Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

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

Name of foundation: SECOND CHANCE FOUNDATION

A Employer identification number: 59-2708392

Number and street (or P O. box number if mail is not delivered to street address): 5085 SEAHORSE AVENUE | Room/suite:

B Telephone number (see instructions): 239-592-9300

City or town, state or province, country, and ZIP or foreign postal code: NAPLES, FL 34103

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☑ Amended return ☑ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 8,671,480

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

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

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

		Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	61525			
	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	209964	207823		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	495471			
	b	Gross sales price for all assets on line 6a 2313880				
	7	Capital gain net income (from Part IV, line 2)		495471		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	5647			
	12	**Total.** Add lines 1 through 11	772607	703294		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	95400			95400
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits	33238			33238
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	300			300
	c	Other professional fees (attach schedule)	32261	32261		
	17	Interest	9999	9999		
	18	Taxes (attach schedule) (see instructions)	6594	1594		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	2270			2270
	21	Travel, conferences, and meetings	6767			6767
	22	Printing and publications				
	23	Other expenses (attach schedule)	10931	2		10929
	24	**Total operating and administrative expenses.** Add lines 13 through 23	197760	43856		148904
	25	Contributions, gifts, grants paid	193186			193186
	26	**Total expenses and disbursements.** Add lines 24 and 25	390946	43856		342090
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	381661			
	b	**Net investment income** (if negative, enter -0-)		659438		
	c	**Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	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			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	7456434	8181215	8181215
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	7456434	8181215	8181215
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☑ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	7456434	8181215	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	7456434	8181215	
	31	**Total liabilities and net assets/fund balances** (see instructions)	7456434	8181215	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7456434
2	Enter amount from Part I, line 27a	2	381661
3	Other increases not included in line 2 (itemize) ▶	3	353028
4	Add lines 1, 2, and 3	4	8191123
5	Decreases not included in line 2 (itemize) ▶	5	9908
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8181215

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	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2313841		1818370	495471
b				
c				
d				
e				

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

	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				495471
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	495471
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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	519891	7298251	0.071235
2011	324733	7125807	0.045571
2010	393490	6183659	0.063634
2009	368705	6371808	0.057865
2008	373446	7911993	0.047200

2	**Total** of line 1, column (d)	2	0.285505
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.057101
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7834321
5	Multiply line 4 by line 3	5	447348
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6594
7	Add lines 5 and 6	7	453942
8	Enter qualifying distributions from Part XII, line 4	8	342090

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	13188
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	13188
3	Add lines 1 and 2	3	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 3660		
b	Exempt foreign organizations—tax withheld at source — 6b: 0		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 8729		
d	Backup withholding erroneously withheld — 6d: 802		
7	Total credits and payments. Add lines 6a through 6d	7	13191
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	3
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ ___ **Refunded** ▶	11	3

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FLORIDA			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

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

Website address ▶

14 The books are in care of ▶ BRUCE D. CONLEY Telephone no. ▶ 239-592-9300

Located at ▶ 194 RIDGE DRIVE, NAPLES, FL ZIP+4 ▶ 34108

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bruce D. Conley 5085 Seahorse Avenue, Naples, FL 34103	Trustee, 30+	95400	27087	0

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Facilities Support - Statement 11	30027
2 Holiday for Children / Homework Club - Statement 12	22789
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7953625
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	7953625
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7953625
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	119304
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7834321
6	**Minimum investment return.** Enter 5% of line 5	6	391716

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	391716
2a	Tax on investment income for 2013 from Part VI, line 5	2a	13188		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13188
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	378528
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	378528
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	378528

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	342090
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	342090
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	342090

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				378528
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			NONE	
b	Total for prior years: 20___,20___,20___		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 . . . NONE				
b	From 2009 . . . 21049				
c	From 2010 . . . 9660				
d	From 2011 . . . NONE				
e	From 2012 . . . 158635				
f	**Total** of lines 3a through e	189344			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 342090				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required—see instructions)		NONE		
c	Treated as distributions out of corpus (Election required—see instructions)	NONE			
d	Applied to 2013 distributable amount				342090
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	36438			36438
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	152906			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount—see instructions		NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			NONE	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	152906			
10	Analysis of line 9:				
a	Excess from 2009 . . . NONE				
b	Excess from 2010 . . . NONE				
c	Excess from 2011 . . . NONE				
d	Excess from 2012 . . . 152906				
e	Excess from 2013 . . . NONE				

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

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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:

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Holidays for Children / Homework Club	N/A	PC	Program Support	33186
Fidelity Charitable Gift Fund -Stmt 10	N/A	PC	Donor Advised Fund	160000
Total . . . ▶ **3a**				193186
b *Approved for future payment*				
Total . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	209964	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	495471	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b Excise Tax Refund - 2012			1	5647	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				711082	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 711082

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 2/12/15 | Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	× CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOTAL ASSETS IN YOUR ACCOUNT			~~$8,602,474.30~~ 8,671,479.93	~~$7,115,862.78~~ 7,025,269.41	$1,466,211.52	$201,941.69	2.35%
LIABILITIES							
M&I LINE OF CREDIT Account: 000004116019	-490,264.540	100.0000	-490,264.54	-490,264 54	0.00	0.00	0.00%
TOTAL LIABILITIES			-$490,264.54	-$490,264 54	$0.00	$0.00	.00%
TOTAL ASSETS AND LIABILITIES IN YOUR ACCOUNT			~~$8,091,569.76~~ 8,181,215.39	~~$6,625,698.24~~ 6,715,023.87	$1,466,211.52	$201,941.69	

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ASSOCIATION FOR RIDING THERAPY INC DTD 12/08/2011 DUE 12/08/2015 @ 7.00% IN THE AMT OF $600,000.00 *HELD IN TRUST VAULT 554 556.06*							
Account: 000004116019	554,556.060	100.0000	554,556.06	554,556.06	0.00	38,818 92	7.00%
MORTGAGE OF SPECIAL EQUESTRIANS, INC DTD 04/24/2012 DUE 04/01/2016 @ 7.40% IN THE AMT OF $103,581.57 *HELD IN TRUST VAULT 54 136.50*							
Account: 000004116019	54,136.500	100.0000	54,136.50	54,136.50	0.00	4,006.10	7.40%
Total Promissory notes and loans			**$608,692.56**	**$608,692.56**	**$0 00**	**$42,825.02**	**7.04%**
Miscellaneous							
INSTITUTIONAL INVESTMENT AGENCY AGREEMENT							
Account: 000004116019	1.000	0.0000	0.00	0.00 *	0.00	0 00	0.00%
INVESTMENT AGENCY AGREEMENT DTD 08/05/2000							
Account: 000004116027	1.000	0.0000	0.00	0 00 *	0.00	0 00	0.00%
M&I ACCOUNT PLEDGE AGREEMENT DTD 01/02/2004 $3.4 MILLION							
Account: 000004116019	1.000	0.0000	0.00	0.00 *	0.00	0.00	0.00%
Account: 000004116027	1.000	0.0000	0.00	0.00 *	0.00	0.00	0.00%
TOTAL M&I ACCOUNT PLEDGE AGREEMENT	2.000	0.0000	0.00	0.00 *	0.00	0.00	
ORIGINAL INVESTMENT AGENCY AGREEMENT							
Account: 000004116019	1.000	0.0000	0.00	0.00	0.00	0.00	0.00%
Total Miscellaneous			**$0.00**	**$0.00**	**$0.00**	**$0 00**	**.00%**
TOTAL OTHER ASSETS			**$608,692.56**	**$608,692.56**	**$0.00**	**$42,825.02**	**7.04%**

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
REAL ESTATE INVESTMENT TRUST Account: 000004116035	132.000	22.3300	2,947.56	2,562.03	385.53	84.48	2.87%
KIMCO REALTY CORP Account: 000004116027	418.000	19.7500	8,255.50	8,531.38	-275.88	376.20	4.56%
LASALLE HOTEL PPTYS COM SH BEN INT Account: 000004116035	239 000	30.8600	7,375.54	6,052.38	1,323.16	267.68	3.63%
MACERICH CO COM Account: 000004116050	127.000	58.8900	7,479.03	6,682.22	796.81	314.96	4.21%
NEWCASTLE INVESTMENT CORP REAL ESTATE INVESTMENT TRUST Account: 000004116035	812.000	5.7400	4,660.88	4,367.87	293.01	324.80	6.97%
SUMMIT HOTEL PROPERTIES REAL ESTATE INVESTMENT TRUST Account: 000004116035	572.000	9.0000	5,148.00	4,926.97	221 03	257.40	5.00%
UDR INC REAL ESTATE INVESTMENT TRUST Account: 000004116050	269.000	23.3500	6,281.15	6,358.01	-76 86	252.86	4.03%
Total REITS			$42,147.66	$39,480.86	$2,666.80	$1,878.38	4.46%
TOTAL EQUITY/HIGH VOLATILITY			$5,447,651.91	$3,980,086.62	$1,467,565.29	$109,311.53	2.01%

OTHER ASSETS

Promissory notes and loans

MORTGAGE OF SARASOTA-MANATEE

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOTAL INVESCO LIMITED		499.000	35.4000	18,163.60	13,936.54	4,227.06	449.10	
JAZZ PHARMACEUTICALS PLC. Health care Account: 000004116035	JAZZ	40.000	126.5600	5,062.40	1,848.62	3,213.78	0.00	0.00%
LAZARD EMERGING MARKETS EQUITY INST Emerging Account: 000004116019	LZEMX	4,710.380	18.6700	87,942.79	85,387.92	2,554.87	1,686.32	1.92%
LYONDELLBASELL INDUSTRIES NV Materials Account: 000004116027	LYB	453.000	80.2800	36,366.84	27,697.17	8,669.67	1,087.20	2.99%
MFS INTERNATIONAL GROWTH FUND Developed large cap Account: 000004116019	MQGIX	9,915 862	31 0300	307,689.20	240,000.00	67,689.20	1,646.03	0.53%
PRIMERO MINING CORP Materials Account: 000004116035	PPP	194 000	4.4400	861.36	884 31	-22.95	0.00	0.00%
SANDSTORM GOLD LTD Materials Account: 000004116035	SAND	714.000	4 2700	3,048.78	2,995.37	53.41	0.00	0.00%
TEMPLETON INSTITUTIONAL FOREIGN SMALLER COMPANY FUND Developed small cap Account: 000004116019	TFSCX	2,119.808	21.9600	46,550.98	46,179.32	371.66	633.82	1.36%
Total International				$1,037,202.77	$830,787.08	$206,415.69	$14,562.86	1.40%
REITS								
CYRUSONE INC								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AVG TECHNOLOGIES								
Information technology								
Account: 000004116035	AVG	642 000	17.2100	11,048.82	7,836.74	3,212.08	0.00	0.00%
BELLATRIX EXPLORATION LTD								
Energy								
Account: 000004116035	BXE	3,961.000	7.3300	29,034.13	25,139.70	3,894.43	0.00	0.00%
BRIGUS GOLD CORP								
Materials								
Account: 000004116035	BRD	3,241.000	0.7800	2,527.98	2,581.33	-53.35	0.00	0.00%
DODGE & COX INTERNATIONAL STOCK FUND								
Developed large cap								
Account: 000004116019	DODFX	5,805.377	43.0400	249,863.43	176,541.51	73,321.92	4,034.74	1.61%
ENSCO PLC CL A								
Energy								
Account: 000004116027	ESV	220 000	57.1800	12,579.60	13,609.09	-1,029.49	495.00	3.93%
FLEETMATICS GROUP PLC COM								
Information technology								
Account: 000004116035	FLTX	150.000	43.2500	6,487.50	4,214.54	2,272.96	0.00	0.00%
HARBOR INTERNATIONAL FUND #11								
Developed large cap								
Account: 000004116019	HAINX	2,698.465	71.0100	191,618.00	163,500.00	28,118.00	4,034.21	2.10%
ICON PLC								
Health care								
Account: 000004116035	ICLR	197.000	40.4160	7,961.95	5,254.14	2,707.81	0.00	0.00%
INVESCO LIMITED								
Financials								
Account: 000004116027	IVZ	273.000	36.4000	9,937.20	8,717.90	1,219.30	245.70	2.47%
Account: 000004116050	IVZ	226.000	36.4000	8,226.40	5,218 64	3,007.76	203.40	2.47%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Information technology								
Account: 000004116027	WU	579.000	17.2500	9,987.75	9,674.29	313 46	289.50	2.90%
Account: 000004116050	WU	299.000	17.2500	5,157.75	4,319.65	838.10	149.50	2.90%
TOTAL WESTERN UNION-WI		878.000	17.2500	15,145.50	13,993.94	1,151.56	439.00	
WEYERHAEUSER CO								
Materials								
Account: 000004116019	WY	2,400.000	31.5700	75,768.00	37,498.71	38,269.29	2,112 00	2.79%
WILLIAM LYONS HOMES								
Consumer discretionary								
Account: 000004116035	WLH	508.000	22.1400	11,247.12	10,699.44	547.68	0.00	0.00%
WINNEBAGO INDS INC								
Consumer discretionary								
Account: 000004116035	WGO	125.000	27.4500	3,431.25	3,576.56	-145.31	0.00	0.00%
WR GRACE & CO								
Materials								
Account: 000004116050	GRA	119.000	98.8700	11,765.53	5,869.57	5,895.96	0.00	0.00%
ZOETIS INC								
Health care								
Account: 000004116019	ZTS	1,900.000	32.6900	62,111.00	60,411.07	1,699.93	547.20	0.88%
8X8 INC								
Information technology								
Account: 000004116035	EGHT	445 000	10.1500	4,516.75	2,614 58	1,902.17	0.00	0.00%
Total U.S equity				$4,368,301.48	$3,109,818.68	$1,258,482.80	$92,870.29	2.13%
International								
ACE LIMITED								
Financials								
Account: 000004116027	ACE	197.000	103.5300	20,395.41	13,180.78	7,214.63	496.44	2.43%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
VENTAS INC Financials Account: 000004116027	VTR	187 000	57.2800	10,711.36	12,995.25	-2,283 89	542.30	5.06%
VERIZON COMMUNICATIONS Telecommunication services Account: 000004116027	VZ	752 000	49.1400	36,953.28	27,586.20	9,367 08	1,594.24	4.31%
VISTEON CORP Consumer discretionary Account: 000004116050	VC	151.000	81.8900	12,365.39	7,914.04	4,451.35	0.00	0.00%
WAL MART STORES INC Consumer staples Account: 000004116027	WMT	152.000	78.6900	11,960.88	7,448.47	4,512.41	285.76	2.39%
WASTE MANAGEMENT INTERNATIONAL Industrials Account: 000004116027	WM	224.000	44.8700	10,050.88	7,234.61	2,816.27	327.04	3.25%
WATSCO INC CLASS A Industrials Account: 000004116035	WSO	40.000	96.0600	3,842.40	2,345.55	1,496.85	64.00	1.67%
WELLS FARGO & CO Financials Account: 000004116019	WFC	1,000.000	45.4000	45,400.00	32,915.40	12,484.60	1,200.00	2.64%
Account: 000004116027	WFC	1,255.000	45.4000	56,977.00	49,073.85	7,903.15	1,506.00	2.64%
TOTAL WELLS FARGO & CO		2,255.000	45.4000	102,377.00	81,989.25	20,387.75	2,706.00	
WESTERN DIGITAL CORP Information technology Account: 000004116050	WDC	148.000	83.9000	12,417.20	8,930.48	3,486.72	177.60	1.43%
WESTERN UNION-WI								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Consumer discretionary								
Account: 000004116035	UCP	320 000	14.6400	4,684.80	4,800.00	-115.20	0 00	0.00%
UNILIFE CORP								
Health care								
Account: 000004116035	UNIS	1,178.000	4.4000	5,183.20	3,808.14	1,375.06	0 00	0.00%
UNIT CORP								
Energy								
Account: 000004116035	UNT	355.000	51.6200	18,325.10	15,842.04	2,483.06	0.00	0.00%
UNITED PARCEL SERVICE-CLASS B COMMON STOCK CL B								
Industrials								
Account: 000004116027	UPS	120.000	105.0800	12,609.60	7,105.02	5,504.58	297.60	2.36%
UNITED RENTALS INC								
Industrials								
Account: 000004116035	URI	63 000	77.9500	4,910.85	931.46	3,979.39	0.00	0.00%
URS CORP NEW COM								
Industrials								
Account: 000004116050	URS	166.000	52.9900	8,796.34	8,287.08	509 26	139.44	1.58%
US BANCORP NEW								
Financials								
Account: 000004116019	USB	1,400.000	40.4000	56,560.00	40,995.78	15,564.22	1,288.00	2.28%
Account: 000004116027	USB	451 000	40.4000	18,220.40	11,290.27	6,930 13	414.92	2.28%
TOTAL US BANCORP NEW		1,851.000	40.4000	74,780.40	52,286 05	22,494 35	1,702.92	
US SILICA HOLDINGS INC								
Materials								
Account: 000004116035	SLCA	90.000	34.1100	3,069.90	2,836.07	233.83	45 00	1.47%
VALERO ENERGY CORP								
Energy								
Account: 000004116027	VLO	236.000	50.4000	11,894.40	8,703.71	3,190.69	212.40	1.79%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	x CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TERADATA CORP								
Information technology								
Account: 000004116050	TDC	226.000	45.4900	10,280.74	10,317.87	-37.13	0.00	0.00%
THORATEC CORPORATION								
COMMON STOCK NEW								
Health care								
Account: 000004116035	THOR	159.000	36.6000	5,819.40	5,332.57	486.83	0.00	0.00%
TIDEWATER INC								
Energy								
Account. 000004116050	TDW	148.000	59.2700	8,771.96	7,354.55	1,417.41	148.00	1.69%
TIME WARNER CABLE INC								
Consumer discretionary								
Account: 000004116027	TWC	303 000	135 5000	41,056.50	20,645.94	20,410.56	787.80	1.92%
TRI POINTE HOMES INC								
Consumer discretionary								
Account: 000004116035	TPH	801.000	19.9300	15,963.93	13,029.66	2,934.27	0.00	0.00%
Account: 000004116050	TPH	260.000	19.9300	5,181.80	4,348.73	833.07	0.00	0.00%
TOTAL TRI POINTE HOMES INC		1,061.000	19.9300	21,145.73	17,378.39	3,767.34	0.00	
TRIMAS CORP								
Industrials								
Account: 000004116035	TRS	149.000	39.8900	5,943.61	4,027.56	1,916.05	0.00	0.00%
TRIUMPH GROUP INC NEW								
Industrials								
Account: 000004116035	TGI	79.000	76.0700	6,009.53	2,834.91	3,174.62	12.64	0.21%
TUMI HOLDINGS INC								
Consumer discretionary								
Account: 000004116035	TUMI	265 000	22.5500	5,975.75	5,239.36	736 39	0.00	0.00%
UCP INC								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
SLM CORP								
Financials								
Account: 000004116027	SLM	1,792.000	26.2800	47,093.76	31,235.64	15,858.12	1,075.20	2.28%
SONIC AUTOMOTIVE INC CL A								
Consumer discretionary								
Account: 000004116035	SAH	143 000	24.4800	3,500.64	1,437.79	2,062 85	14.30	0.41%
SPECTRA ENERGY CORP WI								
Utilities								
Account: 000004116027	SE	547.000	35.6200	19,484.14	12,232.99	7,251.15	667.34	3.42%
SPIRIT AEROSYSTEMS HOLD-CL A								
Industrials								
Account: 000004116050	SPR	226.000	34.0800	7,702.08	4,725.73	2,976.35	0.00	0.00%
STAPLES INC								
Consumer discretionary								
Account: 000004116027	SPLS	1,197.000	15.8900	19,020.33	18,246.93	773 40	574 56	3.02%
Account: 000004116050	SPLS	454.000	15.8900	7,214.06	6,919.94	294.12	217.92	3.02%
TOTAL STAPLES INC		1,651.000	15 8900	26,234.39	25,166 87	1,067.52	792.48	
SYMANTEC CORPORATION								
Information technology								
Account: 000004116027	SYMC	750.000	23.5800	17,685.00	17,385.11	299.89	450.00	2.54%
Account: 000004116050	SYMC	390.000	23.5800	9,196.20	8,984 42	211.78	234.00	2.54%
TOTAL SYMANTEC CORPORATION		1,140.000	23 5800	26,881.20	26,369 53	511.67	684.00	
TANGOE INC/CT								
Information technology								
Account: 000004116035	TNGO	247.000	18.0100	4,448.47	4,173 10	275 37	0.00	0.00%
TEARLAB CORP								
Health care								
Account: 000004116035	TEAR	511.000	9.3400	4,772.74	5,842.45	-1,069.71	0.00	0.00%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
REINSURANCE GROUP OF AMERICA INC Financials Account: 000004116050	RGA	115.000	77.4100	8,902.15	6,329.97	2,572.18	138.00	1 55%
RELIANCE STEEL & ALUMINUM CO Industrials Account: 000004116050	RS	110 000	75 8400	8,342.40	5,496.99	2,845.41	145.20	1.74%
ROCKET FUEL INC Industrials Account: 000004116035	FUEL	56.000	61.4900	3,443.44	2,338.45	1,104.99	0 00	0.00%
ROYAL GOLD INC Materials Account: 000004116035	RGLD	70.000	46.0700	3,224.90	3,044.01	180 89	58.80	1.82%
RUCKUS WIRELESS Information technology Account: 000004116035	RKUS	358 000	14.2000	5,083.60	5,292 13	-208 53	0.00	0.00%
SAFEGUARD SCIENTIFICS INC Information technology Account: 000004116035	SFE	355.000	20.0900	7,131.95	4,359.35	2,772.60	0.00	0.00%
SALIX PHARMACEUTICALS LTD Health care Account: 000004116035	SLXP	60.000	89.9400	5,396.40	2,727.35	2,669 05	0.00	0 00%
SEAGATE TECHNOLOGY PLC Information technology Account: 000004116027	STX	568.000	56.1600	31,898.88	24,471.46	7,427.42	976.96	3.06%
SINCLAIR BROADCAST GROUP INC CL A Consumer discretionary Account: 000004116035	SBGI	222.000	35.7300	7,932.06	3,214.59	4,717.47	133.20	1.68%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PHYSICIANS REALTY TRUST Financials Account: 000004116035	DOC	712 000	12.7400	9,070.88	8,188 00	882 88	640.80	7.06%
PICO HOLDINGS INC Financials Account: 000004116035	PICO	740.000	23.1100	17,101.40	16,091.15	1,010.25	0 00	0.00%
PINNACLE WEST CAP CORP Utilities Account: 000004116027	PNW	266.000	52.9200	14,076.72	14,480.88	-404.16	603.82	4.29%
PPG INDUSTRIES INC Materials Account: 000004116027	PPG	48.000	189.6600	9,103.68	3,091.19	6,012.49	117.12	1.29%
PPL CORPORATION Utilities Account: 000004116027	PPL	631.000	30.0900	18,986.79	16,523.02	2,463.77	927.57	4.88%
PROOFPOINT INC Industrials Account: 000004116035	PFPT	197.000	33.1700	6,534.49	2,354 99	4,179.50	0.00	0.00%
QEP RESOURCES INC Energy Account: 000004116050	QEP	314.000	30.6500	9,624.10	9,457.27	166 83	25.12	0.26%
REGAL BELOIT CORP Industrials Account: 000004116050	RBC	122.000	73.7200	8,993.84	7,973.60	1,020.24	97.60	1.08%
REGIONS FINANCIAL CORP Financials Account: 000004116050	RF	896.000	9.8900	8,861.44	8,004.05	857.39	107.52	1.21%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
PACCAR INC COM Industrials Account: 000004116019	PCAR	1,200.000	59.1700	71,004.00	47,464.80	23,539.20	960 00	1.35%
PACIRA PHARMACEUTICALS INC Health care Account: 000004116035	PCRX	99.000	57.4900	5,691.51	1,855.95	3,835 56	0.00	0.00%
PAREXEL INTL CORP Health care Account: 000004116035	PRXL	137 000	45.1800	6,189.66	3,449.79	2,739.87	0.00	0.00%
PARKER HANNIFIN CORP Industrials Account: 000004116050	PH	64.000	128.6400	8,232.96	6,097.89	2,135.07	115.20	1.40%
PARTNERRE LTD BERMUDA Financials Account: 000004116050	PRE	81 000	105.4300	8,539.83	6,507 08	2,032.75	207.36	2.43%
PENN VA CORP Energy Account: 000004116035	PVA	647.000	9 4300	6,101.21	2,522.37	3,578.84	0.00	0.00%
PEPSICO INC Consumer staples Account: 000004116027	PEP	109 000	82 9400	9,040.46	7,354.98	1,685.48	247 43	2.74%
PFIZER INC Health care Account: 000004116027	PFE	1,846.000	30 6300	56,542.98	37,342.87	19,200.11	1,919 84	3.39%
PHILIP MORRIS INTERNATIONAL Consumer staples Account: 000004116027	PM	271.000	87.1300	23,612.23	13,436.15	10,176.08	1,018.96	4.31%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
NORFOLK SOUTHERN CORP Industrials Account: 000004116027	NSC	211 000	92.8300	19,587.13	16,313 25	3,273 88	438.88	2.24%
NORTHERN TR CORP Financials Account: 000004116019	NTRS	1,350.000	61.8900	83,551.50	46,120.72	37,430 78	1,674.00	2.00%
NPS PHARMACEUTICALS INC Health care Account: 000004116035	NPSP	169.000	30.3600	5,130.84	4,111.03	1,019.81	0.00	0.00%
NXSTAGE MEDICAL INC Health care Account: 000004116035	NXTM	281.000	10.0000	2,810.00	4,266.32	-1,456.32	0.00	0.00%
OASIS PETROLEUM INC Energy Account: 000004116019	OAS	1,200.000	46.9700	56,364.00	49,854.90	6,509.10	0.00	0.00%
OCCIDENTAL PETE CORP Energy Account: 000004116027	OXY	349.000	95.1000	33,189.90	32,075.01	1,114.89	893.44	2.69%
OMNICOM GROUP Consumer discretionary Account: 000004116027	OMC	159 000	74.3700	11,824.83	10,329.28	1,495 55	254.40	2.15%
ON ASSIGNMENT INC Industrials Account: 000004116035	ASGN	202 000	34.9200	7,053.84	3,631.39	3,422.45	0.00	0 00%
ORACLE CORPORATION Information technology Account: 000004116019	ORCL	2,000.000	38.2600	76,520.00	61,590 20	14,929.80	960.00	1.25%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	x CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
MICROSOFT CORP Information technology Account: 000004116027	MSFT	605 000	37.4100	22,633.05	17,565 11	5,067.94	677.60	2.99%
MIX TELEMATICS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT Information technology Account: 000004116035	MIXT	466.000	12.4100	5,783.06	6,960.13	-1,177.07	0.00	0.00%
MYRIAD GENETICS INC Health care Account: 000004116035	MYGN	125.000	20.9800	2,622.50	3,264.71	-642.21	0 00	0.00%
NETAPP INC Information technology Account: 000004116027	NTAP	325.000	41.1400	13,370.50	12,815.07	555 43	195.00	1.46%
Account: 000004116050	NTAP	258.000	41.1400	10,614.12	9,452.39	1,161.73	154.80	1.46%
TOTAL NETAPP INC		583.000	41.1400	23,984.62	22,267.46	1,717.16	349.80	
NEWFIELD EXPLORATION CO Energy Account: 000004116050	NFX	349.000	24.6300	8,595.87	7,858.16	737.71	0.00	0.00%
NEXTERA ENERGY INC Utilities Account: 000004116019	NEE	1,000.000	85.6200	85,620.00	59,437.10	26,182.90	2,640.00	3.08%
NICE SYSTEMS LTD SPONSORED AMERICAN DEPOSITORY RECEIPT Information technology Account: 000004116035	NICE	141.000	40.9600	5,775.36	4,624 69	1,150.67	57.53	1.00%
NOBLE ENERGY INC Energy Account: 000004116050	NBL	78.000	68.1100	5,312.58	3,396.06	1,916.52	43.68	0.82%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOTAL MACY'S INC		2,210.000	53.4000	118,014.00	88,839 40	29,174.60	2,210 00	
MARATHON O'L CORP Energy Account: 000004116027	MRO	405.000	35 3000	14,296.50	8,025.92	6,270.58	307 80	2.15%
MARATHON PETROLEUM CORPROATION Energy Account: 000004116027	MPC	279.000	91.7300	25,592.67	8,194.31	17,398.36	468.72	1.83%
MATTEL INC Consumer discretionary Account: 000004116027	MAT	247.000	47.5800	11,752.26	5,690.91	6,061.35	355.68	3.03%
MAXIMUS INC Health care Account: 000004116035	MMS	118.000	43.9900	5,190.82	3,932.41	1,258.41	21.24	0.41%
MEDICINES CO health care Account: 000004116035	MDCO	129.000	38.6200	4,981.98	4,259.52	722 46	0.00	0.00%
MEDNAX INC Health care Account: 000004116035	MD	112 000	53.3800	5,978.56	3,252.69	2,725.87	0.00	0.00%
MEDTRONIC INC Health care Account: 000004116027	MDT	302.000	57.3900	17,331.78	10,909.87	6,421.91	338.24	1.95%
MERCK & CO INC NEW Health care Account: 000004116027	MRK	986.000	50.0500	49,349.30	37,495.58	11,853.72	1,735.36	3.52%
MICROSEMI CORP Information technology Account: 000004116035	MSCC	141.000	24.9500	3,517.95	2,210.79	1,307.16	0.00	0.00%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
LILLY ELI & CO Health care Account: 000004116027	LLY	495.000	51 0000	25,245.00	18,514.46	6,730.54	970.20	3 84%
LIN MEDIA LLC Consumer discretionary Account: 000004116035	LIN	244 000	28.7100	7,005.24	6,029 09	976 15	0 00	0.00%
LINCOLN NATL CORP Financials Account: 000004116050	LNC	174.000	51.6200	8,981.88	7,376.93	1,604.95	111.36	1.24%
LIVEPERSON INC Information technology Account: 000004116035	LPSN	180.000	14.8200	2,667.60	1,666.29	1,001.31	0.00	0.00%
LOCKHEED MARTIN CORP Industrials Account: 000004116027	LMT	259.000	148.6600	38,502.94	19,981.59	18,521 35	1,377.88	3.58%
LORILLARD, INC Consumer staples Account: 000004116027	LO	782 000	50.6800	39,631.76	27,896.53	11,735.23	1,720.40	4.34%
L3 COMMUNICATIONS HLDGS INCCOM Industrials Account: 000004116050	LLL	91.000	106.8600	9,724.26	6,308.62	3,415.64	200.20	2.06%
M/I HOMES, INC. Consumer discretionary Account: 000004116035	MHO	437.000	25.4500	11,121.65	8,939.02	2,182.63	0.00	0.00%
MACY'S INC Consumer discretionary Account: 000004116019	M	1,600.000	53.4000	85,440.00	63,983.36	21,456.64	1,600.00	1.87%
Account: 000004116027	M	610 000	53.4000	32,574.00	24,856.04	7,717.96	610.00	1.87%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
KLA-TENCOR CORP Information technology Account: 000004116027	KLAC	521.000	64.4600	33,583.66	26,632.36	6,951.30	937.80	2.79%
KOHLS CORP Consumer discretionary Account: 000004116050	KSS	169 000	56.7500	9,590.75	8,491.00	1,099.75	236.60	2.47%
KRAFT FOODS GROUP INC Consumer staples Account: 000004116027	KRFT	507.000	53.9100	27,332.37	23,365.58	3,966.79	1,064.70	3.89%
KROGER CO Consumer staples Account: 000004116050	KR	205.000	39.5300	8,103.65	4,586.73	3,516.92	135.30	1.67%
LEGGETT & PLATT INC Consumer discretionary Account: 000004116027	LEG	827.000	30.9400	25,587.38	19,897.27	5,690.11	992.40	3 88%
LENNAR CORP CLASS A STOCK Consumer discretionary Account: 000004116050	LEN	154.000	39.5600	6,092.24	5,757.29	334.95	24.64	0.40%
LENNOX INTERNATIONAL INC Industrials Account: 000004116035	LII	45.000	85.0600	3,827.70	2,140.14	1,687.56	43.20	1.13%
LIBERTY INTERACTIVE CORP Consumer discretionary Account: 000004116050	LINTA	356.000	29.3500	10,448.60	5,188.30	5,260.30	0.00	0.00%
LIFELOCK INC Industrials Account: 000004116035	LOCK	479.000	16.4100	7,860.39	5,074.56	2,785.83	0.00	0.00%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Information technology								
Account: 000004116019	INTC	3,000.000	25.9550	77,865.00	56,077.68	21,787.32	2,700.00	3.47%
Account: 000004116027	INTC	1,153.000	25.9550	29,926.12	25,289.33	4,636.79	1,037.70	3.47%
TOTAL INTEL CORP		4,153.000	25.9550	107,791.12	81,367.01	26,424.11	3,737.70	
INTERDIGITAL INC								
Information technology								
Account: 000004116050	IDCC	218.000	29.4900	6,428 82	8,193 91	-1,765.09	87.20	1.36%
INTERNAP NETWORK SERVICES								
Information technology								
Account: 000004116035	INAP	128 000	7.5200	962.56	867 32	95 24	0 00	0.00%
INTERNATIONAL PAPER CO								
Materials								
Account: 000004116027	IP	448.000	49.0300	21,965.44	20,240.84	1,724.60	627.20	2.85%
Account: 000004116050	IP	186.000	49.0300	9,119.58	5,451.08	3,668.50	260.40	2.85%
TOTAL INTERNATIONAL PAPER CO		634.000	49.0300	31,085.02	25,691.92	5,393.10	887.60	
INTERPUBLIC GROUP COS INC								
Consumer discretionary								
Account: 000004116050	IPG	415.000	17.7000	7,345.50	4,277.47	3,068.03	124.50	1.69%
JOHNSON & JOHNSON								
Health care								
Account: 000004116027	JNJ	478.000	91.5900	43,780.02	33,074.79	10,705.23	1,261.92	2.88%
JP MORGAN CHASE & CO								
Financials								
Account: 000004116027	JPM	897.000	58.4800	52,456.56	44,758.70	7,697.86	1,363.44	2.60%
KIMBERLY CLARK CORP								
Consumer staples								
Account: 000004116019	KMB	700.000	104.4600	73,122.00	60,890.70	12,231.30	2,268.00	3.10%
Account: 000004116027	KMB	277.000	104.4600	28,935.42	18,620.66	10,314.76	897.48	3.10%
TOTAL KIMBERLY CLARK CORP		977.000	104.4600	102,057.42	79,511.36	22,546.06	3,165.48	

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	x CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Health care Account: 000004116050	HOLX	205 000	22.3500	4,581.75	4,313.57	268.18	0.00	0.00%
HOME DEPOT INC Consumer discretionary Account: 000004116027	HD	301.000	82.3400	24,784.34	9,839.43	14,944.91	469.56	1.89%
HONEYWELL INTERNATIONAL INC Industrials Account: 000004116027	HON	181.000	91.3700	16,537.97	8,356.74	8,181.23	325.80	1.97%
HUNTINGTON BANCSHARES INC Financials Account: 000004116050	HBAN	1,134.000	9.6500	10,943.10	9,721.84	1,221.26	226.80	2.07%
ICG GROUP INC Financials Account: 000004116035	ICGE	1,052.000	18.6300	19,598.76	11,902.86	7,695.90	0.00	0.00%
INCONTACT INC Telecommunication services Account: 000004115035	SAAS	2,170.000	7.8100	16,947.70	14,659.93	2,287.77	0.00	0.00%
INFOBLOX INC Industrials Account: 000004115035	BLOX	193.000	33.0200	6,372.86	4,666.63	1,706.23	0.00	0.00%
INGRAM MICRO INC COMMON STOCK CL A Information technology Account: 000004116050	IM	245.000	23.4600	5,747.70	4,289.56	1,458.14	0.00	0.00%
INSULET CORP Health care Account: 000004116035	PODD	143 000	37.1000	5,305.30	2,844.37	2,460.93	0 00	0.00%
INTEL CORP								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
GUESS INC								
Consumer discretionary								
Account: 000004116050	GES	225.000	31.0700	6,990.75	5,935.29	1,055.46	180.00	2.57%
HAIN CELESTIAL GROUP INC								
Consumer staples								
Account: 000004116035	HAIN	67.000	90.7800	6,082.26	3,985.04	2,097.22	0.00	0.00%
HASBRO INC								
Consumer discretionary								
Account: 000004116050	HAS	158.000	55 0100	8,691.58	5,967.10	2,724.48	252.80	2.91%
HEALTHSOUTH CORP								
Health care								
Account: 000004116035	HLS	90.000	33.3200	2,998.80	1,718.53	1,280.27	64.80	2.16%
HELMERICH & PAYNE INC								
Energy								
Account: 000004116027	HP	115.000	84.0800	9,669.20	8,630.61	1,038 59	287.50	2.97%
Account: 000004116050	HP	76.000	84 0800	6,390.08	4,336.18	2,053.90	190.00	2.97%
TOTAL HELMERICH & PAYNE INC		191 000	84.0800	16,059.28	12,966.79	3,092.49	477.50	
HEWLETT PACKARD CO								
Information technology								
Account: 000004116027	HPQ	336 000	27.9800	9,401.28	9,112.29	288.99	195.22	2.08%
HEXCEL CORP								
Consumer discretionary								
Account: 000004116035	HXL	189.000	44.6900	8,446.41	4,047.41	4,399.00	0.00	0.00%
HMS HOLDINGS CORP								
Information technology								
Account: 000004116035	HMSY	100.000	22.7000	2,270.00	2,379.90	-109.90	0.00	0.00%
HOLOGIC INC								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Consumer discretionary								
Account: 000004116027	GCI	714 000	29.5800	21,120.12	17,046.20	4,073.92	571.20	2.70%
GENERAL DYNAMICS CORP								
Industrials								
Account: 000004116027	GD	99.000	95.5500	9,459.45	8,633.63	825 82	221.76	2.34%
GENERAL ELECTRIC CORP								
Industrials								
Account: 000004116019	GE	4,100.000	28.0300	114,923.00	60,224.55	54,698.45	3,608.00	3.14%
Account: 000004116027	GE	2,044.000	28.0300	57,293.32	36,576.57	20,716.75	1,798.72	3.14%
TOTAL GENERAL ELECTRIC CORP		6,144.000	28.0300	172,216.32	96,801.12	75,415.20	5,406.72	
GENUINE PARTS CO								
Consumer discretionary								
Account: 000004116027	GPC	0.000	83.1900	0.00	0.00	0.00	0 00	0.00%
GILEAD SCIENCES INC								
Health care								
Account: 000004116019	GILD	1,600.000	75.1000	120,160.00	30,328.00	89,832.00	0 00	0.00%
GLOBAL EAGLE ENTERTAINMENT INC								
Financials								
Account: 000004116035	ENT	705.000	14.8700	10,483.35	7,036.24	3,447.11	0.00	0.00%
GLOBUS MEDICAL INC								
Health care								
Account: 000004116035	GMED	221.000	20.1800	4,459.78	4,127.00	332.78	0.00	0.00%
GOOGLE INC-CL A								
COMMON STOCK CL A								
Information technology								
Account: 000004116019	GOOG	90.000	1,120.7100	100,863.90	51,459.64	49,404.26	0.00	0.00%
GREAT PLAINS ENERGY INC								
Utilities								
Account: 000004116050	GXP	269.000	24.2400	6,520.56	5,526.21	994.35	247.48	3.79%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Information technology								
Account: 000004116035	EPAM	47 000	34.9400	1,642.18	1,051.48	590.70	0.00	0.00%
EQT CORPORATION								
Energy								
Account: 000004116050	EQT	30.000	89 7800	2,693.40	1,714.39	979 01	3.60	0.13%
FERRO CORP								
Materials								
Account: 000004116035	FOE	412.000	12.8300	5,285.96	2,857.43	2,428 53	0.00	0.00%
FIFTH THIRD BANCORP								
Financials								
Account: 000004116027	FITB	703 000	21 0300	14,784.09	12,982.30	1,801.79	337 44	2.28%
Account: 000004116050	FITB	595 000	21.0300	12,512.85	8,568 89	3,943 96	285 60	2.28%
TOTAL FIFTH THIRD BANCORP		1,298.000	21.0300	27,296.94	21,551 19	5,745.75	623.04	
FIRST NIAGARA FINANCIAL GRP COMMON STOCK NEW								
Financials								
Account: 000004116050	FNFG	632.000	10.6200	6,711.84	5,638.34	1,073 50	202.24	3.01%
FLUOR CORP NEW								
Industrials								
Account: 000004116050	FLR	126.000	80.2900	10,116.54	7,038.52	3,078.02	80.64	0.80%
FOREST CITY ENTERPRISES INC COMMON STOCK CLASS A								
Consumer discretionary								
Account. 000004116050	FCE/A	396 000	19.1000	7,563.60	7,686.79	-123.19	0.00	0.00%
FRESH MARKET INC								
Consumer staples								
Account: 000004116035	TFM	87.000	40.5000	3,523.50	4,036.82	-513.32	0.00	0.00%
GANNETT INC								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	x CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Utilities Account: 000004116027	DUK	197.000	69.0100	13,594.97	12,820.27	774.70	614.64	4.52%
EAST WEST BANCORP INC Financials Account: 000004116050	EWBC	239.000	34.9700	8,357.83	5,170.71	3,187.12	143 40	1.72%
EASTMAN CHEMICAL CO Materials Account: 000004116027	EMN	0.000	80.7000	0.00	0.00	0.00	0.00	0.00%
EASTMAN KODAK CO Consumer discretionary Account: 000004116035	KODK	45.000	34.7100	1,561.95	1,025.84	536.11	0 00	0.00%
EDISON INTERNATIONAL Utilities Account: 000004116050	EIX	162.000	46 3000	7,500.60	6,331.94	1,168.66	230.04	3.07%
ELECTRONIC ARTS INC Information technology Account: 000004116050	EA	278 000	22.9400	6,377.32	6,132.37	244 95	0.00	0.00%
EMERITUS CORP Health care Account: 000004116035	ESC	229.000	21.6300	4,953.27	4,544.95	408.32	0.00	0.00%
ENDOLOGIX INC Health care Account: 000004116035	ELGX	300.000	17.4400	5,232.00	4,523.31	708.69	0.00	0.00%
ENERGIZER HLDGS INC Consumer staples Account: 000004116050	ENR	53.000	108.2400	5,736.72	5,762.33	-25.61	106 00	1.85%
EPAM SYSTEMS INC								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOTAL COMCAST CORP-CL A		2,458.000	51.9650	127,729.97	52,334 22	75,395.75	1,917.24	
CONOCOPHILLIPS								
Energy								
Account: 000004116027	COP	438 000	70 6500	30,944.70	18,685 94	12,258.76	1,208.88	3.91%
CONSOL ENERGY INC								
Materials								
Account: 000004116050	CNX	189.000	38.0400	7,189.56	5,589.54	1,600.02	94.50	1.31%
DARLING INTERNATIONAL INC								
Consumer staples								
Account: 000004116050	DAR	435 000	20.8800	9,082.80	6,538.21	2,544.59	0.00	0.00%
DEXCOM								
Health care								
Account: 000004116035	DXCM	205.000	35.4100	7,259.05	2,222.70	5,036.35	0.00	0.00%
DISCOVER FINL SVCS								
Financials								
Account: 000004116027	DFS	413 000	55.9500	23,107.35	11,368.91	11,738.44	330.40	1.43%
Account: 000004116050	DFS	260.000	55.9500	14,547.00	6,990.13	7,556.87	208.00	1.43%
TOTAL DISCOVER FINL SVCS		673.000	55.9500	37,654.35	18,359.04	19,295.31	538.40	
DOVER CORP								
Industrials								
Account: 000004116050	DOV	81.000	96.5400	7,819.74	4,932.89	2,886.85	121.50	1.55%
DTE ENERGY CO								
Utilities								
Account: 000004116027	DTE	125 000	66.3900	8,298.75	5,856.90	2,441.85	327.50	3.95%
DU PONT E I DE NEMOURS & CO								
Materials								
Account: 000004116019	DD	1,000.000	64.9700	64,970.00	51,793.75	13,176.25	1,800.00	2.77%
DUKE ENERGY CORP								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CHECK POINT SOFTWARE TECH LT ORD								
Information technology								
Account: 000004116050	CHKP	176.000	64.4990	11,351.82	8,348.76	3,003.06	0.00	0 00%
CHEVRON CORPORATION								
Energy								
Account: 000004116027	CVX	419.000	124 9100	52,337.29	35,631.60	16,705 69	1,676 00	3.20%
CHICAGO BRIDGE & IRON COMPANY N V								
AMERICAN DEPOSITORY RECEIPT								
Industrials								
Account: 000004116035	CBI	65.000	83.1400	5,404.10	2,351.71	3,052.39	13.00	0.24%
CIGNA CORP								
Health care								
Account: 000004116050	CI	126 000	87.4800	11,022.48	5,028.48	5,994.00	5 04	0.05%
CIMAREX ENERGY CO								
Energy								
Account: 000004116050	XEC	57.000	104.9100	5,979.87	3,400.66	2,579.21	31.92	0.53%
CISCO SYSTEMS INC								
Information technology								
Account: 000004116019	CSCO	3,000.000	22.4300	67,290.00	45,555.54	21,734.46	2,040 00	3.03%
Account: 000004116027	CSCO	1,749.000	22.4300	39,230.07	37,538.94	1,691.13	1,189.32	3.03%
TOTAL CISCO SYSTEMS INC		4,749.000	22.4300	106,520.07	83,094.48	23,425.59	3,229.32	
CMS ENERGY CORP								
Utilities								
Account: 000004116027	CMS	524 000	26 7700	14,027.48	9,944.47	4,083.01	534 48	3.81%
COMCAST CORP-CL A								
CL A COMMON STOCK								
Consumer discretionary								
Account: 000004116019	CMCSA	1,900 000	51.9650	98,733.50	40,422.31	58,311.19	1,482.00	1.50%
Account: 000004116027	CMCSA	558.000	51.9650	28,996.47	11,911.91	17,084.56	435.24	1.50%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
BROADCOM CORP COM COMMON STOCK CL A Information technology Account: 000004116050	BRCM	387.000	29.6450	11,472.62	10,324.04	1,148.58	170.28	1.48%
BRUKER CORP Industrials Account: 000004116050	BRKR	531.000	19.7700	10,497.87	8,401.83	2,096.04	0.00	0.00%
CA INC Information technology Account. 000004116027	CA	502.000	33.6500	16,892.30	12,254.82	4,637.48	502.00	2.97%
CALAMP CORP Telecommunication services Account: 000004116035	CAMP	278.000	27.9700	7,775.66	2,500.59	5,275 07	0.00	0.00%
CAPITAL ONE FINANCIAL CORP Financials Account: 000004116027	COF	221.000	76.6100	16,930.81	12,142.60	4,788.21	265.20	1.57%
CARDINAL HEALTH INC Health care Account: 000004116027	CAH	140.000	66.8100	9,353.40	4,972.72	4,380 68	169.40	1.81%
CARDTRONICS INC Financials Account: 000004116035	CATM	218.000	43.4500	9,472.10	5,374.40	4,097.70	0.00	0.00%
CENTENE CORP Health care Account: 000004116035	CNC	101.000	58.9500	5,953.95	3,231.74	2,722.21	0.00	0.00%
CENTURYLINK INC Telecommunication services Account: 000004116050	CTL	165.000	31.8500	5,255.25	7,296.24	-2,040.99	356.40	6.78%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TOTAL AT & T INC		2,726.000	35.1600	95,846.16	75,410.36	20,435.80	5,015.84	
AVNET INC Information technology Account: 000004116050	AVT	134.000	44.1100	5,910.74	4,576 41	1,334.33	80.40	1.36%
AXIS CAPITAL HOLDINGS LTD Financials Account: 000004116050	AXS	177.000	47.5700	8,419.89	6,227.26	2,192.63	191.16	2.27%
B/E AEROSPACE INC Industrials Account: 000004116035	BEAV	53.000	87.0300	4,612.59	1,624.97	2,987.62	0.00	0.00%
BALL CORP Materials Account: 000004116050	BLL	151.000	51.6600	7,800.66	6,099.91	1,700.75	78.52	1.01%
BARNES GROUP INC Industrials Account: 000004116035	B	130.000	38 3100	4,980.30	4,298.55	681.75	57.20	1.15%
BERRY PLASTICS G Materials Account: 000004116050	BERY	536 000	23.7900	12,751.44	11,544.15	1,207.29	0.00	0.00%
BOEING CO Industrials Account: 000004116027	BA	155.000	136.4900	21,155.95	17,150 92	4,005.03	452.60	2.14%
BRIGHTCOVE INC Industrials Account: 000004116035	BCOV	303.000	14.1400	4,284.42	3,890.53	393.89	0.00	0.00%
BRISTOL MYERS SQUIBB CO Health care Account· 000004116027	BMY	338 000	53.1500	17,964.70	8,995.78	8,968.92	486.72	2.71%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ANADARKO PETE CORP Energy Account: 000004116019	APC	600.000	79.3200	47,592.00	47,685.78	-93.78	432.00	0.91%
APPAREL HOLDING CORP Consumer discretionary Account: 000004116035	VNCE	100.000	30.6700	3,067.00	2,949.42	117 58	0.00	0.00%
APPLE INC Information technology Account: 000004116027	AAPL	91.000	561.0200	51,052.82	47,050.74	4,002.08	1,110.20	2.17%
APPROACH RESOURCES Energy Account: 000004116035	AREX	833.000	19.3000	16,076.90	19,624.41	-3,547.51	0.00	0.00%
ARCTIC CAT INC Consumer discretionary Account: 000004116035	ACAT	77.000	56 9800	4,387.46	2,637.47	1,749.99	30.80	0.70%
ARUBA NETWORKS INC Information technology Account: 000004116035	ARUN	291.000	17 9000	5,208.90	5,782.35	-573.45	0.00	0.00%
ASHLAND INC Energy Account: 000004116050	ASH	82.000	97.0400	7,957.28	6,952.46	1,004.82	111.52	1.40%
ASPEN TECHNOLOGY INC Information technology Account: 000004116035	AZPN	232.000	41.8000	9,697.60	5,336.53	4,361.07	0.00	0.00%
AT & T INC Telecommunication services Account: 000004116019	T	1,500.000	35.1600	52,740.00	43,734 60	9,005.40	2,760.00	5.23%
Account: 000004116027	T	1,226.000	35.1600	43,106.16	31,675.76	11,430.40	2,255.84	5.23%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
Industrials								
Account: 000004116035	ABCO	83.000	63 6700	5,284.61	3,938 57	1,346 04	0.00	0.00%
AEGERION PHARMACEUTICALS INC								
Health care								
Account: 000004116035	AEGR	66.000	70.9600	4,683.36	5,254.51	-571.15	0 00	0.00%
AGCO CORP								
Industrials								
Account: 000004116050	AGCO	146.000	59.1900	8,641.74	8,281.48	360.26	58.40	0.68%
AKORN INC								
Health care								
Account: 000004116035	AKRX	333.000	24.6200	8,198 46	3,126.40	5,072.06	0.00	0.00%
ALTRIA GROUP INC								
Consumer staples								
Account: 000004116027	MO	1,024.000	38.3900	39,311.36	21,879.53	17,431.83	1,966.08	5.00%
AMERICAN ELEC PWR INC								
Utilities								
Account: 000004116027	AEP	786.000	46.7400	36,737.64	32,660.94	4,076.70	1,572.00	4.28%
AMERIPRISE FINANCIAL INC.								
Financials								
Account: 000004116027	AMP	104.000	115.0500	11,965.20	8,461.83	3,503.37	216.32	1.81%
Account: 000004116050	AMP	88.000	115.0500	10,124.40	5,043.05	5,081.35	183.04	1.81%
TOTAL AMERIPRISE FINANCIAL INC.		192.000	115.0500	22,089.60	13,504.88	8,584.72	399.36	
AMERISOURCEBERGEN CORP								
Health care								
Account: 000004116050	ABC	157.000	70.3100	11,038.67	5,689.68	5,348.99	147.58	1.34%
AMGEN INC								
Health care								
Account: 000004116027	AMGN	91.000	114.0800	10,381.28	7,724 90	2,656.38	222.04	2.14%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	x CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
VANGUARD GNMA FUND Account: 000004116019	VFIJX	11,932.272	10.4200	124,334.27	130,436.85	-6,102 58	2,947.27	2.37%
Total Corporate and other taxable				$880,246.71	$900,822.97	-$20,576 26	$27,800.83	3.07%
TOTAL FIXED INCOME/LOW VOLATILITY				$1,212,650.21	$1,220,475.98	-$7,825.77	$36,500.83	3.01%
EQUITY/HIGH VOLATILITY								
U.S. equity								
ABBVIE INC Health care Account: 000004116027	ABBV	476.000	52.8100	25,137.56	21,510.60	3,626.96	761.60	3.03%
ABIOMED INC Health care Account: 000004116035	ABMD	184.000	26.7400	4,920.16	3,841.75	1,078.41	0.00	0.00%
ACACIA RESEARCH - ACACIA TEC Consumer discretionary Account: 000004116035	ACTG	758.000	14.5400	11,021.32	22,832.89	-11,811.57	379 00	3.44%
ACADIA HEALTHCARE Health care Account: 000004116035	ACHC	158.000	47.3300	7,478.14	3,416.02	4,062.12	0.00	0.00%
ACTUANT CORP CL A COMMON STOCK CLASS A Consumer discretionary Account: 000004116035	ATU	133.000	36.6400	4,873.12	3,360.10	1,513.02	5.32	0.11%
ADVANCED AUTO PARTS Consumer discretionary Account: 000004116050	AAP	100 000	110.6800	11,068.00	7,236.07	3,831.93	24.00	0.22%
ADVISORY BOARD COMPANY								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
DTD 04/06/2004 4.375% 04/15/2014 NON CALLABLE MOODYS: A1 S&P: A+ Account: 000004116019		100,000.000	101.1170	101,117.00	100,151.81	965.19	4,375.00	4.33%
JOHN DEERE CAPITAL CORP MEDIUM TERM NOTE DTD 09/16/2010 2 800% 09/18/2017 NON CALLABLE MOODYS: A2 S&P: A Account: 000004116019		50,000 000	104.6850	52,342.50	50,250.64	2,091.86	1,400.00	2.67%
VERIZON COMMUNICATIONS DTD 02/12/2008 5.500% 02/15/2018 NON CALLABLE MOODYS: BAA1 S&P: BBB+ Account: 000004116019		50,000.000	112.9760	56,488.00	50,316.00	6,172.00	2,750.00	4.87%
International								
VODAFONE GROUP PLC DTD 09/26/2012 2.500% 09/26/2022 NON CALLABLE MOODYS: A3 S&P: A- Account: 000004116019		50,000.000	88.3140	44,157.00	50,686.57	-6,529.57	1,250.00	2.83%
Taxable funds								
BMO GOVERNMENT INCOME FUND CLASS I Account: 000004116019	MGIIX	14,028.394	9.1500	128,359.81	139,572.46	-11,212.65	3,422.93	2.67%
BMO TCH CORE PLUS BOND FUND CLASS I Account: 000004116019	MCBIX	10,931.765	11.4000	124,622.12	130,858.64	-6,236.52	3,279.53	2.63%
FIDELITY ADVISOR FLOATING RATE HIGH INCOME FUND Account. 000004116019	FFRIX	5,020 081	9.9600	50,000.01	50,000.00	0.01	1,526.10	3.05%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
UNITED STATES TREASURY NOTES DTD 02/15/2013 2.000% 02/15/2023 MOODYS: AAA S&P. N/A Account: 000004116019	125,000.000	92.7660	115,957.50	118,498.14	-2,540 64	2,500.00	2.16%
Total U.S. government bonds			$332,403 50	$319,653.01	$12,750.49	$9,500.00	2.86%
Corporate and other taxable							
Corporate							
ANHEUSER-BUSCH INBEV WOR DTD 07/16/2012 2 500% 07/15/2022 NON CALLABLE MOODYS: A3 S&P: A Account: 000004116019	50,000.000	92.4970	46,248.50	50,715.00	-4,466.50	1,250.00	2.70%
APPLE INC DTD 05/03/2013 2.400% 05/03/2023 NON CALLABLE MOODYS: AA1 S&P: AA+ Account: 000004116019	50,000.000	89.9210	44,960.50	48,740 00	-3,779.50	1,200.00	2.67%
DUPONT EI NEMOUR DTD 09/23/2010 1.950% 01/15/2016 NON CALLABLE MOODYS: A2 S&P: A Account: 000004116019	50,000.000	102.0400	51,020.00	49,980.50	1,039.50	975.00	1.91%
GENERAL ELECTRIC CO DTD 12/06/2007 5.250% 12/06/2017 NON CALLABLE MOODYS: AA3 S&P: AA+ Account: 000004116019	50,000.000	113.1940	56,597.00	49,114 50	7,482.50	2,625.00	4.64%
GLAXOSMITHKLINE CAPITAL INC							

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CERTIFICATE OF DEPOSIT DTD 01/16/2013 1.200% 01/16/2018 NON CALLABLE Account: 000004116019	50,000.000	98.4250	49,212.50	50,000.00	-787.50	600.00	1.22%
INVESTORS SAVINGS BK CERTIFICATE OF DEPOSIT DTD 05/05/2011 2.300% 05/05/2016 NON CALLABLE Account: 000004116019	50,000 000	102.6610	51,330.50	50,000.00	1,330 50	1,150.00	2.24%
SALLIE MAE BANK/MURRAY CERTIFICATE OF DEPOSIT DTD 10/24/2012 1.500% 10/24/2017 NON CALLABLE Account: 000004116019	100,000.000	100.0890	100,089.00	100,000.00	89.00	1,500.00	1.50%
STATE BANK INDIA ILLINOIS CERTIFICATE OF DEPOSIT DTD 09/17/2010 1.850% 09/17/2014 NON CALLABLE Account: 000004116019	75,000.000	101.0520	75,789.00	75,000.00	789.00	1,387.50	1.83%
TOTAL CASH & SHORT-TERM			**$1,313,176.86**	**$1,306,704.86**	**$6,472.00**	**$13,304.31**	**1.01%**
FIXED INCOME/LOW VOLATILITY							
U.S. government bonds							
UNITED STATES TREASURY NOTES DTD 02/15/2008 3.500% 02/15/2018 MOODYS: AAA S&P: N/A Account: 000004116019	100,000.000	108.5630	108,563 00	101,802.91	6,760 09	3,500 00	3.22%
UNITED STATES TREASURY NOTES DTD 05/15/2010 3.500% 05/15/2020 MOODYS: AAA S&P: N/A Account: 000004116019	100,000.000	107.8830	107,883.00	99,351.96	8,531 04	3,500.00	3.24%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	x CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CERTIFICATE OF DEPOSIT DTD 09/25/2013 2.100% 09/25/2018 NON CALLABLE Account: 000004116019	50,000.000	99.7600	49,880.00	50,000.00	-120.00	1,050.00	2.10%
CIT BK SALT LAKE CITY UTAH CERTIFICATE OF DEPOSIT DTD 02/21/2013 1.100% 02/21/2018 NON CALLABLE Account: 000004116019	75,000.000	98.5750	73,931.25	75,000 00	-1,068.75	825.00	1.12%
DISCOVER BANK CERTIFICATE OF DEPOSIT DTD 04/04/2012 1.000% 04/06/2015 NON CALLABLE Account: 000004116019	50,000.000	100.6300	50,315.00	50,000.00	315.00	500.00	0.99%
GE MONEY BANK CERTIFICATE OF DEPOSIT DTD 08/20/2010 1.900% 08/20/2014 NON CALLABLE Account: 000004116019	50,000.000	100.8310	50,415.50	50,000.00	415.50	950.00	1.88%
GE MONEY BANK CERTIFICATE OF DEPOSIT DTD 08/27/2010 2.150% 08/27/2015 NON CALLABLE Account: 000004116019	100,000.000	102.1120	102,112.00	100,000 00	2,112.00	2,150.00	2.11%
GOLDMAN SACHS BANK USA CERTIFICATE OF DEPOSIT DTD 07/05/2012 1.600% 07/05/2017 NON CALLABLE Account: 000004116019	25,000.000	101.0000	25,250.00	25,000.00	250 00	450.00	1.78%
GOLDMAN SACHS BANK USA							

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
CASH HELD OUTSIDE			89,308.39	89,308.39			
TOTAL CASH & SHORT-TERM			~~[illegible]~~	~~[illegible]~~	$0.00	$0.00	.00%
CASH & SHORT-TERM							
BMO PRIME MONEY MARKET CL I # 090							
Account: 000004116019	473,634 680	1.0000	473,634.68	473,634.68	0 00	56.84	0.01%
Account: 000004116027	36,786.470	1.0000	36,786.47	36,786.47	0.00	4.41	0.01%
BMO PRIME MONEY MARKET CL I # 090							
Account: 000004116035	20,044.080	1.0000	20,044.08	20,044.08	0.00	2.41	0.01%
Account: 000004116043	20,044.080	1.0000	20,044.08	20,044.08	0.00	2 41	0.01%
BMO PRIME MONEY MARKET CL I # 090							
Account: 000004116050	26,226.610	1.0000	26,226.61	26,226.61	0.00	3.15	0.01%
Account: 000004116050	26,226.610	1.0000	26,226.61	26,226.61	0.00	3.15	0.01%
TOTAL BMO PRIME MONEY MARKET CL I # 090	556,691.840	1.0000	556,691.84	556,691.84	0.00	66.81	
BMW BANK NORTH AMERICA CERTIFICATE OF DEPOSIT DTD 11/12/2010 2 000% 11/12/2015 NON CALLABLE							
Account: 000004116019	75,000.000	102.3870	76,790.25	75,000.00	1,790.25	1,500.00	1.95%
BMW BANK NORTH AMERICA CERTIFICATE OF DEPOSIT DTD 08/13/2010 2.350% 08/13/2015 NON CALLABLE							
Account: 000004116019	50,000 000	102.7140	51,357.00	50,000.00	1,357.00	1,175.00	2.29%
CIT BANK							

TAXABLE YEAR 2013
SECOND CHANCE FOUNDATION
59-2708392

FORM 990-PF

	Revenue & Expenses Per Books	Net Investment Income	Adjusted Net Income	Charitable Purposes
Statement 1 Form 990PF, Part I, Line 11 Other Income				
Excise Tax Refund 2012	$ 5,647			$ -
	$ 5,647	$ -	$ -	$ -
Statement 2 Form 990PF, Part I, Line 16b Accounting Fees				
Tax Preparation Fee	$ 300			$ 300
	$ 300	$ -	$ -	$ 300
Statement 3 Form 990PF, Part I, Line 16c Other Professional Fees				
Tax Preparation Fee	$ 32,261	$ 32,261		
	$ 32,261	$ 32,261	$ -	$ -
Statement 4 Form 990PF, Part I, Line 17 Interest				
Non-Investment Interest Expense	$ 9,999	$ 9,999		
	$ 9,999	$ 9,999	$ -	$ -

TAXABLE YEAR 2013
SECOND CHANCE FOUNDATION
59-2708392

FORM 990-PF

	Revenue & Expenses Per Books	Net Investment Income	Adjusted Net Income	Charitable Purposes
Statement 5				
Form 990PF, Part I, Line 18				
Taxes				
PR Taxes	121	121		
Foreign Taxes	50	50		
Federal Tax Payment - Prior Year	5,000			
Foreign Taxes on Qualified Investmts	1,067	1,067		
Foreign Taxes on Non-Qualified Investmts	$ 356	$ 356		
	$ 6,594	$ 1,594	$ -	$ -
Statement 6				
Form 990PF, Part I, Line 23				
Other Expenses				
Foreign Conversion Expense	2	2		
Administration	2581			2581
Website	700			700
Event Expense	1300			1300
Insurance	3387			3387
Filing Fees	144			144
Office Supplies	2038			2038
Membership Renewal	725			725
Other	$ 54			$ 54
	$ 10,931	$ 2	$ -	$ 10,929

TAXABLE YEAR 2013
SECOND CHANCE FOUNDATION
59-2708392

FORM 990-PF

Statement 7
Form 990PF, Part III, Line 3
Other increases not included in line 2

Basis Adjustment		114
Unrealized Gain		348,568
Intra-Period Sales - Beginning		4,331
Rounding		$ 15
	Total	$ 353,028

Statement 8
Form 990PF, Part III, Line 5
Other dncreases not included in line 2

Amortization		891
Return of Capital		214
Accrued Interest Paid		58
Adjustment for Prior Year Loan Payment		6,924
Wash Purchase Adjustment		32
Intra-Period Sales - Ending		$ 1,789
	Total	$ 9,908

TAXABLE YEAR 2013
SECOND CHANCE FOUNDATION
59-2708392

FORM 990-PF

Statement 9
Form 990PF, Part VI, Line 6
Payments

a 2013 estimated tax payments & 2012 over payment credited to 2013		3,660
b Exempt foreign organizations		-
c Tax paid with allplication of extension		8,729
d payment made with intital 2013 F990PF filing	$	802
Total	$	13,191

TAXABLE YEAR 2013
SECOND CHANCE FOUNDATION
59-2708392

FORM 990-PF

Statement 10
Form 990PF, Part VII, Line 12

During 2013, The Foundation distributed $160,000 to a Donor Advised Fund (DAF) at Fidelity Charitable Gift Fund. From the DAF, $154,000 was granted to qualified charities consistent with the Foundation's Charitable purposes. The Foundation uses the DAF for facilitating grant processing, verification of receiving organizations' qualification and programs, record keeping, and advice. All distributions to the DAF were treated as qualifiying distributions. The Foundation or disqualified person, had the advisory priviledges over the DAF.

TAXABLE YEAR 2013
SECOND CHANCE FOUNDATION
59-2708392

FORM 990-PF

Statement 11
Form 990PF, Part IX-A, Line 12
Facilities Support

Researched, maintained or developed opportunities for acquisiton, financing and refinancing of facilities for charitable organizations in need of special facilities and advisory support for four organizations. The Foundation's efforts helped to raise an aggregate of over $1,000,000 for two additional organizations.

Of the Foundation's investments, $490,265 were mortgage loans for specialized therapeutic facilities for supported charitable organizations.

Statement 12
Form 990PF, Part IX-A, Line 2
Holiday for Children/Homework Club

Engaged over 50 volunteers, raised funds and provided support for over 40 indigent families (over 100 children) selected by Lely Elementary School, with their holiday celebrations.

Provided 1 hour tutoring sessions 2 times per week for approximately 16 weeks to 29 third grade students at Lely Elementary School who read below grade level.

Provided 1 hour tutoring sessions 2 times per week for approximately 12 weeks to 39 third & fourth grade students at Calusa Park Elementary School who read below grade level.