002824100			9/18/2009		10/31/2013	885	530				0	355
16	X	ABBVIE INC	00287Y109			9/18/2009		1/14/2013	3,573	2,516				0	1,057
17	X	ABBVIE INC	00287Y109			12/9/2010		1/14/2013	408	293				0	115
18	X	ABBVIE INC	00287Y109			3/13/2012		1/14/2013	34	31				0	3
19	X	ABERDEEN EMERG MARKETS	003021714			8/28/2012		10/31/2013	15,000	13,922				0	1,078
20	X	ALLISON TRANSMISSION HOL	01973R101			10/1/2012		7/30/2013	213	181				0	32
21	X	ALLISON TRANSMISSION HOL	01973R101			10/2/2012		7/30/2013	213	184				0	29
22	X	ALLISON TRANSMISSION HOL	01973R101			9/28/2012		7/30/2013	47	40				0	7
23	X	AMERICAN EXPRESS CO	025816109			3/2/2012		5/24/2013	2,367	1,702				0	665
24	X	AMERICAN EXPRESS CO	025816109			3/2/2012		10/31/2013	982	638				0	344
25	X	AMPHENOL CORP CL A	032095101			4/4/2011		5/24/2013	1,473	991				0	482
26	X	AMPHENOL CORP CL A	032095101			4/4/2011		10/31/2013	1,125	730				0	395
27	X	ANSYS INC	03662Q105			7/26/2007		7/30/2013	1,164	383				0	781
28	X	ANSYS INC	03662Q105			7/26/2007		9/11/2013	528	153				0	375
29	X	ANSYS INC	03662Q105			10/28/2008		9/11/2013	176	50				0	126
30	X	ANSYS INC	03662Q105			10/27/2008		9/12/2013	1,677	461				0	1,216
31	X	ANSYS INC	03662Q105			10/28/2008		9/12/2013	794	224				0	570
32	X	APACHE CORP	037411105			12/30/2008		5/24/2013	977	874				0	103
33	X	APACHE CORP	037411105			8/2/2012		10/31/2013	443	413				0	30
34	X	APPLE INC	037833100			6/28/2011		5/24/2013	440	335				0	105
35	X	APPLE INC	037833100			6/28/2011		10/31/2013	1,045	669				0	376
36	X	APPLE INC	037833100			3/9/2010		10/31/2013	523	223				0	300
37	X	BAXTER INTL INC	071813109			7/20/2012		2/26/2013	200	169				0	31
38	X	BAXTER INTL INC	071813109			5/7/2012		2/26/2013	2,138	1,760				0	378
39	X	BAXTER INTL INC	071813109			5/7/2012		5/24/2013	1,224	935				0	289
40	X	BAXTER INTL INC	071813109			5/7/2012		10/31/2013	856	715				0	141
41	X	TELEFONICA SA - ADR	879382208			12/30/2008		10/31/2013	834	1,076				0	-242
42	X	TEXAS INSTRUMENTS INC	882508104			5/7/2012		5/24/2013	678	587				0	91
43	X	TEXAS INSTRUMENTS INC	882508104			5/7/2012		10/31/2013	924	679				0	245
44	X	THERMO FISHER SCIENTIFIC	883556102			4/29/2010		5/24/2013	2,293	1,522				0	771
45	X	THERMO FISHER SCIENTIFIC	883556102			4/29/2010		9/11/2013	1,082	676				0	406
46	X	THERMO FISHER SCIENTIFIC	883556102			4/29/2010		10/31/2013	482	282				0	200
47	X	THERMO FISHER SCIENTIFIC	883556102			11/26/2010		10/31/2013	482	258				0	224
48	X	TRANSDIGM GROUP INC	893641100			11/22/2011		4/16/2013	1,628	1,020				0	608
49	X	TRANSDIGM GROUP INC	893641100			11/22/2011		4/17/2013	2,173	1,391				0	782
50	X	TUPPERWARE BRANDS CORI	899896104			12/20/2012		7/30/2013	824	647				0	177
51	X	VCA ANTECH INC	918194101			4/22/2008		6/10/2013	106	113				0	-7
52	X	UGI CORP NEW COM	902681105			2/3/2006		3/25/2013	787	452				0	335
53	X	UGI CORP NEW COM	902681105			2/1/2006		3/26/2013	752	429				0	323
54	X	UGI CORP NEW COM	902681105			2/2/2006		3/26/2013	301	171				0	130
55	X	VCA ANTECH INC	918194101			4/22/2008		6/13/2013	78	84				0	-6
56	X	UGI CORP NEW COM	902681105			2/3/2006		3/26/2013	150	86				0	64
57	X	UGI CORP NEW COM	902681105			2/1/2006		3/26/2013	564	322				0	242
58	X	UGI CORP NEW COM	902681105			2/2/2006		3/27/2013	189	107				0	82
59	X	UGI CORP NEW COM	902681105			2/6/2006		3/27/2013	796	449				0	347
60	X	UNITED TECHNOLOGIES COR	913017109			12/30/2008		5/24/2013	1,331	737				0	594
61	X	VCA ANTECH INC	918194101			4/22/2008		6/13/2013	362	394				0	-32
62	X	UNITED TECHNOLOGIES COR	913017109			12/30/2008		10/31/2013	956	474				0	482
63	X	VCA ANTECH INC	918194101			6/30/2008		6/13/2013	181	197				0	-16
64	X	VCA ANTECH INC	918194101			6/30/2008		7/30/2013	398	393				0	5
65	X	VCA ANTECH INC	918194101			6/30/2008		7/30/2013	597	590				0	7
66	X	V F CORP	918204108			5/7/2012		5/24/2013	1,473	1,183				0	290
67	X	V F CORP	918204108			5/7/2012		10/31/2013	427	296				0	131
68	X	VANGUARD FTSE EMERGING	922042858			11/19/2008		5/15/2013	3,688	1,745				0	1,943

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	506,384	403,669	102,715
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
69	X	VANGUARD FTSE EMERGING	922042858			11/19/2008		5/24/2013	2,525	1,226				0	1,299
70	X	VANGUARD FTSE EMERGING	922042858			11/19/2008		5/31/2013	6,227	3,096				0	3,131
71	X	VANGUARD FTSE EMERGING	922042858			11/19/2008		7/30/2013	1,570	831				0	739
72	X	VANGUARD FTSE EMERGING	922042858			11/19/2008		10/31/2013	1,805	893				0	912
73	X	WASTE MANAGEMENT INC	94106L109			3/1/2011		10/17/2013	841	736				0	105
74	X	WASTE MANAGEMENT INC	94106L109			3/13/2012		10/17/2013	294	243				0	51
75	X	METTLER-TOLEDO INTL INC	592688105			1/22/2009		7/30/2013	1,100	338				0	762
76	X	MORNINGSTAR INC	617700109			9/29/2010		7/30/2013	1,457	834				0	623
77	X	MORNINGSTAR INC	617700109			12/1/2008		7/30/2013	77	30				0	47
78	X	NESTLE S A REGISTERED SH	641069406			12/30/2008		5/24/2013	5,755	3,321				0	2,434
79	X	NESTLE S.A REGISTERED SH	641069406			12/30/2008		7/30/2013	4,333	2,570				0	1,763
80	X	NESTLE S.A REGISTERED SH	641069406			12/30/2008		10/31/2013	2,164	1,186				0	978
81	X	NEUSTAR INC	64126X201			9/8/2008		7/30/2013	781	332				0	449
82	X	NIKE INC CL B	654106103			12/30/2008		5/24/2013	686	270				0	416
83	X	NIKE INC CL B	654106103			12/30/2008		10/31/2013	1,203	393				0	810
84	X	NORDSTROM INC	655664100			9/30/2010		5/24/2013	1,374	857				0	517
85	X	NORDSTROM INC	655664100			9/30/2010		9/11/2013	1,139	746				0	393
86	X	NORDSTROM INC	655664100			9/30/2010		10/31/2013	964	596				0	368
87	X	OCEANEERING INTL INC	675232102			9/28/2010		5/23/2013	147	53				0	94
88	X	OCEANEERING INTL INC	675232102			6/1/2010		5/23/2013	1,695	495				0	1,200
89	X	OCEANEERING INTL INC	675232102			11/24/2008		5/24/2013	2,781	422				0	2,359
90	X	OCEANEERING INTL INC	675232102			6/1/2010		5/24/2013	512	151				0	361
91	X	OIL STATES INTERNATIONAL	678026105			9/7/2012		5/23/2013	1,489	1,238				0	251
92	X	OIL STATES INTERNATIONAL	678026105			6/26/2012		5/23/2013	794	492				0	302
93	X	OIL STATES INTERNATIONAL	678026105			6/26/2012		7/30/2013	484	307				0	177
94	X	ORBITAL SCIENCES CORP	685564106			9/28/2009		7/30/2013	56	45				0	11
95	X	ORBITAL SCIENCES CORP	685564106			9/30/2009		7/30/2013	541	438				0	103
96	X	ORBITAL SCIENCES CORP	685564106			9/29/2010		7/30/2013	56	45				0	11
97	X	ORBITAL SCIENCES CORP	685564106			8/2/2010		10/15/2013	420	285				0	135
98	X	ORBITAL SCIENCES CORP	685564106			9/29/2010		10/15/2013	508	346				0	162
99	X	ORBITAL SCIENCES CORP	685564106			7/30/2010		10/16/2013	458	309				0	149
100	X	ORBITAL SCIENCES CORP	685564106			11/2/2009		10/16/2013	44	26				0	18
101	X	ORBITAL SCIENCES CORP	685564106			11/2/2009		10/17/2013	400	234				0	166
102	X	ORBITAL SCIENCES CORP	685564106			11/2/2009		10/17/2013	44	26				0	18
103	X	PAYCHEX INC	704326107			1/26/2011		10/17/2013	2,011	1,616				0	395
104	X	PAYCHEX INC	704326107			1/26/2011		11/27/2013	480	363				0	117
105	X	PAYCHEX INC	704326107			1/26/2011		11/29/2013	350	264				0	86
106	X	PAYCHEX INC	704326107			1/26/2011		12/2/2013	1,133	857				0	276
107	X	WILEY JOHN & SONS INC	968223206			8/27/2009		1/28/2013	535	445				0	90
108	X	WILEY JOHN & SONS INC	968223206			8/28/2009		1/28/2013	229	195				0	34
109	X	WILEY JOHN & SONS INC	968223206			8/19/2009		1/28/2013	153	126				0	27
110	X	WILEY JOHN & SONS INC	968223206			8/18/2009		1/29/2013	878	700				0	178
111	X	WILEY JOHN & SONS INC	968223206			8/19/2009		1/29/2013	267	220				0	47
112	X	WISDOMTREE JAPAN HEDGE	97717W851			4/9/2012		5/24/2013	3,911	2,846				0	1,065
113	X	WISDOMTREE JAPAN HEDGE	97717W851			4/10/2012		5/24/2013	4,491	3,243				0	1,248
114	X	WISDOMTREE JAPAN HEDGE	97717W851			4/10/2012		10/31/2013	2,760	2,022				0	738
115	X	ZEBRA TECHNOLOGIES COR	989207105			10/25/2006		3/6/2013	134	110				0	24
116	X	ZEBRA TECHNOLOGIES COR	989207105			10/25/2006		3/7/2013	134	110				0	24
117	X	ZEBRA TECHNOLOGIES COR	989207105			10/25/2006		3/8/2013	179	146				0	33
118	X	ZEBRA TECHNOLOGIES COR	989207105			3/12/2012		7/30/2013	554	475				0	79
119	X	ZEBRA TECHNOLOGIES COR	989207105			3/9/2012		7/30/2013	139	118				0	21
120	X	ACCENTURE PLC	G1151C101			12/30/2008		5/24/2013	1,804	712				0	1,092
121	X	ACCENTURE PLC	G1151C101			12/30/2008		10/31/2013	811	356				0	455
122	X	RECKITT BENCKISER PLC GB	G74079107			2/29/2008		5/24/2013	5,490	4,081				0	1,409
123	X	RECKITT BENCKISER PLC GB	G74079107			12/23/2002		5/24/2013	220	56				0	164
124	X	RECKITT BENCKISER PLC GB	G74079107			12/23/2002		7/31/2013	2,497	654				0	1,843
125	X	RECKITT BENCKISER PLC GB	G74079107			12/23/2002		10/31/2013	697	168				0	529
126	X	RECKITT BENCKISER PLC GB	G74079107			7/24/2003		10/31/2013	1,394	331				0	1,063
127	X	TESCO PLC 5P	G87621101			6/22/2005		5/24/2013	23	24				0	-1
128	X	TESCO PLC 5P	G87621101			10/17/2007		5/24/2013	230	393				0	-163
129	X	TESCO PLC 5P	G87621101			2/29/2008		5/24/2013	1,837	2,568				0	-731
130	X	TESCO PLC 5P	G87621101			10/6/2005		5/24/2013	270	257				0	13
131	X	TESCO PLC 5P	G87621101			10/6/2005		7/31/2013	1,189	1,165				0	24
132	X	TESCO PLC 5P	G87621101			7/24/2003		7/31/2013	39	25				0	14
133	X	TESCO PLC 5P	G87621101			7/24/2003		10/31/2013	193	120				0	73
134	X	TESCO PLC 5P	G87621101			11/22/2002		10/31/2013	760	409				0	351
135	X	TRANSOCEAN LTD	H8817H100			10/25/2006		5/24/2013	1,551	3,349				0	-1,798
136	X	TRANSOCEAN LTD	H8817H100			2/25/2008		5/24/2013	259	694				0	-435

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	506,384	403,669	102,715
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
137	X	TRANSOCEAN LTD.	H8817H100			3/29/2010		5/24/2013	1,241	2,001				0	-760
138	X	TRANSOCEAN LTD	H8817H100			3/29/2010		7/30/2013	1,695	3,002				1,307	0
139	X	TRANSOCEAN LTD.	H8817H100			4/30/2010		7/30/2013	1,883	2,945				1,062	0
140	X	TRANSOCEAN LTD	H8817H100			4/3/2009		7/30/2013	1,365	1,873				508	0
141	X	PEPSICO INC	713448108			6/16/2006		5/24/2013	1,471	1,074				0	397
142	X	PEPSICO INC	713448108			7/20/2012		10/31/2013	421	349				0	72
143	X	PEPSICO INC	713448108			7/24/2012		10/31/2013	590	482				0	108
144	X	PERRIGO CO	714290103			6/15/2011		1/11/2013	4,975	4,029				0	946
145	X	PETSMART INC COM	716768106			9/11/2013		10/31/2013	1,013	1,021				0	-8
146	X	PRECISION CASTPARTS COR	740189105			3/26/2010		5/24/2013	1,461	869				0	592
147	X	QUALCOMM INC	747525103			3/20/2012		5/24/2013	3,492	3,670				0	-178
148	X	QUALCOMM INC	747525103			6/16/2006		5/24/2013	127	88				0	39
149	X	QUALCOMM INC	747525103			8/15/2012		10/31/2013	1,175	1,065				0	110
150	X	ROCK-TENN CO CL A	772739207			7/29/2010		7/9/2013	1,266	631				0	635
151	X	ROCK-TENN CO CL A	772739207			9/27/2010		7/9/2013	1,055	507				0	548
152	X	ROCK-TENN CO CL A	772739207			9/29/2010		7/9/2013	950	456				0	494
153	X	ROCK-TENN CO CL A	772739207			9/29/2010		7/30/2013	457	202				0	255
154	X	ROCK-TENN CO CL A	772739207			9/28/2010		7/30/2013	114	51				0	63
155	X	ROCK-TENN CO CL A	772739207			9/23/2010		8/2/2013	1,745	723				0	1,022
156	X	ROCK-TENN CO CL A	772739207			9/24/2010		8/2/2013	582	251				0	331
157	X	ROCK-TENN CO CL A	772739207			9/28/2010		8/2/2013	698	303				0	395
158	X	SPDR S & P 500 ETF TRUST	78462F103			10/7/2011		2/4/2013	1,794	1,395				0	399
159	X	SPDR S & P 500 ETF TRUST	78462F103			1/11/2013		2/4/2013	4,037	3,973				0	64
160	X	SPDR S & P 500 ETF TRUST	78462F103			3/5/2012		4/3/2013	1,555	1,369				0	186
161	X	SPDR S & P 500 ETF TRUST	78462F103			2/26/2013		4/3/2013	1,088	1,045				0	43
162	X	SPDR S & P 500 ETF TRUST	78462F103			5/24/2013		6/18/2013	825	822				0	3
163	X	SPDR S & P 500 ETF TRUST	78462F103			2/26/2013		6/18/2013	1,155	1,045				0	110
164	X	SPDR S & P 500 ETF TRUST	78462F103			2/26/2013		9/6/2013	1,166	1,045				0	121
165	X	SPDR S & P 500 ETF TRUST	78462F103			12/5/2012		9/11/2013	2,021	1,702				0	319
166	X	SPDR S & P 500 ETF TRUST	78462F103			1/11/2013		9/11/2013	1,179	1,030				0	149
167	X	SPDR S & P 500 ETF TRUST	78462F103			2/26/2013		9/11/2013	1,684	1,493				0	191
168	X	SPDR BARCLAYS CONVERTIE	78464A359			11/11/2010		7/30/2013	12,890	11,829				0	1,061
169	X	SPDR BARCLAYS CONVERTIE	78464A359			3/13/2012		7/30/2013	10,623	9,540				0	1,083
170	X	SPDR BARCLAYS HIGH YIELD	78464A417			9/26/2011		5/17/2013	7,881	7,109				0	772
171	X	SPDR BARCLAYS HIGH YIELD	78464A417			3/13/2012		5/17/2013	6,471	6,218				0	253
172	X	SAP AG - ADR	803054204			10/17/2007		5/24/2013	1,157	841				0	316
173	X	SAP AG - ADR	803054204			2/25/2008		5/24/2013	2,622	1,621				0	1,001
174	X	SAP AG - ADR	803054204			6/11/2012		7/30/2013	3,297	2,614				0	683
175	X	SAP AG - ADR	803054204			6/11/2012		10/31/2013	785	581				0	204
176	X	SAP AG - ADR	803054204			2/25/2008		10/31/2013	471	286				0	185
177	X	SCHLUMBERGER LTD	806857108			5/27/2011		5/24/2013	1,040	1,192				0	-152
178	X	SCHLUMBERGER LTD	806857108			5/27/2011		10/31/2013	1,498	1,363				0	135
179	X	WEX INC	96208T104			10/29/2008		7/30/2013	858	132				0	726
180	X	TRANSOCEAN LTD	H8817H100			3/8/2010		10/31/2013	565	1,026				0	-461
181	X	TRANSOCEAN LTD.	H8817H100			3/9/2010		10/31/2013	565	1,024				0	-459
182	X	TRANSOCEAN LTD	H8817H100			3/13/2009		12/31/2013	1,423	1,934				0	-511
183	X	TRANSOCEAN LTD	H8817H100			3/9/2010		12/31/2013	589	1,024				0	-435
184	X	TRANSOCEAN LTD	H8817H100			4/10/2010		12/31/2013	1,963	3,022				0	-1,059
185	X	TRANSOCEAN LTD	H8817H100			4/3/2009		12/31/2013	1,031	1,356				0	-325
186	X	KOMATSU JPY 50 0	J35759125			9/26/2008		5/27/2013	5,460	3,757				0	1,703
187	X	KOMATSU JPY 50 0	J35759125			9/26/2008		11/1/2013	866	709				0	157
188	X	AMEX MATERIALS SPDR	81369Y100			3/13/2012		5/24/2013	11,121	10,174				0	947
189	X	AMEX MATERIALS SPDR	81369Y100			11/11/2010		5/24/2013	1,011	905				0	106
190	X	AMEX MATERIALS SPDR	81369Y100			11/11/2010		7/30/2013	12,364	11,042				0	1,322
191	X	AMEX ENERGY SELECT SPDF	81369Y506			3/13/2012		5/24/2013	13,195	12,066				0	1,129
192	X	AMEX ENERGY SELECT SPDF	81369Y506			11/11/2010		5/24/2013	3,095	2,413				0	682
193	X	AMEX ENERGY SELECT SPDF	81369Y506			11/11/2010		7/30/2013	12,875	9,970				0	2,905
194	X	AMEX ENERGY SELECT SPDF	81369Y506			8/13/2012		7/30/2013	4,510	3,960				0	550
195	X	SELECT COMFORT CORPORA	81616X103			3/27/2013		7/30/2013	784	702				0	82
196	X	SPECTRUM BRANDS HOLDIN	84763R101			10/8/2012		7/30/2013	396	288				0	108
197	X	SPECTRUM BRANDS HOLDIN	84763R101			10/10/2012		7/30/2013	396	329				0	67
198	X	SPECTRUM BRANDS HOLDIN	84763R101			10/5/2012		7/30/2013	340	246				0	94
199	X	STAPLES INC	855030102			5/7/2012		10/17/2013	420	403				0	17
200	X	STAPLES INC	855030102			5/22/2012		10/17/2013	529	461				0	68
201	X	TCF FINANCIAL	872275102			8/27/2009		7/30/2013	642	533				0	109
202	X	STAPLES INC	855030102			5/22/2012		11/27/2013	477	421				0	56
203	X	STAPLES INC	855030102			5/22/2012		11/29/2013	295	258				0	37
204	X	STAPLES INC	855030102			9/10/2012		12/2/2013	77	57				0	20

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	2,537		Capital Gains/Losses	506,384	403,669	102,715
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
205	X	STAPLES INC	855030102			5/22/2012		12/2/2013	789	692				0	97
206	X	STAPLES INC	855030102			9/10/2012		12/2/2013	93	68				0	25
207	X	STARWOOD HOTELS & RESO	85590A401			8/15/2011		5/24/2013	1,759	1,178				0	581
208	X	STARWOOD HOTELS & RESO	85590A401			8/15/2011		10/31/2013	744	453				0	291
209	X	STEEL DYNAMICS INC COM	858119100			6/14/2011		7/30/2013	78	81				0	-3
210	X	STEEL DYNAMICS INC COM	858119100			5/17/2010		7/30/2013	543	523				0	20
211	X	TAIWAN SEMICONDUCTOR M	874039100			8/5/2008		5/24/2013	4,879	2,553				0	2,326
212	X	SYNTEL INC	87162H103			3/11/2013		7/30/2013	635	572				0	63
213	X	SYNTEL INC	87162H103			3/8/2013		7/30/2013	71	64				0	7
214	X	TAIWAN SEMICONDUCTOR M	874039100			6/22/2005		5/24/2013	472	222				0	250
215	X	TAIWAN SEMICONDUCTOR M	874039100			6/22/2005		7/30/2013	3,038	1,586				0	1,452
216	X	TAIWAN SEMICONDUCTOR M	874039100			12/10/2003		10/31/2013	423	199				0	224
217	X	TAIWAN SEMICONDUCTOR M	874039100			6/22/2005		10/31/2013	555	266				0	289
218	X	TAIWAN SEMICONDUCTOR M	874039100			2/9/2005		10/31/2013	715	329				0	386
219	X	GOLDMAN SACHS GROUP IN	38141G104			2/5/2010		5/24/2013	1,559	1,539				0	20
220	X	GOLDMAN SACHS GROUP IN	38141G104			10/7/2011		5/24/2013	156	95				0	61
221	X	GOLDMAN SACHS GROUP IN	38141G104			10/7/2011		10/31/2013	650	378				0	272
222	X	GRACO INC	384109104			10/4/2011		7/30/2013	1,021	506				0	515
223	X	HSBC - ADR	404280406			6/22/2005		5/24/2013	1,931	2,843				0	-912
224	X	HSBC - ADR	404280406			10/17/2007		5/24/2013	276	489				0	-213
225	X	HSBC - ADR	404280406			2/25/2008		5/24/2013	828	1,136				0	-308
226	X	HSBC - ADR	404280406			7/25/2003		5/24/2013	1,048	1,150				0	-102
227	X	HSBC - ADR	404280406			6/12/2002		7/30/2013	1,401	1,509				0	-108
228	X	HSBC - ADR	404280406			7/25/2003		7/30/2013	56	61				0	-5
229	X	HSBC - ADR	404280406			2/4/2003		7/30/2013	504	471				0	33
230	X	HSBC - ADR	404280406			2/4/2003		10/31/2013	329	314				0	15
231	X	HSBC - ADR	404280406			8/12/2011		10/31/2013	1,043	851				0	192
232	X	HEINZ H J CO	423074103			12/9/2010		4/1/2013	9,098	6,256				0	2,842
233	X	HEINZ H J CO	423074103			3/13/2012		4/1/2013	433	319				0	114
234	X	ILLINOIS TOOL WORKS INC	452308109			1/24/2007		5/24/2013	1,392	949				0	443
235	X	ILLINOIS TOOL WORKS INC	452308109			1/24/2007		10/31/2013	550	332				0	218
236	X	INTERCONTINENTALEXCHAN	45865V100			2/17/2011		2/26/2013	1,662	1,420				0	242
237	X	INTERCONTINENTALEXCHAN	45865V100			2/17/2011		5/24/2013	1,001	774				0	227
238	X	INTERCONTINENTALEXCHAN	45865V100			2/17/2011		10/31/2013	1,158	774				0	384
239	X	GENTEX CORP	371901109			6/6/2012		4/26/2013	418	414				0	4
240	X	GENTEX CORP	371901109			6/6/2012		7/30/2013	137	131				0	6
241	X	GENTEX CORP	371901109			6/6/2012		7/30/2013	570	545				0	25
242	X	IRIDIUM COMMUNICATIONS I	46269C102			5/3/2013		7/30/2013	1,190	1,024				0	166
243	X	IRIDIUM COMMUNICATIONS I	46269C102			5/2/2013		7/30/2013	183	155				0	28
244	X	WASTE MANAGEMENT INC	94106L109			8/4/2011		10/17/2013	967	699				0	268
245	X	WASTE MANAGEMENT INC	94106L109			8/4/2011		11/27/2013	1,730	1,155				0	575
246	X	WASTE MANAGEMENT INC	94106L109			8/4/2011		11/29/2013	1,049	699				0	350
247	X	WASTE MANAGEMENT INC	94106L109			8/4/2011		12/2/2013	2,971	2,007				0	964
248	X	WEX INC	96208T104			7/22/2008		3/6/2013	232	71				0	161
249	X	WEX INC	96208T104			10/29/2008		3/6/2013	928	158				0	770
250	X	BERKSHIRE HATHAWAY INC	084670702			5/7/2012		5/24/2013	1,657	1,231				0	426
251	X	BERKSHIRE HATHAWAY INC	084670702			5/7/2012		10/31/2013	1,040	739				0	301
252	X	BHP BILLITON LIMITED - ADR	088606108			12/30/2008		5/24/2013	3,378	2,137				0	1,241
253	X	BHP BILLITON LIMITED - ADR	088606108			12/30/2008		7/30/2013	1,259	838				0	421
254	X	BHP BILLITON LIMITED - ADR	088606108			12/30/2008		10/31/2013	1,489	880				0	609
255	X	BLACKROCK INC	09247X101			8/22/2011		2/26/2013	705	461				0	244
256	X	BLACKROCK INC	09247X101			8/19/2011		2/26/2013	470	304				0	166
257	X	BLACKROCK INC	09247X101			8/19/2011		5/24/2013	1,399	760				0	639
258	X	BLACKROCK INC	09247X101			6/5/2012		10/31/2013	914	500				0	414
259	X	CNOOC - CHINA NATIONAL O	126132109			3/30/2010		5/24/2013	1,436	1,339				0	97
260	X	CNOOC - CHINA NATIONAL O	126132109			3/30/2010		7/9/2013	2,878	2,845				0	33
261	X	CNOOC - CHINA NATIONAL O	126132109			3/29/2010		7/9/2013	339	333				0	6
262	X	CNOOC - CHINA NATIONAL O	126132109			3/29/2010		7/10/2013	834	832				0	2
263	X	CNOOC - CHINA NATIONAL O	126132109			3/31/2010		7/10/2013	3,836	3,812				0	24
264	X	CSX CORP	126408103			5/7/2012		5/24/2013	885	774				0	111
265	X	CSX CORP	126408103			5/7/2012		10/31/2013	598	509				0	89
266	X	CAPITAL ONE FINANCIAL COR	14040H105			5/7/2012		5/24/2013	1,096	990				0	106
267	X	CAPITAL ONE FINANCIAL COR	14040H105			5/7/2012		10/31/2013	827	660				0	167
268	X	CLOUD PEAK ENERGY INC	18911Q102			1/12/2012		6/27/2013	408	504				0	-96
269	X	CLOUD PEAK ENERGY INC	18911Q102			1/13/2012		6/27/2013	1,110	1,349				0	-239
270	X	DENTSPLY INTL INC COM	249030107			8/4/2011		7/30/2013	633	522				0	111
271	X	DIAGEO PLC - ADR	25243Q205			9/10/2008		5/24/2013	6,814	4,130				0	2,684
272	X	DIAGEO PLC - ADR	25243Q205			9/10/2008		7/30/2013	2,066	1,254				0	812

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	2,537		Capital Gains/Losses	506,384	403,669	102,715
Short Term CG Distributions			Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
273	X	DIAGEO PLC - ADR	25243Q205			9/11/2008		7/30/2013	1,580	950				0	630
274	X	DIAGEO PLC - ADR	25243Q205			9/11/2008		10/31/2013	2,304	1,315				0	989
275	X	DIAMOND HILL LONG-SHORT	25264S833			5/29/2013		8/2/2013	7,741	7,500				0	241
276	X	EBIX, INC	278715206			6/13/2011		7/30/2013	239	426				0	-187
277	X	EBIX, INC	278715206			6/15/2011		7/30/2013	114	206				0	-92
278	X	EBIX, INC	278715206			6/13/2011		7/30/2013	102	182				0	-80
279	X	EDISON INTL COM	281020107			4/17/2009		3/12/2013	5,001	2,789				0	2,212
280	X	EDISON INTL COM	281020107			4/17/2009		3/13/2013	3,296	1,831				0	1,465
281	X	EDISON INTL COM	281020107			3/13/2012		3/13/2013	659	568				0	91
282	X	FMC TECHNOLOGIES INC	30249U101			7/12/2007		5/24/2013	1,473	539				0	934
283	X	FMC TECHNOLOGIES INC	30249U101			7/12/2007		10/31/2013	660	270				0	390
284	X	GNC HOLDINGS INC	36191G107			1/23/2013		7/30/2013	781	560				0	221
285	X	GATEWAY FUND - Y #1986	367829884			5/29/2013		8/2/2013	7,511	7,500				0	11
286	X	GENTEX CORP	371901109			3/12/2012		1/22/2013	117	148				0	-31
287	X	GENTEX CORP	371901109			3/12/2012		1/23/2013	555	718				0	-163
288	X	GENTEX CORP	371901109			3/9/2012		4/26/2013	881	986				0	-105
289	X	GENTEX CORP	371901109			3/12/2012		4/26/2013	220	248				0	-28
290	X	GENTEX CORP	371901109			7/25/2012		7/30/2013	91	60				0	31
291	X	GENTHERM INC	37253A103			6/14/2013		7/30/2013	592	560				0	32
292	X	GENTHERM INC	37253A103			6/13/2013		7/30/2013	429	394				0	35
293	X	GEOSPACE TECHNOLOGIES	37364X109			5/24/2013		7/30/2013	1,102	1,296				0	-194
294	X	GILEAD SCIENCES INC	375558103			2/4/2013		5/24/2013	714	521				0	193
295	X	GILEAD SCIENCES INC	375558103			2/4/2013		10/31/2013	1,140	641				0	499
296	X	GLOBAL PMTS INC W/I	37940X102			4/7/2010		7/30/2013	420	404				0	16
297	X	GLOBAL PMTS INC W/I	37940X102			4/8/2010		7/30/2013	513	482				0	31
298	X	ISHARES DOW JONES SELEC	464287168			1/14/2013		1/30/2013	3,240	3,163				0	77
299	X	ISHARES DOW JONES SELEC	464287168			4/1/2013		6/11/2013	3,681	3,598				0	83
300	X	ISHARES DOW JONES SELEC	464287168			4/1/2013		6/20/2013	441	442				0	-1
301	X	ISHARES DOW JONES SELEC	464287168			1/14/2013		6/21/2013	1,014	937				0	77
302	X	ISHARES DOW JONES SELEC	464287168			3/14/2013		6/21/2013	1,712	1,694				0	18
303	X	ISHARES DOW JONES SELEC	464287168			4/1/2013		6/21/2013	1,014	1,010				0	4
304	X	ISHARES DOW JONES SELEC	464287168			10/12/2012		6/21/2013	634	577				0	57
305	X	ISHARES BARCLAYS 1-3 YEA	464287457			3/20/2012		1/22/2013	338	337				0	1
306	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/18/2012		1/22/2013	591	591				0	0
307	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/11/2012		1/22/2013	169	169				0	0
308	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/11/2012		1/22/2013	253	254				0	-1
309	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/12/2012		1/22/2013	169	169				0	0
310	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/17/2012		1/22/2013	591	591				0	0
311	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/21/2012		2/27/2013	253	254				0	-1
312	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/22/2012		2/27/2013	169	169				0	0
313	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/21/2012		2/27/2013	84	84				0	0
314	X	ISHARES BARCLAYS 1-3 YEA	464287457			1/18/2013		5/2/2013	253	254				0	-1
315	X	ISHARES BARCLAYS 1-3 YEA	464287457			1/18/2013		5/2/2013	84	85				0	-1
316	X	ISHARES BARCLAYS 1-3 YEA	464287457			1/19/2013		5/2/2013	169	169				0	0
317	X	ISHARES BARCLAYS 1-3 YEA	464287457			4/26/2013		5/2/2013	760	761				0	-1
318	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/21/2012		6/10/2013	84	84				0	0
319	X	ISHARES BARCLAYS 1-3 YEA	464287457			3/27/2013		6/10/2013	337	338				1	0
320	X	ISHARES BARCLAYS 1-3 YEA	464287457			4/18/2013		6/10/2013	253	253				1	1
321	X	ISHARES BARCLAYS 1-3 YEA	464287457			4/26/2013		6/10/2013	759	761				2	0
322	X	ISHARES BARCLAYS 1-3 YEA	464287457			1/4/2013		6/10/2013	253	254				1	0
323	X	ISHARES BARCLAYS 1-3 YEA	464287457			1/4/2013		6/10/2013	84	85				0	-1
324	X	ISHARES BARCLAYS 1-3 YEA	464287457			1/5/2013		6/10/2013	169	169				0	0
325	X	ISHARES BARCLAYS 1-3 YEA	464287457			4/12/2013		6/10/2013	759	761				2	0
326	X	ISHARES BARCLAYS 1-3 YEA	464287457			12/27/2012		6/10/2013	253	253				0	0
327	X	ISHARES 1-3 YEAR TREASUR	464287457			3/25/2013		7/30/2013	169	169				1	1
328	X	ISHARES 1-3 YEAR TREASUR	464287457			12/3/2012		7/30/2013	84	85				0	-1
329	X	ISHARES 1-3 YEAR TREASUR	464287457			12/17/2012		7/30/2013	253	254				1	0
330	X	ISHARES 1-3 YEAR TREASUR	464287457			12/17/2012		7/30/2013	84	85				0	-1
331	X	ISHARES 1-3 YEAR TREASUR	464287457			12/18/2012		7/30/2013	169	169				1	1
332	X	ISHARES 1-3 YEAR TREASUR	464287457			3/8/2013		7/30/2013	84	85				0	-1
333	X	ISHARES 1-3 YEAR TREASUR	464287457			3/9/2013		8/7/2013	253	254				1	0
334	X	ISHARES 1-3 YEAR TREASUR	464287457			12/8/2012		9/12/2013	253	254				0	-1
335	X	ISHARES 1-3 YEAR TREASUR	464287457			3/4/2013		9/12/2013	168	169				0	-1
336	X	ISHARES MSCI EAFE	464287465			2/24/2011		5/24/2013	2,385	2,346				0	39
337	X	ISHARES MSCI EAFE ETF	464287465			2/24/2011		7/30/2013	902	902				0	0
338	X	ISHARES MSCI EAFE ETF	464287465			2/24/2011		10/31/2013	329	301				0	28
339	X	ISHARES MSCI EX-JAPAN IN F	464288182			10/1/2010		5/24/2013	3,196	3,322				0	-126
340	X	ISHARES MSCI ALL COUNTRY	464288182			10/1/2010		7/30/2013	1,123	1,231				0	-108

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	

Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Capital Gains/Losses	506,384	403,669	102,715
Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
341	X	ISHARES MSCI ALL COUNTRY	464288182			9/30/2010		7/30/2013	842	904				0	-62
342	X	ISHARES MSCI ALL COUNTRY	464288182			9/30/2010		10/31/2013	1,449	1,447				0	2
343	X	JP MORGAN STRAT INC OPP	4812A4351			5/29/2013		10/31/2013	7,444	7,500				0	-56
344	X	MASTEC INC COM	576323109			12/7/2012		7/30/2013	652	473				0	179
345	X	MCDONALDS CORP	580135101			7/24/2009		5/24/2013	702	393				0	309
346	X	MCDONALDS CORP	580135101			7/24/2009		10/31/2013	1,058	618				0	440
347	X	MCKESSON CORP	58155Q103			5/7/2012		5/24/2013	2,452	1,887				0	565
348	X	MCKESSON CORP	58155Q103			7/20/2012		10/31/2013	314	191				0	123
349	X	MCKESSON CORP	58155Q103			7/24/2012		10/31/2013	470	279				0	191
350	X	MCKESSON CORP	58155Q103			5/7/2012		10/31/2013	314	180				0	134
351	X	MEDNAX INC	58502B106			7/23/2010		1/22/2013	951	524				0	427
352	X	MEDNAX INC	58502B106			2/23/2012		7/30/2013	973	741				0	232
353	X	METTLER-TOLEDO INTL INC	592688105			1/26/2009		2/1/2013	214	69				0	145
354	X	METTLER-TOLEDO INTL INC	592688105			1/22/2009		2/1/2013	642	203				0	439
355	X	TELEFONICA SA - ADR	879382208			12/30/2008		5/24/2013	1,582	2,579				0	-997
356	X	TELEFONICA SA - ADR	879382208			12/30/2008		7/30/2013	1,474	2,355				0	-881
357	X	WILEY JOHN & SONS INC	968223206			8/20/2009		1/28/2013	306	253				0	53

Part I, Line 11 (990-PF) - Other Income

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		1,642	1,642	0
	Description			
1	FUND EARNINGS	1,642	1,642	

Part I, Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		600	0	0	600
	Description				
1	TAX PREP FEES	600			600

Part I, Line 18 (990-PF) - Taxes

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,959	787	0	0
	Description				
1	FOREIGN TAXES PAID	787	787		
2	PY EXCISE TAXES PAID	388			
3	ESTIMATED EXCISE TAXES PAID	784			

Part I, Line 23 (990-PF) - Other Expenses

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		11,626	8,709	0	2,917
1	ADR FEES	34	34		
2	STATE AG FEES	25			25
3	ABBOT DOWNING FEES	11,567	8,675		2,892

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		Num. Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
	Federal		100,000	100,000	0	97,602	
	State/Local		0	0	0	0	
	Description						
1			100,000	100,000		97,602	

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			696,459	184,982	0	177,226
	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1			696,459	184,982		177,226

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
				121,976	715,727	0	984,452
1				121,976	715,727		984,452

Part II, Line 15 (990-PF) - Other Assets

		1	1	0
	Asset Description	Book Value Beg of Year	Book Value End of Year	FMV End of Year
1	CORPORATE DOCUMENTS	1	1	

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	269
2	LOSS ON CY SALES NOT SETTLED AT YEAR END	2	2,330
3	Total	3	2,599

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						503,847	0	2,888	408,557	100,178	0	0	0	100,178
1	ABB LTD - ADR	000375204		11/4/2008	5/24/2013	2,422		0	1,515	907	0	0	0	907
2	ABB LTD - ADR	000375204		11/4/2008	7/30/2013	680		0	431	249	0	0	0	249
3	ABB LTD - ADR	000375204		11/5/2008	7/30/2013	966		0	588	378	0	0	0	378
4	ABB LTD - ADR	000375204		11/5/2008	10/31/2013	917		0	481	436	0	0	0	436
5	AFLAC INC	001055102		10/17/2007	5/24/2013	1,096		0	1,150	-54	0	0	0	-54
6	AFLAC INC	001055102		2/25/2008	5/24/2013	2,740		0	3,152	-412	0	0	0	-412
7	AFLAC INC	001055102		2/1/2007	5/24/2013	274		0	242	32	0	0	0	32
8	AFLAC INC	001055102		2/1/2007	7/30/2013	2,130		0	1,692	438	0	0	0	438
9	AFLAC INC	001055102		1/31/2007	7/30/2013	304		0	237	67	0	0	0	67
10	AFLAC INC	001055102		1/31/2007	10/31/2013	521		0	380	141	0	0	0	141
11	AFLAC INC	001055102		1/30/2007	10/31/2013	652		0	473	179	0	0	0	179
12	ABBOTT LABS	002824100		12/8/2010	5/24/2013	445		0	270	175	0	0	0	175
13	ABBOTT LABS	002824100		3/13/2012	5/24/2013	37		0	28	9	0	0	0	9
14	ABBOTT LABS	002824100		9/18/2009	5/24/2013	1,002		0	596	406	0	0	0	406
15	ABBOTT LABS	002824100		9/18/2009	10/31/2013	885		0	530	355	0	0	0	355
16	ABBVIE INC	00287Y109		9/18/2009	1/14/2013	3,573		0	2,516	1,057	0	0	0	1,057
17	ABBVIE INC	00287Y109		12/9/2010	1/14/2013	408		0	293	115	0	0	0	115
18	ABBVIE INC	00287Y109		3/13/2012	1/14/2013	34		0	31	3	0	0	0	3
19	ABERDEEN EMERG MARKETS-INST #56	003021714		8/28/2012	10/31/2013	15,000		0	13,922	1,078	0	0	0	1,078
20	ALLISON TRANSMISSION HOLDINGS	01973R101		10/1/2012	7/30/2013	213		0	181	32	0	0	0	32
21	ALLISON TRANSMISSION HOLDINGS	01973R101		10/2/2012	7/30/2013	213		0	184	29	0	0	0	29
22	ALLISON TRANSMISSION HOLDINGS	01973R101		9/28/2012	7/30/2013	47		0	40	7	0	0	0	7
23	AMERICAN EXPRESS CO	025816109		3/2/2012	5/24/2013	2,367		0	1,702	665	0	0	0	665
24	AMERICAN EXPRESS CO	025816109		3/2/2012	10/31/2013	982		0	638	344	0	0	0	344
25	AMPHENOL CORP CL A	032095101		4/4/2011	5/24/2013	1,473		0	991	482	0	0	0	482
26	AMPHENOL CORP CL A	032095101		4/4/2011	10/31/2013	1,125		0	730	395	0	0	0	395
27	ANSYS INC	03662Q105		7/26/2007	7/30/2013	1,164		0	383	781	0	0	0	781
28	ANSYS INC	03662Q105		7/26/2007	9/11/2013	528		0	153	375	0	0	0	375
29	ANSYS INC	03662Q105		10/28/2008	9/11/2013	176		0	50	126	0	0	0	126
30	ANSYS INC	03662Q105		10/27/2008	9/12/2013	1,677		0	461	1,216	0	0	0	1,216
31	ANSYS INC	03662Q105		10/28/2008	9/12/2013	794		0	224	570	0	0	0	570
32	APACHE CORP	037411105		12/30/2008	5/24/2013	977		0	874	103	0	0	0	103
33	APACHE CORP	037411105		8/2/2012	10/31/2013	443		0	413	30	0	0	0	30
34	APPLE INC	037833100		6/28/2011	5/24/2013	440		0	335	105	0	0	0	105
35	APPLE INC	037833100		6/28/2011	10/31/2013	1,045		0	669	376	0	0	0	376
36	APPLE INC	037833100		3/9/2010	10/31/2013	523		0	223	300	0	0	0	300
37	BAXTER INTL INC	071813109		7/20/2012	2/28/2013	200		0	169	31	0	0	0	31
38	BAXTER INTL INC	071813109		5/7/2012	2/28/2013	2,138		0	1,760	378	0	0	0	378
39	BAXTER INTL INC	071813109		5/7/2012	5/24/2013	1,224		0	935	289	0	0	0	289
40	BAXTER INTL INC	071813109		5/7/2012	10/31/2013	856		0	715	141	0	0	0	141
41	TELEFONICA SA - ADR	879382208		12/30/2008	10/31/2013	834		0	1,076	-242	0	0	0	-242
42	TEXAS INSTRUMENTS INC	882508104		5/7/2012	5/24/2013	678		0	587	91	0	0	0	91
43	TEXAS INSTRUMENTS INC	882508104		5/7/2012	10/31/2013	924		0	679	245	0	0	0	245
44	THERMO FISHER SCIENTIFIC INC	883556102		4/29/2010	5/24/2013	2,293		0	1,522	771	0	0	0	771
45	THERMO FISHER SCIENTIFIC INC	883556102		4/29/2010	9/11/2013	1,082		0	676	406	0	0	0	406
46	THERMO FISHER SCIENTIFIC INC	883556102		4/29/2010	10/31/2013	482		0	282	200	0	0	0	200
47	THERMO FISHER SCIENTIFIC INC	883556102		11/26/2010	10/31/2013	482		0	258	224	0	0	0	224
48	TRANSDIGM GROUP INC	893641100		11/22/2011	4/16/2013	1,628		0	1,020	608	0	0	0	608
49	TRANSDIGM GROUP INC	893641100		11/22/2011	4/17/2013	2,173		0	1,391	782	0	0	0	782
50	TUPPERWARE BRANDS CORPORATION	899896104		12/20/2012	7/30/2013	824		0	647	177	0	0	0	177
51	VCA ANTECH INC	918194101		4/22/2008	6/10/2013	106		0	113	-7	0	0	0	-7
52	UGI CORP NEW COM	902681105		2/3/2006	3/25/2013	787		0	452	335	0	0	0	335
53	UGI CORP NEW COM	902681105		2/1/2006	3/26/2013	752		0	429	323	0	0	0	323
54	UGI CORP NEW COM	902681105		2/2/2006	3/26/2013	301		0	171	130	0	0	0	130
55	VCA ANTECH INC	918194101		4/22/2008	6/13/2013	78		0	84	-6	0	0	0	-6
56	UGI CORP NEW COM	902681105		2/3/2006	3/26/2013	150		0	86	64	0	0	0	64
57	UGI CORP NEW COM	902681105		2/1/2006	3/26/2013	564		0	322	242	0	0	0	242
58	UGI CORP NEW COM	902681105		2/2/2006	3/27/2013	189		0	107	82	0	0	0	82
59	UGI CORP NEW COM	902681105		2/6/2006	3/27/2013	796		0	449	347	0	0	0	347
60	UNITED TECHNOLOGIES CORP	913017109		12/30/2008	5/24/2013	1,331		0	737	594	0	0	0	594
61	VCA ANTECH INC	918194101		4/22/2008	6/13/2013	362		0	394	-32	0	0	0	-32
62	UNITED TECHNOLOGIES CORP	913017109		12/30/2008	10/31/2013	956		0	474	482	0	0	0	482
63	VCA ANTECH INC	918194101		6/30/2008	6/13/2013	181		0	197	-16	0	0	0	-16
64	VCA ANTECH INC	918194101		6/30/2008	7/30/2013	398		0	393	5	0	0	0	5
65	VCA ANTECH INC	918194101		6/30/2008	7/30/2013	597		0	590	7	0	0	0	7
66	V F CORP	918204108		5/7/2012	5/24/2013	1,473		0	1,183	290	0	0	0	290
67	V F CORP	918204108		5/7/2012	10/31/2013	427		0	296	131	0	0	0	131
68	VANGUARD FTSE EMERGING MARKETS	922042858		11/19/2008	5/15/2013	3,688		0	1,745	1,943	0	0	0	1,943
69	VANGUARD FTSE EMERGING MARKETS	922042858		11/19/2008	5/24/2013	2,525		0	1,226	1,299	0	0	0	1,299
70	VANGUARD FTSE EMERGING MARKETS	922042858		11/19/2008	5/31/2013	6,227		0	3,096	3,131	0	0	0	3,131
71	VANGUARD FTSE EMERGING MARKETS	922042858		11/19/2008	7/30/2013	1,570		0	831	739	0	0	0	739
72	VANGUARD FTSE EMERGING MARKETS	922042858		11/19/2008	10/31/2013	1,805		0	893	912	0	0	0	912
73	WASTE MANAGEMENT INC	94106L109		3/1/2011	10/17/2013	841		0	736	105	0	0	0	105
74	WASTE MANAGEMENT INC	94106L109		3/13/2012	10/17/2013	294		0	243	51	0	0	0	51
75	METTLER-TOLEDO INTL INC	592688105		1/22/2009	7/30/2013	1,100		0	338	762	0	0	0	762
76	MORNINGSTAR INC	617700109		9/29/2010	7/30/2013	1,457		0	834	623	0	0	0	623
77	MORNINGSTAR INC	617700109		12/1/2008	7/30/2013	77		0	30	47	0	0	0	47
78	NESTLE S A REGISTERED SHARES - A	641069406		12/30/2008	5/24/2013	5,755		0	3,321	2,434	0	0	0	2,434
79	NESTLE S A REGISTERED SHARES - A	641069406		12/30/2008	7/30/2013	4,333		0	2,570	1,763	0	0	0	1,763
80	NESTLE S A REGISTERED SHARES - A	641069406		12/30/2008	10/31/2013	2,164		0	1,186	978	0	0	0	978
81	NEUSTAR INC	64126X201		9/8/2008	7/30/2013	781		0	332	449	0	0	0	449
82	NIKE INC CL B	654106103		12/30/2008	5/24/2013	686		0	270	416	0	0	0	416
83	NIKE INC CL B	654106103		12/30/2008	10/31/2013	1,203		0	393	810	0	0	0	810
84	NORDSTROM INC	655664100		9/30/2010	5/24/2013	1,374		0	857	517	0	0	0	517

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						503,847	0	2,888	406,557	100,178	0	0	0	100,178
85	NORDSTROM INC	655664100		9/30/2010	9/11/2013	1,139		0	746	393	0	0	0	393
86	NORDSTROM INC	655664100		9/30/2010	10/31/2013	984		0	596	388	0	0	0	388
87	OCEANEERING INTL INC	675232102		9/28/2010	5/23/2013	147		0	53	94	0	0	0	94
88	OCEANEERING INTL INC	675232102		6/1/2010	5/23/2013	1,695		0	495	1,200	0	0	0	1,200
89	OCEANEERING INTL INC	675232102		11/24/2008	5/24/2013	2,781		0	422	2,359	0	0	0	2,359
90	OCEANEERING INTL INC	675232102		6/1/2010	5/24/2013	512		0	151	361	0	0	0	361
91	OIL STATES INTERNATIONAL INC	678026105		9/7/2012	5/23/2013	1,489		0	1,238	251	0	0	0	251
92	OIL STATES INTERNATIONAL INC	678026105		6/26/2012	5/23/2013	794		0	492	302	0	0	0	302
93	OIL STATES INTERNATIONAL INC	678026105		6/26/2012	7/30/2013	484		0	307	177	0	0	0	177
94	ORBITAL SCIENCES CORP	685564106		9/28/2009	7/30/2013	56		0	45	11	0	0	0	11
95	ORBITAL SCIENCES CORP	685564106		9/30/2009	7/30/2013	541		0	438	103	0	0	0	103
96	ORBITAL SCIENCES CORP	685564106		9/29/2010	7/30/2013	56		0	45	11	0	0	0	11
97	ORBITAL SCIENCES CORP	685564106		8/2/2010	10/15/2013	420		0	285	135	0	0	0	135
98	ORBITAL SCIENCES CORP	685564106		9/29/2010	10/15/2013	508		0	346	162	0	0	0	162
99	ORBITAL SCIENCES CORP	685564106		7/30/2010	10/16/2013	458		0	309	149	0	0	0	149
100	ORBITAL SCIENCES CORP	685564106		11/2/2009	10/16/2013	44		0	26	18	0	0	0	18
101	ORBITAL SCIENCES CORP	685564106		11/2/2009	10/17/2013	400		0	234	166	0	0	0	166
102	ORBITAL SCIENCES CORP	685564106		11/2/2009	10/17/2013	44		0	26	18	0	0	0	18
103	PAYCHEX INC	704326107		1/26/2011	10/17/2013	2,011		0	1,616	395	0	0	0	395
104	PAYCHEX INC	704326107		1/26/2011	11/27/2013	480		0	363	117	0	0	0	117
105	PAYCHEX INC	704326107		1/26/2011	11/29/2013	350		0	264	86	0	0	0	86
106	PAYCHEX INC	704326107		1/26/2011	12/2/2013	1,133		0	857	276	0	0	0	276
107	WILEY JOHN & SONS INC	968223206		8/27/2009	1/28/2013	535		0	445	90	0	0	0	90
108	WILEY JOHN & SONS INC	968223206		8/28/2009	1/28/2013	229		0	195	34	0	0	0	34
109	WILEY JOHN & SONS INC	968223206		8/19/2009	1/28/2013	153		0	126	27	0	0	0	27
110	WILEY JOHN & SONS INC	968223206		8/18/2009	1/29/2013	878		0	700	178	0	0	0	178
111	WILEY JOHN & SONS INC	968223206		8/19/2009	1/29/2013	267		0	220	47	0	0	0	47
112	WISDOMTREE JAPAN HEDGED	97717W851		4/9/2012	5/24/2013	3,911		0	2,846	1,065	0	0	0	1,065
113	WISDOMTREE JAPAN HEDGED	97717W851		4/10/2012	5/24/2013	4,491		0	3,243	1,248	0	0	0	1,248
114	WISDOMTREE JAPAN HEDGED	97717W851		4/10/2012	10/31/2013	2,760		0	2,022	738	0	0	0	738
115	ZEBRA TECHNOLOGIES CORP CL A	989207105		10/25/2006	3/6/2013	134		0	110	24	0	0	0	24
116	ZEBRA TECHNOLOGIES CORP CL A	989207105		10/25/2006	3/7/2013	134		0	110	24	0	0	0	24
117	ZEBRA TECHNOLOGIES CORP CL A	989207105		10/25/2006	3/8/2013	179		0	146	33	0	0	0	33
118	ZEBRA TECHNOLOGIES CORP CL A	989207105		3/12/2012	7/30/2013	554		0	475	79	0	0	0	79
119	ZEBRA TECHNOLOGIES CORP CL A	989207105		3/9/2012	7/30/2013	139		0	118	21	0	0	0	21
120	ACCENTURE PLC	G1151C101		12/30/2008	5/24/2013	1,804		0	712	1,092	0	0	0	1,092
121	ACCENTURE PLC	G1151C101		12/30/2008	10/31/2013	811		0	356	455	0	0	0	455
122	RECKITT BENCKISER PLC GBP	G74079107		2/29/2008	5/24/2013	5,490		0	4,081	1,409	0	0	0	1,409
123	RECKITT BENCKISER PLC GBP	G74079107		12/23/2002	5/24/2013	220		0	56	164	0	0	0	164
124	RECKITT BENCKISER PLC GBP	G74079107		12/23/2002	7/31/2013	2,497		0	654	1,843	0	0	0	1,843
125	RECKITT BENCKISER PLC GBP	G74079107		12/23/2002	10/31/2013	697		0	168	529	0	0	0	529
126	RECKITT BENCKISER PLC GBP	G74079107		7/24/2003	10/31/2013	1,394		0	331	1,063	0	0	0	1,063
127	TESCO PLC 5P	G87621101		6/22/2005	5/24/2013	23		0	24	-1	0	0	0	-1
128	TESCO PLC 5P	G87621101		10/17/2007	5/24/2013	230		0	393	-163	0	0	0	-163
129	TESCO PLC 5P	G87621101		2/29/2008	5/24/2013	1,837		0	2,568	-731	0	0	0	-731
130	TESCO PLC 5P	G87621101		10/6/2005	5/24/2013	270		0	257	13	0	0	0	13
131	TESCO PLC 5P	G87621101		10/6/2005	7/31/2013	1,189		0	1,165	24	0	0	0	24
132	TESCO PLC 5P	G87621101		7/24/2003	7/31/2013	39		0	25	14	0	0	0	14
133	TESCO PLC 5P	G87621101		7/24/2003	10/31/2013	193		0	120	73	0	0	0	73
134	TESCO PLC 5P	G87621101		11/22/2002	10/31/2013	760		0	409	351	0	0	0	351
135	TRANSOCEAN LTD	H8817H100		10/25/2006	5/24/2013	1,551		0	3,349	-1,798	0	0	0	-1,798
136	TRANSOCEAN LTD	H8817H100		2/25/2008	5/24/2013	259		0	694	-435	0	0	0	-435
137	TRANSOCEAN LTD	H8817H100		3/29/2010	5/24/2013	1,241		0	2,001	-760	0	0	0	-760
138	TRANSOCEAN LTD	H8817H100		3/29/2010	7/30/2013	1,695		1,307	3,002	0	0	0	0	0
139	TRANSOCEAN LTD	H8817H100		4/30/2010	7/30/2013	1,883		1,062	2,945	0	0	0	0	0
140	TRANSOCEAN LTD	H8817H100		4/3/2009	7/30/2013	1,365		508	1,873	0	0	0	0	0
141	PEPSICO INC	713448108		6/16/2006	5/24/2013	1,471		0	1,074	397	0	0	0	397
142	PEPSICO INC	713448108		7/20/2012	10/31/2013	421		0	349	72	0	0	0	72
143	PEPSICO INC	713448108		7/24/2012	10/31/2013	590		0	482	108	0	0	0	108
144	PERRIGO CO	714290103		6/15/2011	1/11/2013	4,975		0	4,029	946	0	0	0	946
145	PETSMART INC COM	716768106		9/11/2013	10/31/2013	1,013		0	1,021	-8	0	0	0	-8
146	PRECISION CASTPARTS CORP	740189105		3/26/2010	5/24/2013	1,461		0	869	592	0	0	0	592
147	QUALCOMM INC	747525103		3/20/2012	5/24/2013	3,492		0	3,670	-178	0	0	0	-178
148	QUALCOMM INC	747525103		6/16/2006	5/24/2013	127		0	88	39	0	0	0	39
149	QUALCOMM INC	747525103		8/15/2012	10/31/2013	1,175		0	1,065	110	0	0	0	110
150	ROCK-TENN CO CL A	772739207		7/29/2010	7/9/2013	1,266		0	631	635	0	0	0	635
151	ROCK-TENN CO CL A	772739207		9/27/2010	7/9/2013	1,055		0	507	548	0	0	0	548
152	ROCK-TENN CO CL A	772739207		9/29/2010	7/9/2013	950		0	456	494	0	0	0	494
153	ROCK-TENN CO CL A	772739207		9/29/2010	7/30/2013	457		0	202	255	0	0	0	255
154	ROCK-TENN CO CL A	772739207		9/28/2010	7/30/2013	114		0	51	63	0	0	0	63
155	ROCK-TENN CO CL A	772739207		9/23/2010	8/2/2013	1,745		0	723	1,022	0	0	0	1,022
156	ROCK-TENN CO CL A	772739207		9/24/2010	8/2/2013	582		0	251	331	0	0	0	331
157	ROCK-TENN CO CL A	772739207		9/28/2010	8/2/2013	698		0	303	395	0	0	0	395
158	SPDR S & P 500 ETF TRUST	78462F103		10/7/2011	2/4/2013	1,794		0	1,395	399	0	0	0	399
159	SPDR S & P 500 ETF TRUST	78462F103		1/11/2013	2/4/2013	4,037		0	3,973	64	0	0	0	64
160	SPDR S & P 500 ETF TRUST	78462F103		3/5/2012	4/3/2013	1,555		0	1,369	186	0	0	0	186
161	SPDR S & P 500 ETF TRUST	78462F103		2/26/2013	4/3/2013	1,088		0	1,045	43	0	0	0	43
162	SPDR S & P 500 ETF TRUST	78462F103		5/24/2013	6/18/2013	825		0	822	3	0	0	0	3
163	SPDR S & P 500 ETF TRUST	78462F103		2/26/2013	6/18/2013	1,155		0	1,045	110	0	0	0	110
164	SPDR S & P 500 ETF TRUST	78462F103		2/26/2013	9/6/2013	1,166		0	1,045	121	0	0	0	121
165	SPDR S & P 500 ETF TRUST	78462F103		12/5/2012	9/11/2013	2,021		0	1,702	319	0	0	0	319
166	SPDR S & P 500 ETF TRUST	78462F103		1/11/2013	9/11/2013	1,179		0	1,030	149	0	0	0	149
167	SPDR S & P 500 ETF TRUST	78462F103		2/26/2013	9/11/2013	1,684		0	1,493	191	0	0	0	191
168	SPDR BARCLAYS CONVERTIBLE SECU	78464A359		11/11/2010	7/30/2013	12,890		0	11,829	1,061	0	0	0	1,061

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						503,847	0	2,888	406,557	100,178	0	0	0	100,178
169	SPDR BARCLAYS CONVERTIBLE SECU	78464A359		3/13/2012	7/30/2013	10,623		0	9,540	1,083	0	0	0	1,083
170	SPDR BARCLAYS HIGH YIELD BOND	78464A417		9/26/2011	5/17/2013	7,881		0	7,109	772	0	0	0	772
171	SPDR BARCLAYS HIGH YIELD BOND	78464A417		3/13/2012	5/17/2013	6,471		0	6,218	253	0	0	0	253
172	SAP AG - ADR	803054204		10/17/2007	5/24/2013	1,157		0	841	316	0	0	0	316
173	SAP AG - ADR	803054204		2/25/2008	5/24/2013	2,622		0	1,621	1,001	0	0	0	1,001
174	SAP AG - ADR	803054204		6/11/2012	7/30/2013	3,297		0	2,614	683	0	0	0	683
175	SAP AG - ADR	803054204		6/11/2012	10/31/2013	785		0	581	204	0	0	0	204
176	SAP AG - ADR	803054204		2/25/2008	10/31/2013	471		0	286	185	0	0	0	185
177	SCHLUMBERGER LTD	806857108		5/27/2011	5/24/2013	1,040		0	1,192	-152	0	0	0	-152
178	SCHLUMBERGER LTD	806857108		5/27/2011	10/31/2013	1,498		0	1,363	135	0	0	0	135
179	WEX INC	96208T104		10/29/2008	7/30/2013	858		0	132	726	0	0	0	726
180	TRANSOCEAN LTD	H8817H100		3/8/2010	10/31/2013	565		0	1,026	-461	0	0	0	-461
181	TRANSOCEAN LTD	H8817H100		3/9/2010	10/31/2013	565		0	1,024	-459	0	0	0	-459
182	TRANSOCEAN LTD	H8817H100		3/13/2009	12/31/2013	1,423		0	1,934	-511	0	0	0	-511
183	TRANSOCEAN LTD	H8817H100		3/9/2010	12/31/2013	589		0	1,024	-435	0	0	0	-435
184	TRANSOCEAN LTD	H8817H100		4/10/2010	12/31/2013	1,963		0	3,022	-1,059	0	0	0	-1,059
185	TRANSOCEAN LTD	H8817H100		4/3/2009	12/31/2013	1,031		0	1,356	-325	0	0	0	-325
186	KOMATSU JPY 50 0	J35759125		9/26/2008	5/27/2013	5,460		0	3,757	1,703	0	0	0	1,703
187	KOMATSU JPY 50 0	J35759125		9/26/2008	11/1/2013	866		0	709	157	0	0	0	157
188	AMEX MATERIALS SPDR	81369Y100		3/13/2012	5/24/2013	11,121		0	10,174	947	0	0	0	947
189	AMEX MATERIALS SPDR	81369Y100		11/11/2010	5/24/2013	1,011		0	905	106	0	0	0	106
190	AMEX MATERIALS SPDR	81369Y100		11/11/2010	7/30/2013	12,364		0	11,042	1,322	0	0	0	1,322
191	AMEX ENERGY SELECT SPDR	81369Y506		3/13/2012	5/24/2013	13,195		0	12,066	1,129	0	0	0	1,129
192	AMEX ENERGY SELECT SPDR	81369Y506		11/11/2010	5/24/2013	3,095		0	2,413	682	0	0	0	682
193	AMEX ENERGY SELECT SPDR	81369Y506		11/11/2010	7/30/2013	12,875		0	9,970	2,905	0	0	0	2,905
194	AMEX ENERGY SELECT SPDR	81369Y506		8/13/2012	7/30/2013	4,510		0	3,960	550	0	0	0	550
195	SELECT COMFORT CORPORATION	81616X103		3/27/2013	7/30/2013	784		0	702	82	0	0	0	82
196	SPECTRUM BRANDS HOLDINGS INC	84763R101		10/8/2012	7/30/2013	396		0	288	108	0	0	0	108
197	SPECTRUM BRANDS HOLDINGS INC	84763R101		10/10/2012	7/30/2013	396		0	329	67	0	0	0	67
198	SPECTRUM BRANDS HOLDINGS INC	84763R101		10/5/2012	7/30/2013	340		0	246	94	0	0	0	94
199	STAPLES INC	855030102		5/7/2012	10/17/2013	420		0	403	17	0	0	0	17
200	STAPLES INC	855030102		5/22/2012	10/17/2013	529		0	461	68	0	0	0	68
201	TCF FINANCIAL	872275102		8/27/2009	7/30/2013	642		0	533	109	0	0	0	109
202	STAPLES INC	855030102		5/22/2012	11/27/2013	477		0	421	56	0	0	0	56
203	STAPLES INC	855030102		5/22/2012	11/29/2013	295		0	258	37	0	0	0	37
204	STAPLES INC	855030102		9/10/2012	12/2/2013	77		0	57	20	0	0	0	20
205	STAPLES INC	855030102		5/22/2012	12/2/2013	789		0	692	97	0	0	0	97
206	STAPLES INC	855030102		9/10/2012	12/2/2013	93		0	68	25	0	0	0	25
207	STARWOOD HOTELS & RESORTS WOR	85590A401		8/15/2011	5/24/2013	1,759		0	1,178	581	0	0	0	581
208	STARWOOD HOTELS & RESORTS WOR	85590A401		8/15/2011	10/31/2013	744		0	453	291	0	0	0	291
209	STEEL DYNAMICS INC COM	858119100		6/14/2011	7/30/2013	78		0	81	-3	0	0	0	-3
210	STEEL DYNAMICS INC COM	858119100		5/17/2010	7/30/2013	543		0	523	20	0	0	0	20
211	TAIWAN SEMICONDUCTOR MANUFACT	874039100		8/5/2008	5/24/2013	4,879		0	2,553	2,326	0	0	0	2,326
212	SYNTEL INC	87162H103		3/11/2013	7/30/2013	635		0	572	63	0	0	0	63
213	SYNTEL INC	87162H103		3/8/2013	7/30/2013	71		0	64	7	0	0	0	7
214	TAIWAN SEMICONDUCTOR MANUFACT	874039100		6/22/2005	5/24/2013	472		0	222	250	0	0	0	250
215	TAIWAN SEMICONDUCTOR MANUFACT	874039100		6/22/2005	7/30/2013	3,038		0	1,586	1,452	0	0	0	1,452
216	TAIWAN SEMICONDUCTOR MANUFACT	874039100		12/10/2003	10/31/2013	423		0	199	224	0	0	0	224
217	TAIWAN SEMICONDUCTOR MANUFACT	874039100		6/22/2005	10/31/2013	555		0	266	289	0	0	0	289
218	TAIWAN SEMICONDUCTOR MANUFACT	874039100		2/9/2005	10/31/2013	715		0	329	386	0	0	0	386
219	GOLDMAN SACHS GROUP INC	38141G104		2/5/2010	5/24/2013	1,559		0	1,539	20	0	0	0	20
220	GOLDMAN SACHS GROUP INC	38141G104		10/7/2011	5/24/2013	156		0	95	61	0	0	0	61
221	GOLDMAN SACHS GROUP INC	38141G104		10/7/2011	10/31/2013	650		0	378	272	0	0	0	272
222	GRACO INC	384109104		10/4/2011	7/30/2013	1,021		0	506	515	0	0	0	515
223	HSBC - ADR	404280406		6/22/2005	5/24/2013	1,931		0	2,843	-912	0	0	0	-912
224	HSBC - ADR	404280406		10/17/2007	5/24/2013	276		0	489	-213	0	0	0	-213
225	HSBC - ADR	404280406		2/25/2008	5/24/2013	828		0	1,136	-308	0	0	0	-308
226	HSBC - ADR	404280406		7/25/2003	5/24/2013	1,048		0	1,150	-102	0	0	0	-102
227	HSBC - ADR	404280406		6/12/2002	7/30/2013	1,401		0	1,509	-108	0	0	0	-108
228	HSBC - ADR	404280406		7/25/2003	7/30/2013	56		0	61	-5	0	0	0	-5
229	HSBC - ADR	404280406		2/4/2003	7/30/2013	504		0	471	33	0	0	0	33
230	HSBC - ADR	404280406		2/4/2003	10/31/2013	329		0	314	15	0	0	0	15
231	HSBC - ADR	404280406		8/12/2011	10/31/2013	1,043		0	851	192	0	0	0	192
232	HEINZ H J CO	423074103		12/9/2010	4/1/2013	9,098		0	6,256	2,842	0	0	0	2,842
233	HEINZ H J CO	423074103		3/13/2012	4/1/2013	433		0	319	114	0	0	0	114
234	ILLINOIS TOOL WORKS INC	452308109		1/24/2007	5/24/2013	1,392		0	949	443	0	0	0	443
235	ILLINOIS TOOL WORKS INC	452308109		1/24/2007	10/31/2013	550		0	332	218	0	0	0	218
236	INTERCONTINENTALEXCHANGE INC	45865V100		2/17/2011	2/26/2013	1,662		0	1,420	242	0	0	0	242
237	INTERCONTINENTALEXCHANGE INC	45865V100		2/17/2011	5/24/2013	1,001		0	774	227	0	0	0	227
238	INTERCONTINENTALEXCHANGE INC	45865V100		2/17/2011	10/31/2013	1,158		0	774	384	0	0	0	384
239	GENTEX CORP	371901109		6/6/2012	4/26/2013	418		0	414	4	0	0	0	4
240	GENTEX CORP	371901109		6/6/2012	7/30/2013	137		0	131	6	0	0	0	6
241	GENTEX CORP	371901109		6/6/2012	7/30/2013	570		0	545	25	0	0	0	25
242	IRIDIUM COMMUNICATIONS INC	46269C102		5/3/2013	7/30/2013	1,190		0	1,024	166	0	0	0	166
243	IRIDIUM COMMUNICATIONS INC	46269C102		5/2/2013	7/30/2013	183		0	155	28	0	0	0	28
244	WASTE MANAGEMENT INC	94106L109		8/4/2011	10/17/2013	967		0	699	268	0	0	0	268
245	WASTE MANAGEMENT INC	94106L109		8/4/2011	11/27/2013	1,730		0	1,155	575	0	0	0	575
246	WASTE MANAGEMENT INC	94106L109		8/4/2011	11/29/2013	1,049		0	699	350	0	0	0	350
247	WASTE MANAGEMENT INC	94106L109		8/4/2011	12/2/2013	2,971		0	2,007	964	0	0	0	964
248	WEX INC	96208T104		7/22/2008	3/6/2013	232		0	71	161	0	0	0	161
249	WEX INC	96208T104		10/29/2008	3/6/2013	928		0	158	770	0	0	0	770
250	BERKSHIRE HATHAWAY INC	084670702		5/7/2012	5/24/2013	1,657		0	1,231	426	0	0	0	426
251	BERKSHIRE HATHAWAY INC	084670702		5/7/2012	10/31/2013	1,040		0	739	301	0	0	0	301
252	BHP BILLITON LIMITED - ADR	088606108		12/30/2008	5/24/2013	3,378		0	2,137	1,241	0	0	0	1,241

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	0

#	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						503,847	0	2,888	406,557	100,178	0	0	0	100,178
253	BHP BILLITON LIMITED - ADR	088606108		12/30/2008	7/30/2013	1,259		0	838	421	0	0	0	421
254	BHP BILLITON LIMITED - ADR	088606108		12/30/2008	10/31/2013	1,489		0	880	609	0	0	0	609
255	BLACKROCK INC	09247X101		8/22/2011	2/26/2013	705		0	461	244	0	0	0	244
256	BLACKROCK INC	09247X101		8/19/2011	2/26/2013	470		0	304	166	0	0	0	166
257	BLACKROCK INC	09247X101		8/19/2011	5/24/2013	1,399		0	760	639	0	0	0	639
258	BLACKROCK INC	09247X101		6/5/2012	10/31/2013	914		0	500	414	0	0	0	414
259	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/30/2010	5/24/2013	1,436		0	1,339	97	0	0	0	97
260	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/30/2010	7/9/2013	2,878		0	2,845	33	0	0	0	33
261	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/29/2010	7/9/2013	339		0	333	6	0	0	0	6
262	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/29/2010	7/10/2013	834		0	832	2	0	0	0	2
263	CNOOC - CHINA NATIONAL OFFSHOR -	126132109		3/31/2010	7/10/2013	3,836		0	3,812	24	0	0	0	24
264	CSX CORP	126408103		5/7/2012	5/24/2013	885		0	774	111	0	0	0	111
265	CSX CORP	126408103		5/7/2012	10/31/2013	598		0	509	89	0	0	0	89
266	CAPITAL ONE FINANCIAL CORP	14040H105		5/7/2012	5/24/2013	1,096		0	990	106	0	0	0	106
267	CAPITAL ONE FINANCIAL CORP	14040H105		5/7/2012	10/31/2013	827		0	660	167	0	0	0	167
268	CLOUD PEAK ENERGY INC	18911Q102		1/12/2012	6/27/2013	408		0	504	-96	0	0	0	-96
269	CLOUD PEAK ENERGY INC	18911Q102		1/13/2012	6/27/2013	1,110		0	1,349	-239	0	0	0	-239
270	DENTSPLY INTL INC COM	249030107		8/4/2011	7/30/2013	633		0	522	111	0	0	0	111
271	DIAGEO PLC - ADR	25243Q205		9/10/2008	5/24/2013	6,814		0	4,130	2,684	0	0	0	2,684
272	DIAGEO PLC - ADR	25243Q205		9/10/2008	7/30/2013	2,066		0	1,254	812	0	0	0	812
273	DIAGEO PLC - ADR	25243Q205		9/11/2008	7/30/2013	1,580		0	950	630	0	0	0	630
274	DIAGEO PLC - ADR	25243Q205		9/11/2008	10/31/2013	2,304		0	1,315	989	0	0	0	989
275	DIAMOND HILL LONG-SHORT FD CL I #	25264S833		5/29/2013	8/2/2013	7,741		0	7,500	241	0	0	0	241
276	EBIX, INC	278715206		6/13/2011	7/30/2013	239		0	426	-187	0	0	0	-187
277	EBIX, INC	278715206		6/15/2011	7/30/2013	114		0	206	-92	0	0	0	-92
278	EBIX, INC	278715206		6/13/2011	7/30/2013	102		0	182	-80	0	0	0	-80
279	EDISON INTL COM	281020107		4/17/2009	3/12/2013	5,001		0	2,789	2,212	0	0	0	2,212
280	EDISON INTL COM	281020107		4/17/2009	3/13/2013	3,296		0	1,831	1,465	0	0	0	1,465
281	EDISON INTL COM	281020107		3/13/2012	3/13/2013	659		0	568	91	0	0	0	91
282	FMC TECHNOLOGIES INC	30249U101		7/12/2007	5/24/2013	1,473		0	539	934	0	0	0	934
283	FMC TECHNOLOGIES INC	30249U101		7/12/2007	10/31/2013	660		0	270	390	0	0	0	390
284	GNC HOLDINGS INC	36191G107		1/23/2013	7/30/2013	781		0	560	221	0	0	0	221
285	GATEWAY FUND - Y #1986	367829884		5/29/2013	8/2/2013	7,511		0	7,500	11	0	0	0	11
286	GENTEX CORP	371901109		3/12/2012	1/22/2013	117		0	148	-31	0	0	0	-31
287	GENTEX CORP	371901109		3/12/2012	1/23/2013	555		0	718	-163	0	0	0	-163
288	GENTEX CORP	371901109		3/9/2012	4/26/2013	881		0	986	-105	0	0	0	-105
289	GENTEX CORP	371901109		3/12/2012	4/26/2013	220		0	248	-28	0	0	0	-28
290	GENTEX CORP	371901109		7/25/2012	7/30/2013	91		0	60	31	0	0	0	31
291	GENTHERM INC	37253A103		6/14/2013	7/30/2013	592		0	560	32	0	0	0	32
292	GENTHERM INC	37253A103		6/13/2013	7/30/2013	429		0	394	35	0	0	0	35
293	GEOSPACE TECHNOLOGIES CORP	37364X109		5/24/2013	7/30/2013	1,102		0	1,296	-194	0	0	0	-194
294	GILEAD SCIENCES INC	375558103		2/4/2013	5/24/2013	714		0	521	193	0	0	0	193
295	GILEAD SCIENCES INC	375558103		2/4/2013	10/31/2013	1,140		0	641	499	0	0	0	499
296	GLOBAL PMTS INC W/I	37940X102		4/7/2010	7/30/2013	420		0	404	16	0	0	0	16
297	GLOBAL PMTS INC W/I	37940X102		4/8/2010	7/30/2013	513		0	482	31	0	0	0	31
298	ISHARES DOW JONES SELECT DIVIDEN	464287168		1/14/2013	1/30/2013	3,240		0	3,163	77	0	0	0	77
299	ISHARES DOW JONES SELECT DIVIDEN	464287168		4/1/2013	6/11/2013	3,681		0	3,598	83	0	0	0	83
300	ISHARES DOW JONES SELECT DIVIDEN	464287168		4/1/2013	6/20/2013	441		0	442	-1	0	0	0	-1
301	ISHARES DOW JONES SELECT DIVIDEN	464287168		1/14/2013	6/21/2013	1,014		0	937	77	0	0	0	77
302	ISHARES DOW JONES SELECT DIVIDEN	464287168		3/14/2013	6/21/2013	1,712		0	1,694	18	0	0	0	18
303	ISHARES DOW JONES SELECT DIVIDEN	464287168		4/1/2013	6/21/2013	1,014		0	1,010	4	0	0	0	4
304	ISHARES DOW JONES SELECT DIVIDEN	464287168		10/12/2012	6/21/2013	634		0	577	57	0	0	0	57
305	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		3/20/2012	1/22/2013	338		0	337	1	0	0	0	1
306	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/18/2012	1/22/2013	591		0	591	0	0	0	0	0
307	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/11/2012	1/22/2013	169		0	169	0	0	0	0	0
308	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/11/2012	1/22/2013	253		0	254	-1	0	0	0	-1
309	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/12/2012	1/22/2013	169		0	169	0	0	0	0	0
310	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/17/2012	1/22/2013	591		0	591	0	0	0	0	0
311	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/21/2012	2/27/2013	253		0	254	-1	0	0	0	-1
312	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/22/2012	2/27/2013	169		0	169	0	0	0	0	0
313	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/21/2012	2/27/2013	84		0	84	0	0	0	0	0
314	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		1/18/2013	5/2/2013	253		0	254	-1	0	0	0	-1
315	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		1/18/2013	5/2/2013	84		0	85	-1	0	0	0	-1
316	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		1/19/2013	5/2/2013	169		0	169	0	0	0	0	0
317	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		4/26/2013	5/2/2013	760		0	761	-1	0	0	0	-1
318	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/21/2012	6/10/2013	84		0	84	0	0	0	0	0
319	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		3/27/2013	6/10/2013	337		1	338	0	0	0	0	0
320	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		4/18/2013	6/10/2013	253		1	253	1	0	0	0	1
321	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		4/26/2013	6/10/2013	759		2	761	0	0	0	0	0
322	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		1/4/2013	6/10/2013	253		1	254	0	0	0	0	0
323	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		1/4/2013	6/10/2013	84		0	85	-1	0	0	0	-1
324	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		1/5/2013	6/10/2013	169		0	169	0	0	0	0	0
325	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		4/12/2013	6/10/2013	759		2	761	0	0	0	0	0
326	ISHARES BARCLAYS 1-3 YEAR TREAS	464287457		12/27/2012	6/10/2013	253		0	253	0	0	0	0	0
327	ISHARES 1-3 YEAR TREASURY BOND	464287457		3/25/2013	7/30/2013	169		1	169	1	0	0	0	1
328	ISHARES 1-3 YEAR TREASURY BOND	464287457		12/3/2012	7/30/2013	84		0	85	-1	0	0	0	-1
329	ISHARES 1-3 YEAR TREASURY BOND	464287457		12/17/2012	7/30/2013	253		1	254	0	0	0	0	0
330	ISHARES 1-3 YEAR TREASURY BOND	464287457		12/17/2012	7/30/2013	84		0	85	-1	0	0	0	-1
331	ISHARES 1-3 YEAR TREASURY BOND	464287457		12/18/2012	7/30/2013	169		1	169	1	0	0	0	1
332	ISHARES 1-3 YEAR TREASURY BOND	464287457		3/9/2013	7/30/2013	84		0	85	-1	0	0	0	-1
333	ISHARES 1-3 YEAR TREASURY BOND	464287457		3/9/2013	8/7/2013	253		1	254	0	0	0	0	0
334	ISHARES 1-3 YEAR TREASURY BOND	464287457		12/9/2012	9/12/2013	253		0	254	-1	0	0	0	-1
335	ISHARES 1-3 YEAR TREASURY BOND	464287457		3/4/2013	9/12/2013	168		0	169	-1	0	0	0	-1
336	ISHARES MSCI EAFE	464287465		2/24/2011	5/24/2013	2,385		0	2,346	39	0	0	0	39

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	2,537
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						503,847	0	2,888	406,557	100,178	0	0	0	100,178
337	ISHARES MSCI EAFE ETF	464287465		2/24/2011	7/30/2013	902		0	902	0	0	0	0	0
338	ISHARES MSCI EAFE ETF	464287465		2/24/2011	10/31/2013	329		0	301	28	0	0	0	28
339	ISHARES MSCI EX-JAPAN IN FD	464288182		10/1/2010	5/24/2013	3,196		0	3,322	-126	0	0	0	-126
340	ISHARES MSCI ALL COUNTRY ASIA	464288182		10/1/2010	7/30/2013	1,123		0	1,231	-108	0	0	0	-108
341	ISHARES MSCI ALL COUNTRY ASIA	464288182		9/30/2010	7/30/2013	842		0	904	-62	0	0	0	-62
342	ISHARES MSCI ALL COUNTRY ASIA	464288182		9/30/2010	10/31/2013	1,449		0	1,447	2	0	0	0	2
343	JP MORGAN STRAT INC OPP SEL FD #	34812A4351		5/29/2013	10/31/2013	7,444		0	7,500	-56	0	0	0	-56
344	MASTEC INC COM	576323109		12/7/2012	7/30/2013	652		0	473	179	0	0	0	179
345	MCDONALDS CORP	580135101		7/24/2009	5/24/2013	702		0	393	309	0	0	0	309
346	MCDONALDS CORP	580135101		7/24/2009	10/31/2013	1,058		0	618	440	0	0	0	440
347	MCKESSON CORP	58155Q103		5/7/2012	5/24/2013	2,452		0	1,887	565	0	0	0	565
348	MCKESSON CORP	58155Q103		7/20/2012	10/31/2013	314		0	191	123	0	0	0	123
349	MCKESSON CORP	58155Q103		7/24/2012	10/31/2013	470		0	279	191	0	0	0	191
350	MCKESSON CORP	58155Q103		5/7/2012	10/31/2013	314		0	180	134	0	0	0	134
351	MEDNAX INC	58502B106		7/23/2010	1/22/2013	951		0	524	427	0	0	0	427
352	MEDNAX INC	58502B106		2/23/2012	7/30/2013	973		0	741	232	0	0	0	232
353	METTLER-TOLEDO INTL INC	592688105		1/26/2009	2/1/2013	214		0	69	145	0	0	0	145
354	METTLER-TOLEDO INTL INC	592688105		1/22/2009	2/1/2013	642		0	203	439	0	0	0	439
355	TELEFONICA SA - ADR	879382208		12/30/2008	5/24/2013	1,582		0	2,579	-997	0	0	0	-997
356	TELEFONICA SA - ADR	879382208		12/30/2008	7/30/2013	1,474		0	2,355	-881	0	0	0	-881
357	WILEY JOHN & SONS INC	968223206		8/20/2009	1/28/2013	306		0	253	53	0	0	0	53

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	SONYA SWAN WILLIAMS		PO BOX 975	MERCER ISLAND	WA	98040		PRESIDENT	1 00			
2	ROBERT D WILLIAMS		PO BOX 975	MERCER ISLAND	WA	98040		VICE PRESIDENT	1 00			
3	DAN ALAN WILLIAMS		18313 60TH AVE WEST	LYNNWOOD	WA	98037		SECRETARY	1 00			
4	AIMEE JOIE COOMBS		2915 RADNEY LANE	WICHITA FALLS	TX	76309		TREASURE R	1 00			
5	WENDY KAE PERKINS		844 HUTCHINSON STREET	VISTA	CA	92083		DIRECTOR	1 00			
6	PAULA KATHLEEN PARDINI		369 CARMEL AVENUE	PACIFICA	CA	94044		DIRECTOR	1 00			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	
2	First quarter estimated tax payment	5/10/2013	2	784
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	784

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2012 that remained undistributed at the beginning of the 2013 tax year	1	41,983
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	41,983

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Cash & Equivalents							
CASH							
PRINCIPAL			$1,000.00	$1,000.00	$0.00		
Total Cash			**$1,000.00**	**$1,000.00**	**$0.00**		
MONEY MARKET							
WELLS FARGO ADVANTAGE GOVERNMENT MONEY MARKET FUND INSTL CLASS - #1751	4,229.800		$4,229.80	$4,229.80	$0.00	0.01%	$0.01
Total Money Market			**$4,229.80**	**$4,229.80**	**$0.00**	**0.01%**	**$0.01**
OTHER							
BMW BANK OF NORTH AMERICA CERT OF DEPOSIT DTD 11/16/12 1.200 11/16/2016 CUSIP: 05568P2K2	50,000.000	$99.683	$49,841 50	$50,000.00	- $158.50	1.20%	$75 62
Total Other			**$49,841.50**	**$50,000.00**	**- $158.50**	**1.20%**	**$75.62**
Total Cash & Equivalents			**$55,071.30**	**$55,229.80**	**- $158.50**	**1.09%**	**$75.63**

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Yield to Maturity	Accrued Income
Fixed Income							
GOVERNMENT OBLIGATIONS							
FED NATL MTG ASSN DTD 10/03/12 04/03/2020 STEP CPN **CUSIP: 3136G0E72** MOODY'S RATING AAA STANDARD & POOR'S RATING: AA+	50,000 000	$96 782	$48,391.00	$50,000.00	- $1,609 00	1.54%	$122 22
FED NATL MTG ASSN SER 0000 DTD 09/20/12 09/20/2017 STEP CPN **CUSIP: 3136G0A27** MOODY'S RATING. AAA STANDARD & POOR'S RATING. AA+	50,000.000	98 422	49,211.00	50,000 00	- 789 00	1.19	105 21
Total Government Obligations			**$97,602.00**	**$100,000.00**	**- $2,398.00**		**$227.43**
CORPORATE OBLIGATIONS							
GOLDMAN SACHS GROUP INC DTD 01/18/08 5 950 01/18/2018 **CUSIP: 38141GFG4** MOODY'S RATING: BAA1 STANDARD & POOR'S RATING. A-	85,000 000	$113.694	$96,639 90	$85,828 75	$10,811 15	2 38%	$2,289.92
Total Corporate Obligations			**$96,639.90**	**$85,828.75**	**$10,811.15**		**$2,289.92**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Fixed Income							
DOMESTIC MUTUAL FUNDS							
EATON VANCE FLOATING RATE FUND-CLASS I #924 **SYMBOL: EIBLX CUSIP: 277911491**	2,911 682	$9.190	$26,758.36	$26,855 00	- $96.64	3.91%	$0 00
ISHARES 1-3 YEAR TREASURY BOND **SYMBOL: SHY CUSIP: 464287457**	75 000	84.380	6,328.50	6,333 54	- 5 04	0 26	0 00
PIMCO HIGH YIELD FUND INSTITUTIONAL SHARES #108 **SYMBOL: PHIYX CUSIP: 693390841**	770 812	9 610	7,407.50	7,500.00	- 92.50	5.89	0 00
Total Domestic Mutual Funds			**$40,494.36**	**$40,688.54**	**- $194.18**	**3.70%**	**$0.00**
INTERNATIONAL MUTUAL FUNDS							
PIMCO EMERGING LOCAL BOND FUND INST #332 **SYMBOL: PELBX CUSIP: 72201F516**	1,901.343	$9.330	$17,739 53	$20,144.99	- $2,405 46	4.89%	$0 00
PIMCO EMERGING MARKETS BOND FUND-INSTL #137 **SYMBOL: PEBIX CUSIP: 693391559**	443 656	10 700	4,747 12	5,000.00	- 252 88	5 33	0 00
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 **SYMBOL: TGBAX CUSIP: 880208400**	1,937 474	13 090	25,361.53	25,564.05	- 202 52	3.92	0.00
Total International Mutual Funds			**$47,848.18**	**$50,709.04**	**- $2,860.86**	**4.42%**	**$0.00**
Total Fixed Income			**$282,584.44**	**$277,226.33**	**$5,358.11**		**$2,517.35**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities							
CONSUMER DISCRETIONARY							
ALLISON TRANSMISSION HOLDINGS **SYMBOL: ALSN CUSIP: 01973R101**	135.000	$27.610	$3,727 35	$2,723.74	$1,003 61	1 74%	$0 00
COACH INC **SYMBOL: COH CUSIP: 189754104**	94.000	56.130	5,276.22	5,124 84	151 38	2 40	31 73
GENTEX CORP **SYMBOL: GNTX CUSIP: 371901109**	193.000	32.980	6,365.14	3,286.33	3,078 81	1.70	0 00
GENTHERM INC **SYMBOL: THRM CUSIP: 37253A103**	194 000	26.810	5,201.14	3,571.26	1,629.88	0 00	0.00
IRIDIUM COMMUNICATIONS INC **SYMBOL: IRDM CUSIP: 46269C102**	488.000	6.251	3,050.49	3,294 61	- 244 12	0 00	0 00
MATTEL INC **SYMBOL: MAT CUSIP: 577081102**	152.000	47.580	7,232.16	6,857.58	374 58	3 19	0 00
MCDONALDS CORP **SYMBOL: MCD CUSIP: 580135101**	57.000	97.030	5,530.71	3,077.03	2,453 68	3.34	0.00
MORNINGSTAR INC COM **SYMBOL: MORN CUSIP: 617700109**	38.000	78 090	2,967 42	1,120.85	1,846 57	0 87	0 00
NIKE INC CL B **SYMBOL: NKE CUSIP: 654106103**	83.000	78.640	6,527 12	2,040.34	4,486 78	1.22	19 92
NORDSTROM INC **SYMBOL: JWN CUSIP: 655664100**	95.000	61 800	5,871.00	3,541.12	2,329.88	2 14	0.00
PETSMART INC COM **SYMBOL: PETM CUSIP: 716768106**	89.000	72.750	6,474.75	6,485.07	- 10.32	1.07	0 00
SELECT COMFORT CORPORATION **SYMBOL: SCSS CUSIP: 81616X103**	124 000	21.090	2,615 16	2,381.62	233 54	0 00	0 00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
CONSUMER DISCRETIONARY *(continued)*							
STAPLES INC **SYMBOL: SPLS CUSIP: 855030102**	229 000	15 890	3,638 81	2,597 80	1,041 01	3 02	27.48
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM **SYMBOL: HOT CUSIP: 85590A401**	88 000	79 450	6,991.60	3,988.60	3,003 00	1.70	0 00
TUPPERWARE BRANDS CORPORATION **SYMBOL: TUP CUSIP: 899896104**	39.000	94.530	3,686.67	2,508.47	1,178 20	2.88	24.18
V F CORP **SYMBOL: VFC CUSIP: 918204108**	80 000	62 340	4,987 20	2,956.92	2,030 28	1 68	0.00
Total Consumer Discretionary			**$80,142.94**	**$55,556.18**	**$24,586.76**	**1.79%**	**$103.31**
CONSUMER STAPLES							
COLGATE PALMOLIVE CO **SYMBOL: CL CUSIP: 194162103**	160.000	$65.210	$10,433 60	$4,708.97	$5,724.63	2.21%	$0 00
GNC HOLDINGS INC **SYMBOL: GNC CUSIP: 36191G107**	76 000	58 450	4,442.20	2,838.67	1,603.53	1.09	0 00
PEPSICO INC **SYMBOL: PEP CUSIP: 713448108**	65.000	82.940	5,391.10	3,878 88	1,512.22	2 74	36.89
SPECTRUM BRANDS HOLDINGS INC **SYMBOL: SPB CUSIP: 84763R101**	62 000	70 550	4,374.10	2,519.91	1,854.19	1.42	0.00
WAL MART STORES INC **SYMBOL: WMT CUSIP: 931142103**	122 000	78.690	9,600.18	7,198.53	2,401 65	2.44	57.34
Total Consumer Staples			**$34,241.18**	**$21,144.96**	**$13,096.22**	**2.11%**	**$94.23**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
ENERGY							
APACHE CORP **SYMBOL: APA CUSIP: 037411105**	55.000	$85 940	$4,726 70	$4,121.75	$604.95	1.16%	$0.00
CHEVRON CORP **SYMBOL: CVX CUSIP: 166764100**	83 000	124 910	10,367.53	6,036 09	4,331 44	3.20	0 00
FMC TECHNOLOGIES INC **SYMBOL: FTI CUSIP: 30249U101**	106 000	52.210	5,534 26	2,719.14	2,815 12	0 00	0 00
GEOSPACE TECHNOLOGIES CORP **SYMBOL: GEOS CUSIP: 37364X109**	62 000	94.636	5,867 43	4,870 30	997.13	0 00	0 00
OIL STATES INTERNATIONAL INC **SYMBOL: OIS CUSIP: 678026105**	32.000	101.720	3,255.04	1,966.03	1,289 01	0 00	0.00
Total Energy			**$29,750.96**	**$19,713.31**	**$10,037.65**	**1.30%**	**$0.00**
FINANCIALS							
AFLAC INC **SYMBOL: AFL CUSIP: 001055102**	196 000	$66 800	$13,092.80	$7,252 12	$5,840.68	2 22%	$0 00
AMERICAN EXPRESS CO **SYMBOL: AXP CUSIP: 025816109**	126 000	90 730	11,431 98	5,641.04	5,790.94	1.01	0.00
BERKSHIRE HATHAWAY INC. **SYMBOL: BRK.B CUSIP: 084670702**	71 000	118 560	8,417 76	5,767.99	2,649 77	0 00	0 00
BLACKROCK INC **SYMBOL: BLK CUSIP: 09247X101**	20 000	316.470	6,329 40	3,068 33	3,261.07	2.44	0.00
CAPITAL ONE FINANCIAL CORP **SYMBOL: COF CUSIP: 14040H105**	100 000	76.610	7,661 00	5,748.05	1,912 95	1.57	0 00
GOLDMAN SACHS GROUP INC **SYMBOL: GS CUSIP: 38141G104**	40.000	177.260	7,090.40	3,784.56	3,305 84	1.24	0 00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
FINANCIALS *(continued)*							
INTERCONTINENTALEXCHANGE GROUPINC **SYMBOL: ICE CUSIP: 45866F104**	32 000	224 920	7,197.44	3,943.74	3,253 70	1 16	0.00
JPMORGAN CHASE & CO **SYMBOL: JPM CUSIP: 46625H100**	150 000	58.480	8,772.00	5,893 83	2,878 17	2 74	0 00
MARKEL HOLDINGS **SYMBOL: MKL CUSIP: 570535104**	7 000	580.350	4,062.45	1,428.00	2,634.45	0 00	0 00
PNC FINANCIAL SERVICES GROUP **SYMBOL: PNC CUSIP: 693475105**	119.000	77.580	9,232.02	7,625 55	1,606.47	2 27	0 00
TCF FINANCIAL **SYMBOL: TCB CUSIP: 872275102**	222.000	16.250	3,607.50	2,534 19	1,073.31	1.23	0 00
Total Financials			**$86,894.75**	**$52,687.40**	**$34,207.35**	**1.55%**	**$0.00**
HEALTH CARE							
ABBOTT LABS **SYMBOL: ABT CUSIP: 002824100**	191.000	$38.330	$7,321.03	$6,145.21	$1,175.82	2.30%	$0 00
AIR METHODS CORP COM **SYMBOL: AIRM CUSIP: 009128307**	82.000	58.260	4,777.32	3,409 00	1,368.32	0.00	0.00
BAXTER INTL INC **SYMBOL: BAX CUSIP: 071813109**	82.000	69 550	5,703 10	4,390 04	1,313 06	2.82	40 18
DENTSPLY INTL INC COM **SYMBOL: XRAY CUSIP: 249030107**	75 000	48 480	3,636 00	2,544.89	1,091.11	0.55	4.69
GILEAD SCIENCES INC **SYMBOL: GILD CUSIP: 375558103**	79.000	75.100	5,932.90	3,166 14	2,766 76	0.00	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
HEALTH CARE *(continued)*							
JOHNSON & JOHNSON **SYMBOL: JNJ CUSIP: 478160104**	127 000	91.590	11,631.93	7,492 97	4,138.96	2 88	0.00
MCKESSON CORP **SYMBOL: MCK CUSIP: 58155Q103**	72.000	161 400	11,620 80	6,436.93	5,183 87	0 59	17.28
MEDNAX INC **SYMBOL: MD CUSIP: 58502B106**	100.000	53 380	5,338.00	2,014 15	3,323.85	0.00	0 00
THERMO FISHER SCIENTIFIC INC **SYMBOL: TMO CUSIP: 883556102**	83 000	111 350	9,242.05	4,006 20	5,235.85	0.54	12 45
VCA ANTECH INC **SYMBOL: WOOF CUSIP: 918194101**	123 000	31.360	3,857 28	2,529.59	1,327 69	0.00	0 00
Total Health Care			**$69,060.41**	**$42,135.12**	**$26,925.29**	**1.16%**	**$74.60**
INDUSTRIALS							
CSX CORP **SYMBOL: CSX CUSIP: 126408103**	172.000	$28.770	$4,948 44	$3,803.99	$1,144.45	2.09%	$0 00
GRACO INC **SYMBOL: GGG CUSIP: 384109104**	55.000	78.120	4,296 60	1,762.63	2,533 97	1 41	0.00
ILLINOIS TOOL WORKS INC **SYMBOL: ITW CUSIP: 452308109**	75.000	84 080	6,306.00	3,560.38	2,745 62	2 00	31.50
MASTEC INC COM **SYMBOL: MTZ CUSIP: 576323109**	117.000	32.720	3,828 24	2,742 11	1,086 13	0.00	0 00
ORBITAL SCIENCES CORP **SYMBOL: ORB CUSIP: 685564106**	193 000	23.300	4,496.90	2,354 25	2,142.65	0 00	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INDUSTRIALS *(continued)*							
PRECISION CASTPARTS CORP **SYMBOL: PCP CUSIP: 740189105**	22.000	269 300	5,924 60	2,726 85	3,197.75	0.04	0 00
UNITED PARCEL SERVICE-CL B **SYMBOL: UPS CUSIP: 911312106**	85 000	105.080	8,931.80	6,440 41	2,491.39	2 55	0.00
UNITED TECHNOLOGIES CORP **SYMBOL: UTX CUSIP: 913017109**	71.000	113.800	8,079.80	3,735 82	4,343 98	2 07	0.00
3M CO COM **SYMBOL: MMM CUSIP: 88579Y101**	102 000	140.250	14,305.50	6,383.16	7,922.34	2.44	0.00
Total Industrials			**$61,117.88**	**$33,509.60**	**$27,608.28**	**1.70%**	**$31.50**
INFORMATION TECHNOLOGY							
AMPHENOL CORP CL A **SYMBOL: APH CUSIP: 032095101**	97 000	$89.180	$8,650 46	$4,365 11	$4,285.35	0 90%	$19 40
APPLE INC **SYMBOL: AAPL CUSIP: 037833100**	12 000	561 020	6,732.24	2,676.41	4,055.83	2.17	0 00
EBIX, INC. **SYMBOL: EBIX CUSIP: 278715206**	201 000	14 710	2,956 71	3,396.23	- 439 52	0 00	0.00
GLOBAL PMTS INC W/I **SYMBOL: GPN CUSIP: 37940X102**	68 000	64 990	4,419 32	2,908 40	1,510.92	0 12	0.00
METTLER-TOLEDO INTL INC **SYMBOL: MTD CUSIP: 592688105**	11.000	242.590	2,668 49	698.64	1,969.85	0 00	0 00
MICROSOFT CORP **SYMBOL: MSFT CUSIP: 594918104**	279 000	37 410	10,437 39	8,472 83	1,964 56	2.99	0.00
NEUSTAR INC CL A **SYMBOL: NSR CUSIP: 64126X201**	81.000	49.860	4,038.66	1,482.02	2,556 64	0 00	0.00
PAYCHEX INC **SYMBOL: PAYX CUSIP: 704326107**	149 000	45.530	6,783 97	4,535.37	2,248 60	3.07	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INFORMATION TECHNOLOGY *(continued)*							
QUALCOMM INC **SYMBOL: QCOM CUSIP: 747525103**	105.000	74.250	7,796.25	4,844 65	2,951.60	1 89	0.00
SYNTEL INC **SYMBOL: SYNT CUSIP: 87162H103**	51 000	90 950	4,638 45	2,975.61	1,662 84	0.00	0.00
TEXAS INSTRUMENTS INC **SYMBOL: TXN CUSIP: 882508104**	94.000	43 910	4,127.54	2,901.76	1,225 78	2 73	0.00
WEX INC **SYMBOL: WEX CUSIP: 96208T104**	38 000	99 030	3,763.14	499.21	3,263 93	0 00	0.00
ZEBRA TECHNOLOGIES CORP CL A **SYMBOL: ZBRA CUSIP: 989207105**	75 000	54 080	4,056.00	1,559.53	2,496 47	0 00	0.00
Total Information Technology			**$71,068.62**	**$41,315.77**	**$29,752.85**	**1.42%**	**$19.40**
MATERIALS							
STEEL DYNAMICS INC COM **SYMBOL: STLD CUSIP: 858119100**	223 000	$19.540	$4,357 42	$2,720 36	$1,637.06	2.35%	$24.53
Total Materials			**$4,357.42**	**$2,720.36**	**$1,637.06**	**2.35%**	**$24.53**
INTERNATIONAL EQUITIES							
ABB LTD - ADR SPONSORED ADR **CUSIP: 000375204**	305 000	$26.560	$8,100 80	$4,078.34	$4,022 46	2 65%	$0 00
ACCENTURE PLC **CUSIP: G1151C101**	82.000	82.220	6,742 04	2,652.66	4,089 38	2 26	0.00
BHP BILLITON LIMITED - ADR SPONSORED ADR **CUSIP: 088606108**	125 000	68 200	8,525 00	5,237 50	3,287.50	3.40	0 00
DANONE **CUSIP: 23636T100**	335.000	14.520	4,864 20	5,046.18	- 181.98	1 69	0 00
DIAGEO PLC - ADR SPONSORED ADR **CUSIP: 25243Q205**	146.000	132 420	19,333.32	9,385.22	9,948.10	2 26	0 00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INTERNATIONAL EQUITIES *(continued)*							
HSBC - ADR SPONSORED ADR **CUSIP: 404280406**	189.000	55.130	10,419.57	7,231.69	3,187 88	4 35	0 00
KOMATSU JPY 50 0 **CUSIP: J35759125**	394 000	20.332	8,010.83	6,982.95	1,027.88	0.00	0.00
NESTLE S.A REGISTERED SHARES - ADR SPONSORED ADR **CUSIP: 641069406**	256.000	73.590	18,839.04	10,122.24	8,716 80	2 47	0 00
RECKITT BENCKISER PLC GBP **CUSIP: G74079107**	197 000	79.384	15,638 65	3,546 63	12,092.02	0 00	0 00
SAP AG - ADR SPONSORED ADR **CUSIP: 803054204**	160.000	87.140	13,942 40	4,493.51	9,448 89	0 92	0.00
SCHLUMBERGER LTD **CUSIP: 806857108**	95 000	90.110	8,560.45	7,504 25	1,056.20	1 78	29 69
TAIWAN SEMICONDUCTOR MANUFACTU - ADR SPONSORED ADR **CUSIP: 874039100**	692 000	17.440	12,068 48	4,745 75	7,322 73	2 30	0.00
TELEFONICA SA - ADR SPONSORED ADR **CUSIP: 879382208**	374.000	16.340	6,111.16	8,387 52	- 2,276 36	2 21	0 00
TESCO PLC 5P **CUSIP: G87621101**	1,264.000	5 538	6,999.61	3,820.43	3,179.18	0 00	0 00
TRANSOCEAN LTD. **CUSIP: H8817H100**	253.000	49.420	12,503 26	15,210.98	- 2,707.72	4.53	0.00
UNILEVER PLC - ADR SPONSORED ADR **CUSIP: 904767704**	193 000	41.200	7,951.60	7,768 54	183.06	3.39	0.00
VODAFONE GROUP PLC NEW **CUSIP: 92857W209**	298 000	39 310	11,714.38	8,353.00	3,361 38	4.04	169 98
Total International Equities			**$180,324.79**	**$114,567.39**	**$65,757.40**	**2.27%**	**$199.67**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
DOMESTIC MUTUAL FUNDS							
ISHARES RUSSELL MID-CAP ETF **SYMBOL: IWR CUSIP: 464287499**	275.000	$149.980	$41,244 50	$37,095 74	$4,148.76	1.31%	$0.00
ISHARES SELECT DIVIDEND ETF **SYMBOL: DVY CUSIP: 464287168**	29 000	71 350	2,069.15	1,673.59	395 56	3 06	0 00
WISDOMTREE JAPAN HEDGED EQUITY FUND **SYMBOL: DXJ CUSIP: 97717W851**	370 000	50 840	18,810.80	15,353 89	3,456 91	1.22	0.00
Total Domestic Mutual Funds			**$62,124.45**	**$54,123.22**	**$8,001.23**	**1.34%**	**$0.00**
INTERNATIONAL MUTUAL FUNDS							
ABERDEEN EMERGING MARKETS INSTITUTIONAL FUND #5840 **SYMBOL: ABEMX CUSIP: 003021714**	4,075 150	$14 470	$58,967.42	$60,477.72	- $1,510.30	1.40%	$0 00
ARTISAN INTERNATIONAL SMALL CAP FUND - INV #1465 **SYMBOL: ARTJX CUSIP: 04314H808**	785 454	27.060	21,254.39	20,000 00	1,254 39	1 31	0 00
BRANDES EMERGING MARKETS FUND CLASS I #1599 **SYMBOL: BEMIX CUSIP: 105262752**	1,564 129	9.230	14,436 91	15,000.00	- 563 09	2 07	0.00
ISHARES MSCI ALL COUNTRY ASIA **SYMBOL: AAXJ CUSIP: 464288182**	167 000	60 310	10,071.77	9,263 90	807 87	1 77	4 12
ISHARES MSCI EAFE ETF **SYMBOL: EFA CUSIP: 464287465**	57.000	67.095	3,824.42	3,428 45	395.97	2.54	0 00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Equities *(continued)*							
INTERNATIONAL MUTUAL FUNDS *(continued)*							
MORGAN STANLEY INSTITUTIONAL FUND INC - FRONTIER EMERGING MARKETS PORTFOLIO CLASS I **SYMBOL: MFMIX CUSIP: 61760X836**	571 102	18 860	10,770.98	10,000 00	770 98	0.38	0 00
VANGUARD FTSE EMERGING MARKETS ETF **SYMBOL: VWO CUSIP: 922042858**	284.000	41.140	11,683.76	5,900 56	5,783.20	2 73	0.00
WASATCH EMERGING MARKETS SMALL CAP FUND **SYMBOL: WAEMX CUSIP: 936793884**	5,149 493	2 650	13,646 16	15,000 00	- 1,353.84	0.00	0.00
Total International Mutual Funds			**$144,655.81**	**$139,070.63**	**$5,585.18**	**1.41%**	**$4.12**
Total Equities			**$823,739.21**	**$576,543.94**	**$247,195.27**	**1.68%**	**$551.36**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Complementary Strategies							
OTHER							
AQR MANAGED FUTURES STRATEGY FUND CLASS I #15213 **SYMBOL: AQMIX CUSIP: 00203H859**	2,450 347	$10.590	$25,949 17	$25,000.00	$949 17	0 00%	$0 00
ARBITRAGE FUND CLASS I #1000 **SYMBOL: ARBNX CUSIP: 03875R205**	978 264	12 860	12,580.48	12,500 00	80.48	0.00	0 00
DRIEHAUS ACTIVE INCOME FUND **SYMBOL: LCMAX CUSIP: 262028855**	1,160.631	10 770	12,500 00	12,500.00	0 00	2.01	0 00
ROBECO BOSTON PARTNERS LONG/SHORT RESEARCH FUND CLASS INS **SYMBOL: BPIRX CUSIP: 74925K581**	1,829.851	14 430	26,404.75	25,000.00	1,404 75	0.00	0.00
Total Other			**$77,434.40**	**$75,000.00**	**$2,434.40**	**0.32%**	**$0.00**
Total Complementary Strategies			**$77,434.40**	**$75,000.00**	**$2,434.40**	**0.32%**	**$0.00**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Current Yield	Accrued Income
Real Assets							
REAL ASSET FUNDS							
ELEMENTS ROGERS TOTAL RETURN DTD 10/18/07 10/24/2022 **SYMBOL: RJI CUSIP: 870297801**	2,250 000	$8 170	$18,382 50	$18,517.50	- $135 00	0 00%	$0.00
JP MORGAN ALERIAN MLP INDEX EXCHANGE TRADED NOTE DTD 04/02/09 05/24/2024 **SYMBOL: AMJ CUSIP: 46625H365**	750.000	46.350	34,762.50	30,032.50	4,730.00	4 72	0.00
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF **SYMBOL: RWX CUSIP: 78463X863**	275 000	41 200	11,330.00	11,506 50	- 176 50	4.54	128 49
SPDR DOW JONES REIT ETF **SYMBOL: RWR CUSIP: 78464A607**	155 000	71.270	11,046 85	11,882.31	- 835.46	3.39	0 00
Total Real Asset Funds			**$75,521.85**	**$71,938.81**	**$3,583.04**	**3.35%**	**$128.49**
Total Real Assets			**$75,521.85**	**$71,938.81**	**$3,583.04**	**3.35%**	**$128.49**

ASSET DETAIL *(continued)*

Asset Description	Valued Carried as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Accrued Income
Miscellaneous				
OTHER				
CORPORATE DOCUMENTS-JOYCE SWAN FOUNDATION	$0 00	$1 00	- $1 00	$0 00
Total Other	**$0.00**	**$1.00**	**- $1.00**	**$0.00**
Total Miscellaneous	**$0.00**	**$1.00**	**- $1.00**	**$0.00**

	Account Value as of 12/31/13	Cost Basis	Unrealized Gain/Loss	Accrued Income
TOTAL ASSETS	**$1,314,351.20**	**$1,055,939.88**	**$258,411.32**	**$3,272.83**