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Return of Private Foundation

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation EDELSTEIN FAMILY FOUNDATION DUBUQUE BANK & TRUST COMPANY, CO-TRUSTEE		A Employer identification number 41-6013675
Number and street (or P.O. box number if mail is not delivered to street address) C/O MN BANK & TRUST, 7701 FRANCE AVE S,	Room/suite	B Telephone number 612-303-3208
City or town, state or province, country, and ZIP or foreign postal code EDINA, MN 55435-5288		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 39,660,858.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)	
Revenue	1 Contributions, gifts, grants, etc., received					
	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	960,641.	951,098.			
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	4,310,945.				
	b Gross sales price for all assets on line 6a	14,384,890.				
	7 Capital gain net income (from Part IV, line 2)		4,310,945.			
	8 Net short-term capital gain					
	9 Income modifications					
	10a Gross sales less returns and allowances					
b Less: Cost of goods sold						
11 Other income	-5,704.	-5,704.				
12 Total. Add lines 1 through 11	5,265,882.	5,256,339.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	324,882.	172,929.		151,953.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees					
	c Other professional fees					
	17 Interest					
	18 Taxes	STMT 3	147,968.	17,454.		0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		1,465.	0.		1,465.
	22 Printing and publications					
23 Other expenses	STMT 4	687.	191.		496.	
24 Total operating and administrative expenses. Add lines 13 through 23		475,002.	190,574.		153,914.	
25 Contributions, gifts, grants paid		1,484,808.			1,484,808.	
26 Total expenses and disbursements. Add lines 24 and 25		1,959,810.	190,574.		1,638,722.	
27 Subtract line 26 from line 12:						
a Excess of revenue over expenses and disbursements		3,306,072.				
b Net investment income (if negative, enter -0-)			5,065,765.			
c Adjusted net income (if negative, enter -0-)				N/A		

SCANNED MAY 27 2014

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EDELSTEIN FAMILY FOUNDATION

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DUBUQUE BANK & TRUST COMPANY, CO-TRUSTEE

41-6013675

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Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only.		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,318,149.	1,318,488.	1,318,488.
	3	Accounts receivable				
		Less: allowance for doubtful accounts		81,063.		
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations	STMT 6	1,428,962.	931,735.	1,018,423.
	b	Investments - corporate stock	STMT 7	18,311,985.	22,920,165.	28,815,786.
	c	Investments - corporate bonds	STMT 8	9,301,107.	8,528,089.	8,508,161.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation				
12		Investments - mortgage loans				
13		Investments - other				
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation				
15		Other assets (describe)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		30,441,266.	33,698,477.	39,660,858.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue		154.		
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe)	STATEMENT 9	200.	0.	
	23	Total liabilities (add lines 17 through 22)		354.	0.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	25	Unrestricted				
	26	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		30,440,912.	33,698,477.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
30	Total net assets or fund balances		30,440,912.	33,698,477.		
31	Total liabilities and net assets/fund balances		30,441,266.	33,698,477.		

Part IV 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	30,440,912.
2	Enter amount from Part I, line 27a	2	3,306,072.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	33,746,984.
5	Decreases not included in line 2 (itemize)	5	48,507.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	33,698,477.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a US BANK - SEE ATTACHED	P	VARIOUS	VARIOUS
b US BANK - SEE ATTACHED	P	VARIOUS	VARIOUS
c ENBRIDGE ENERGY PARTNERS LP	P	VARIOUS	VARIOUS
d EXTERRAN PARTNERS LP	P	VARIOUS	VARIOUS
e ENBRIDGE ENERGY PARTNERS LP - BASIS ADJUSTMENT	P	06/28/12	08/07/13
f ENBRIDGE ENERGY PARTNERS LP - BASIS ADJUSTMENT	P	08/21/12	08/07/13
g EXTERRAN PARTNERS LP - BASIS ADJUSTMENT	P	06/28/12	08/07/13
h EXTERRAN PARTNERS LP - BASIS ADJUSTMENT	P	08/21/12	08/07/13
i CAPITAL GAINS DIVIDENDS			
j			
k			
l			
m			
n			
o			

(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 817,324.		747,991.	69,333.
b 13,434,555.		9,325,613.	4,108,942.
c		4.	-4.
d		337.	-337.
e 6,550.			6,550.
f 7,018.			7,018.
g 3,136.			3,136.
h 527.			527.
i 115,780.			115,780.
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			69,333.
b			4,108,942.
c			-4.
d			-337.
e			6,550.
f			7,018.
g			3,136.
h			527.
i			115,780.
j			
k			
l			
m			
n			
o			

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	4,310,945.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 14,384,890.		10,073,945.	4,310,945.

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

(l) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4,310,945.

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	4,310,945.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,677,877.	35,037,786.	.047888
2011	1,796,474.	35,282,986.	.050916
2010	1,430,355.	33,409,764.	.042812
2009	1,698,232.	30,145,843.	.056334
2008	2,029,699.	35,191,968.	.057675

2 Total of line 1, column (d)	2	.255625
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	.051125
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	37,275,797.
5 Multiply line 4 by line 3	5	1,905,725.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	50,658.
7 Add lines 5 and 6	7	1,956,383.
8 Enter qualifying distributions from Part XII, line 4	8	1,638,722.

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.

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Part VII 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	101,315.
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	101,315.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	101,315.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	123,342.	
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	123,342.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	137.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,890.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 21,890. Refunded ☐ 0.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	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

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Part VII A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of DUBUQUE BANK & TRUST COMPANY Telephone no. 866-397-2133 Located at 1398 CENTRAL AVENUE, DUBUQUE, IA ZIP+4 52004-0747			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
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?		
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? If "Yes," list the years	☐ Yes ☒ No	
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.)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		
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?		

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☒

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
US BANK NATIONAL ASSOCIATION	CORPORATE TRUSTEE			
101 5TH STREET E				
ST. PAUL, MN 55101	40.00	214,882.	0.	0.
THOMAS A KELLER III	CO-TRUSTEE			
C/O MOSS BARNETT 90 S 7TH ST	5.00	110,000.	0.	0.
MINNEAPOLIS, MN 55402				

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

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

Total number of other employees paid over \$50,000 **0**

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

Part IX Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part X Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	36,362,713.
b	Average of monthly cash balances	1b	1,480,736.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	37,843,449.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	37,843,449.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	567,652.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	37,275,797.
6	Minimum investment return. Enter 5% of line 5	6	1,863,790.

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	1,863,790.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	101,315.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	101,315.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,762,475.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,762,475.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,762,475.

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	1,638,722.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,638,722.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,638,722.

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.

EDELSTEIN FAMILY FOUNDATION

Form 990-PF (2013)

DUBUQUE BANK & TRUST COMPANY, CO-TRUSTEE

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,762,475.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,484,808.	
b Total for prior years:				
2010, 2011,		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,638,722.				
a Applied to 2012, but not more than line 2a			1,484,808.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				153,914.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (e).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,608,561.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a 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) ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the 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:

EDELSTEIN FAMILY FOUNDATION

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DUBUQUE BANK & TRUST COMPANY, CO-TRUSTEE

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Part VII 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				
NATIONAL JEWISH HEALTH 1400 JACKSON ST DENVER, CO 80206	N/A	PUBLIC CHARITY	GENERAL SUPPORT	149,976.
THE SAINT PAUL FOUNDATION 55 FIFTH STREET EAST, SUITE 600 SAINT PAUL, MN 55101	N/A	PUBLIC CHARITY	GENERAL SUPPORT	149,976.
UNIVERSITY OF MINNESOTA 200 OAK STREET SE, SUITE 500 MINNEAPOLIS, MN 55455	N/A	PUBLIC CHARITY	GENERAL SUPPORT	224,964.
NORTH BRANCH SCHOOL - DISTRICT #138 6655 MAIN STREET NORTH BRANCH, MN 55056	N/A	PUBLIC CHARITY	GENERAL SUPPORT	44,993.
MINNESOTA MASONIC HOME 11501 MASONIC HOME DRIVE BLOOMINGTON, MN 55437	N/A	PUBLIC CHARITY	GENERAL SUPPORT	29,995.
Total SEE CONTINUATION SHEET(S) ▶ 3a				1,484,808.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

**EDELSTEIN FAMILY FOUNDATION
DUBUQUE BANK & TRUST COMPANY, CO-TRUSTEE 41-6013675**

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
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
BRANDEIS UNIVERSITY PO BOX 9110 WALTHAM, MA 02454	N/A	PUBLIC CHARITY	GENERAL SUPPORT	224,964.
THE ACTORS FUND OF AMERICA 729 SEVENTH AVE, 10TH FLOOR NEW YORK, NY 10019	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
THEATRE COMMUNICATIONS GROUP 520 EIGHTH AVE, 24TH FLOOR NEW YORK, NY 10018-4156	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
NEW YORK SHAKESPEARE FESTIVAL 425 LAFAYETTE STREET NEW YORK, NY 10003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
PILLSBURY UNITED COMMUNITIES 1201 37TH AVENUE N MINNEAPOLIS, MN 55412	N/A	PUBLIC CHARITY	GENERAL SUPPORT	55,000.
THE PLAYWRIGHTS CENTER 2301 FRANKLIN AVENUE E MINNEAPOLIS, MN 55406	N/A	PUBLIC CHARITY	GENERAL SUPPORT	75,000.
THE MINNESOTA OPERA 620 N. 1ST STREET MINNEAPOLIS, MN 55401	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
UNITED JEWISH FUND AND COUNCIL INC. 790 SOUTH CLEVELAND AVE, SUITE 227 SAINT PAUL, MN 55116	N/A	PUBLIC CHARITY	GENERAL SUPPORT	224,964.
SHOLOM HOME C/O SHOLOM FOUNDATION 1620 PHILLIPS PARKWAY ST. LOUIS PARK, MN 55426	N/A	PUBLIC CHARITY	GENERAL SUPPORT	149,976.
Total from continuation sheets				884,904.

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STATEMENT OF CAPITAL GAINS AND LOSSES
EDLSTEIN FAMILY FOUNDATION

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TAX PREPARED: 414
TRUST ADMINISTRATOR: 732
INVESTMENT OFFICER: 1970

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATES	SALES PRICE	COST BASIS	GAIN/LOSS	TRFM	NC	8049
169.0000 THE ADT CORPORATION - 00101J106 - MINOR = 42								
SOLD		08/07/2013	6788.69					
ACQ	132.0000	11/11/1911	5302.41	2324.73	2977.68	LT	Y	F
PREP NOTE EXISTS ***FOUND UPDATE***	37.0000	02/09/2010	1486.28	823.22	663.06	LT	Y	F
2341.0000 AFLAC INC - 001055102 - MINOR = 42								
SOLD		08/07/2013	141783.11					
ACQ	911.0000	09/21/2011	55953.19	31936.20	24016.99	LT	Y	F
	607.0000	12/16/2011	37281.65	25293.69	11987.96	LT	Y	F
	823.0000	06/28/2012	50548.27	33084.60	17463.67	LT	Y	F
127.0000 AFLAC INC - 001055102 - MINOR = 42								
SOLD		08/07/2013	7800.29					
ACQ	127.0000	05/31/2012	7800.29	5055.66	2744.42	LT	Y	F
3325.0000 ATT INC - 00206R102 - MINOR = 3101								
SOLD		08/07/2013	117969.27					
ACQ	2325.0000	11/11/1911	117969.27	86605.43	31363.84	LT	Y	F
675.0000 ATT INC - 00206R102 - MINOR = 3101								
SOLD		08/07/2013	23948.65					
ACQ	675.0000	11/11/1911	23948.65	17723.08	6225.57	LT	Y	F
1284.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 42								
SOLD		08/07/2013	46043.56					
ACQ	903.0000	06/28/2012	32381.10	27000.14	5380.96	LT	Y	F
	381.0000	08/21/2012	13662.46	12051.00	1611.46	ST	Y	C
196.0000 ABBOTT LABORATORIES - 002824100 - MINOR = 42								
SOLD		08/07/2013	7028.46					
ACQ	196.0000	11/11/1911	7028.46	4738.01	2290.45	LT	Y	F
1284.0000 ABBVIE INC - 00287Y109 - MINOR = 42								
SOLD		08/07/2013	57060.09					
ACQ	903.0000	06/28/2012	40128.71	29279.34	10849.37	LT	Y	F
	381.0000	08/21/2012	16931.38	13068.29	3863.09	ST	Y	C
196.0000 ABBVIE INC - 00287Y109 - MINOR = 42								
SOLD		08/07/2013	8710.11					
ACQ	196.0000	11/11/1911	8710.11	5137.97	3572.14	LT	Y	F
547.6440 INV BALANCE RISK COMM STR Y - 00888Y508 - MINOR = 99								
SOLD		08/14/2013	5043.80					
ACQ	547.6440	08/21/2012	5043.80	5980.27	-936.47	ST-W	Y	C
FOUND UPDATE 08/31/13								
328.0000 ALLERGAN INC - 018490102 - MINOR = 42								
SOLD		08/07/2013	29717.10					
ACQ	328.0000	04/20/2011	29717.10	25383.60	4333.50	LT	Y	F
29.0000 AMAZON COM INC - 023135105 - MINOR = 42								
SOLD		08/07/2013	8612.27					
ACQ	29.0000	02/02/2010	8612.27	3386.25	5226.02	LT	Y	F
1603.0000 AMERICAN ELECTRIC POWER - 025537101 - MINOR = 42								
SOLD		08/07/2013	72502.58					
ACQ	950.0000	11/11/1911	42967.84	30301.77	12666.07	LT	Y	F
	653.0000	09/21/2011	29534.74	24786.57	4748.17	LT	Y	F
200.0000 AMERICAN ELECTRIC POWER - 025537101 - MINOR = 42								
SOLD		08/07/2013	9045.86					
ACQ	200.0000	11/11/1911	9045.86	6379.32	2666.54	LT	Y	F
1783.0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 3101								
SOLD		08/07/2013	133880.31					
ACQ	983.0000	11/11/1911	73812.28	38104.30	35707.98	LT	Y	F
	800.0000	02/09/2010	60071.03	30099.28	29971.75	LT	Y	F
354.0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 3101								
SOLD		08/07/2013	26581.43					
ACQ	204.0000	11/11/1911	15118.11	7908.38	7409.73	LT	Y	F
	150.0000	02/09/2010	11263.32	5643.62	5619.70	LT	Y	F
3248.0000 AMERISOURCEBERGEN CORP - 03073E105 - MINOR = 42								
SOLD		08/07/2013	190168.06					
ACQ	3248.0000	11/11/1911	190168.06	67860.88	122307.18	LT	Y	F
750.0000 AMERISOURCEBERGEN CORP - 03073E105 - MINOR = 42								
SOLD		08/07/2013	43911.96					
ACQ	750.0000	11/11/1911	43911.96	15632.66	28279.30	LT	Y	F
571.0000 AMGEN INC - 031162100 - MINOR = 42								
SOLD		08/07/2013	59092.33					
ACQ	571.0000	04/20/2011	59092.33	31846.15	27246.18	LT	Y	F
249.0000 AMGEN INC - 031162100 - MINOR = 42								
SOLD		08/07/2013	25768.81					
ACQ	249.0000	04/20/2011	25768.81	13887.38	11981.43	LT	Y	F
2977.0000 ANHALY CAR. MGMT INC - 035710409 - MINOR = 42								
SOLD		08/07/2013	34413.81					
ACQ	1513.0000	06/28/2012	17490.12	25257.21	-7807.09	LT	Y	F
	1464.0000	08/21/2012	16923.69	25072.46	-8148.77	ST	Y	C
103.0000 APACHE CORP - 037411105 - MINOR = 31001								
SOLD		08/07/2013	8436.59					
ACQ	103.0000	11/11/1911	8436.59	6785.68	1650.91	LT	Y	F
87.0000 BOBING CO - 097023105 - MINOR = 42								
SOLD		08/07/2013	9208.78					
ACQ	87.0000	05/31/2012	9208.78	6065.36	3143.42	LT	Y	F
55.0000 BOSTON PPTYS INC - 101121101 - MINOR = 42								
SOLD		08/07/2013	5633.30					
ACQ	55.0000	11/23/2011	5633.00	4936.58	696.42	LT	Y	F

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TAX PREPARER: 414
TRUST ADMINISTRATOR: 732
INVESTMENT OFFICER: 1970

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1001.0000 BRISTOL-MYERS SQUIBB CO - MINOR = 42							
SOLD		08/07/2013	43733.02				
ACQ 1001.0000		11/09/2012	43733.02	32410.38	11322.64	ST	Y C
1844.0000 BROADCOM CORP CL A - MINOR = 42							
SOLD		08/07/2013	49400.03				
ACQ 695.0000		09/21/2011	18725.95	25254.17	-6528.22	LT	Y F
ACQ 106.0000		12/07/2011	2639.70	3152.39	-312.69	LT	Y F
ACQ 1039.0000		11/09/2012	27834.43	31882.44	-4048.01	ST	Y C
FOURTH UPDATE 01/25/14							
164.0000 BROADCOM CORP CL A - MINOR = 42							
SOLD		08/07/2013	4393.50				
ACQ 156.0000		05/31/2012	4179.18	4965.32	-786.14	LT	Y F
ACQ 8.0000		08/21/2012	214.32	287.83	-73.51	ST	Y C
PREP NOTE EXISTS ***FOUND UPDATE*** 01/25/14							
132.0000 CHOC LTD A D R - MINOR = 53							
SOLD		08/07/2013	23559.01				
ACQ 132.0000		12/16/2011	23559.01	23568.60	-9.59	LT	Y F
27.0000 CHOC LTD A D R - MINOR = 53							
SOLD		08/07/2013	4818.89				
ACQ 27.0000		12/13/2011	4818.89	5104.35	-285.46	LT	Y F
782.0000 CVS CAREMARK CORP - MINOR = 42							
SOLD		08/07/2013	45894.86				
ACQ 782.0000		11/11/2011	45894.96	26961.48	18933.38	LT	Y F
325.0000 CVS CAREMARK CORP - MINOR = 42							
SOLD		08/07/2013	19073.95				
ACQ 325.0000		11/11/2011	19073.95	11205.22	7868.73	LT	Y F
2250.0000 CABOT OIL GAS CORP CL A - MINOR = 42							
SOLD		08/07/2013	170029.77				
ACQ 2250.0000		11/11/2011	170029.77	31732.41	138297.36	LT	X F
256.0000 CABOT OIL GAS CORP CL A - MINOR = 42							
SOLD		08/07/2013	19345.60				
ACQ 256.0000		11/11/2011	19345.60	3609.28	15736.32	LT	Y F
574.0000 CACI INTERNATIONAL INC CL A - MINOR = 42							
SOLD		08/07/2013	38510.13				
ACQ 574.0000		05/31/2012	38510.13	24734.81	13775.32	LT	Y F
150.0000 CHLAWESB CORP SBR A - MINOR = 42							
SOLD		08/07/2013	7221.02				
ACQ 150.0000		02/10/2010	7221.02	4499.64	2721.38	LT	Y F
1413.0000 CERNER CORPORATION - MINOR = 42							
SOLD		08/07/2013	69310.96				
ACQ 1413.0000		04/20/2011	69310.96	39878.39	29432.57	LT	Y F
917.0000 CHEVRON CORPORATION - MINOR = 3101							
SOLD		08/07/2013	113412.58				
ACQ 917.0000		11/11/2011	113412.58	49253.74	64158.84	LT	Y F
348.0000 CHEVRON CORPORATION - MINOR = 3101							
SOLD		08/07/2013	43039.89				
ACQ 348.0000		11/11/2011	43039.89	24044.38	18995.51	LT	Y F
906.0000 CINEMARK HOLDINGS INC - MINOR = 42							
SOLD		08/07/2013	28073.73				
ACQ 906.0000		06/28/2012	28073.73	19928.38	8145.35	LT	Y F
247.0000 CLOREX CO - MINOR = 42							
SOLD		08/07/2013	21167.53				
ACQ 247.0000		11/11/2011	21167.53	14365.38	6802.15	LT	Y F
833.0000 COGNIZANT TECH SOLUTIONS CL A - MINOR = 42							
SOLD		08/07/2013	61105.98				
ACQ 477.0000		12/07/2011	34991.06	32626.99	2364.07	LT	Y F
ACQ 356.0000		01/12/2012	26114.92	24179.16	1935.76	LT	Y F
85.0000 COGNIZANT TECH SOLUTIONS CL A - MINOR = 42							
SOLD		08/07/2013	6235.30				
ACQ 85.0000		05/31/2012	6235.30	4919.21	1316.09	LT	Y F
951.0000 COMCAST CORP CL A - MINOR = 42							
SOLD		08/07/2013	42490.41				
ACQ 951.0000		01/27/2012	42490.41	25114.39	17376.02	LT	Y F
560.0000 COMPANHIA DE BEBIDAS P R A D R - MINOR = 53							
SOLD		08/07/2013	24406.44				
ACQ 660.0000		04/20/2011	24406.44	20460.99	3945.45	LT	Y F
404.0000 COMPANHIA DE BEBIDAS P R A D R - MINOR = 53							
SOLD		08/07/2013	14939.70				
ACQ 62.0000		04/20/2011	2292.73	1922.09	370.64	LT	Y F
ACQ 342.0000		11/23/2011	12646.97	10800.30	1846.67	LT	Y F
660.0000 COMPANHIA DE BEBIDAS P R RTS - 20441W203R							
SOLD		04/08/2013	0.07				
ACQ 660.0000			0.07	0.00	0.07	LT	Y F
CHANGED 02/18/14 PAR							
404.0000 COMPANHIA DE BEBIDAS P R RTS - 20441W203R							
SOLD		04/08/2013	0.04				
ACQ 404.0000			0.04	0.00	0.04	LT	Y F
CHANGED 02/18/14 PAR							
175.0000 COOPER COS INC - MINOR = 42							
SOLD		08/07/2013	22725.42				
ACQ 175.0000		11/11/2011	22725.42	4759.12	17966.30	LT	Y F
11538.5560 CREDIT SUISSE COMM RET ST CO - MINOR = 99							
SOLD		08/01/2013	83539.15				
ACQ 11538.5560		05/31/2012	83539.15	86193.01	-2653.86	LT	Y F

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TRUST YEAR ENDING 12/31/2013

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TAX PREPARER: 414
TRUST ADMINISTRATOR: 732
INVESTMENT OFFICER: 1970

LEGEND: P - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TRM	YC
1282.0000 DISNEY WALT CO - 254687106 - MINOR = 42							
SOLD		08/07/2013	83303.03				
ACQ	774.0000	09/21/2011	50293.72	24983.17	25310.55	LT	Y F
	508.0000	12/07/2011	33009.31	18628.31	14381.00	LT	Y F
79.0000 DISNEY WALT CO - 254687106 - MINOR = 42							
SOLD		08/07/2013	5133.34				
ACQ	79.0000	11/23/2011	5133.34	2660.71	SUB TRUST 050013733202	LT	Y F
919.0000 DISCOVER FINL SVCS - 254709108 - MINOR = 42							
SOLD		08/07/2013	46262.57				
ACQ	919.0000	11/11/2011	46262.57	10996.30	SUB TRUST 050013733202	LT	Y F
1357.0000 DISH NETWORK CORP CL A - 254709109 - MINOR = 42							
SOLD		08/07/2013	60426.29				
ACQ	1357.0000	11/11/2011	60426.29	24428.17	35998.12	LT	Y F
315.0000 DISH NETWORK CORP CL A - 254709109 - MINOR = 42							
SOLD		08/07/2013	14026.74				
ACQ	315.0000	11/11/2011	14026.74	5670.50	SUB TRUST 050013733202	LT	Y F
1500.0000 DIRECTV - 25490A309 - MINOR = 42							
SOLD		08/07/2013	92308.54				
ACQ	1500.0000	11/11/2011	92308.54	39413.40	52895.14	LT	Y F
300.0000 DIRECTV - 25490A309 - MINOR = 42							
SOLD		08/07/2013	18461.71				
ACQ	300.0000	11/11/2011	18461.71	7882.68	SUB TRUST 050013733202	LT	Y F
1084.0000 DOVER CORP - 260003108 - MINOR = 5010							
SOLD		08/07/2013	93883.71				
ACQ	1084.0000	11/11/2011	93883.71	37728.17	56155.54	LT	Y F
224.0000 DOVER CORP - 260003108 - MINOR = 5010							
SOLD		08/07/2013	19400.32				
ACQ	224.0000	11/11/2011	19400.32	7814.30	SUB TRUST 050013733202	LT	Y F
578.0000 DU PONT E I DE NEMOURS & CO - 263534109 - MINOR = 42							
SOLD		08/07/2013	34275.90				
ACQ	544.0000	09/21/2011	32259.67	24764.29	7495.36	LT	Y F
	34.0000	06/28/2012	2016.23	1668.21	348.02	LT	Y F
2678.0000 B.M.C. CORPORATION - 268648102 - MINOR = 5010							
SOLD		08/07/2013	70484.00				
ACQ	2678.0000	11/11/2011	70484.00	29044.76	41439.24	LT	Y F
541.0000 B.M.C. CORPORATION - 268648102 - MINOR = 5010							
SOLD		08/07/2013	14238.92				
ACQ	541.0000	11/11/2011	14238.92	5866.35	SUB TRUST 050013733202	LT	Y F
1656.0000 B BAY INC - 278642103 - MINOR = 31000							
SOLD		08/07/2013	88296.55				
ACQ	1656.0000	11/11/2011	88296.55	30810.25	57486.30	LT	Y F
401.0000 B BAY INC - 278642103 - MINOR = 31000							
SOLD		08/07/2013	21380.98				
ACQ	401.0000	11/11/2011	21380.98	7454.92	SUB TRUST 050013733202	LT	Y F
1669.0000 ENERIDGE ENERGY PARTNERS L.P. - 29250R106 - MINOR = 42							
SOLD		08/07/2013	49685.26				
ACQ	834.0000	06/28/2012	24827.75	25095.39	2467.64	LT	Y F
	835.0000	08/21/2012	24857.51	24998.23	140.72	ST	Y C
170.0000 ENERIDGE ENERGY PARTNERS L.P. - 29250R106 - MINOR = 42							
SOLD		08/07/2013	5060.81				
ACQ	170.0000	08/21/2012	5060.81	5089.46	SUB TRUST 050013733202	ST	Y C
42.0000 EQUINIX INC - 29444U502 - MINOR = 42							
SOLD		08/14/2013	7344.41				
ACQ	42.0000	11/23/2011	7344.41	4076.94	SUB TRUST 050013733202	LT	Y F
1288.0000 EXTERREAN PARTNERS L.P. - 30225N105 - MINOR = 42							
SOLD		08/07/2013	37138.44				
ACQ	1288.0000	06/28/2012	37138.44	25360.72	11777.72	LT	Y F
229.0000 EXTERREAN PARTNERS L.P. - 30225N105 - MINOR = 42							
SOLD		08/07/2013	6603.03				
ACQ	229.0000	08/21/2012	6603.03	5086.32	SUB TRUST 050013733202	ST	Y C
1136.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 42							
SOLD		08/07/2013	103544.83				
ACQ	321.0000	06/28/2011	29258.71	25461.56	3797.15	LT	Y F
	294.0000	01/12/2012	26797.69	24766.53	2031.16	LT	Y F
	510.0000	05/31/2012	46485.80	40728.55	5757.25	LT	Y F
	11.0000	08/21/2012	1002.63	971.85	30.78	ST	Y C
59.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 42							
SOLD		08/07/2013	5377.77				
ACQ	59.0000	11/11/2011	5377.77	4071.21	SUB TRUST 050013733202	LT	Y F
8.0000 EXXON MOBIL CORP - 30231G102 - MINOR = 42							
SOLD		08/07/2013	729.18				
ACQ	8.0000	05/31/2012	729.18	638.88	SUB TRUST 050013733202	LT	Y F
320.0000 PAIR ISAAC CORPORATION - 30325O104 - MINOR = 42							
SOLD		08/07/2013	16612.19				
ACQ	320.0000	11/11/2011	16612.19	5955.58	SUB TRUST 050013733202	LT	Y F
291.0000 PS NETWORKS INC - 315616102 - MINOR = 42							
SOLD		08/07/2013	25649.02				
ACQ	291.0000	11/11/2011	25649.02	6908.95	18740.07	LT	Y F
125.0000 PS NETWORKS INC - 315616102 - MINOR = 42							
SOLD		08/07/2013	11017.62				
ACQ	125.0000	11/11/2011	11017.62	2398.43	SUB TRUST 050013733202	LT	Y F
548.0000 POSSIL GROUP INC - 34928V106 - MINOR = 42							
SOLD		08/07/2013	67244.56				
ACQ	206.0000	02/27/2012	25278.06	24868.32	409.74	LT	Y F
	342.0000	05/31/2012	41966.50	24784.06	17182.44	LT	Y F

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INVESTMENT OFFICER: 1970

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TRM	MC
281.0000 PREPOT, MEMORAN COPPER GOLD - 356710857 - MINOR = 42							
SOLD		08/07/2013	8303.54				
ACQ	281.0000	11/23/2011	8303.54	9759.13	SUB TRUST 050013733202 -1485.59	LT	Y F
FRONTIER COMMUNICATIONS CORP - 35906A108 - MINOR = 42							
SOLD		06/28/2013	41.62				
ACQ			41.62	0.00	SUB TRUST 050013733202 41.62	ST	Y C
CHANGED 02/01/14 KSB PREP NOTE EXISTS							
1164.0000 FRONTIER COMMUNICATIONS CORP - 35906A109 - MINOR = 42							
SOLD		08/07/2013	5227.07				
ACQ	1164.0000	11/11/1911	5227.07	0.00	5227.07	LT	Y F
240.0000 FRONTIER COMMUNICATIONS CORP - 35906A108 - MINOR = 42							
SOLD		08/07/2013	1077.75				
ACQ	240.0000	11/11/1911	1077.75	0.00	SUB TRUST 050013733202 1077.75	LT	Y F
PREP NOTE EXISTS							
2100.0000 THE GAP INC - 364760108 - MINOR = 42							
SOLD		08/07/2013	97968.58				
ACQ	1446.0000	05/31/2012	64982.83	38129.14	26885.49	LT	Y F
	734.0000	11/09/2012	12985.75	24691.76	8293.98	ST	Y C
267.0000 THE GAP INC - 364760108 - MINOR = 42							
SOLD		08/07/2013	11998.90				
ACQ	267.0000	05/31/2012	11998.90	7040.44	SUB TRUST 050013733202 4958.46	LT	Y F
8081.0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 3101							
SOLD		08/07/2013	194830.32				
ACQ	8081.0000	11/11/1911	194830.32	74602.61	120227.71	LT	Y F
1680.0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 3101							
SOLD		08/07/2013	40504.26				
ACQ	1680.0000	11/11/1911	40504.26	20371.03	SUB TRUST 050013733202 20133.23	LT	Y F
500000.0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 28							
SOLD		02/01/2013	500000.00				
ACQ	500000.0000	01/28/2003	500000.00	514260.00	414260.00	LT	Y F
200000.0000 GENERAL ELECTRIC CO - 369604103 - MINOR = 28							
SOLD		02/01/2013	200000.00				
ACQ	200000.0000	11/11/1911	200000.00	205704.00	SUB TRUST 050013733202 5704.00	LT	Y F
640.0000 GENERAL MILLS INC - 370334104 - MINOR = 42							
SOLD		08/07/2013	33490.67				
ACQ	640.0000	11/11/1911	33490.67	20698.43	12792.24	LT	Y F
450.0000 GENERAL MILLS INC - 370334104 - MINOR = 42							
SOLD		08/07/2013	23548.14				
ACQ	450.0000	11/11/1911	23548.14	14553.59	SUB TRUST 050013733202 8994.55	LT	Y F
992.0000 GILEAD SCIENCES INC - 375558103 - MINOR = 42							
SOLD		08/07/2013	58724.58				
ACQ	992.0000	05/31/2012	58724.58	24715.08	34009.50	LT	Y F
14.0000 GOOGLE INC CL A - 382599508 - MINOR = 42							
SOLD		08/07/2013	12478.96				
ACQ	14.0000	11/11/1911	12478.96	4793.98	SUB TRUST 050013733202 7684.98	LT	Y F
933.0000 HHS HLDGS CORP - 40425J101 - MINOR = 42							
SOLD		08/07/2013	22222.83				
ACQ	933.0000	04/20/2011	22222.83	25039.92	2817.09	LT	Y F
234.0000 HELMERTICH PAYNE INC - 423452101 - MINOR = 42							
SOLD		08/07/2013	15574.99				
ACQ	234.0000	11/11/1911	15574.99	6222.30	SUB TRUST 050013733202 9352.69	LT	Y F
637.0000 HOMB DEPOT INC - 437076102 - MINOR = 42							
SOLD		08/07/2013	50137.71				
ACQ	637.0000	11/09/2012	50137.71	38608.57	11529.14	ST	Y C
1400.0000 HONEYWELL INTERNATIONAL INC - 438316106 - MINOR = 3101							
SOLD		08/07/2013	116968.10				
ACQ	1400.0000	11/11/1911	116968.10	33951.86	83016.24	LT	Y F
300.0000 HONEYWELL INTERNATIONAL INC - 438516106 - MINOR = 3101							
SOLD		09/07/2013	25064.59				
ACQ	300.0000	11/11/1911	25064.59	7690.77	SUB TRUST 050013733202 17373.82	LT	Y F
151.0000 HUDANA INC - 444859102 - MINOR = 42							
SOLD		08/07/2013	13902.55				
ACQ	151.0000	11/11/1911	13902.55	5663.03	SUB TRUST 050013733202 8239.52	LT	Y F
1195.0000 INTERNATIONAL BUSINESS MACHINES CORP - 459200101 - MINOR = 42							
SOLD		08/07/2013	225239.47				
ACQ	1195.0000	11/11/1911	225239.47	116643.97	108595.50	LT	Y F
384.0000 INTERNATIONAL BUSINESS MACHINES CORP - 459200101 - MINOR = 42							
SOLD		08/07/2013	72378.21				
ACQ	384.0000	11/11/1911	72378.21	37429.18	SUB TRUST 050013733202 34949.03	LT	Y F
206.0000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 3101							
SOLD		08/07/2013	11334.02				
ACQ	206.0000	11/11/1911	11334.02	6656.74	SUB TRUST 050013733202 4677.28	LT	Y F
207.0000 J P MORGAN CHASE & CO - 46625H100 - MINOR = 3101							
SOLD		08/07/2013	11389.05				
ACQ	207.0000	05/31/2012	11389.05	6859.98	SUB TRUST 050013733202 4529.07	LT	Y F
267.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 3101							
SOLD		08/07/2013	25025.60				
ACQ	267.0000	04/20/2011	25025.60	17212.47	7813.13	LT	Y F
70.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 3101							
SOLD		08/07/2013	6561.03				
ACQ	70.0000	05/31/2012	6561.03	4378.50	2182.53	LT	Y F
95.0000 JOHNSON & JOHNSON - 478160104 - MINOR = 3101							
SOLD		08/07/2013	8904.24				
ACQ	95.0000	04/20/2011	8904.24	6124.29	SUB TRUST 050013733202 2779.95	LT	Y F

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LEGEND: F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1130.0000 KANSAS CITY SOUTHERN - 485170302 - MINOR = 42							
SOLD		08/07/2013	120975.69				
ACQ	1130.0000	11/11/1911	120975.69	17834.64	103141.05	LT	Y F
275.0000 KANSAS CITY SOUTHERN - 485170302 - MINOR = 42							
SOLD		08/07/2013	29440.99				
ACQ	275.0000	11/11/1911	29440.99	-7908.37	SUB TRUST 050013733202 21592.62	LT	Y F
1054.0000 KEYCORP NEW - 493267108 - MINOR = 42							
SOLD		08/07/2013	12827.06				
ACQ	1054.0000	11/21/2013	12827.06	7225.17	SUB TRUST 050013733202 5601.89	LT	Y F
709.0000 KRAFT FOODS GROUP INC - 500760106 - MINOR = 42							
SOLD		08/07/2013	39441.62				
ACQ	709.0000	04/20/2011	39441.62	25017.53	14424.09	LT	Y F
1816.0000 LAM RESEARCH CORP - 512807108 - MINOR = 42							
SOLD		03/07/2013	88486.14				
ACQ	1816.0000	11/11/1911	88486.14	32374.87	56111.27	LT	Y F
554.0000 LAM RESEARCH CORP - 512807108 - MINOR = 42							
SOLD		08/07/2013	26994.12				
ACQ	554.0000	11/11/1911	26994.12	9878.66	SUB TRUST 050013733202 17115.46	LT	Y F
1011.0000 LAUDER ESTEE COS INC CL A - 518439104 - MINOR = 42							
SOLD		08/07/2013	67301.19				
ACQ	1011.0000	05/16/2011	67301.19	50444.61	16856.58	LT	Y F
222.0000 LORILLARD INC - 544147101 - MINOR = 42							
SOLD		08/07/2013	9501.54				
ACQ	222.0000	11/11/1911	9501.54	5638.68	SUB TRUST 050013733202 3862.86	LT	Y F
1514.0000 MANHATTAN ASSOCS INC - 562750109 - MINOR = 42							
SOLD		08/07/2013	134405.13				
ACQ	1514.0000	11/11/1911	134405.13	33355.37	101049.76	LT	Y F
471.0000 MANHATTAN ASSOCS INC - 562750109 - MINOR = 42							
SOLD		08/07/2013	41812.95				
ACQ	471.0000	11/11/1911	41812.95	10421.74	SUB TRUST 050013733202 31391.21	LT	Y F
100.0000 MASTERCARD INC - 576360104 - MINOR = 42							
SOLD		08/07/2013	64771.88				
ACQ	100.0000	02/05/2010	64771.88	22159.10	42602.78	LT	Y F
15.0000 MASTERCARD INC - 576360104 - MINOR = 42							
SOLD		08/07/2013	9715.78				
ACQ	15.0000	11/11/1911	9715.78	2338.44	SUB TRUST 050013733202 7377.34	LT	Y F
138.0000 MATERTON CORP - 576690101 - MINOR = 42							
SOLD		08/07/2013	4146.20				
ACQ	138.0000	02/11/2010	4146.20	2367.14	SUB TRUST 050013733202 1779.06	LT	Y F
4476.0000 MICROSOFT CORP - 594918104 - MINOR = 31001							
SOLD		08/07/2013	140231.08				
ACQ	4476.0000	11/11/1911	140231.08	86186.39	54044.69	LT	Y F
1156.0000 MICROSOFT CORP - 594918104 - MINOR = 31001							
SOLD		08/07/2013	36216.96				
ACQ	1156.0000	11/11/1911	36216.96	22431.84	SUB TRUST 050013733202 13785.12	LT	Y F
1368.0000 MOLEX INC CL A - 608554200 - MINOR = 42							
SOLD		12/09/2013	52914.24				
ACQ	1368.0000	08/07/2013	52914.24	34580.44	18333.80	ST	Y C
276.0000 MOLEX INC CL A - 608554200 - MINOR = 42							
SOLD		12/09/2013	10675.69				
ACQ	276.0000	08/07/2013	10675.68	6976.76	SUB TRUST 050013733202 3698.92	ST	Y C
7500 MURPHY USA INC W I - 626755102 - MINOR = 42							
SOLD		09/19/2013	30.21				
ACQ	7500	05/31/2012	30.21	19.45	10.76	LT	Y F
855.0000 NATIONAL GRID PLC SP A D R - 636274300 - MINOR = 53							
SOLD		08/07/2013	51350.49				
ACQ	855.0000	05/31/2012	51350.49	43150.14	8200.35	LT	Y F
99.0000 NATIONAL GRID PLC SP A D R - 636274300 - MINOR = 53							
SOLD		08/07/2013	5945.85				
ACQ	99.0000	05/31/2012	5945.85	4996.33	SUB TRUST 050013733202 949.52	LT	Y F
686.0000 NETRASH INC A D R - 64110W102 - MINOR = 53							
SOLD		08/07/2013	41939.31				
ACQ	23.0000	04/20/2011	1406.13	1189.17	216.96	LT	Y F
	127.0000	05/16/2011	7764.27	5786.06	2058.21	LT	Y F
	536.0000	12/16/2011	32768.91	25323.70	7445.21	LT	Y F
134.0000 NETEASE INC A D R - 64110W102 - MINOR = 53							
SOLD		08/07/2013	8192.23				
ACQ	134.0000	04/20/2011	8192.23	6928.20	SUB TRUST 050013733202 1264.03	LT	Y F
437.0000 NEWS CORP NEW CL A W - 65249B109 - MINOR = 42							
SOLD		08/07/2013	6928.55				
ACQ	437.0000	02/09/2010	6926.55	2598.90	4327.65	LT	Y F
CHANGED 10/07/13 REJ PREP NOTE EXISTS							
269.0000 NEWS CORP NEW CL A W - 65249B109 - MINOR = 42							
SOLD		08/07/2013	4263.70				
ACQ	93.7500	02/09/2010	1485.95	557.54	SUB TRUST 050013733202 928.41	LT	Y F
	175.2500	11/11/1911	2777.75	1032.12	1745.63	LT	Y F
CHANGED 10/07/13 REJ PREP NOTE EXISTS							
5000 NEWS CORP NEW CL A W - 65249B109 - MINOR = 42							
SOLD		08/09/2013	8.04				
ACQ	5000	02/09/2010	8.04	2.97	5.07	LT	Y F
CHANGED 10/07/13 REJ PREP NOTE EXISTS							
5000 NEWS CORP NEW CL A W - 65249B109 - MINOR = 42							
SOLD		08/09/2013	8.04				
ACQ	5000	11/11/1911	8.04	2.61	SUB TRUST 050013733202 5.43	LT	Y F
CHANGED 10/07/13 REJ PREP NOTE EXISTS							

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
384.0000 NEXTERA ENERGY INC - 65339P101 - MINOR = 42							
SOLD		08/07/2013	33230.82				
ACQ	384.0000	05/31/2012	33230.82	25062.68	8168.14	LT	Y F
816.0000 NIXE INC - 654106103 - MINOR = 42							
SOLD		08/07/2013	53727.76				
ACQ	816.0000	04/20/2011	53727.76	32623.48	21104.28	LT	Y F
44642.8570 NUVEEN INFLATION PRO SSC CL I - 670690387 - MINOR = 99							
SOLD		08/01/2013	497767.87				
ACQ	8787.3460	10/18/2011	97978.91	100000.00	-2021.09	LT	Y F
	2149.6130	12/13/2011	23968.19	25000.00	-1031.81	LT	Y F
	8622.1280	12/29/2011	96203.63	100000.00	-3796.37	LT	Y F
	2149.6130	01/27/2012	23968.19	25000.00	-1031.81	LT	Y F
	3438.6440	01/30/2012	38340.88	40128.97	-1788.09	LT	Y F
	19489.5130	03/15/2011	217308.07	207953.10	9354.97	LT	Y F
11607.1430 NUVEEN INFLATION PRO SSC CL I - 670690387 - MINOR = 99							
SOLD		08/01/2013	129419.64				
ACQ	2683.4580	01/12/2012	29920.56	30913.44	-992.88	LT	Y F
	8923.6850	03/15/2011	99499.08	95215.72	4283.36	LT	Y F
72254.3350 NUVEEN GLOBAL INFRASTR FD CL I - 670690510 - MINOR = 98							
SOLD		08/01/2013	754335.26				
ACQ	34013.6050	08/17/2011	155104.04	300000.00	55102.04	LT	Y F
	38240.7300	08/16/2011	199233.22	333841.57	65391.65	LT	Y F
14450.8670 NUVEEN GLOBAL INFRASTR FD CL I - 670690510 - MINOR = 98							
SOLD		08/01/2013	150867.05				
ACQ	14450.8670	11/04/2011	150867.05	129046.24	21820.81	LT	Y F
8835.6210 NUVEEN MID CAP GROWTH OPP FD CL I - 670690759 - MINOR = 98							
SOLD		08/07/2013	464753.66				
ACQ	4759.6250	04/26/2011	250356.27	236553.37	13802.90	LT	Y F
	1036.2150	11/23/2011	54504.91	42360.48	12144.43	LT	Y F
	763.7080	05/31/2012	40171.04	34603.61	5567.43	LT	Y F
	2276.0730	11/09/2012	119721.44	102605.39	17116.05	ST	Y C
54668.5630 NUVEEN SMALL CAP SELECT FD CL I - 670690874 - MINOR = 98							
SOLD		08/07/2013	859936.53				
ACQ	49311.5340	09/21/2011	775670.43	594697.10	180273.33	LT	Y F
	5357.0290	08/16/2012	84266.07	79766.16	4499.91	ST	Y C
9618.0910 NUVEEN SMALL CAP SELECT FD CL I - 670690874 - MINOR = 98							
SOLD		08/07/2013	151292.57				
ACQ	7803.8650	04/20/2011	124013.20	120544.29	3468.91	LT	Y F
	426.9850	11/23/2011	6716.47	5251.91	1464.56	LT	Y F
	1307.2410	05/31/2012	20562.90	18249.09	2313.81	LT	Y F
475.0000 OCCIDENTAL PETROLEUM CORPORATION - 674599105 - MINOR = 42							
SOLD		08/07/2013	81647.32				
ACQ	475.0000	11/11/2011	41647.32	31757.50	9889.82	LT	Y F
309.0000 OCCIDENTAL PETROLEUM CORPORATION - 674599105 - MINOR = 42							
SOLD		08/07/2013	27092.68				
ACQ	309.0000	11/11/2011	27092.68	20733.72	6358.96	LT	Y F
370.0000 OIL STATES INTERNATIONAL INC - 678026105 - MINOR = 42							
SOLD		08/07/2013	33404.03				
ACQ	370.0000	05/31/2012	33404.03	24695.95	8708.13	LT	Y F
954.0000 ONEOK INC - 682680103 - MINOR = 42							
SOLD		08/07/2013	49989.39				
ACQ	954.0000	04/20/2011	49989.39	31596.24	18393.15	LT	Y F
143.0000 P G E CORP - 68331C108 - MINOR = 42							
SOLD		08/07/2013	6449.25				
ACQ	143.0000	11/11/2011	6449.25	5368.72	1080.53	LT	Y F
45557.3440 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99							
SOLD		08/01/2013	488830.31				
ACQ	301.2590	06/30/2011	3232.51	3310.84	-78.33	LT-W	Y F
	265.4530	08/31/2011	2859.04	2933.65	-74.61	LT-W	Y F
	490.7730	10/31/2011	2585.99	5354.33	-88.34	LT	Y F
	1233.0900	12/28/2011	13231.06	13354.37	-123.31	LT	Y F
	601.8190	12/30/2011	6457.52	6541.77	-84.25	LT	Y F
	11595.9310	01/12/2012	124424.34	127207.36	-2783.02	LT	Y F
	685.1250	07/30/2012	7353.54	7600.25	-246.71	LT	Y F
	60.0000	09/28/2011	643.80	648.00	-4.20	LT-W	Y F
	30122.6940	09/28/2011	325362.51	327485.10	-2122.59	LT	Y F
FOUND UPDATE 10/01/13							
12472.1330 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99							
SOLD		08/01/2013	133826.01				
ACQ	552.2450	08/31/2012	5925.59	6350.82	-425.23	ST	Y C
	444.4710	09/28/2012	4769.17	5146.97	-377.80	ST	Y C
	652.8700	10/31/2012	7005.30	7566.76	-561.46	ST	Y C
	669.5090	11/30/2012	7183.74	7779.59	-595.85	ST	Y C
	5481.0930	12/12/2012	58812.13	62265.22	-3453.09	ST	Y C
	2413.5700	12/27/2012	25697.61	27128.53	-1230.92	ST	Y C
	530.8840	12/31/2012	5696.39	5967.14	-270.75	ST	Y C
	456.6460	02/28/2013	4899.81	5128.13	-228.32	ST	Y C
	584.1870	03/28/2013	6268.33	6566.26	-297.93	ST	Y C
	686.6670	04/30/2013	7367.94	7786.80	-418.86	ST	Y C
1810.2150 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99							
SOLD		08/01/2013	19421.61				
ACQ	172.1246	09/01/2011	1846.90	1901.98	-55.08	LT-W	Y F
	1638.0904	09/01/2011	17576.71	18100.90	-524.19	LT	Y F
FOUND UPDATE 08/09/13							

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INVESTMENT OFFICER: 1970

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
11479.3270 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99							
SOLD		08/01/2013	123173.18				
ACQ	281.4200	07/29/2013	3019.64	3123.76	-104.12	LT-W	Y F
	580.3710	01/31/2012	6227.38	6453.72	-226.34	LT	Y F
	552.8770	02/29/2012	5932.37	6147.99	-215.62	LT	Y F
	628.8000	04/30/2012	6747.02	7055.14	-308.12	LT	Y F
	6596.7770	05/31/2012	70783.42	74411.65	-3628.23	LT	Y F
	696.0320	05/31/2012	7469.42	7851.24	-382.82	LT	Y F
	640.3030	06/29/2012	6870.45	7235.42	-364.97	LT	Y F
	512.6560	07/31/2012	5500.80	5880.16	-379.36	LT	Y F
	406.3570	01/31/2013	4360.21	4947.14	-186.93	ST	Y C
	581.7340	05/31/2013	6263.47	6461.93	-198.46	ST	Y C
FOUND UPDATE 10/01/13							
18862.7790 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99							
SOLD		08/01/2013	202397.62				
ACQ	131.5675	05/28/2010	1411.72	1460.40	-48.68	LT-W	Y F
	16886.2585	05/28/2010	181189.58	187437.47	-6247.92	LT	Y F
	104.7040	05/28/2010	1123.47	1162.21	-38.74	LT-W	Y F
	210.9250	05/31/2011	2263.98	2333.61	-69.63	LT-W	Y F
	206.4700	01/31/2012	2215.42	2295.95	-80.53	LT	Y F
	198.5870	02/29/2012	2130.84	2208.19	-77.45	LT	Y F
	246.1610	03/30/2012	2641.31	2729.93	-88.62	LT	Y F
	225.8580	04/30/2012	2423.46	2534.13	-110.67	LT	Y F
	250.0070	05/31/2012	2682.58	2820.08	-137.50	LT	Y F
	223.3480	06/29/2012	2396.32	2523.83	-127.51	LT	Y F
	178.8230	07/31/2012	1918.77	2051.10	-132.33	LT	Y F
FOUND UPDATE 10/01/13							
4164.8190 PIMCO TOTAL RETURN FUND INST - 693390700 - MINOR = 99							
SOLD		08/01/2013	44688.50				
ACQ	176.7260	10/29/2010	1896.29	2065.95	-169.66	LT-W	Y F
	228.7310	11/30/2012	2454.28	2657.85	-203.57	ST	Y C
	1849.1570	12/12/2012	19841.46	21006.42	-1164.96	ST	Y C
	814.2660	12/27/2012	8737.07	9152.35	-415.28	ST	Y C
	179.1040	12/31/2012	1921.79	2013.13	-91.34	ST	Y C
	137.0930	01/31/2013	1471.01	1534.07	-63.06	ST	Y C
	154.0590	02/28/2013	1653.05	1730.88	-77.83	ST	Y C
	127.0870	03/28/2013	2114.24	2215.26	-100.52	ST	Y C
	231.6600	04/30/2013	2485.71	2627.03	-141.32	ST	Y C
	196.9340	05/31/2013	2113.10	2180.06	-66.96	ST	Y C
935.0000 P N C FINANCIAL SERVICES GROUP INC - 693475105 - MINOR = 42							
SOLD		08/07/2013	70927.95				
ACQ	935.0000	11/11/1911	70927.95	37988.44	32939.51	LT	Y F
504.0000 P N C FINANCIAL SERVICES GROUP INC - 693475105 - MINOR = 42							
SOLD		08/07/2013	38232.82				
ACQ	504.0000	11/11/1911	38232.82	20295.56	17937.26	LT	Y F
336.0000 P P G INDS INC - 693506107 - MINOR = 42							
SOLD		08/07/2013	53960.66				
ACQ	336.0000	11/11/1911	53960.66	15057.28	34903.38	LT	Y F
54.0000 P P G INDS INC - 693506107 - MINOR = 42							
SOLD		08/07/2013	8672.24				
ACQ	54.0000	11/11/1911	8672.24	3062.78	5609.46	LT	Y F
1183.0000 PACKAGING CORP AMERICA - 695156109 - MINOR = 42							
SOLD		08/07/2013	63386.40				
ACQ	1183.0000	11/11/1911	63386.40	17414.70	45971.70	LT	Y F
425.0000 PACKAGING CORP AMERICA - 695156109 - MINOR = 42							
SOLD		08/07/2013	22771.95				
ACQ	425.0000	11/11/1911	22771.95	6131.33	16640.62	LT	Y F
160.0000 PANERA BREAD COMPANY CL A - 69840W108 - MINOR = 42							
SOLD		08/07/2013	27489.12				
ACQ	160.0000	08/21/2012	27489.12	24981.90	2507.22	ST	Y C
1534.0000 PARKER HANIFIN CORP - 701094104 - MINOR = 42							
SOLD		08/07/2013	154747.22				
ACQ	1534.0000	11/11/1911	154747.22	62411.92	92335.30	LT	Y F
375.0000 PARKER HANIFIN CORP - 701094104 - MINOR = 42							
SOLD		08/07/2013	37629.34				
ACQ	375.0000	11/11/1911	37629.34	15163.25	22466.09	LT	Y F
389.0000 PEPSICO INC - 713448108 - MINOR = 3101							
SOLD		08/07/2013	32800.10				
ACQ	389.0000	11/11/1911	32800.10	22661.16	10138.94	LT	Y F
400.0000 PEPSICO INC - 713448108 - MINOR = 3101							
SOLD		08/07/2013	33727.61				
ACQ	400.0000	11/11/1911	33727.61	23300.18	10427.43	LT	Y F
288.0000 FERRIGO CO - 714290103 - MINOR = 42							
SOLD		08/07/2013	36823.38				
ACQ	288.0000	04/20/2011	36823.38	25269.61	11553.77	LT	Y F
392.0000 PHILIP MORRIS INTL - 718172109 - MINOR = 42							
SOLD		08/07/2013	34523.23				
ACQ	392.0000	11/11/1911	34523.23	14775.40	19747.83	LT	Y F
106.0000 PHILIP MORRIS INTL - 718172109 - MINOR = 42							
SOLD		06/07/2013	9335.37				
ACQ	106.0000	06/28/2012	9335.37	8923.08	412.29	LT	Y F
181.0000 PHILIP MORRIS INTL - 718172109 - MINOR = 42							
SOLD		08/07/2013	15940.57				
ACQ	181.0000	11/11/1911	15940.57	6829.91	9110.66	LT	Y F

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LEGEND: P - FEDERAL, S - STATE, I - INHERITED
B - EXEMPT FROM STATE, U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
11.0000 PHILIP MORRIS INTL - 718172109 - MINOR = 42							
SOLD		08/07/2013	968.76				
ACQ	11.0000	11/09/2012	968.76	943.91	24.85	ST	Y C
290.0000 PHILLIPS 66 - 718546104 - MINOR = 42							
SOLD		08/07/2013	16938.89				
ACQ	77.0000	11/23/2011	4497.57	3380.90	2116.67	LT	Y F
	213.0000	07/30/2012	12441.32	7968.33	4472.99	LT	Y F
356.0000 PHILLIPS 66 - 718546104 - MINOR = 42							
SOLD		08/07/2013	20793.97				
ACQ	172.5000	12/07/2011	10075.73	5693.90	4381.80	LT	Y F
	183.5000	12/16/2011	10718.24	5773.33	4944.90	LT	Y F
108.0000 PIONEER NAT RES CO - 723787107 - MINOR = 42							
SOLD		08/07/2013	18878.66				
ACQ	108.0000	11/23/2011	18878.66	9110.56	9768.10	LT	Y F
250000.0000 PITNEY BOWES INC - 724479255 - MINOR = 28							
SOLD		03/11/2013	267237.50				
ACQ	250000.0000	03/22/2005	267237.50	248450.45	18787.05	LT	Y F
31.0000 PRICELINE COM INC - 741503403 - MINOR = 42							
SOLD		08/07/2013	28379.38				
ACQ	31.0000	04/20/2011	28379.38	16482.94	11896.44	LT	Y F
10.0000 PRICELINE COM INC - 741503403 - MINOR = 42							
SOLD		08/07/2013	9154.64				
ACQ	10.0000	04/20/2011	9154.64	5317.07	3837.57	LT	Y F
125.0000 PRUDENTIAL FINANCIAL INC - 744320102 - MINOR = 42							
SOLD		08/07/2013	9878.97				
ACQ	125.0000	11/11/1911	9878.97	4706.86	5172.11	LT	Y F
2531.0000 PULTE GROUP INC - 745867101 - MINOR = 42							
SOLD		08/07/2013	39989.35				
ACQ	2531.0000	06/28/2012	39989.35	24854.17	15135.18	LT	Y F
854.0000 QUALCOMM INC - 747525103 - MINOR = 42							
SOLD		08/07/2013	55680.26				
ACQ	620.0000	06/28/2012	40423.61	33746.60	6677.01	LT	Y F
	234.0000	08/21/2012	15256.65	14720.59	536.06	ST	Y C
77.0000 QUALCOMM INC - 747525103 - MINOR = 42							
SOLD		08/07/2013	5020.35				
ACQ	77.0000	08/21/2012	5020.35	4843.95	176.40	ST	Y C
1050.0000 QUESTAR CORP - 748356102 - MINOR = 42							
SOLD		08/07/2013	25818.42				
ACQ	1050.0000	11/11/1911	25818.42	14978.88	10839.54	LT	Y F
125.0000 QUESTAR CORP - 748356102 - MINOR = 42							
SOLD		08/07/2013	5532.52				
ACQ	125.0000	11/11/1911	5532.52	3209.76	2322.76	LT	Y F
1173.0000 RYTHOLDS AMERICAN INC - 761711106 - MINOR = 42							
SOLD		08/07/2013	59282.50				
ACQ	1173.0000	04/20/2011	59282.50	42524.30	16758.20	LT	Y F
252.0000 ROCKWELL AUTOMATION INC - 775903109 - MINOR = 42							
SOLD		08/07/2013	24877.25				
ACQ	252.0000	05/31/2012	24877.25	18237.12	6640.13	LT	Y F
458.0000 ROSS STORES INC - 778296103 - MINOR = 42							
SOLD		08/07/2013	30685.51				
ACQ	458.0000	11/11/1911	30685.51	9946.20	20739.31	LT	Y F
1732.0000 ROSS STORES INC - 778296103 - MINOR = 42							
SOLD		08/07/2013	116042.15				
ACQ	1732.0000	11/11/1911	116042.15	37569.97	78472.18	LT	Y F
200.0000 SM ENERGY CO - 784544100 - MINOR = 42							
SOLD		08/07/2013	13620.32				
ACQ	200.0000	11/11/1911	13620.32	5912.16	7708.16	LT	Y F
542.0000 SM ENERGY CO - 784544100 - MINOR = 42							
SOLD		08/07/2013	36911.08				
ACQ	542.0000	11/11/1911	36911.08	17089.86	19821.22	LT	Y F
73.0000 SCHLUMBERGER LTD - 866857108 - MINOR = 53							
SOLD		08/07/2013	5886.65				
ACQ	73.0000	11/23/2011	5886.65	4876.38	1010.27	LT	Y F
350.0000 SCHLUMBERGER LTD - 866857108 - MINOR = 53							
SOLD		08/07/2013	28223.69				
ACQ	350.0000	04/20/2011	28223.69	30719.33	-2495.64	LT	Y F
5730.6590 SCOUT INTERNATIONAL FUND - 81063U503 - MINOR = 98							
SOLD		08/01/2013	201891.12				
ACQ	5730.6590	04/17/2012	201891.12	179140.40	22750.72	LT	Y F
2148.9970 SCOUT INTERNATIONAL FUND - 81063U503 - MINOR = 98							
SOLD		08/01/2013	75709.16				
ACQ	2148.9970	05/31/2012	75709.16	60537.24	15171.92	LT	Y F
98.0000 SEMPRA ENERGY - 816851109 - MINOR = 42							
SOLD		08/07/2013	8546.68				
ACQ	98.0000	04/20/2011	8546.68	5248.58	3298.10	LT	Y F
499.0000 SEMPRA ENERGY - 816851109 - MINOR = 42							
SOLD		08/07/2013	43518.27				
ACQ	499.0000	05/31/2012	43518.27	32474.87	11043.40	LT	Y F
42.0000 SIMON PROPERTY GROUP INC - 828806109 - MINOR = 42							
SOLD		08/07/2013	6544.02				
ACQ	42.0000	11/23/2011	6544.02	4900.56	1643.46	LT	Y F
204.0000 SIMON PROPERTY GROUP INC - 828806109 - MINOR = 42							
SOLD		08/07/2013	31785.19				
ACQ	204.0000	12/07/2011	31785.19	24903.50	6881.69	LT	Y F

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	HC
1500.0000 SIMPSON MSG CO INC - 829073105 - MINOR = 42							
SOLD		08/07/2013	48242.90				
ACQ	1500.0000	11/11/1911	48242.90	21456.76	26786.14	LT	Y P
325.0000 SOTHEBYS HLDS INC CL A - 835899107 - MINOR = 42							
SOLD		08/07/2013	14320.29				
ACQ	325.0000	11/11/1911	14320.29	4859.01	SUB TRUST 050013733202	LT	Y P
2617.0000 TJX COMPANIES INC - 872540109 - MINOR = 42							
SOLD		08/07/2013	138646.49				
ACQ	966.0000	04/20/2011	51177.88	25256.80	25921.28	LT	Y P
	952.0000	09/21/2011	50436.17	29205.59	23230.58	LT	Y P
	699.0000	12/13/2011	37032.44	22098.99	14933.45	LT	Y P
524.0000 TARGET CORPORATION - 876128106 - MINOR = 42							
SOLD		08/07/2013	37918.00				
ACQ	524.0000	11/11/1911	37918.00	22139.07	15778.93	LT	Y P
94.0000 TERADATA CORP DEL - 880764103 - MINOR = 42							
SOLD		08/07/2013	5879.59				
ACQ	94.0000	02/12/2010	5879.59	2653.21	SUB TRUST 050013733202	LT	Y P
520.0000 TEXAS INSTRUMENTS INC - 892508104 - MINOR = 3101							
SOLD		08/07/2013	20570.89				
ACQ	215.0000	11/11/1911	8505.27	4926.06	SUB TRUST 050013733202	LT	Y P
	200.0000	02/01/2010	7911.88	4577.00	3579.21	LT	Y P
	105.0000	02/12/2010	4153.74	2530.13	3334.88	LT	Y P
1141.0000 TEXAS INSTRUMENTS INC - 882508104 - MINOR = 3101							
SOLD		08/07/2013	45137.28				
ACQ	116.0000	11/11/1911	4588.89	2697.78	1931.11	LT	Y P
	1025.0000	02/01/2010	40548.39	23457.13	17091.26	LT	Y P
410.0000 TEXAS INSTRUMENTS INC - 882508104 - MINOR = 3101							
SOLD		08/07/2013	16219.37				
ACQ	410.0000	02/12/2010	16219.37	9879.57	6339.80	LT	Y P
65.0000 THERMO FISHER SCIENTIFIC INC - 883556102 - MINOR = 42							
SOLD		08/07/2013	5968.91				
ACQ	65.0000	11/11/1911	5968.91	2900.75	SUB TRUST 050013733202	LT	Y P
315.0000 THERMO FISHER SCIENTIFIC INC - 883556102 - MINOR = 42							
SOLD		08/07/2013	28926.22				
ACQ	315.0000	11/11/1911	28926.22	14060.03	14866.19	LT	Y P
481.0000 JM CO - 885799101 - MINOR = 42							
SOLD		08/07/2013	54406.36				
ACQ	481.0000	06/28/2012	54406.36	41481.39	14224.97	LT	Y P
225.0000 TRAVELERS COS INC - 894178109 - MINOR = 42							
SOLD		08/07/2013	18477.73				
ACQ	225.0000	01/12/2012	18477.73	13509.60	SUB TRUST 050013733202	LT	Y P
496.0000 TRAVELERS COS INC - 894178109 - MINOR = 42							
SOLD		08/07/2013	40733.14				
ACQ	496.0000	09/21/2011	40733.14	24808.58	15924.56	LT	Y P
800.0000 TRIUMPH GROUP INC - 896818101 - MINOR = 42							
SOLD		08/07/2013	62593.31				
ACQ	800.0000	11/11/1911	62593.31	20410.84	42182.47	LT	Y P
1078.0000 TWENTY FIRST CENTURY FOX INC - 90130A101 - MINOR = 42							
SOLD		08/07/2013	34333.70				
ACQ	703.0000	11/11/1911	22390.16	8002.19	SUB TRUST 050013733202	LT	Y P
	375.0000	02/09/2010	11943.54	4311.64	14387.97	LT	Y P
CHANGED 10/07/13 REJ PRFP NOTE EXISTS							
1750.0000 TWENTY FIRST CENTURY FOX INC - 90130A101 - MINOR = 42							
SOLD		08/07/2013	55736.53				
ACQ	1750.0000	02/09/2010	55736.53	20121.88	35614.65	LT	Y P
CHANGED 10/07/13 REJ PRFP NOTE EXISTS							
307.0000 UNION PACIFIC CORP - 907818108 - MINOR = 42							
SOLD		08/07/2013	48834.19				
ACQ	307.0000	04/20/2011	48834.19	29291.82	19542.37	LT	Y P
256.0000 UNITED PARCEL SERVICE INC CL B - 911312106 - MINOR = 42							
SOLD		08/07/2013	22448.50				
ACQ	256.0000	11/11/1911	22448.50	14255.77	SUB TRUST 050013733202	LT	Y P
178.0000 UNITED PARCEL SERVICE INC CL B - 911312106 - MINOR = 42							
SOLD		08/07/2013	33146.62				
ACQ	178.0000	11/11/1911	33146.62	21075.58	12071.04	LT	Y P
500000.0000 U S TREASURY NT - 4.250% 8/15/13 - 9128288H2 - MINOR = 21							
SOLD		08/15/2013	500000.00				
ACQ	500000.0000	08/15/2003	500000.00	497226.56	2773.44	LT	Y P
143.0000 UNITED TECHNOLOGIES CORP - 913017109 - MINOR = 3101							
SOLD		08/07/2013	15129.21				
ACQ	143.0000	11/11/1911	15129.21	6965.69	SUB TRUST 050013733202	LT	Y P
671.0000 UNITED TECHNOLOGIES CORP - 913017109 - MINOR = 3101							
SOLD		08/07/2013	70990.90				
ACQ	671.0000	11/11/1911	70990.90	32554.13	38436.77	LT	Y P
79.0000 UNITED HEALTH GROUP INC - 91324P102 - MINOR = 42							
SOLD		08/07/2013	5761.41				
ACQ	79.0000	11/11/1911	5761.41	2743.18	SUB TRUST 050013733202	LT	Y P
429.0000 UNITED HEALTH GROUP INC - 91324P102 - MINOR = 42							
SOLD		08/07/2013	31286.63				
ACQ	429.0000	11/11/1911	31286.63	14896.51	16390.12	LT	Y P
116.0000 VARIAN MED SYS INC - 92220P105 - MINOR = 42							
SOLD		08/07/2013	8348.60				
ACQ	116.0000	04/20/2011	8348.60	8162.25	SUB TRUST 050013733202	LT	Y P

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TAX PREPARER- 414
TRUST ADMINISTRATOR- 732
INVESTMENT OFFICER- 1970

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
418.0000 VARIAN MED SYS INC - 92220P105 - MINOR = 42							
SOLD		08/07/2013	30083.78				
ACQ	418.0000	12/07/2011	30083.78	26844.96	3238.82	LT	Y F
487.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101							
SOLD		08/07/2013	24338.43				
ACQ	487.0000	11/11/1911	24338.43	15603.39	8735.04	LT	Y F
1338.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101							
SOLD		08/07/2013	66868.19				
ACQ	1338.0000	11/11/1911	66868.19	42814.96	24053.23	LT	Y F
19.0000 VERIZON COMMUNICATIONS - 92343V104 - MINOR = 3101							
SOLD		08/07/2013	949.54				
ACQ	19.0000	06/28/2012	949.54	829.55	119.99	LT	Y F
604.0000 VIACOM INC CLASS B - 92553P201 - MINOR = 42							
SOLD		08/07/2013	47558.19				
ACQ	604.0000	11/11/1911	47558.19	15075.47	31682.72	LT	Y F
993.0000 VIACOM INC CLASS B - 92553P201 - MINOR = 42							
SOLD		08/07/2013	78187.56				
ACQ	993.0000	11/11/1911	78187.56	26123.07	52064.49	LT	Y F
70.0000 VMWARE INC CL A - 928563402 - MINOR = 42							
SOLD		08/07/2013	5747.60				
ACQ	70.0000	05/31/2012	5747.60	6948.73	-801.13	LT	Y F
408.0000 VMWARE INC CL A - 928563402 - MINOR = 42							
SOLD		08/07/2013	33500.29				
ACQ	408.0000	05/31/2012	33500.29	18169.75	-4669.46	LT	Y F
138.0000 WAL MART STORES INC - 931142103 - MINOR = 42							
SOLD		08/07/2013	10668.59				
ACQ	138.0000	11/11/1911	10668.59	7483.05	3185.54	LT	Y F
404.0000 WAL MART STORES INC - 931142103 - MINOR = 42							
SOLD		08/07/2013	31232.70				
ACQ	404.0000	01/12/2012	31232.70	24114.56	7118.14	LT	Y F
825.0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 3101							
SOLD		08/07/2013	35812.71				
ACQ	825.0000	11/11/1911	28476.53	14260.78	14215.75	LT	Y F
3075.0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 3101							
SOLD		08/07/2013	7336.18				
ACQ	3075.0000	11/11/1911	133483.73	4963.44	-2372.34	LT	Y F
1229.0000 WILLIAMS SONOMA INC - 969904101 - MINOR = 42							
SOLD		08/07/2013	73753.04				
ACQ	1229.0000	11/11/1911	73763.04	60571.35	72912.38	LT	Y F
837.0000 WINTRUST FINL CORP - 97650H108 - MINOR = 42							
SOLD		08/07/2013	34554.10				
ACQ	837.0000	11/09/2012	34554.10	10708.52	63854.52	LT	Y F
1183.0000 YUM BRANDS INC - 988498101 - MINOR = 42							
SOLD		08/07/2013	87658.89				
ACQ	1183.0000	06/28/2012	61576.11	52401.03	9175.08	LT	Y F
225.0000 AXIS CAPITAL HOLDINGS LTD - G0692U109 - MINOR = 53							
SOLD		08/07/2013	26082.78				
ACQ	225.0000	11/09/2012	26082.78	25168.00	914.78	ST	Y C
1025.0000 AXIS CAPITAL HOLDINGS LTD - G0692U109 - MINOR = 53							
SOLD		08/07/2013	43504.75				
ACQ	1025.0000	11/11/1911	43504.75	6110.84	3438.98	LT	Y F
1250.0000 MALLINCKRODT PLC W I - G5785G107 - MINOR = 53							
SOLD		07/18/2013	5.27				
ACQ	1250.0000	11/23/2011	5.27	3.78	1.49	LT	Y F
5000.0000 MALLINCKRODT PLC W I - G5785G107 - MINOR = 53							
SOLD		07/18/2013	21.09				
ACQ	5000.0000	04/20/2011	21.09	18.78	2.31	LT	Y F
14.0000 MALLINCKRODT PLC W I - G5785G107 - MINOR = 53							
SOLD		08/07/2013	618.66				
ACQ	14.0000	11/23/2011	618.66	423.89	194.77	LT	Y F
109.0000 MALLINCKRODT PLC W I - G5785G107 - MINOR = 53							
SOLD		08/07/2013	4816.66				
ACQ	109.0000	04/20/2011	4816.66	4094.57	722.09	LT	Y F
204.0000 SEAGATE TECHNOLOGY - G7945H107 - MINOR = 53							
SOLD		08/07/2013	8100.76				
ACQ	204.0000	11/09/2012	8100.76	6098.56	2002.20	ST	Y C
2518.0000 SEAGATE TECHNOLOGY - G7945H107 - MINOR = 53							
SOLD		08/07/2013	99988.79				
ACQ	2518.0000	06/28/2012	99988.79	57939.18	42049.61	LT	Y F
192.0000 ACE LTD - H0023R105 - MINOR = 53							
SOLD		08/07/2013	17295.23				
ACQ	192.0000	11/23/2011	10629.36	7686.46	2942.90	LT	Y F
394.0000 ACE LTD - H0023R105 - MINOR = 53							
SOLD		08/07/2013	6665.87				
ACQ	394.0000	12/13/2011	6665.87	5062.34	1603.53	LT	Y F
100.0000 NOBLE CORP - H5833N103 - MINOR = 53							
SOLD		08/07/2013	35491.26				
ACQ	100.0000	05/16/2011	1801.59	1357.40	444.19	LT	Y F
500.0000 NOBLE CORP - H5833N103 - MINOR = 53							
SOLD		08/07/2013	3852.94				
ACQ	500.0000	11/11/1911	3852.94	3985.28	-132.34	LT	Y F
500.0000 NOBLE CORP - H5833N103 - MINOR = 53							
SOLD		08/07/2013	19264.71				
ACQ	500.0000	11/11/1911	19264.71	19951.91	-687.20	LT	Y F

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TAX PREPARER 414
TRUST ADMINISTRATOR: 732
INVESTMENT OFFICER: 1970

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
81.0000 PENTAIR INC - H6169Q108 - MINOR - 42							
SOLD		08/07/2013	5095.62				
ACQ	67.3450	11/11/1911	3984.96	1298.48	2686.48	LT	F
	17.6550	02/09/2010	1110.66	455.23	655.43	LT	F
139.0000 TYCO INTERNATIONAL LTD - H89128104 - MINOR - 53							
SOLD		08/07/2013	12105.64				
ACQ	264.0000	11/11/1911	9427.40	3620.36	5797.04	LT	F
	75.0000	02/09/2010	2678.24	1297.29	1380.95	LT	F
TOTALS			14251679.32	10075163.80			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 269	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	69333.15	0.00	4108941.88	-936.47	-643.05	0.00
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	114974.56			805.50
	69333.15	0.00	4223916.44	-936.47	-643.05	805.50
STATE						
NONCOVERED FROM ABOVE	69333.15	0.00	4108941.88	-936.47	-643.05	0.00
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	114974.56			805.50
	69333.15	0.00	4223916.44	-936.47	-643.05	805.50

1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE



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ASSET DETAIL

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
Cash/Money Market					
1,116,818.560	First Amer Prime Oblg Fund CI Y	1,116,818.56 1.0000	1,116,818.56 1.00	0.00 178.95	3.4 0.02
Total Cash/Money Market		\$1,116,818.56	\$1,116,818.56	\$0.00 \$178.95	3.4
Cash					
	Income Cash	40,100.44	40,100.44		0.1
Total Cash		\$40,100.44	\$40,100.44	\$0.00 \$0.00	0.1
Total Cash & Equivalents		\$1,156,919.00	\$1,156,919.00	\$0.00 \$178.95	3.5
Taxable Bonds					
US Government Issues					
250,000.000	F H L M C MTN 4.375 07/17/2015	265,730.00 106.2920	242,237.50 96.90	23,492.50 10,937.50	0.8 4.12
500,000.000	F H L M C MTN 4.750 01/19/2016	543,780.00 108.7560	492,470.00 98.49	51,310.00 23,750.00	1.7 4.37
Total US Government Issues		\$809,510.00	\$734,707.50	\$74,802.50 \$34,687.50	2.5
Corporate Issues					
250,000.000	Cs First Boston USA Inc 5.125 01/15/2014	250,415.00 100.1660	247,390.00 98.96	3,025.00 12,812.50	0.8 5.12
250,000.000	Berkshire Hathaway Fin 4.850 01/15/2015	261,680.00 104.6720	250,237.50 100.10	11,442.50 12,125.00	0.8 4.63



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
250,000.000	Merck & Co Inc 4.750 03/01/2015	262,392.50 104.9570	260,075.00 104.03	2,317.50 11,875.00	0.8 4.53
Total Corporate Issues		\$774,487.50	\$757,702.50	\$16,785.00 \$38,812.50	2.4
Fixed Income Funds					
123,174.405	Inv Balance Risk Comm Str Y BRCYX	1,093,788.72 8.8800	1,258,848.90 10.22	- 165,060.18 28,083.76	3.3 2.57
150,198.609	Nuveen High Income Bond Fd Cl I FJSYX	1,356,275.38 9.0300	1,255,723.52 8.36	100,551.88 97,928.19	4.1 7.22
50,397.320	Nuveen Inflation Pro Sec Cl I FYIPX	543,283.11 10.7800	537,739.41 10.67	5,543.70 5,644.50	1.7 1.04
119,331.742	Oppenheimer Sr Float Rate Y OOSYX	1,003,579.95 8.4100	1,000,000.00 8.38	3,579.95 49,880.67	3.1 4.97
176,995.201	Pimco Total Return Fund Inst #35 PTTRX	1,892,078.70 10.6900	1,872,540.44 10.58	19,538.26 48,850.68	5.8 2.58
35,252.644	Tcw Emerging Markets Income Fund TGEIX	296,122.21 8.4000	300,000.00 8.51	- 3,877.79 17,273.80	0.9 5.83
Total Fixed Income Funds		\$6,185,128.07	\$6,224,852.27	- \$39,724.20 \$247,661.60	18.9
Total Taxable Bonds		\$7,769,125.57	\$7,717,262.27	\$51,863.30 \$319,161.60	23.7
Stocks					
Common Stocks					
876.000	Aarons Inc AAN	25,754.40 29.4000	24,770.65 28.28	983.75 73.58	0.1 0.29



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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,433.000	Activision Blizzard Inc ATVI	25,550.39 17.8300	25,034.37 17.47	516.02 272.27	0.1 1.07
616.000	Akamai Technologies Inc AKAM	29,062.88 47.1800	28,341.85 46.01	721.03 0.00	0.1 0.00
1,326.000	Allegheny Technologies Inc ATI	47,245.38 35.6300	36,423.89 27.47	10,821.49 954.72	0.1 2.02
392.000	Allergan Inc AGN	43,543.36 111.0800	31,012.88 79.11	12,530.48 78.40	0.1 0.18
152.000	Alliance Data Systems Corp ADS	39,965.36 262.9300	30,918.32 203.41	9,047.04 0.00	0.1 0.00
1,590.000	Altria Group Inc MO	61,040.10 38.3900	51,763.94 32.56	9,276.16 3,052.80	0.2 5.00
275.000	Amazon Com Inc AMZN	109,667.25 398.7900	32,111.01 116.77	77,556.24 0.00	0.3 0.00
384.000	American Tower Corp AMT	30,650.88 79.8200	24,933.12 64.93	5,717.76 445.44	0.1 1.45
890.000	Ameriprise Finl Inc AMP	102,394.50 115.0500	79,148.45 88.93	23,248.05 1,851.20	0.3 1.81
427.000	Amerisourcebergen Corp ABC	30,022.37 70.3100	8,921.37 20.89	21,101.00 401.38	0.1 1.34
1,597.000	Anadarko Petroleum Corp APC	126,674.04 79.3200	121,744.22 76.23	4,929.82 1,149.84	0.4 0.91
1,421.000	Analog Devices Inc ADI	72,371.53 50.9300	63,350.07 44.58	9,021.46 1,932.56	0.2 2.67



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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
380.000	Ansys Inc ANSS	33,138.00 87.2000	20,702.40 54.48	12,433.60 0.00	0.1 0.00
922.000	Apogee Enterprises Inc APOG	33,109.02 35.9100	25,075.08 27.20	8,033.94 331.92	0.1 1.00
591.000	Apple Inc AAPL	331,562.82 561.0200	76,786.91 129.93	254,775.91 7,210.20	1.0 2.17
811.000	Aptar Group Inc ATR	54,993.91 67.8100	48,050.78 59.25	6,943.13 811.00	0.2 1.47
715.000	Astec Industries Inc ASTE	27,620.45 38.6300	25,109.51 35.12	2,510.94 288.00	0.1 1.03
750.000	Astronics Corp ATRO	38,250.00 51.0000	24,791.56 33.06	13,458.44 0.00	0.1 0.00
717.000	Autodesk Inc ADSK	36,078.72 50.3190	24,908.22 34.74	11,170.50 0.00	0.1 0.00
568.000	Autoliv Inc	52,142.40 91.8000	46,722.54 82.28	5,419.86 1,181.44	0.2 2.27
9,637.000	Bank Of America Corp BAC	150,048.09 15.5700	91,985.17 9.55	58,062.92 385.48	0.5 0.26
822.000	BankUnited Inc BKU	27,060.24 32.9200	24,902.00 30.29	2,158.24 690.48	0.1 2.55
1,764.000	Best Buy Co Inc BBY	70,348.32 39.8800	53,643.06 30.41	16,705.26 1,199.52	0.2 1.70
203.000	Bio Rad Labs Inc CIA BIO	25,092.83 123.6100	24,672.40 121.54	420.43 0.00	0.1 0.00



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
227 000	Blackrock Inc BLK	71,838.69 316 4700	63,562.27 280.01	8,276 42 1,525.44	0.2 2 12
2,572.000	Borg Warner Inc BWA	143,800.52 55.9100	47,155.86 18.33	96,644.66 1,286.00	0.4 0 89
753.000	Buckle Inc BKE	39,577 68 52.5600	40,644.98 53.98	- 1,067.30 662.64	0.1 1.67
1,814.000	C M S Energy Corp CMS	48,560.78 26.7700	50,701.12 27.95	- 2,140.34 1,850 28	0 1 3 81
2,703.000	Ca Inc CA	90,955 95 33.6500	82,792.62 30.63	8,163.33 2,703.00	0.3 2.97
683.000	Cabot Microelectronics Corporation CCMP	31,213.10 45.7000	25,007.84 36.62	6,205.26 0.00	0.1 0.00
495.000	Cal Maine Foods Inc CALM	29,813.85 60.2300	24,928 20 50.38	4,885.65 134.64	0 1 0 45
435.000	Camden Ppty Tr Sh Ben Int CPT	24,742.80 56.8800	24,814 40 57.05	- 71.60 1,096 20	0.1 4 43
1,827.000	Cameron International Corp CAM	108,761.31 59 5300	85,629.46 46.87	23,131.85 0 00	0 3 0.00
1,020 000	Capital One Financial Corp COF	78,142 20 76.6100	56,129 42 55.03	22,012.78 1,224.00	0 2 1.57
294 000	Carbo Ceramics Inc CRR	34,259 82 116.5300	24,957 66 84.89	9,302.16 352.80	0.1 1.03
1,085.000	Cbre Group Inc CBG	28,535.50 26.3000	25,052.54 23 09	3,482.96 0.00	0 1 0 00



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
734.000	Celgene Corp CELG	124,022.51 168.9680	41,538.69 56.59	82,485.82 0.00	0.4 0.00
1,976.000	Centurylink Inc CTL	62,935.60 31.8500	75,005.33 37.98	- 12,069.73 4,268.16	0.2 6.78
1,243.000	Cerner Corporation CERN	69,284.82 55.7400	34,854.33 28.04	34,430.49 0.00	0.2 0.00
1,590.000	Chevron Corporation CVX	198,606.90 124.9100	85,401.80 53.71	113,205.10 6,360.00	0.6 3.20
632.000	Church And Dwight Co Inc CHD	41,888.96 66.2800	25,273.52 39.99	16,615.44 707.84	0.1 1.69
1,245.000	Cinemark Hldgs Inc CNK	41,495.85 33.3300	27,385.02 22.00	14,110.83 1,245.00	0.1 3.00
600.000	Cintas Corp CTAS	35,754.00 59.5900	29,063.10 48.44	6,690.90 462.00	0.1 1.29
3,731.000	Cisco Sys Inc CSCO	83,686.33 22.4300	78,027.98 20.91	5,658.35 2,537.08	0.3 3.03
2,510.000	Citigroup Inc C	130,796.10 52.1100	70,261.23 27.99	60,534.87 100.40	0.4 0.08
464.000	Coach Inc COH	26,044.32 56.1300	24,944.64 53.76	1,099.68 626.40	0.1 2.40
645.000	Comerica Inc CMA	30,663.30 47.5400	27,469.91 42.59	3,193.39 438.60	0.1 1.43
1,209.000	Community Bk Sys Inc CBU	47,973.12 39.6800	31,991.95 26.46	15,981.17 1,354.08	0.1 2.82



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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,249.000	Conagra Foods Inc CAG	42,091.30 33.7000	46,038.02 36.86	- 3,946.72 1,249.00	0.1 2.97
712.000	Conocophillips COP	50,302.80 70.6500	38,586.26 54.19	11,716.54 1,965.12	0.2 3.91
231.000	Cooper Cos Inc COO	28,607.04 123.8400	30,054.67 130.11	- 1,447.63 13.86	0.1 0.05
308.000	Covance Inc CVD	27,122.48 88.0600	25,634.69 83.23	1,487.79 0.00	0.1 0.00
264.000	Cr Bard Inc BCR	35,360.16 133.9400	25,240.04 95.61	10,120.12 221.76	0.1 0.63
1,109.000	Csx Corp CSX	31,905.93 28.7700	28,134.78 25.37	3,771.15 665.40	0.1 2.09
282.000	Cummins Inc CMI	39,753.54 140.9700	34,338.86 121.77	5,414.68 705.00	0.1 1.77
2,469.000	D R Horton Inc DHI	55,108.08 22.3200	48,840.73 19.78	6,267.35 0.00	0.2 0.00
1,258.000	Danaher Corp DHR	97,117.60 77.2000	77,399.34 61.53	19,718.26 125.80	0.3 0.13
598.000	Darden Restaurants Inc DRI	32,513.26 54.3700	25,234.40 42.20	7,278.86 1,315.60	0.1 4.05
944.000	Deere & Co DE	86,215.52 91.3300	78,271.46 82.92	7,944.06 1,925.76	0.3 2.23
1,028.000	Devon Energy Corporation DVN	63,602.36 61.8700	57,259.50 55.70	6,342.86 904.64	0.2 1.42



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848 000	Disney Walt Co DIS	64,787.20 76 4000	32,595.45 38.44	32,191.75 729 28	0.2 1 13
1,157 000	Dollar General Corp DG	69,790.24 60.3200	62,929.11 54 39	6,861.13 0 00	0.2 0 00
711.000	Donaldson Co Inc DCI	30,900 06 43.4600	25,438.02 35.78	5,462 04 398 16	0.1 1.29
691.000	Dover Corp DOV	66,709.14 96.5400	24,049.96 34 81	42,659.18 1,036 50	0.2 1 55
1,541.000	Dow Chem Co DOW	68,420.40 44 4000	50,249.77 32.81	18,170.63 1,972 48	0.2 2.88
248.000	Dril Quip Inc DRQ	27,262.64 109.9300	24,812.38 100.05	2,450.26 0 00	0.1 0.00
1,835.000	E Bay Inc EBAY	100,677.28 54.8650	34,140.59 18 61	66,536.69 0.00	0.3 0.00
3,422.000	E M C Corporation EMC	86,063.30 25.1500	37,113.95 10.85	48,949.35 1,368.80	0.3 1.59
457 000	Eastman Chem Co EMN	36,879.90 80.7000	36,708.66 80.33	171 24 639.80	0.1 1.73
1,097.000	Eaton Vance Corp EV	46,940.63 42.7900	25,416 50 23 17	21,524 13 965.36	0.1 2 06
584.000	Echostar Corporation A SATS	29,036.48 49.7200	25,262 38 43.26	3,774.10 0.00	0 1 0 00
703 000	Emerson Elec Co EMR	49,336 54 70 1800	31,086.66 44 22	18,249 88 1,209 16	0 2 2.45



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488.000	Equifax Inc EFX	33,715.92 69.0900	31,782.22 65.13	1,933.70 429.44	0.1 1.27
538.000	Equinix Inc EQIX	95,488.10 177.4500	52,582.62 97.74	42,885.48 0.00	0.3 0.00
1,582.000	Express Scripts Hldgs C ESRX	111,119.68 70.2400	84,003.17 53.10	27,116.51 0.00	0.3 0.00
274.000	Exxon Mobil Corp XOM	27,728.80 101.2000	24,207.87 88.35	3,520.93 690.48	0.1 2.49
386.000	F E I Co FEIC	34,492.96 89.3600	29,505.38 76.44	4,987.58 185.28	0.1 0.54
483.000	F M C Corporation FMC	36,447.18 75.4600	24,582.77 50.90	11,864.41 260.82	0.1 0.72
734.000	Family Dollar Stores FDO	47,687.98 64.9700	50,104.06 68.26	- 2,416.08 763.36	0.1 1.60
2,193.000	Fifth Third Bancorp FITB	46,118.79 21.0300	26,608.47 12.13	19,512.32 1,052.64	0.1 2.28
1,054.000	Flowers Foods Inc FLO	22,629.38 21.4700	24,661.60 23.40	- 2,032.22 474.30	0.1 2.10
1,575.000	Flowserve Corp FLS	124,157.25 78.8300	55,367.66 35.15	68,789.59 882.00	0.4 0.71
913.000	Fluor Corp FLR	73,304.77 80.2900	43,498.70 47.64	29,806.07 584.32	0.2 0.80
765.000	Foster L B Co CIA FSTR	36,176.85 47.2900	35,166.44 45.97	1,010.41 91.80	0.1 0.25



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543.000	G A T X Corp GMT	28,328.31 52.1700	25,009.93 46.06	3,318.38 673.32	0.1 2.38
749.000	General Dynamics Corp GD	71,568.95 95.5500	65,296.85 87.18	6,272.10 1,677.76	0.2 2.34
6,994.000	General Electric Co GE	198,041.82 28.0300	64,567.58 9.23	131,474.24 6,154.72	0.6 3.14
516.000	Global Payments Inc GPN	33,534.84 64.9900	24,818.83 48.10	8,716.01 41.28	0.1 0.12
422.000	Goldman Sachs Group Inc GS	74,803.72 177.2600	68,699.91 162.80	6,103.81 928.40	0.2 1.24
240.000	Google Inc Cl A GOOG	268,970.40 1,120.7100	85,953.00 358.14	183,017.40 0.00	0.8 0.00
1,940.000	Gorman Rupp Co GRC	64,854.20 33.4300	54,506.08 28.10	10,348.12 698.40	0.2 1.08
116.000	Grainger W W Inc GWW	29,628.72 255.4200	30,279.48 261.03	- 650.76 431.52	0.1 1.46
1,569.000	Granite Construction Inc GVA	54,883.62 34.9800	48,136.76 30.68	6,746.86 815.88	0.2 1.49
1,104.000	Gulf Is Fabrication Inc GIFI	25,634.88 23.2200	27,644.05 25.04	- 2,009.17 441.60	0.1 1.72
545.000	Gulfmark Offshore Inc Cl A GLF	25,685.85 47.1300	26,261.26 48.19	- 575.41 545.00	0.1 2.12
1,093.000	Hain Celestial Group Inc HAIN	99,222.54 90.7800	80,920.15 74.04	18,302.39 0.00	0.3 0.00



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1,539.000	Hardinge Inc HDNG	22,269.33 14.4700	24,873.63 16.16	- 2,604.30 123.12	0.1 0.55
946.000	Harsco Corp HSC	26,516.38 28.0300	24,916.98 26.34	1,599.40 775.72	0.1 2.92
1,213.000	Hasbro Inc HAS	66,727.13 55.0100	50,210.34 41.39	16,516.79 1,940.80	0.2 2.91
612.000	Hawkins Inc HWKN	22,760.28 37.1900	25,299.59 41.34	- 2,539.31 440.64	0.1 1.94
1,440.000	Helix Energy Solutions Group Inc HLX	33,379.20 23.1800	37,529.71 26.06	- 4,150.51 0.00	0.1 0.00
1,023.000	Hexcel Corp New HXL	45,717.87 44.6900	24,803.66 24.25	20,914.21 0.00	0.1 0.00
611.000	Hollyfrontier Corp HFC	30,360.59 49.6900	27,860.87 45.60	2,499.72 733.20	0.1 2.41
282.000	Hubbell Inc Cl B HUBB	30,709.80 108.9000	30,450.36 107.98	259.44 564.00	0.1 1.84
359.000	Hunt J B Trans Svcs Inc JBHT	27,750.70 77.3000	27,095.53 75.48	655.17 215.40	0.1 0.78
350.000	Icu Med Inc ICUI	22,298.50 63.7100	25,048.00 71.57	- 2,749.50 0.00	0.1 0.00
320.000	Idexx Labs Inc IDXX	34,038.40 106.3700	25,423.81 79.45	8,614.59 0.00	0.1 0.00
446.000	Ingredion Inc INGR	30,533.16 68.4600	30,295.31 67.93	237.85 749.28	0.1 2.45



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479.000	Integrus Energy Group Inc TEG	26,062.39 54.4100	30,058.50 62.75	- 3,996.11 1,302.88	0.1 5.00
2,051.000	Intel Corp INTC	53,233.71 25.9550	52,546.42 25.62	687.29 1,845.90	0.2 3.47
190.000	Intercontinental Exchange Group ICE	42,734.80 224.9200	34,505.90 181.61	8,228.90 494.00	0.1 1.16
375.000	International Business Machines Corp IBM	70,338.75 187.5700	36,603.76 97.61	33,734.99 1,425.00	0.2 2.03
445.000	Intuit Inc INTU	33,962.40 76.3200	25,066.85 56.33	8,895.55 338.20	0.1 1.00
650.000	J & J Snack Foods Corp JJSF	57,583.50 88.5900	52,770.25 81.19	4,813.25 832.00	0.2 1.44
1,378.000	J P Morgan Chase Co JPM	80,585.44 58.4800	51,374.88 37.28	29,210.56 2,094.56	0.2 2.60
610.000	Jack Henry & Associates Inc JKHY	36,118.10 59.2100	30,511.59 50.02	5,606.51 488.00	0.1 1.35
657.000	Jarden Corp JAH	40,306.95 61.3500	30,654.70 46.66	9,652.25 0.00	0.1 0.00
966.000	Johnson Johnson JNJ	88,475.94 91.5900	61,638.17 63.81	26,837.77 2,550.24	0.3 2.88
944.000	Johnson Outdoors Inc CJA JOUT	25,440.80 26.9500	25,225.47 26.72	215.33 283.20	0.1 1.11
1,147.000	Jos A Bank Clothiers Inc JOSB	62,821.19 54.7700	46,461.99 40.51	16,359.20 0.00	0.2 0.00



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904.000	Joy Global Inc JOY	52,874.98 58.4900	42,403.44 46.91	10,471.52 632.80	0.2 1.20
1,069.000	K M G Chemicals Inc KMG	18,055.41 16.8900	24,928.97 23.32	- 6,873.56 128.28	0.1 0.71
2,138.000	Keycorp New KEY	28,891.96 13.4200	26,254.43 12.28	2,437.53 470.36	0.1 1.64
982.000	Kohls Corp KSS	55,728.50 56.7500	50,346.94 51.27	5,381.56 1,374.80	0.2 2.47
889.000	Lauder Estee Cos Inc Cl A EL	66,959.48 75.3200	44,357.32 49.90	22,602.16 711.20	0.2 1.06
1,026.000	Liberty Ppty Tr Sh Ben Int LRY	34,750.62 33.8700	35,868.96 34.96	- 1,118.34 1,949.40	0.1 5.61
651.000	Lincoln Natl Corp Ind LNC	33,604.82 51.6200	28,090.65 43.15	5,513.97 416.64	0.1 1.24
885.000	Lowes Co Inc LOW	43,851.75 49.5500	39,249.66 44.35	4,602.09 637.20	0.1 1.45
471.000	Lululemon Athletica Inc LULU	27,803.13 59.0300	27,505.46 58.40	297.67 0.00	0.1 0.00
918.000	M K S Instruments Inc MKS	27,466.56 29.9200	25,120.06 27.36	2,346.50 587.52	0.1 2.14
536.000	M T Bank Corp MTB	62,401.12 116.4200	63,001.55 117.54	- 600.43 1,500.80	0.2 2.40
1,161.000	Marathon Oil Corporation MRO	40,983.30 35.3000	40,437.51 34.83	545.79 882.36	0.1 2.15



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1,660.000	Maxim Integrated Prods Inc MXIM	46,314.00 27.9000	40,969.80 24.68	5,344.20 1,726.40	0.1 3.73
771.000	McDonalds Corp MCD	74,810.13 97.0300	65,161.74 84.52	9,648.39 2,498.04	0.2 3.34
510.000	Mednax Inc MD	27,223.80 53.3800	25,035.77 49.09	2,188.03 0.00	0.1 0.00
2,593.000	Merck And Co Inc MRK	129,779.65 50.0500	105,468.43 40.67	24,311.22 4,563.88	0.4 3.52
4,754.000	Mfa Financial Inc MFA	33,563.24 7.0600	37,413.03 7.87	- 3,849.79 3,803.20	0.1 11.33
646.000	Micros Sys Inc MCRS	37,061.02 57.3700	31,039.33 48.05	6,021.69 0.00	0.1 0.00
1,488.000	Microsoft Corp MSFT	55,668.08 37.4100	28,651.78 19.26	27,014.30 1,666.58	0.2 2.99
495.000	Mid-Amer Apt Cmnty Inc MAA	30,066.30 60.7400	31,130.55 62.89	- 1,064.25 1,445.40	0.1 4.81
469.000	Mine Safety Appliances Co MSA	24,017.49 51.2100	25,151.91 53.63	- 1,134.42 562.80	0.1 2.34
1,219.000	Monarch Casino & Resort Inc MCRI	24,477.52 20.0800	24,965.00 20.48	- 487.48 0.00	0.1 0.00
2,127.000	Mondelez International W I MDLZ	75,083.10 35.3000	46,277.81 21.76	28,805.29 1,191.12	0.2 1.59
981.000	Monsanto Co MON	114,335.55 116.5500	90,126.55 91.87	24,209.00 1,687.32	0.3 1.48



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3,256.000	Morgan Stanley MS	102,108.16 31.3600	87,618.63 26.91	14,489.53 651.20	0.3 0.64
531.000	Murphy Oil Corp MUR	34,451.28 64.8800	21,342.51 40.19	13,108.77 683.75	0.1 1.93
132.000	Murphy USA Inc W I MUSA	5,485.92 41.5600	3,423.21 25.93	2,062.71 0.00	0.0 0.00
1,121.000	Mylan Inc MYL	48,651.40 43.4000	24,726.79 22.06	23,924.61 0.00	0.1 0.00
334.000	National Presto Inds Inc NPK	26,887.00 80.5000	25,062.36 75.04	1,824.64 0.00	0.1 0.00
223.000	O Reilly Automotive Inc ORLY	28,702.33 128.7100	28,029.36 125.69	672.97 0.00	0.1 0.00
593.000	Occidental Petroleum Corporation OXY	56,394.30 95.1000	39,646.73 66.86	16,747.57 1,518.08	0.2 2.69
377.000	Oceaneering International Inc OII	29,737.76 78.8800	30,731.34 81.52	- 993.58 331.76	0.1 1.12
1,488.000	Ocwen Financial Corporation OCN	82,509.60 55.4500	74,768.73 50.25	7,740.87 0.00	0.3 0.00
559.000	Old Dominion Fght Line Inc ODFL	29,638.18 53.0200	24,736.25 44.25	4,901.93 0.00	0.1 0.00
1,678.000	Old Rep Intl Corp ORI	28,979.06 17.2700	24,951.69 14.87	4,027.37 1,208.16	0.1 4.17
610.000	Oneok Inc OKE	37,929.80 62.1800	20,203.05 33.12	17,726.75 927.20	0.1 2.44



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440.000	P N C Financial Services Group Inc PNC	34,135.20 77.5800	17,876.92 40.63	16,258.28 774.40	0.1 2.27
314.000	P P G Inds Inc PPG	59,553.24 189.6600	17,809.49 56.72	41,743.75 766.16	0.2 1.29
1,795.000	P P L Corporation PPL	54,011.55 30.0900	55,067.67 30.68	- 1,056.12 2,838.65	0.2 4.88
383.000	Petsmart Inc PETM	27,863.25 72.7500	28,188.42 73.60	- 325.17 298.74	0.1 1.07
6,250.000	Pfizer Inc PFE	191,437.50 30.6300	84,779.37 13.57	108,658.13 6,500.00	0.6 3.39
504.000	Philip Morris Intl PM	43,913.52 87.1300	42,886.38 85.09	1,027.14 1,895.04	0.1 4.31
499.000	Pinnacle West Cap Corp PNW	26,407.08 52.9200	24,655.59 49.41	1,751.49 1,132.73	0.1 4.29
547.000	Pioneer Nat Res Co PXD	100,686.29 184.0700	51,315.20 93.81	49,371.09 43.76	0.3 0.04
702.000	Polaris Inds Inc PII	102,239.28 145.6400	80,242.18 114.31	21,997.10 1,179.36	0.3 1.15
452.000	Praxair Inc PX	58,773.56 130.0300	49,256.79 108.98	9,516.77 1,084.80	0.2 1.85
279.000	Precision Castparts Corp PCP	75,134.70 269.3000	61,684.11 221.09	13,450.59 33.48	0.2 0.04
85.000	Priceline Com Inc PCLN	98,804.00 1,162.4000	45,195.14 531.71	53,608.86 0.00	0.3 0.00



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1,882 000	Procter & Gamble Co PG	153,213.62 81.4100	154,192.07 81.93	- 978.45 4,528.09	0.5 2.95
1,265 000	Progressive Corp PGR	34,496.55 27 2700	25,324.79 20.02	9,171.76 359.26	0.1 1.04
1,067.000	Prudential Financial Inc PRU	98,398.74 92.2200	40,372.17 37.84	58,026.57 2,262.04	0.3 2.30
1,872.000	Qualcomm Inc QCOM	138,996.00 74.2500	116,490.09 62.23	22,505.91 2,620.80	0.4 1.89
247.000	Ralph Lauren Corp RL	43,612.79 176.5700	31,791.02 128.71	11,821.77 444.60	0.1 1.02
1,306.000	Raymond James Finl Inc RJF	68,160.14 52.1900	57,633.65 44.13	10,526.49 835.84	0.2 1.23
2,828.000	Redwood Trust Inc RWT	54,778.36 19.3700	43,699.69 15.45	11,078.67 3,167.36	0.2 5.78
870.000	Regal Beloit Corp RBC	64,136.40 73.7200	58,506.37 67.25	5,630.03 696.00	0.2 1.08
4,077.000	Regions Finl Corp RF	40,321.53 9 8900	40,810.36 10.01	- 488.83 489.24	0.1 1.21
506.000	Reinsurance Group America RGA	39,169.46 77 4100	25,601.73 50.60	13,567.73 607.20	0.1 1.55
947 000	Republic Svcs Inc RSG	31,440.40 33.2000	32,576.33 34 40	- 1,135.93 984.88	0.1 3.13
736 000	Rockwell Automation Inc ROK	86,965.76 118.1600	53,263.95 72.37	33,701.81 1,707.52	0.3 1.96



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432.000	Ross Stores Inc ROST	32,369.76 74.9300	9,370.80 21.69	22,998.96 293.76	0.1 0.91
1,430.000	Schein Henry Inc HSIC	163,391.80 114.2600	120,615.41 84.35	42,776.39 0.00	0.5 0.00
1,084.000	Sealed Air Corp SEE	36,910.20 34.0500	32,313.93 29.81	4,596.27 563.68	0.1 1.53
355.000	Sigma Aldrich Corp SIAL	33,373.55 94.0100	24,578.28 69.24	8,795.27 305.30	0.1 0.91
401.000	Signature Bk SBNY	43,075.42 107.4200	24,781.68 61.80	18,293.74 0.00	0.1 0.00
2,050.000	Skyworks Solutions Inc SWKS	58,548.00 28.5600	49,347.64 24.07	9,200.36 0.00	0.2 0.00
1,568.000	Slm Corp SLM	41,154.48 26.2800	24,962.04 15.94	16,192.44 939.60	0.1 2.28
763.000	Smith A O Corp AOS	41,156.22 53.9400	31,624.21 41.45	9,532.01 366.24	0.1 0.89
392.000	Snap On Inc SNA	42,931.84 109.5200	37,489.74 95.64	5,442.10 689.92	0.1 1.61
1,204.000	Span America Medical Sys Inc SPAN	25,091.36 20.8400	25,715.51 21.36	-624.15 674.24	0.1 2.69
1,682.000	Spectra Energy Corp SE	59,912.84 35.6200	58,634.35 34.86	1,278.49 2,052.04	0.2 3.42
2,783.000	Staples Inc SPLS	44,221.87 15.8900	47,143.74 16.94	-2,921.87 1,335.84	0.1 3.02



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,282.000	Starbucks Corp SBUX	100,495.98 78.3900	54,067.64 42.17	46,428.34 1,333.28	0.3 1.33
735.000	Starwood Hotels & Resorts HOT	58,395.75 79.4500	49,765.75 67.71	8,630.00 992.25	0.2 1.70
1,808.000	Slate Str Corp STT	132,689.12 73.3900	77,358.07 42.79	55,331.05 1,880.32	0.4 1.42
1,223.000	Sturm Ruger & Co Inc RGR	89,389.07 73.0900	67,007.80 54.79	22,381.27 2,837.36	0.3 3.17
777.000	Sun Hydraulics Corp SNHY	31,724.91 40.8300	24,959.42 32.12	6,765.49 279.72	0.1 0.88
2,115.000	Suntrust Bks Inc STI	77,853.15 36.8100	62,476.86 29.54	15,376.49 846.00	0.2 1.09
2,297.000	Symantec Corp SYMC	54,163.26 23.5800	61,283.73 26.68	- 7,120.47 1,378.20	0.2 2.54
575.000	Teradata Corp Del TDC	26,156.75 45.4900	16,229.73 28.23	9,927.02 0.00	0.1 0.00
765.000	Texas Instruments Inc TXN	33,591.15 43.9100	18,433.82 24.10	15,157.33 918.00	0.1 2.73
1,084.000	Texas Roadhouse Inc TXRH	30,135.20 27.8000	26,904.77 24.82	3,230.43 520.32	0.1 1.73
593.000	The Scotts Miracle Gro Company SMG	36,896.46 62.2200	24,983.09 42.13	11,913.37 1,037.75	0.1 2.81
860.000	Thermo Fisher Scientific Inc TMO	95,761.00 111.3500	38,386.12 44.64	57,374.88 516.00	0.3 0.54



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
1,245.000	Tibco Software Inc TIBX	27,987.60 22.4800	30,502.38 24.50	- 2,514.78 0.00	0.1 0.00
861.000	Tjx Companies Inc TJX	54,871.53 63.7300	28,136.95 32.68	26,734.58 499.38	0.2 0.91
3,200.000	Trimble Nav Ltd TRMB	111,040.00 34.7000	85,279.68 26.65	25,760.32 0.00	0.3 0.00
943.000	Twin Disc Inc TWIN	24,414.27 25.8900	25,184.51 26.71	- 770.24 339.48	0.1 1.39
668.000	Union Pacific Corp UNP	112,224.00 168.0000	63,735.95 95.41	48,488.05 2,110.88	0.3 1.88
858.000	Unit Corp UNT	44,289.96 51.6200	39,709.87 46.28	4,580.09 0.00	0.1 0.00
921.000	United Health Group Inc UNH	69,351.30 75.3000	31,980.62 34.72	37,370.68 1,031.52	0.2 1.49
813.000	United Rentals Inc URI	63,373.35 77.9500	46,054.42 56.65	17,318.93 0.00	0.2 0.00
1,604.000	United Technologies Corp UTX	182,535.20 113.8000	77,819.42 48.52	104,715.78 3,785.44	0.6 2.07
447.000	United Therapeutics Corp UTHR	50,548.76 113.0800	25,054.31 56.05	25,492.45 0.00	0.2 0.00
1,546.000	Unum Group UNM	54,233.68 35.0800	47,168.31 30.51	7,065.37 896.68	0.2 1.65
1,960.000	Urban Outfitters Inc URBN	72,716.00 37.1000	75,911.06 38.73	- 3,195.06 0.00	0.2 0.00



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
937.000	Utah Med Prods Inc UTMD	53,558.92 57.1600	53,358.12 56.95	200.80 937.00	0.2 1.75
1,020.000	V F Corp VFC	63,586.80 62.3400	39,470.46 38.70	24,116.34 1,071.00	0.2 1.68
784.000	Valspar Corp VAL	55,891.36 71.2900	24,694.43 31.50	31,196.93 815.38	0.2 1.46
1,544.000	Verizon Communications Inc VZ	75,872.16 49.1400	67,411.97 43.66	8,460.19 3,273.28	0.2 4.31
624.000	Wabtec Corp WAB	46,344.48 74.2700	25,344.88 40.62	20,999.60 99.84	0.1 0.21
2,851.000	Walgreen Co WAG	163,761.44 57.4400	124,265.31 43.59	39,496.13 3,592.28	0.5 2.19
562.000	Weis Mkts Inc WMK	29,538.72 52.5600	28,511.10 50.73	1,027.62 674.40	0.1 2.28
1,866.000	Westar Energy Inc WR	60,029.22 32.1700	58,239.25 31.21	1,789.97 2,537.76	0.2 4.23
465.000	Whirlpool Corp WHR	72,939.90 156.8600	51,753.44 111.30	21,186.46 1,162.50	0.2 1.59
971.000	Williams Sonoma Inc WSM	56,589.88 58.2800	8,460.52 8.71	48,129.36 1,204.04	0.2 2.13
5,595.000	Windstream Holdings Inc WIN	44,648.10 7.9800	51,103.97 9.13	-6,455.87 5,595.00	0.1 12.53
1,048.000	Wolverine World Wide Inc WWW	35,590.08 33.9600	30,606.16 29.20	4,983.92 251.52	0.1 0.71



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683.000	Xilinx Inc XLNX	31,363.36 45.9200	31,328.87 45.87	34.49 683.00	0.1 2.18
Total Common Stocks		\$13,636,552.16	\$9,811,575.60	\$3,824,976.56 \$222,778.87	41.7
Foreign Stocks					
1,270.000	Accenture Plc Cl A ACN	104,419.40 82.2200	82,515.63 64.97	21,903.77 2,362.20	0.3 2.26
915.000	Anheuser Busch Inbev Nv A D R BUD	97,410.90 106.4600	90,337.86 98.73	7,073.04 2,291.16	0.3 2.35
2,435.000	Arm Hldgs Plc A D R Repslg 3 Ord Sh ARMH	133,269.99 54.7310	93,740.00 38.50	39,529.99 491.87	0.4 0.37
541.000	Asml Holding Nv Ny Reg Shs ASML	50,691.70 93.7000	49,237.49 91.01	1,454.21 317.57	0.2 0.63
1,176.000	Astrazeneca P L C Spstd A D R Repslg 1 Ord Sh AZN	69,819.12 59.3700	59,360.36 50.48	10,458.76 3,292.80	0.2 4.72
1,362.000	Carnival Corp CCL	54,711.54 40.1700	51,842.82 38.06	2,868.72 1,362.00	0.2 2.49
223.000	Core Laboratones N V CLB	42,581.85 190.9500	24,701.89 110.77	17,879.96 285.44	0.1 0.67
876.000	Covidien Plc COV	59,655.60 68.1000	42,936.17 49.01	16,719.43 1,121.28	0.2 1.88
813.000	Diageo Plc Sponsored A D R Repslg 4 Ord Shs DEO	107,657.46 132.4200	77,044.72 94.77	30,612.74 2,437.37	0.3 2.26
1,085.000	Eaton Corp Plc ETN	82,590.20 76.1200	70,332.96 64.82	12,257.24 1,822.80	0.3 2.21



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1,206 000	Glaxo Smithkline P L C A D R Repstg 2 Ord Shs GSK	84,388.34 53.3900	57,913.27 48.02	6,475.07 2,905.25	0.2 4.51
691.000	Golar Lng Ltd GLNG	25,076.39 36.2900	24,834.33 35.94	242.06 1,243.80	0.1 4.96
496 000	Lyondellbasell Industries Cl A LYB	39,818.88 80.2800	33,876.30 68.30	5,942.58 1,190.40	0.1 2.99
1,434 000	Michael Kors Holdings Ltd KORS	116,426.46 81.1900	100,088.18 69.80	16,338.28 0.00	0.4 0.00
819.000	Royal Dutch Shell Plc A D R Repstg 2 Cl A Shrs RDSA	58,370.13 71.2700	52,972.48 64.68	5,397.65 2,506.14	0.2 4.29
1,107.000	Schlumberger Ltd SLB	99,751.77 90.1100	87,050.86 78.64	12,700.91 1,383.75	0.3 1.39
1,360 000	Unilever N V A D R Rpstg 1 Ord Sh UN	54,712.80 40.2300	51,270.38 37.70	3,442.42 1,612.96	0.2 2.95
622.000	Valeant Pharmaceuticals Inte VRX	73,022.80 117.4000	59,986.61 96.44	13,036.19 0.00	0.2 0.00
2,208.000	Vodafone Group Plc A D R Repstg 10 Ord Sh VOD	86,796.48 39.3100	67,984.10 30.79	18,812.38 3,510.72	0.3 4.04
Total Foreign Stocks		\$1,421,171.81	\$1,178,026.41	\$243,145.40 \$30,137.51	4.3
Equity Funds					
164,900 783	Aberdeen Fds Emrgn Mkt Instl #5840 ABEMX	2,386,114.33 14.4700	2,136,905.37 12.96	249,208.96 33,309.96	7.3 1.40
159,466 273	Nuveen Global Infrastr Fd Cl I FGIYX	1,650,475.93 10.3500	1,391,158.43 8.72	259,317.50 30,298.59	5.0 1.84



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
51,397.779	Nuveen Real Estate Secs I FARCX	1,012,536.25 19.7000	1,136,451.04 22.11	-123,914.79 28,731.38	3.1 2.84
86,096.402	Scout International Fund UMBWX	3,207,951.94 37.2600	2,718,164.18 31.57	489,787.76 37,882.42	9.8 1.18
11,945.000	Spdr Dj Wilshire International RWX	492,134.00 41.2000	486,997.65 40.77	5,136.35 22,325.21	1.5 4.54
Total Equity Funds		\$8,749,212.45	\$7,869,676.67	\$879,535.78 \$152,547.54	26.7
Total Stocks		\$23,806,936.42	\$18,859,278.68	\$4,947,657.74 \$405,483.92	72.7
Total Assets		\$32,732,980.99	\$27,733,459.95	\$4,999,521.04 \$724,804.47	100.0
Estimated Current Yield					2.21

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
Cash & Equivalents					
Cash/Money Market					
153,546 400	First Amer Prime Oblig Fund CI Y	153,546.40 1.0000	153,546.40 1.00	0.00 24.60	2.2 0.02
Total Cash/Money Market		\$153,546.40	\$153,546.40	\$0.00 \$24.60	2.2
Cash					
	Income Cash	8,022.15	8,022.15		0.1
Total Cash		\$8,022.15	\$8,022.15	\$0.00 \$0.00	0.1
Total Cash & Equivalents		\$161,568.55	\$161,568.55	\$0.00 \$24.60	2.3
Taxable Bonds					
US Government Issues					
100,000.000	F H L M C M T N 4.500 01/15/2014	100,157.00 100.1570	98,533.00 98.53	1,624.00 4,500.00	1.4 4.49
100,000 000	F H L M C M T N 4 750 01/19/2016	108,756.00 108 7560	98,494.00 98.49	10,262.00 4,750.00	1.6 4.37
Total US Government Issues		\$208,913.00	\$197,027.00	\$11,886.00 \$9,250.00	3.0
Fixed Income Funds					
15,531 094	Inv Balance Risk Comm Str Y BRCYX	137,916.11 8 8800	151,942 24 9.78	- 14,026.13 3,541 09	2.0 2.57
23,097.892	Nuveen High Income Bond Fd CI I FJSYX	208,573 96 9.0300	192,080 20 8.32	16,493 76 15,059.83	3.0 7.22



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14,693.934	Nuveen Inflation Pro Sec Cl I FYIPX	158,400.61 10.7800	156,784.28 10.67	1,616.33 1,645.72	2.3 1.04
41,766.110	Oppenheimer Sr Float Rate Y OOSYX	351,252.99 8.4100	350,000.00 8.38	1,252.99 17,458.23	5.1 4.97
58,305.234	Pimco Total Return Fund Inst #35 PTTRX	623,282.95 10.6900	624,727.68 10.72	- 1,444.73 16,092.24	9.0 2.58
8,228.392	Tcw Emerging Markets Income Fund TGEIX	69,118.49 8.4000	70,000.00 8.51	- 881.51 4,031.91	1.0 5.83
Total Fixed Income Funds		\$1,548,545.11	\$1,545,534.40	\$3,010.71 \$57,829.02	22.4
Total Taxable Bonds		\$1,757,458.11	\$1,742,561.40	\$14,896.71 \$67,079.02	25.4
Stocks					
Common Stocks					
85.000	Allergan Inc AGN	9,441.80 111.0800	7,714.60 90.76	1,727.20 17.00	0.1 0.18
304.000	Altria Group Inc MO	11,670.56 38.3900	10,691.53 35.17	979.03 583.68	0.2 5.00
46.000	Amazon Com Inc AMZN	18,344.34 398.7900	5,371.30 116.77	12,973.04 0.00	0.3 0.00
186.000	Ameriprise Finl Inc AMP	21,399.30 115.0500	12,248.47 65.85	9,150.83 386.88	0.3 1.81
342.000	Anadarko Petroleum Corp APC	27,127.44 79.3200	25,673.12 75.07	1,454.32 246.24	0.4 0.91



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298 000	Analog Devices Inc ADI	15,177.14 50.9300	14,625.69 49.08	551.45 405.28	0.2 2.67
147.000	Apple Inc AAPL	82,469.94 561.0200	20,284.32 137.99	62,185.62 1,793.40	1.2 2.17
113 000	Autoliv Inc	10,373.40 91.8000	9,295.16 82.26	1,078.24 235.04	0.1 2.27
2,078.000	Bank Of America Corp BAC	32,354.46 15.5700	29,881.43 14.38	2,473.03 83.12	0.5 0.26
165.000	Bankunited Inc BKU	5,431.80 32.9200	4,998.57 30.29	433.23 138.60	0.1 2.55
374 000	Best Buy Co Inc BBY	14,915.12 39.8800	11,373.31 30.41	3,541.81 254.32	0.2 1.70
48.000	Blackrock Inc BLK	15,190.56 316.4700	13,440.48 280.01	1,750.08 322.56	0.2 2.12
450 000	Borg Warner Inc BWA	25,159.50 55.9100	6,805.46 15.12	18,354.04 225.00	0.4 0.89
361.000	C M S Energy Corp CMS	9,663.97 26.7700	10,089.91 27.95	- 425.94 368.22	0.1 3.81
567 000	Ca Inc CA	19,079.55 33.6500	17,367.15 30.63	1,712.40 567.00	0.3 2.97
251 000	Cameron International Corp CAM	14,942.03 59.5300	12,179.80 48.53	2,762.23 0.00	0.2 0.00
190 000	Capital One Financial Corp COF	14,555.90 76.6100	12,971.11 68.27	1,584.79 228.00	0.2 1.57



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
168.000	Celgene Corp CELG	28,386.62 168.9680	10,189.10 60.65	18,197.52 0.00	0.4 0.00
308.000	Centurylink Inc CTL	9,809.80 31.8500	11,118.77 36.10	- 1,308.97 665.28	0.1 6.78
356.000	Cerner Corporation CERN	19,843.44 55.7400	10,177.95 28.59	9,665.49 0.00	0.3 0.00
327.000	Chevron Corporation CVX	40,845.57 124.9100	22,593.43 69.09	18,252.14 1,308.00	0.6 3.20
213.000	Cinemark Hldgs Inc CNK	7,099.29 33.3300	5,039.58 23.66	2,059.71 213.00	0.1 3.00
745.000	Cisco Sys Inc CSCO	16,710.35 22.4300	19,630.67 26.35	- 2,920.32 506.60	0.2 3.03
602.000	Citigroup Inc C	31,370.22 52.1100	14,802.47 24.59	16,567.75 24.08	0.5 0.08
118.000	Comerica Inc CMA	5,609.72 47.5400	5,025.50 42.59	584.22 80.24	0.1 1.43
151.000	Community Bk Sys Inc CBU	5,991.68 39.6800	5,156.42 34.15	835.26 169.12	0.1 2.82
399.000	Conagra Foods Inc CAG	13,446.30 33.7000	14,638.54 36.69	- 1,192.24 399.00	0.2 2.97
155.000	Conocophillips COP	10,950.75 70.6500	8,063.51 52.02	2,887.24 427.80	0.2 3.91
269.000	Danaher Corp DHR	20,766.80 77.2000	18,090.23 67.25	2,676.57 26.90	0.3 0.13



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206.000	Deere & Co DE	18,813.98 91.3300	16,143.97 78.37	2,670.01 420.24	0.3 2.23
200.000	Devon Energy Corporation DVN	12,374.00 61.8700	11,030.42 55.15	1,343.58 176.00	0.2 1.42
179.000	Disney Walt Co DIS	13,675.60 76.4000	7,358.49 41.11	6,317.11 153.94	0.2 1.13
331.000	Dollar General Corp DG	19,965.92 60.3200	18,016.87 54.43	1,949.05 0.00	0.3 0.00
151.000	Dover Corp DOV	14,577.54 96.5400	5,267.68 34.89	9,309.86 226.50	0.2 1.55
309.000	Dow Chem Co DOW	13,719.60 44.4000	10,074.98 32.61	3,644.62 395.52	0.2 2.88
388.000	E Bay Inc EBAY	21,287.62 54.8650	7,213.23 18.59	14,074.39 0.00	0.3 0.00
709.000	E M C Corporation EMC	17,831.35 25.1500	7,688.07 10.84	10,143.28 283.60	0.3 1.59
134.000	Emerson Elec Co EMR	9,404.12 70.1800	8,295.87 61.91	1,108.25 230.48	0.1 2.45
69.000	Equinix Inc EQIX	12,244.05 177.4500	10,953.52 158.75	1,290.53 0.00	0.2 0.00
165.000	Exelon Corporation EXC	4,519.35 27.3900	4,973.10 30.14	- 453.75 204.60	0.1 4.53
256.000	Express Scripts Hldgs C ESRX	17,981.44 70.2400	15,072.82 58.88	2,908.62 0.00	0.3 0.00



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
55.000	Exxon Mobil Corp XOM	5,566.00 101.2000	4,392.29 79.86	1,173.71 138.60	0.1 2.49
800.000	Fifth Third Bancorp FITB	16,824.00 21.0300	8,860.00 11.08	7,964.00 384.00	0.2 2.28
268.000	Flowserve Corp FLS	21,126.44 78.8300	11,889.02 44.36	9,237.42 150.08	0.3 0.71
136.000	Fluor Corp FLR	10,919.44 80.2900	6,345.35 46.66	4,574.09 87.04	0.2 0.80
104.000	General Dynamics Corp GD	9,937.20 95.5500	9,068.58 87.18	870.62 232.96	0.1 2.34
1,445.000	General Electric Co GE	40,503.35 28.0300	17,521.51 12.13	22,981.84 1,271.60	0.6 3.14
89.000	Goldman Sachs Group Inc GS	15,776.14 177.2600	10,929.55 122.80	4,846.59 195.80	0.2 1.24
45.000	Google Inc Cl A GOOG	50,431.95 1,120.7100	15,409.22 342.43	35,022.73 0.00	0.7 0.00
148.000	Hain Celestial Group Inc HAIN	13,435.44 90.7800	10,957.16 74.04	2,478.28 0.00	0.2 0.00
248.000	Hasbro Inc HAS	13,642.48 55.0100	11,442.05 46.14	2,200.43 396.80	0.2 2.91
127.000	Hollyfronier Corp HFC	6,310.63 49.6900	5,791.04 45.60	519.59 152.40	0.1 2.41
550.000	Intel Corp INTC	14,275.25 25.9550	13,158.04 23.92	1,117.21 495.00	0.2 3.47



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93.000	International Business Machines Corp IBM	17,444.01 187.5700	11,504.55 123.71	5,939.46 353.40	0.3 2.03
332.000	J P Morgan Chase Co JPM	19,415.38 58.4800	12,992.63 39.13	6,422.73 504.64	0.3 2.60
253.000	Johnson Johnson JNJ	23,172.27 91.5900	17,768.66 70.23	5,403.61 667.92	0.3 2.88
208.000	Kohls Corp KSS	11,690.50 56.7500	10,561.58 51.27	1,128.92 288.40	0.2 2.47
50.000	Kraft Foods Group Inc KRFT	2,695.50 53.9100	1,761.69 35.23	933.81 105.00	0.0 3.89
179.000	Lauder Estee Cos Inc Cl A EL	13,482.28 75.3200	11,926.75 66.63	1,555.53 143.20	0.2 1.06
221.000	Liberty Ppty Tr Sh Ben Int LRY	7,485.27 33.8700	8,146.04 36.86	- 660.77 419.90	0.1 5.61
172.000	Lincoln Natl Corp Ind LNC	8,878.64 51.6200	7,421.80 43.15	1,456.84 110.08	0.1 1.24
184.000	Lowes Co Inc LOW	9,117.20 49.5500	8,160.38 44.35	956.82 132.48	0.1 1.45
82.000	Lululemon Athletica Inc LULU	4,840.46 59.0300	5,078.91 61.94	- 238.45 0.00	0.1 0.00
113.000	M T Bank Corp MTB	13,155.46 116.4200	13,282.04 117.54	- 126.58 316.40	0.2 2.40
183.000	Marathon Oil Corporation MRO	6,459.90 35.3000	5,551.73 30.34	908.17 139.08	0.1 2.15



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
360.000	Maxim Integrated Prods Inc MXIM	10,044.00 27 9000	10,245.19 28.46	- 201.19 374.40	0 1 3.73
162.000	McDonalds Corp MCD	15,718.86 97.0300	12,543.53 77.43	3,175.33 524.88	0.2 3.34
646.000	Merck And Co Inc MRK	32,332.30 50 0500	27,338.33 42.32	4,993.97 1,136.96	0.5 3 52
1,879.000	Mfa Financial Inc MFA	11,853.74 7.0600	12,953.46 7.72	- 1,099.72 1,343.20	0 2 11 33
319.000	Microsoft Corp MSFT	11,933.79 37.4100	6,190.10 19.41	5,743.69 357.28	0.2 2.99
77.000	Mid-Amer Apt Cmnty Inc MAA	4,676.98 60.7400	4,984.98 64.74	- 308.00 224.84	0 1 4.81
317.000	Mondelez International W I MDLZ	11,190.10 35.3000	8,504.61 26 83	2,685.49 177.52	0 2 1.59
208.000	Monsanto Co MON	24,242.40 116.5500	19,809.71 95.24	4,432.69 357.76	0 3 1.48
692.000	Morgan Stanley MS	21,701.12 31.3600	18,621.66 26.91	3,079.46 138.40	0 3 0.64
122.000	Occidental Petroleum Corporation OXY	11,602.20 95.1000	8,186.13 67.10	3,416.07 312.32	0 2 2 69
314.000	Ocwen Financial Corporation OCN	17,411.30 55.4500	15,777 81 50.25	1,633.49 0.00	0.3 0 00
357 000	Old Rep Intl Corp ORI	6,165 39 17 2700	5,308 56 14.87	856.83 257.04	0.1 4.17



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ASSET DETAIL (continued)

Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
71.000	P N C Financial Services Group Inc PNC	5,508.18 77.5800	2,859.10 40.27	2,649.08 124.96	0.1 2.27
71.000	P P G Inds Inc PPG	13,465.86 189.6600	4,026.99 56.72	9,438.87 173.24	0.2 1.29
346.000	P P L Corporation PPL	10,411.14 30.0900	10,961.24 31.68	- 550.10 508.62	0.2 4.88
1,300.000	Pfizer Inc PFE	39,819.00 30.6300	17,634.11 13.57	22,184.89 1,352.00	0.6 3.39
108.000	Philip Morris Intl PM	9,410.04 87.1300	4,075.31 37.73	5,334.73 406.08	0.1 4.31
138.000	Pinnacle West Cap Corp PNW	7,302.96 52.9200	7,967.71 57.74	- 664.75 313.26	0.1 4.29
112.000	Pioneer Nat Res Co PXD	20,615.84 184.0700	9,867.13 88.10	10,748.71 8.96	0.3 0.04
149.000	Polaris Inds Inc PII	21,700.36 145.6400	17,031.46 114.31	4,668.90 250.32	0.3 1.15
67.000	Praxair Inc PX	8,712.01 130.0300	8,062.11 120.33	649.90 160.80	0.1 1.85
58.000	Precision Castparts Corp PCP	15,619.40 269.3000	11,373.32 196.09	4,246.08 6.96	0.2 0.04
17.000	Priceline Com Inc PCLN	19,760.80 1,162.4000	9,039.03 531.71	10,721.77 0.00	0.3 0.00
418.000	Procter & Gamble Co PG	34,029.38 81.4100	22,796.08 54.54	11,233.30 1,005.71	0.5 2.95



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
200.000	Prudential Financial Inc PRU	18,444.00 92.2200	7,530.98 37.66	10,913.02 424.00	0.3 2.30
397.000	Qualcomm Inc QCOM	29,477.25 74.2500	24,860.44 62.62	4,616.81 555.80	0.4 1.89
71.000	Ralph Lauren Corp RL	12,536.47 176.5700	11,618.68 163.64	917.79 127.80	0.2 1.02
620.000	Redwood Trust Inc RWT	12,009.40 19.3700	9,954.35 16.06	2,055.05 694.40	0.2 5.78
188.000	Regal Beloit Corp RBC	13,859.38 73.7200	12,642.75 67.25	1,216.61 150.40	0.2 1.08
705.000	Regions Finl Corp RF	6,972.45 9.8900	7,056.98 10.01	- 84.53 84.60	0.1 1.21
138.000	Rockwell Automation Inc ROK	16,306.08 118.1600	9,986.99 72.37	6,319.09 320.16	0.2 1.96
245.000	Schein Henry Inc HSIC	27,993.70 114.2600	23,659.91 96.57	4,333.79 0.00	0.4 0.00
297.000	Slm Corp SLM	7,805.16 26.2800	5,056.90 17.03	2,748.26 178.20	0.1 2.28
352.000	Spectra Energy Corp SE	12,538.24 35.6200	12,270.69 34.86	267.55 429.44	0.2 3.42
625.000	Staples Inc SPLS	9,931.25 15.8900	10,587.44 16.94	- 656.19 300.00	0.1 3.02
277.000	Starbucks Corp SBUX	21,714.03 78.3900	5,886.54 21.25	15,827.49 288.08	0.3 1.33



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
142.000	Starwood Hotels & Resorts HOT	11,281.90 79.4500	9,614.60 67.71	1,667.30 191.70	0.2 1.70
253.000	Starwood Property Trust Inc STWD	7,008.10 27.7000	6,486.79 25.64	521.31 465.52	0.1 6.64
327.000	State Str Corp STT	23,998.53 73.3900	19,884.84 60.81	4,113.69 340.08	0.3 1.42
306.000	Suntrust Bks Inc STI	11,263.86 36.8100	10,703.85 34.98	560.01 122.40	0.2 1.08
491.000	Symantec Corp SYMC	11,577.78 23.5800	13,099.83 26.68	- 1,522.05 294.60	0.2 2.54
145.000	Texas Instruments Inc TXN	6,366.95 43.9100	3,493.99 24.10	2,872.96 174.00	0.1 2.73
185.000	Thermo Fisher Scientific Inc TMO	20,599.75 111.3500	8,255.99 44.63	12,343.76 111.00	0.3 0.54
692.000	Trimble Nav Ltd TRMB	24,012.40 34.7000	18,441.73 26.65	5,570.67 0.00	0.3 0.00
147.000	Union Pacific Corp UNP	24,696.00 168.0000	16,575.60 112.78	8,120.40 464.52	0.4 1.88
196.000	United Health Group Inc UNH	14,758.80 75.3000	6,805.87 34.72	7,952.93 219.52	0.2 1.49
172.000	United Rentals Inc URI	13,407.40 77.9500	9,743.37 56.65	3,664.03 0.00	0.2 0.00
332.000	United Technologies Corp UTX	37,781.60 113.8000	16,172.10 48.71	21,609.50 783.52	0.5 2.07



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
351 000	Unum Group UNM	12,313.08 35.0800	10,708.97 30.51	1,604.11 203.58	0.2 1.65
419.000	Urban Outfitters Inc URBN	15,544.90 37.1000	16,489.75 39.36	- 944.85 0.00	0.2 0.00
212.000	V F Corp VFC	13,216.08 62.3400	10,569.26 49.86	2,646.82 222.60	0.2 1.68
437.000	Verizon Communications Inc VZ	21,474.18 49.1400	15,711.95 35.95	5,762.23 926.44	0.3 4.31
45.000	Visa Inc V	10,020.60 222.6800	8,094.98 179.89	1,925.62 72.00	0.1 0.72
698.000	Walgreen Co WAG	40,093.12 57.4400	34,697.91 49.71	5,395.21 879.48	0.6 2.19
331.000	Westar Energy Inc WR	10,848.27 32.1700	11,101.71 33.54	- 453.44 450.16	0.2 4.23
87.000	Whirlpool Corp WHR	13,646.82 156.8600	11,572.68 133.02	2,074.14 217.50	0.2 1.59
276 000	Williams Sonoma Inc WSM	16,085.28 58.2800	5,785.62 20.96	10,299.66 342.24	0.2 2.13
1,153 000	Windstream Holdings Inc WIN	9,200.94 7.9800	9,696.61 8.41	- 495.67 1,153.00	0.1 12.53
296.000	Xylem Inc XYL	10,241.60 34.6000	7,506.53 25.36	2,735.07 137.94	0.1 1.35
Total Common Stocks		\$2,045,159.57	\$1,430,030.01	\$615,129.56 \$39,290.21	29.5

Foreign Stocks



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
273.000	Accenture Plc Cl A ACN	22,448.06 82.2200	19,879.59 72.82	2,566.47 507.78	0.3 2.26
156.000	Anheuser Busch Inbev Nv A D R BUD	16,607.76 106.4600	15,401.86 98.73	1,205.90 390.62	0.2 2.35
504.000	Arm Hldgs Plc A D R Repstg 3 Ord Sh ARMH	27,584.42 54.7310	20,405.09 40.49	7,179.33 101.81	0.4 0.37
116.000	Asml Holding Nv Ny Reg Shs ASML	10,869.20 93.7000	10,557.39 91.01	311.81 68.09	0.2 0.63
340.000	Astrazeneca P L C Spnd A D R Repstg 1 Ord Sh AZN	20,185.80 59.3700	17,170.20 50.50	3,015.60 952.00	0.3 4.72
276.000	Carnival Corp CCL	11,086.92 40.1700	10,250.50 37.14	836.42 276.00	0.2 2.49
192.000	Covidien Plc COV	13,075.20 68.1000	9,475.07 49.35	3,600.13 245.76	0.2 1.88
178.000	Diageo Plc Sponsored A D R Repstg 4 Ord Shs DEO	23,570.76 132.4200	21,353.07 119.96	2,217.69 533.64	0.3 2.26
249.000	Eaton Corp Plc ETN	18,953.88 76.1200	13,925.91 55.93	5,027.97 418.32	0.3 2.21
254.000	Glaxo Smithkline P L C A D R Repstg 2 Ord Shs GSK	13,561.06 53.3900	13,197.72 51.96	363.34 611.89	0.2 4.51
149.000	Golar Lng Ltd GLNG	5,407.21 36.2900	5,697.69 38.24	- 290.48 268.20	0.1 4.96
118.000	Lyondellbasell Industries Cl A LYB	9,473.04 80.2800	8,059.29 68.30	1,413.75 283.20	0.1 2.99



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
298.000	Michael Kors Holdings Ltd KORS	24,194.62 81.1900	20,799.36 69.80	3,395.26 0.00	0.3 0.00
246.000	Royal Dutch Shell Plc A D R Repstg 2 Cl A Shrs RDSA	17,532.42 71.2700	15,809.54 64.27	1,722.88 752.76	0.3 4.29
241.000	Schlumberger Ltd SLB	21,716.51 90.1100	16,003.58 66.41	5,712.93 301.25	0.3 1.39
231.000	Unilever N V A D R Repstg 1 Ord Sh UN	9,293.13 40.2300	9,131.40 39.53	161.73 273.97	0.1 2.95
133.000	Valeant Pharmaceuticals Inte VRX	15,614.20 117.4000	12,826.72 96.44	2,787.48 0.00	0.2 0.00
453.000	Vodafone Group Plc A D R Repstg 10 Ord Sh VOD	17,807.43 39.3100	13,043.44 28.79	4,763.99 720.27	0.3 4.04
Total Foreign Stocks		\$298,979.62	\$252,987.42	\$45,992.20 \$6,705.56	4.3
Equity Funds					
22,392.280	Aberdeen Fds Emrgn Mkt Instl #5840 ABEMX	324,016.29 14.4700	323,282.30 14.44	733.99 4,523.24	4.7 1.40
40,443.304	Congress Mid Cap Growth Ins IMIDX	550,433.37 13.6100	505,136.87 12.49	45,296.50 0.00	7.9 0.00
10,603.972	Laudus Intl Marketmasters Fund Sel #1547 SWMIX	254,177.21 23.9700	178,778.48 16.86	75,398.73 3,806.83	3.7 1.50
30,606.241	Morgan Dempsey Small Micro Cap Value MITYX	429,099.50 14.0200	390,229.57 12.75	38,869.93 105.19	6.2 0.02
32,092.680	Nuveen Global Infrastr Fd Cl I FGIYX	332,159.24 10.3500	287,248.47 8.95	44,910.77 6,097.61	4.8 1.84



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Shares or Face Amount	Security Description	Market Value/ Price	Tax Cost/ Unit Cost	Unrealized Gain(Loss)/ Est Annual Inc	% of Total/ Estimated Curr Yield
9,817.318	Nuveen Real Estate Secs I FARCX	193,401.16 19.7000	217,734.30 22.18	- 24,333.14 5,487.88	2.8 2.84
11,483.404	Scout International Fund UMBWX	427,871.83 37.2600	323,487.49 28.17	104,384.14 5,052.70	6.2 1.18
3,727.000	Spdr Dj Wilshire International RWX	153,552.40 41.2000	151,971.65 40.78	1,580.75 6,965.76	2.2 4.54
Total Equity Funds		\$2,664,710.80	\$2,377,869.13	\$286,841.67 \$32,039.21	38.5
Total Stocks		\$5,008,848.99	\$4,060,886.56	\$947,963.43 \$78,034.98	72.3
Total Assets		\$6,927,878.65	\$5,965,016.51	\$962,860.14 \$145,138.60	100.0
Estimated Current Yield					2.09

ASSET DETAIL MESSAGES

Time of trade execution and trading party (if not disclosed) will be provided upon request

Publicly traded assets are valued in accordance with market quotations or valuation methodologies from financial industry services believed by us to be reliable. Assets that are not publicly traded may be reflected at values from other external sources. Assets for which a current value is not available may be reflected at a previous value or as not valued, at par value, or at a nominal value. Values shown do not necessarily reflect prices at which assets could be bought or sold. Values are updated based on internal policy and may be updated less frequently than statement generation.

Cost adjustments made to previously reported sales to reflect the impact of IRS wash sale rules may result in adjustments to reported year-to-date losses. Consequently, this period's beginning cost basis may differ from the basis reported in the prior period. The gain and loss figures reported on this statement are provided for informational purposes only and should not be used for tax reporting purposes. Please consult with your tax or legal advisor for questions concerning your personal tax or financial situation.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
US BANK	131,850.	0.	131,850.	131,850.	
US BANK	819,248.	0.	819,248.	819,248.	
US BANK	115,780.	115,780.	0.	0.	
US BANK - NON DIVIDEND					
DISTRIBUTIONS	9,522.	0.	9,522.	0.	
US BANK - NON TAXABLE RECEIPTS	21.	0.	21.	0.	
TO PART I, LINE 4	1,076,421.	115,780.	960,641.	951,098.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
US BANK	257.	257.	
US BANK	35.	35.	
ENBRIDGE ENERGY PARTNERS LP	-6,768.	-6,768.	
EXTERRAN PARTNERS LP	772.	772.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-5,704.	-5,704.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	603.	603.		0.
FOREIGN TAXES ON QUALIFIED FOREIGN DIVIDENDS	14,068.	14,068.		0.
FOREIGN TAXES ON NON-QUALIFIED FOREIGN DIVIDENDS	2,783.	2,783.		0.
2012 FEDERAL BALANCE DUE	7,172.	0.		0.
2013 FEDERAL ESTIMATED TAXES	123,342.	0.		0.
TO FORM 990-PF, PG 1, LN 18	147,968.	17,454.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US BANK FEES	178.	178.		0.	
MN ANNUAL RENEWAL FEE	25.	0.		25.	
OTHER EXPENSES	471.	0.		471.	
ENBRIDGE ENERGY PARTNERS LP	13.	13.		0.	
TO FORM 990-PF, PG 1, LN 23	687.	191.		496.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	5
DESCRIPTION	AMOUNT				
2013 PASSTHROUGH INCOME ADJUSTMENT	11,705.				
2012 PASSTHROUGH INCOME ADJUSTMENT	5,355.				
ADJUSTMENT FOR PRIOR YEAR NET ASSETS	31,447.				
TOTAL TO FORM 990-PF, PART III, LINE 5	48,507.				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
US BANK - SEE ATTACHED		X	931,735.	1,018,423.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			931,735.	1,018,423.	
TOTAL TO FORM 990-PF, PART II, LINE 10A			931,735.	1,018,423.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US BANK - SEE ATTACHED	22,920,165.	28,815,786.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,920,165.	28,815,786.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
US BANK - SEE ATTACHED	8,528,089.	8,508,161.
TOTAL TO FORM 990-PF, PART II, LINE 10C	8,528,089.	8,508,161.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
RETURN OF CAPITAL ADJUSTMENT	200.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	200.	0.

REMOVAL, APPOINTMENT AND ACCEPTANCE OF CORPORATE TRUSTEE

WHEREAS, I, Thomas A. Keller III, am the sole individual trustee of the Edelstein Family Foundation; and

WHEREAS, U.S. Bank National Association is the sole corporate trustee of the Edelstein Family Foundation; and

WHEREAS, pursuant to Article VIII, subparagraph B, of the Agreement entitled "The Edelstein Family Foundation," as construed and determined by court order dated May 30, 2001, the individual Trustees shall have at all times, without the approval of any Court, the power to remove the corporate trustee and appoint its successor; and

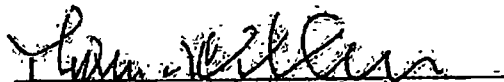
WHEREAS, I, Thomas A. Keller III, as the individual trustee of the Edelstein Family Foundation wish to exercise the power to remove the corporate trustee and appoint its successor; and

WHEREAS, I, Thomas A. Keller III, wish to remove U.S. Bank National Association as the corporate trustee of the Edelstein Family Foundation and appoint Dubuque Bank & Trust Company as its successor; and

WHEREAS, Dubuque Bank & Trust Company has signified its willingness to serve as the successor corporate trustee.

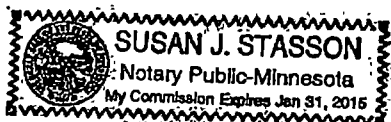
NOW, THEREFORE, pursuant to Article VIII, subparagraph B, of the Agreement entitled "The Edelstein Family Foundation," I hereby remove U.S. Bank National Association effective immediately as the corporate trustee of the Edelstein Family Foundation and appoint Dubuque Bank & Trust Company as its successor effective immediately.

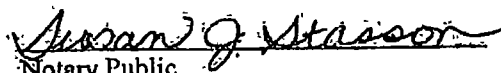
Dated: Feb 24, 2014


Thomas A. Keller III, Trustee

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

On this 24 day of February, 2014, before me a Notary Public within and for said County, personally appeared THOMAS A. KELLER III, the person described in and who executed the foregoing instrument and acknowledged that he executed the same as his free act and deed.




Notary Public
My Commission Expires:

ACCEPTANCE OF OFFICE BY SUCCESSOR CORPORATE TRUSTEE

Pursuant to Article VIII, subparagraph B, of the Agreement entitled "The Edelstein Family Foundation," the undersigned, Dubuque Bank & Trust Company, hereby accepts its appointment as the successor corporate Trustee to U.S. Bank National Association, to begin serving on the effective date of the removal of U.S. Bank National Association and the undersigned hereby agrees to serve in accordance with all the provisions of the Agreement and applicable state laws.

Dated: 2-27, 2014

DUBUQUE BANK & TRUST COMPANY

By: Patrick Greener

Patrick Greener

Its: Vice-President

Vice-President

STATE OF Iowa)
) ss.
COUNTY OF Dubuque)

On this 27th day of February, 2014, before me, a Notary Public within and for said County, personally appeared PATRICK GREENER to me personally known, who, being by me duly sworn did say that he is the Vice-President of DUBUQUE BANK & TRUST COMPANY and that the instrument is the free act and deed of said corporation.



Raye Ann Downs
Notary Public
My Commission Expires: 1-14-17