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

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

2013

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

LUCY GOODING CHARITABLE FOUNDATION TRUST
POST OFFICE BOX 37349
JACKSONVILLE, FL 32236-7349

A Employer identification number
59-2891582

B Telephone number (see the instructions)
(904) 786-4796

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 104,250,100.

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

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 41,987,803.

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs) See, Stmt 1

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 2

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid Part XV

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ADMINISTRATIVE EXPENSES

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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		7,460,719.	4,554,649.	4,554,649.
	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 sch)				
		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)		7,465,507.	6,485,076.	6,406,198.
	b	Investments — corporate stock (attach schedule)		57,800,537.	60,214,305.	79,837,271.
	c	Investments — corporate bonds (attach schedule)		9,859,145.	13,357,614.	13,451,982.
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)		82,585,908.	84,611,644.	104,250,100.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable		6,017,000.	5,560,000.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		6,017,000.	5,560,000.	
FUND ASSETS OR BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		☐			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		☒			
	27	Capital stock, trust principal, or current funds		117,858,491.	117,858,491.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-41,289,583.	-38,806,847.	
	30	Total net assets or fund balances (see instructions)		76,568,908.	79,051,644.	
	31	Total liabilities and net assets/fund balances (see instructions)		82,585,908.	84,611,644.	

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	76,568,908.
2	Enter amount from Part I, line 27a	2	2,025,736.
3	Other increases not included in line 2 (itemize) <u>See Statement 3</u>	3	457,000.
4	Add lines 1, 2, and 3	4	79,051,644.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	79,051,644.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a VARIOUS		P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 41,987,803.		37,142,729.	4,845,074.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			4,845,074.
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	4,845,074.
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	4,845,074.

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 (column (b) divided by column (c))
2012	4,273,410.	89,538,677.	0.047727
2011	4,184,363.	89,134,110.	0.046945
2010	4,162,584.	84,862,493.	0.049051
2009	4,324,201.	78,620,603.	0.055001
2008	5,004,283.	89,139,916.	0.056140

2 Total of line 1, column (d)	2	0.254864
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	0.050973
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	96,198,708.
5 Multiply line 4 by line 3	5	4,903,537.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	63,074.
7 Add lines 5 and 6	7	4,966,611.
8 Enter qualifying distributions from Part XII, line 4	8	4,091,986.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	126,148.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	126,148.
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	126,148.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	140,000.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	140,000.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13,852.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 13,852. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1 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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL		
8 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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 <u>N/A</u>	13	X	
14	The books are in care of <u>BONNIE H. SMITH</u> Telephone no <u>(904) 786-4796</u> Located at <u>PO BOX 37349, JACKSONVILLE, FLORIDA</u> ZIP + 4 <u>32236-7349</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country			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
1 a	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 ☐	1 b	X
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?	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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)	2 b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	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)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4 b	X

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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)?

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

If 'Yes' to 6b, file Form 8870

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

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 (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
BONNIE H. SMITH POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 32.00	157,500.	0.	0.
ROBERT A. MILLS POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	30,000.	0.	0.
WILFORD C. LYON, JR. POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	30,000.	0.	0.
DAVID H. PEEK POST OFFICE BOX 37349 JACKSONVILLE, FL 32236-7349	Trustee 4.00	30,000.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

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 GRANT MAKING IS THE ONLY ACTIVITY.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 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	1 a	93,483,943.
b	Average of monthly cash balances	1 b	4,179,720.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	97,663,663.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	97,663,663.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	1,464,955.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	96,198,708.
6	Minimum investment return. Enter 5% of line 5	6	4,809,935.

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	4,809,935.
2 a	Tax on investment income for 2013 from Part VI, line 5	2 a	126,148.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	126,148.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	4,683,787.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,683,787.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	4,683,787.

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	1 a	4,091,986.
b	Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,091,986.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,091,986.

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				4,683,787.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 , 20 , 20		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	366,997.			
b From 2009	429,475.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	796,472.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 4,091,986.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				4,091,986.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	591,801.			591,801.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	204,671.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				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)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	204,671.			
10 Analysis of line 9				
a Excess from 2009	204,671.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

BAA

Form 990-PF (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)

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

Tax year	Prior 3 years			(e) Total
(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 of the person to whom applications should be addressed

See Statement 4

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

See Statement for Line 2a

c Any submission deadlines

See Statement for Line 2a

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

See Statement for Line 2a

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Statement 5				
Total			3 a	3,892,184.
b Approved for future payment See Statement 6				
Total			3 b	5,560,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	2,280,367.	
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	4,845,074.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				7,125,441.	
13	Total. Add line 12, columns (b), (d), and (e)				13	7,125,441.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Form 990-PF (2013)

LUCY GOODING CHARITABLE FOUNDATION TRUST

59-2891582

Statement 1
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAX-2012	\$ 49,688.			
EXCISE TAX-2013	140,000.			
FOREIGN TAX WITHHELD	54,610.	\$ 54,610.		
Total	\$ 244,298.	\$ 54,610.		\$ 0.

Statement 2
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
D & O INSURANCE	\$ 2,279.			\$ 2,279.
INVESTMENT FEES	701,546.	\$ 701,546.		
MEMBERSHIPS	8,225.			8,225.
OFFICE EXPENSE	556.			556.
SEMINAR	3,117.			3,117.
Total	\$ 715,723.	\$ 701,546.		\$ 14,177.

Statement 3
Form 990-PF, Part III, Line 3
Other Increases

CURRENT YEAR DECREASE IN GRANTS PAYABLE				\$ 457,000.
Total				\$ 457,000.

Statement 4
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:	LUCY GOODING CHARITABLE FOUNDATION TRUST
Name:	BONNIE H SMITH, MANAGING TRUSTEE
Care Of:	POST OFFICE BOX 37349
Street Address:	JACKSONVILLE, FL 32226-7349
City, State, Zip Code:	(904) 786-4796
Telephone:	bhsmith@bellsouth.net
E-Mail Address:	SEE STATEMENT 7
Form and Content:	SEPTEMBER 30 OF GRANT YEAR
Submission Deadlines:	LIMITED TO DUVAL, CLAY, BAKER, NASSAU AND ST. JOHNS
Restrictions on Awards:	COUNTIES IN FLORIDA WITH EMPHASIS ON ORGANIZATIONS THAT
	PROVIDE DIRECT BASIC SERVICES TO CHILDREN

LUCY GOODING CHARITABLE FOUNDATION TRUST

59-2891582

Statement 5
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ASS'N OF FUNDRAISING PROFESSIONALS PO BOX 43024 JACKSONVILLE, FL 32203	NONE		GENERAL SUPPORT	\$ 2,500.
BIG BROTHERS/BIG SISTERS 3100 UNIVERSITY BLVD. S # 120 JACKSONVILLE, FL 32216	NONE		MENTORING PROGRAMS	40,000.
THE BRIDGE OF NE FLORIDA 1824 PEARL STREET JACKSONVILLE, FL 32206	NONE		GENERAL SUPPORT-60K; EXPANDED AFTER- SCHOOL PROGRAMS-50K; LEADERSHIP GIFT-50K	160,000.
CAMPS:"I AM SPECIAL" 134 E. CHURCH STREET JACKSONVILLE, FL 32202	NONE		CAMP FOR DISABLED CHILDREN	25,000.
CATHOLIC CHARITIES 134 E. CHURCH STREET JACKSONVILLE, FL 32202	NONE		EMERGENCY ASSISTANCE FUND	60,000.
DEPAUL SCHOOL 3044 SOUTH SAN PABLO ROAD JACKSONVILLE, FL 32224	NONE		GENERAL SUPPORT	20,000.
DOWN SYNDROME ASSOCIATION 4600 BEACH BLVD. JACKSONVILLE, FL 32207	NONE		COMPUTER CLASSES	18,000.
DOWNTOWN ECUMENICAL COUNCIL 215 OCEAN STREET JACKSONVILLE, FL 32202	NONE		FOOD PANTRY	40,000.
GIRL SCOUTS 1000 SHEARER STREET JACKSONVILLE, FL 32205	NONE		CLASSROOM SCOUTING & HOUSING PROJECT TROOPS	50,000.
HOPE HAVEN CLINIC 4600 BEACH BLVD. JACKSONVILLE, FL 32207	NONE		SUPPORT OPERATIONS IN LBG LEARNING CTR	60,000.
HUBBARD HOUSE PO BOX 4909 JACKSONVILLE, FL 32201	NONE		DOMESTIC VIOLENCE SHELTER	60,000.

LUCY GOODING CHARITABLE FOUNDATION TRUST

59-2891582

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Found- ation Status	Purpose of Grant	Amount
JEWISH FAMILY & COMMUNITY 6262 DUPONT STATION CT, E. JACKSONVILLE, FL 32217	NONE		FOSTER CHILD PLACEMENT PROGRAM	\$ 25,000.
KIDS CAFE LUTHERAN SOC SVC 4615 PHILIPS HIGHWAY JACKSONVILLE, FL 32207	NONE		FOOD PROGRAM FOR CHILDREN	60,000.
N FL SCHOOL SPECIAL ED 223 MILL CREEK ROAD JACKSONVILLE, FL 32211	NONE		STUDENT SPEECH THERAPY	24,000.
SALVATION ARMY 328 N. OCEAN STREET JACKSONVILLE, FL 32202	NONE		AFTER SCHOOL PROGRAM-20K, GENERAL SUPPORT-40K,	60,000.
ST. VINCENTS FOUNDATION 1800 BARRS STREET JACKSONVILLE, FL 32203	NONE		MOBILE HEALTH OUTREACH PROGRAM FOR CHILDREN	300,000.
SULZBACHER HOMELESS CENTER 611 E. ADAMS STREET JACKSONVILLE, FL 32202	NONE		HOMELESS SHELTER GENERAL SUPPORT-60K; COMPUTER CENTER-35K	95,000.
COMMUNITY FOUNDATION 245 RIVERSIDE AVENUE, # 310 JACKSONVILLE, FL 32202	NONE		SUPPORT DONORS FORUM-35K, COMMUNITY SAFETY NET FUND-250K	285,000.
GIRLS ON THE RUN 2610 COUNTESS OF EGMONT ST FERNANDINA BEACH, FL 32034	NONE		AFTER SCHOOL PROGRAM	20,000.
JUNIOR ACHIEVEMENT 1801 ART MUSEUM DRIVE, #101 JACKSONVILLE, FL 32207	NONE		STUDENT FINANCE EDUCATION	50,000.
NONPROFIT CENTER 1300 RIVERPLACE BLVD., #320 JACKSONVILLE, FL 32207	NONE		GENERAL SUPPORT-37.5K ENDOWMENT FUND-50K	37,500.
WOLFSON CHILDREN'S HOSPITAL 841 PRUDENTIAL DRIVE #1300 JACKSONVILLE, FL 32207	NONE		PEDIATRIC NEUROSURGICAL CENTER	500,000.
UNITED WAY OF NE FLORIDA 1300 RIVERPLACE BLVD #500 JACKSONVILLE, FL 32203	NONE		FULL SERVICE SCHOOL PROGRAM	480,000.

LUCY GOODING CHARITABLE FOUNDATION TRUST

59-2891582

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
ASS'N OF SMALL FOUNDATION 1720 NORTH STREET NW WASHINGTON, DC 20036	NONE		GENERAL SUPPORT	\$ 10,000.
MALI VAI WASHINGTON KIDS FND 2933 NORTH MYRTLE AVE, #101 JACKSONVILLE, FL 32209	NONE		AFTER SCHOOL PROGRAMS	50,000.
BOYS & GIRLS CLUBS 1300 RIVERPLACE BLVD, #310 JACKSONVILLE, FL 32207	NONE		AFTER SCHOOL PROGRAMS	80,000.
BETTY GRIFFIN HOUSE POST OFFICE BOX 3319 ST. AUGUSTINE, FL 32085	NONE		DOMESTIC VIOLENCE SHELTER	25,000.
COMMUNITY CONNECTIONS POST OFFICE BOX 41086 JACKSONVILLE, FL 32203	NONE		GENERAL SUPPORT	45,000.
BEACHES EMERGENCY ASSISTANCE MINISTRY P O BOX 51372 JACKSONVILLE BEACH, FL 32240	NONE		EMERGENCY HOUSING ASSISTANCE	50,000.
GIRLS INC 1627 ROGERO RD JACKSONVILLE, FL 32211	NONE		GIRLS' AFTER SCHOOL SUPPORT	27,944.
GREENWOOD SCHOOL 9920 REGENCY SQ BLVD JACKSONVILLE, FL 32225	NONE		GUIDANCE COUNSELOR	25,000.
POLICE ATHLETIC LEAGUE PO BOX 12256 JACKSONVILLE, FL 32209	NONE		COMMUNICATION SYSTEM, SPRINKLER SYSTEM, VAN REPAIR	300,000.
PRESBYTERIAN SOCIAL MINISTRY 1016 OAK ST JACKSONVILLE, FL 32204	NONE		CLOTHING WAREHOUSE	25,000.
PROJECT SOS 6850 BELFORT OAKS PL JACKSONVILLE, FL 32216	NONE		HEALTH & MENTORING PROGRAM	30,000.
QUIGLEY HOUSE PO BOX 142 ORANGE PARK, FL 32067	NONE		SUPPORT DOMESTIC VIOLENCE SHELTER	53,045.

LUCY GOODING CHARITABLE FOUNDATION TRUST

59-2891582

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
DLC NURSE AND LEARN 4101-1 COLLEGE ST JACKSONVILLE, FL 32205	NONE		GENERAL SUPPORT	\$ 30,000.
BARNABUS CENTER, INC. 11 SOUTH 11TH STREET FERNANDINA BEACH, FL 32034	NONE		EMERGENCY HOUSING ASSISTANCE-455K, CAPITAL CAMPAIGN-200K	245,000.
MICAH'S PLACE P.O. BOX 16287 FERNANDINA BEACH, FL 32035	NONE		DOMESTIC VIOLENCE SHELTER	35,000.
ALL SAINTS EARLY LEARNING 4171 HENDRICKS AVENUE JACKSONVILLE, FL 32207	NONE		SPECIAL NEEDS PRESCHOOL	15,000.
COMMUNITIES IN SCHOOLS 1 RIVERSIDE AVE., #440 JACKSONVILLE, FL 32202	NONE		EARLY LITERACY PROGRAM	30,000.
CARPENTER'S SHOP CENTER 1601 UNIVERSITY BLVD N JACKSONVILLE, FL 32211	NONE		AFTER SCHOOL PROGRAM	6,000.
SEAMARK RANCH 1 SAN JOSE PLACE, STE 31 JACKSONVILLE, FL 32257	NONE		OPERATING COSTS FOR YOUTH HOME	30,000.
MANAGED ACCESS TO CHILD HEALTH 910 N JEFFERSON ST JACKSONVILLE, FL 32209	NONE		MEDICAL INITIATIVE FOR HOMELESS OR REFUGEE CHILDREN	102,000.
METRO KIDS KONNECTION 5010 CLEVELAND RD, STE 246 JACKSONVILLE, FL 32209	NONE		AFTER SCHOOL AND SUMMER PROGRAM	15,000.
MANAGED ACCESS TO CHILD HEALTH 910 N JEFFERSON ST JACKSONVILLE, FL 32209	NONE		MEDICAL INITIATIVE FOR REFUGEE CHILDREN	25,000.
HAVEN HORSE RANCH 7333 COUNTY ROAD 208 ST. AUGUSTINE, FL 32033	NONE		THERAPEUTIC RIDING	5,000.
JACKSONVILLE SPEECH AND HEARING 1128 N LAURA STREET JACKSONVILLE, FL 32206	NONE		GENERAL SUPPORT	20,695.

LUCY GOODING CHARITABLE FOUNDATION TRUST

59-2891582

Statement 5 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
MARATHON HIGH 2610 COUNTESS OF EGMONT FERNANDINA BEACH, FL 32034	NONE		HIGH SCHOOL RUNNING PROGRAM	\$ 5,500.
DIGNITY U WEAR 136 NORTH MYRTLE AVENUE JACKSONVILLE, FL 32204	NONE	PUBLIC	ROOF REPLACEMENT	135,000.
Total				<u>\$ 3,892,184.</u>

Statement 6
Form 990-PF, Part XV, Line 3b
Recipient Approved for Future Payment

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
UNITED WAY OF NE FLORIDA 1300 RIVERPLACE BLVD #500 JACKSONVILLE, FL 32203	NONE		FULL SERVICE SCHOOL SITE	\$ 480,000.
WOLFSON CHILDREN'S HOSPITAL 841 PRUDENTIAL DRIVE #1300 JACKSONVILLE, FL 32207	NONE		PEDIATRIC NEUROSURGICAL CENTER/ENDOWMENT	2,750,000.
ST. VINCENTS FOUNDATION 1800 BARRS STREET JACKSONVILLE, FL 32203	NONE		MOBILE HEALTH OUTREACH PRGRAM FOR CHILDREN	1,500,000.
THE BRIDGE OF NE FLORIDA 1824 PEARL STREET JACKSONVILLE, FL 32206	NONE		EXPANDED AFTER SCHOOL PROGRAMS	50,000.
COMMUNITY FOUNDATION 245 RIVERSIDE AVENUE, #310 JACKSONVILLE, FL 32202	NONE		SUPPORT DONORS' FORUM	280,000.
POLICE ATHLETIC LEAGUE P O BOX 12256 JACKSONVILLE, FL 32209	NONE		ATHLETIC FIELD IMPROVEMENTS	500,000.
Total				<u>\$ 5,560,000.</u>

The Lucy Gooding Charitable Foundation Trust

Bonnie H. Smith, Trustee

Post Office Box 37349

Jacksonville, FL 32236-7349

Phone no. (904) 786-4796 FAX no. (904) 786-4796

email: bhsmith@bellsouth.net

PLEASE DO NOT USE ANY POSTAL SERVICES THAT REQUIRE A SIGNATURE FOR RECEIPT.

DO NOT SUBMIT GRANT VIA EMAIL.

REQUEST FOR GRANT

Name of Organization: _____

Contact Person and Title: _____

Address: _____

Phone number: _____ **FAX Number:** _____ **Website:** _____

(Including extension)

Current United Way Agency _____ **Yes? Or** _____ **No? Jacksonville Children Commission** _____ **Yes? Or** _____ **No?**

AMOUNT REQUESTED: _____

THE FOLLOWING ATTACHMENTS SHOULD BE INCLUDED WITH THIS APPLICATION:

1. A full description of the charitable purpose for which the funds are requested. This detail should not exceed two pages and should **indicate the number of recipients affected.**
2. A budget of the project to be funded. This budget detail should not exceed one page.
3. List any other funding sources for this request.
4. The names and affiliations of the Board of Directors or Trustees responsible for managing the organization.
5. A copy of the most recent letter of exemption from the Internal Revenue Service verifying that the organization is exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code and classifying your organization as "not a private foundation" under Section 509 (a) of the Internal Revenue Code.
6. A copy of the most current Internal Revenue Service Form 990, Return of Organization Exempt from Tax.
7. A copy of your financial statement for your most recently completed fiscal year-audited, if available.
8. A statement that the organization' s tax exempt status under Internal Revenue Code Section 501 (c) (3) and the status under Section 509 (a) have not been revoked or modified.
9. A statement that the organization will furnish, upon request of this Foundation, reports showing how the grant funds were spent. The grant funds must be used solely for the purposes for which the grant is sought.
10. A statement regarding how you will evaluate your project? How will you measure results?
11. A statement providing some history, program activities, development efforts, objectives, etc. of the organization.

Grant requests must be received by SEPTEMBER 30 of the grant year. **Only one copy is required but it must be a paper copy. Electronically submitted grants will not be accepted.** Grant requests will not be returned. Trustee action is final upon the application as presented.

Signature of individual authorized to act for
applicant organization

Print name and title/position

Date of Request

(Revised 11/16/2013)

Statement 7

Holdings by Product

As of Close of Business 12/31/2013



Bank of America Corporation

Cash Balance (Settled and Unsettled)

30,518 0 03

Money Accounts

Security	Security Description	Market Value(\$)	% of Portfolio
98996913	BIF MONEY FUND	3,411,062	3 30
990206914	ISA BANK OF AMERICA	194	0 00
990189912	ISA CIT BANK	163	0 00
Total Money Accounts		3,411,419	3.30
		778,447	
		4,189,866	

+ < M A o/c

Stocks & Related

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
ABT	ABBOTT LABS	A-2-7	8,847	38 33	339,106	0 33
ABV	ABBVIE INC SHS	B-1-7	7,791	52 81	411,443	0 40
ACN	ACCENTURE PLC SHS	A-2-7	1,281	82 22	105,324	0 10
ACE	ACE LIMITED	B-1-7	4,838	103 53	500,878	0 48
ATVI	ACTIVISION BLIZZARD INC	C-2-9	4,931	17 83	87,920	0 09
ADT	ADT CORP SHS		1,179	40 47	47,714	0 05
AFL	AFLAC INC COM	B-1-7	1,146	66 80	76,553	0 07
A	AGILENT TECHNOLOGIES INC	B-1-7	1,176	57 19	67,255	0 07
AGU	AGRIUM INC	C-1-7	204	91 48	18,662	0 02
APD	AIR PRODUCTS&CHEM	B-3-7	2,743	111 78	306,613	0 30
AKZOY	AKZO NOBEL N V SPNSD ADR	B-3-7	2,250	25 87	58,208	0 06
ALB	ALBEMARLE CORP COM	B-2-7	2,370	63 39	150,234	0 15
Y	ALLEGHANY CORP DEL COM		242	399 96	96,790	0 09
ADS	ALLIANCE DATA SYS CORP		964	262 93	253,465	0 25
ALL	ALLSTATE CORP DEL COM	B-1-7	2,857	54 54	155,821	0 15
MO	ALTRIA GROUP INC	B-2-7	8,976	38 39	344,589	0 33
AMZN	AMAZON COM INC COM	B-1-9	322	398 79	128,410	0 12
AXP	AMER EXPRESS COMPANY	B-1-7	12,044	90 73	1,092,752	1 06
ACC	AMERICAN CAMPUS CMNTYS INC	B-1-7	2,243	32 21	72,247	0 07
AMT	AMERICAN TOWER REIT INC (HLDG CO) SHS	B-1-7	1,000	79 82	79,820	0 08
AMP	AMERIPRISE FINL INC		2,105	115 05	242,180	0 23
AEP	AMN ELEC POWER CO	A-1-7	3,079	46 74	143,912	0 14
APC	ANADARKO PETE CORP	C-1-7	748	79 32	59,331	0 06
BUD	ANHEUSER-BUSCH INBEV ADR	A-2-7	2,505	106 46	266,682	0 26
AON	AON PLC	B-2-7	1,996	83 89	167,444	0 16
AAPL	APPLE INC	C-2-7	2,285	561 02	1,281,931	1 24
AMAT	APPLIED MATERIAL INC	C-2-7	8,860	17 68	156,645	0 15
ARKAY	ARKEMA ADR	B-1-7	475	116 85	55,504	0 05

Accounts included in this report* Please refer to the Account List for accounts included in this report

For Informational Purposes Only - Account Statement is Official Record of Holdings, Balances and Security Values

Report created March 12, 2014
for LUCY B GOODING CHARITABLE FOUNDATION

Holdings by Product

As of Close of Business 12/31/2013



Bank of America Corporation

Stocks & Related

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
ASML	ASML HLDG NV NY REG SHS		2,391	93.70	224,037	0.22
ASAZY	ASSA ABLOY AB ADR		2,439	26.45	64,512	0.06
ASBFY	ASSOC BRIT FOODS ADR NEW	A-2-7	1,005	40.66	40,863	0.04
AZN	ASTRAZENECA PLC SPND ADR	B-2-7	2,596	59.37	154,125	0.15
T	AT&T INC	A-2-7	18,583	35.16	653,378	0.63
ATASY	ATLANTIA SPA SHS		5,371	11.21	60,209	0.06
ADP	AUTOMATIC DATA PROC	B-1-7	1,456	80.80	117,643	0.11
AVB	AVALONBAY COMMUN INC REIT	B-1-7	409	118.23	48,356	0.05
BIDU	BAIDU INC SPON ADR	C-1-9	185	177.88	32,908	0.03
BK	BANK NEW YORK MELLON CORP	B-2-7	18,693	34.94	653,133	0.63
BNS	BANK OF NOVA SCOTIA	B-1-7	510	62.55	31,901	0.03
BCS	BARCLAYS PLC ADR	C-1-7	2,285	18.13	41,427	0.04
ABX	BARRICK GOLD CORPORATION	C-2-8	8,583	17.63	151,318	0.15
BASFY	BASF SE SPONSORED ADR	B-2-7	380	107.79	40,960	0.04
BAX	BAXTER INTERNTL INC	B-1-7	517	69.55	35,957	0.03
BAYRY	BAYER AG SP ADR	B-1-7	965	142.00	137,030	0.13
BAMXY	BAYERISCHE MOTORENWERKE AG BMW SHS		1,919	39.43	75,666	0.07
BBBY	BED BATH & BEYOND INC	B-1-9	4,899	80.30	393,390	0.38
BRKB	BERKSHIRE HATHAWAY INC DEL CL B NEW		3,948	118.56	468,075	0.45
BRGY	BG GROUP PLC SPON ADR	B-2-7	2,055	21.69	44,573	0.04
BHP	BHP BILLITON LTD ADR	A-1-7	5,661	68.20	386,080	0.37
BIIB	BIOMARIN PHARMACEUTICALS	B-1-9	370	279.57	103,442	0.10
BMRN	BIOMARIN PHARMACEUTICALS	C-1-9	1,399	70.35	98,420	0.10
BLK	BLACKROCK INC	B-1-7	1,105	316.47	349,699	0.34
BNPQY	BNP PARIBAS SPONSORD ADR	B-1-7	2,357	39.20	92,394	0.09
BA	BOEING COMPANY	B-1-7	2,002	136.49	273,253	0.26
BMBLY	BRAMBLES LTD SHS		2,246	17.64	39,619	0.04
BMV	BRISTOL-MYERS SQUIBB CO	A-2-7	16,680	53.15	886,542	0.86
BTI	BRITISH AMN TOBACO SPADR	A-1-7	604	107.42	64,882	0.06
BAM	BROOKFIELD ASSET MGMT INC CL A		2,856	38.83	110,898	0.11
BZLFY	BUNZL PLC ADR		3,245	24.06	78,075	0.08
CA	CA INC		3,836	33.65	129,081	0.12
CAM	CAMERON INTL CORP	C-1-9	607	59.53	36,135	0.03
CNQ	CANADIAN NATURAL RES LTD	B-1-7	7,135	33.84	241,448	0.23

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CP	CANADIAN PACIFIC RAILWAY LTD	B-1-7	689	151.32	104,259	0.10
CAJ	CANON INC ADR REP5SH	A-1-7	759	32.00	24,288	0.02
COF	CAPITAL ONE FINL	C-1-7	2,466	76.61	188,920	0.18
CABGY	CARLSBERG AS SPONSOREDAD		1,432	22.10	31,647	0.03
KMX	CARMAX INC	C-1-9	876	47.02	41,190	0.04
CCL	CARNIVAL CORP PAIRED SHS	B-2-7	3,080	40.17	123,724	0.12
CAT	CATERPILLAR INC DEL	B-1-7	2,581	90.81	234,381	0.23
CELG	CELGENE CORP COM	B-1-9	511	168.97	86,343	0.08
CVE	CENOVUS ENERGY INC	B-1-7	774	28.65	22,175	0.02
CF	CF INDLS HLDGS INC	C-1-7	251	233.04	58,493	0.06
CHKP	CHECK POINT SOFTWARE TECH	C-1-9	2,759	64.50	177,953	0.17
CVX	CHEVRON CORP	A-2-7	12,565	124.91	1,569,494	1.52
CHL	CHINA MOBILE LTD SPN ADR	A-3-8	1,151	52.29	60,186	0.06
CB	CHUBB CORP	A-2-7	3,539	96.63	341,974	0.33
CFRUY	CIE FINANCIERE RICHEMONT SA SHS		6,566	10.00	65,660	0.06
CIOXY	CIELO S A SPONSORED ADR		979	28.00	27,412	0.03
CINF	CINN FINCL CRP OHIO		2,261	52.37	118,409	0.11
CSCO	CISCO SYSTEMS INC COM	B-1-7	9,538	22.43	213,937	0.21
CIT	CIT GROUP INC NEW	C-1-7	2,435	52.13	126,937	0.12
C	CITIGROUP INC COM NEW	B-1-7	11,054	52.11	576,024	0.56
CEO	CNOOC LTD ADR	C-3-7	134	187.66	25,146	0.02
COH	COACH INC	C-2-7	564	56.13	31,657	0.03
KO	COCA COLA COM	A-1-7	30,954	41.31	1,278,710	1.24
CMCSA	COMCAST CORP NEW CL A	A-1-7	5,812	51.97	302,021	0.29
CMCSK	COMCAST CRP NEW CL A SPL	A-1-7	9,234	49.88	460,592	0.45
CMA	COMERICA INC COM	B-2-7	2,188	47.54	104,018	0.10
COP	CONOCOPHILLIPS	B-3-7	15,307	70.65	1,081,440	1.05
GLW	CORNING INC	C-1-7	10,727	17.82	191,155	0.19
CXW	CORRECTIONS CORP OF AMER		3,478	32.07	111,539	0.11
CJREF	CORUS ENTMT INC CL B N V		1,401	24.21	33,914	0.03
COST	COSTCO WHOLESALE CRP DEL	B-1-7	3,605	119.02	429,067	0.42
COV	COVIDIEN PLC SHS NEW	B-1-7	1,997	68.10	135,996	0.13
CCI	CROWN CASTLE INTL CORP	B-1-9	1,676	73.43	123,069	0.12
CFR	CULLEN FRST BKRS PV\$0.01		1,142	74.43	84,999	0.08
CVS	CVS CAREMARK CORP	B-1-7	13,385	71.57	957,964	0.93
DHTMY	DAIHATSU MOTOR UNSPOND ADR		757	33.80	25,587	0.02

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DKILY	DAIKIN INDUSTRIES LTD SHS		389	124.94	48,602	0.05
DWAHY	DAIWA HOUSE IND LTD ADR		290	194.18	56,312	0.05
DHR	DANAHER CORP DEL COM	B-2-7	2,259	77.20	174,395	0.17
DE	DEERE CO	B-2-7	3,896	91.33	355,822	0.34
DAL	DELTA AIR LINES INC	C-1-7	2,436	27.47	66,917	0.06
DBOEY	DEUTSCHE BOERSE AG SHS		5,465	8.25	45,086	0.04
DEO	DIAGEO PLC SPSD ADR NEW	A-1-7	6,002	132.42	794,785	0.77
DFS	DISCOVER FINL SVCS	C-1-7	1,778	55.95	99,479	0.10
DISCA	DISCOVERY COMMUNICATN INC SERIES A	C-1-9	1,156	90.42	104,526	0.10
DIS	DISNEY (WALT) CO COM STK	B-1-7	4,709	76.40	359,768	0.35
DG	DOLLAR GENERAL CORP	B-1-9	576	60.32	34,744	0.03
D	DOMINION RES INC NEW VA	A-1-7	10,173	64.69	658,091	0.64
DOW	DOW CHEMICAL CO	C-2-7	3,472	44.40	154,157	0.15
DD	DU PONT E I DE NEMOURS	B-2-7	11,289	64.97	733,446	0.71
DUK	DUKE ENERGY CORP NEW	A-3-7	3,254	69.01	224,559	0.22
EMC	E M C CORPORATION MASS	C-1-7	3,491	25.15	87,799	0.08
ETN	EATON CORP PLC	B-1-7	3,453	76.12	262,842	0.25
EBAY	EBAY INC COM	B-1-9	1,096	54.87	60,132	0.06
ECL	ECOLAB INC	A-1-7	636	104.27	66,316	0.06
EIX	EDISON INTL CALIF	A-1-7	939	46.30	43,476	0.04
EW	EDWARDS LIFSCIENCES CRP	C-2-9	1,273	65.76	83,712	0.08
EMR	EMERSON ELEC CO	B-2-7	1,946	70.18	136,570	0.13
ENB	ENBRIDGE INC COM		6,507	43.68	284,226	0.28
E	ENI S P A SPONSORED ADR	A-1-7	776	48.49	37,628	0.04
ESV	ENSCO PLC SHS CL A	B-1-7	1,803	57.18	103,096	0.10
EOG	EOG RESOURCES INC	B-1-7	2,094	167.84	351,457	0.34
ERIC	ERICSSON AMERICAN SEK 10 NEW	C-3-7	4,276	12.24	52,338	0.05
EADSY	EUROPEAN AERONAUTIC DEFENCE AND SPACE ADR		2,460	19.15	47,109	0.05
EUTLY	EUTELSAT COMMUNICATIONS ADR		5,109	7.75	39,595	0.04
EXPGY	EXPERIAN PLC SP ADR	B-2-7	1,069	18.43	19,702	0.02
ESRX	EXPRESS SCRIPTS HLDG CO	B-1-9	3,623	70.24	254,480	0.25
XOM	EXXON MOBIL CORP COM	A-1-7	12,308	101.20	1,245,570	1.21
FDO	FAMILY DOLLAR STORES	B-3-7	1,606	64.97	104,342	0.10
FANUY	FANUC LTD-UNSP		2,393	30.71	73,489	0.07
FII	FEDERATED INVESTRS B	B-3-7	3,939	28.80	113,443	0.11

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FDX	FEDEX CORP DELAWARE COM	B-1-7	1,037	143.77	149,089	0.14
FIS	FIDELITY NATL INFO SVCS INC	N/A	1,615	53.68	86,693	0.08
FITB	FIFTH THIRD BANCORP	B-2-7	18,833	21.03	396,058	0.38
F	FORD MOTOR CO	C-1-7	15,195	15.43	234,459	0.23
XFMKF	FRAC KINDER MORGAN MGMT		133,133	0.00	93	0.00
BEN	FRANKLIN RES INC	B-1-7	2,745	57.73	158,469	0.15
FCX	FREERT-MCMRAN CPR & GLD	C-1-7	3,902	37.74	147,261	0.14
FSNUY	FRESENIUS SE& CO-SPN ADR		1,136	19.35	21,977	0.02
GE	GENERAL ELECTRIC	B-1-7	40,957	28.03	1,148,025	1.11
GIS	GENERAL MILLS	B-2-7	5,452	49.91	272,109	0.26
GM	GENERAL MOTORS CO COMMON SHARES	C-1-9	3,854	40.87	157,513	0.15
GD	GENL DYNAMICS CORP COM	B-1-7	1,338	95.55	127,846	0.12
GILD	GILEAD SCIENCES INC COM	B-1-9	1,799	75.10	135,105	0.13
GVDNY	GIVAUDAN SA UNSP ADR		2,674	28.62	76,530	0.07
GSK	GLAXOSMITHKLINE PLC ADR	A-1-7	2,707	53.39	144,527	0.14
GS	GOLDMAN SACHS GROUP INC	B-2-7	454	177.26	80,476	0.08
GOOG	GOOGLE INC CL A	A-1-9	920	1,120.71	1,031,053	1.00
GBOOY	GRUPO FIN BANORTE-SPON ADR		748	35.04	26,210	0.03
HOG	HARLEY DAVIDSON INC WIS		1,533	69.24	106,145	0.10
HRS	HARRIS CORP DEL		2,114	69.81	147,578	0.14
HAS	HASBRO INC COM		3,043	55.01	167,395	0.16
HTS	HATTERAS FINL CORP	B-3-8	2,897	16.34	47,337	0.05
HENOY	HENKEL AG & CO KGAA SP ADR	B-1-7	613	116.68	71,525	0.07
HPQ	HEWLETT PACKARD CO DEL	B-2-7	2,065	27.98	57,779	0.06
HD	HOME DEPOT INC	A-1-7	8,094	82.34	666,460	0.65
HON	HONEYWELL INTL INC DEL	B-1-7	6,158	91.37	562,656	0.54
HSBC	HSBC HLDG PLC SP ADR	A-2-7	3,068	55.13	169,139	0.16
IAPLY	ICAP PLC SPONSORED ADR		1,552	15.17	23,544	0.02
IBN	ICICI BANK LTD SPD ADR	C-1-7	674	37.17	25,053	0.02
IDCBY	INDUSTRL AND COMMRCCL BNK OF CHN		2,313	13.58	31,411	0.03
IFJPY	INFORMA PLC-SP		3,120	18.98	59,218	0.06
INTC	INTEL CORP	A-1-7	29,882	25.96	775,587	0.75
IBM	INTL BUSINESS MACHINES CORP IBM	B-2-7	4,018	187.57	753,656	0.73
IP	INTL PAPER CO	C-2-7	5,922	49.03	290,356	0.28

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INTU	INTUIT INC COM	B-1-7	1,114	76 32	85,020	0 08
ISRG	INTUITIVE SURGICAL INC NEW	C-1-9	166	384 08	63,757	0 06
IVZ	INVESCO LTD	C-1-7	2,873	36 40	104,577	0 10
IRM	IRON MOUNTAIN INC NEW		3,860	30 35	117,151	0 11
ITC	ITC HLDGS CORP		690	95 82	66,116	0 06
JMHLY	JARDINE MATHESON HD UNSP ADR		889	52 81	46,948	0 05
JNJ	JOHNSON AND JOHNSON COM	A-2-7	10,755	91 59	985,050	0 95
JCI	JOHNSON CONTROLS INC	C-2-7	3,306	51 30	169,598	0 16
JPM	JPMORGAN CHASE & CO	B-1-7	31,951	58 48	1,868,494	1 81
KDDIY	KDDI CORP SHS		2,381	15 44	36,763	0 04
KMB	KIMBERLY CLARK	A-2-7	2,140	104 46	223,544	0 22
KMI	KINDER MORGAN INC DEL	C-2-7	11,386	36 00	409,896	0 40
KMR	KINDER MORGAN MANAGEMENT LLC	B-1-7	1,732	75 66	131,043	0 13
KMTUY	KOMATSU NEW NEW SPNSDADR	B-3-7	1,657	20 58	34,101	0 03
AHONY	KONINKLIJKE AHOLD NV ADR	A-1-7	3,932	18 01	70,815	0 07
KRFT	KRAFT FOODS GROUP INC SHS	B-1-7	2,338	53 91	126,042	0 12
LRLCY	L OREAL CO ADR	A-3-7	1,137	35 15	39,966	0 04
LH	LABORATORY CP AMER HLDGS	B-2-9	2,162	91 37	197,542	0 19
LDBKY	LADBROKES PLC SPON ADR	B-2-7	6,305	2 95	18,600	0 02
EL	LAUDER ESTEE COS INC A	B-1-7	1,953	75 32	147,100	0 14
LNEGY	LINDE AG SHS SP ADR		3,959	21 00	83,151	0 08
JSGRY	LIXIL GROUP CORPORATION ADR		867	55 09	47,763	0 05
LYG	LLOYDS BANKING GROUP PLC ADR	B-1-9	12,465	5 32	66,314	0 06
LMT	LOCKHEED MARTIN CORP	B-2-7	1,222	148 66	181,663	0 18
L	LOEWS CORP		4,677	48 24	225,618	0 22
LO	LORILLARD INC	C-2-7	8,570	50 68	434,328	0 42
LOW	LOWE'S COMPANIES INC	B-1-7	4,152	49 55	205,732	0 20
LYB	LYONDELLBASELL INDUSTRIE	C-1-7	3,327	80 28	267,092	0 26
M	MACYS INC	C-1-7	2,945	53 40	157,263	0 15
MKTAY	MAKITA CORP SPOND ADR		869	53 00	46,057	0 04
MRO	MARATHON OIL CORP	B-2-7	10,767	35 30	380,075	0 37
MPC	MARATHON PETROLEUM CORP	C-2-7	2,298	91 73	210,796	0 20
MAT	MATTEL INC COM		3,207	47 58	152,589	0 15
MKC	MC CORMICK NON VTG		1,027	68 92	70,781	0 07

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MCD	MCDONALDS CORP COM	B-1-7	7,419	97 03	719,866	0 70
MWV	MEADWESTVACO CORP	B-1-7	7,853	36 93	290,011	0 28
MDLAY	MEDIOLANUM SPA SHS		2,509	17 45	43,782	0 04
MDT	MEDTRONIC INC COM	A-1-7	1,815	57 39	104,163	0 10
MRK	MERCK AND CO INC SHS	A-1-7	17,378	50 05	869,769	0 84
MET	METLIFE INC COM	B-1-7	9,498	53 92	512,132	0 50
KORS	MICHAEL KORS HLDGS LTD SHS		941	81 19	76,400	0 07
MSFT	MICROSOFT CORP	B-3-7	27,434	37 41	1,026,306	0 99
MHK	MOHAWK INDUSTRIES INC		269	148 90	40,054	0 04
TAP	MOLSON COOR BREW CO CL B	B-3-7	2,509	56 15	140,880	0 14
MDLZ	MONDELEZ INTERNATIONAL INC	B-1-7	8,463	35 30	298,744	0 29
MON	MONSANTO CO NEW DEL COM	B-1-7	2,633	116 55	306,876	0 30
MS	MORGAN STANLEY	B-2-7	4,309	31 36	135,130	0 13
MSI	MOTOROLA SOLUTIONS INC		3,844	67 50	259,470	0 25
NCR	NCR CORP NEW		1,509	34 06	51,397	0 05
NSRGY	NESTLE S A REP RG SH ADR	A-1-7	4,324	73 59	318,203	0 31
NGD	NEW GOLD INC CDA	C-1-9	4,500	5 24	23,580	0 02
NWSA	NEW NEWSCORP LLC SHS GLA	C-2-9	693	18 02	12,488	0 01
NWL	NEWELL RUBBERMAID INC	C-1-7	4,568	32 41	148,049	0 14
NEU	NEWMARKET CORP		361	334 15	120,628	0 12
NEM	NEWMONT MINING CORP	B-2-7	3,300	23 03	75,999	0 07
NEE	NEXTERA ENERGY INC SHS	A-1-7	5,900	85 62	505,158	0 49
NLSN	NIELSEN HOLDINGS B V	C-1-7	1,904	45 89	87,375	0 08
NBL	NOBLE ENERGY INC	B-2-7	1,276	68 11	86,908	0 08
NKRKY	NOKIAN TYRES OYJ-UNSPON		1,332	23 98	31,941	0 03
NRBAY	NORDEA BANK AB-SPON ADR NORDEA BANK AB		4,966	13 51	67,091	0 06
NSC	NORFOLK SOUTHERN CORP	A-2-7	1,686	92 83	156,511	0 15
NU	NORTHEAST UTILITIES COM	N/A	3,940	42 39	167,017	0 16
NOC	NORTHROP GRUMMAN CORP	B-2-7	3,918	114 61	449,042	0 43
NVS	NOVARTIS ADR	A-2-7	3,433	80 38	275,945	0 27
NVO	NOVO NORDISK A S ADR	A-2-7	1,685	184 76	311,321	0 30
ORLY	O'REILLY AUTOMOTIVE INC	B-1-9	653	128 71	84,048	0 08
OXY	OCCIDENTAL PETE CORP CAL	B-1-7	10,400	95 10	989,040	0 96
OKE	ONEOK INC (OKLAHOMA)		1,339	62 18	83,259	0 08
ORCL	ORACLE CORP \$0 01 DEL	B-1-7	7,965	38 26	304,741	0 30
PCAR	PACCAR INC	B-2-7	1,712	59 17	101,299	0 10

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PKG	PACKAGING CORP AMERICA	B-1-7	994	63 28	62,900	0 06
PTNR	PARTNER COMMUNICTNS ADR	N/A	4,816	9 38	45,174	0 04
PAYX	PAYCHEX INC	A-2-7	2,358	45 53	107,360	0 10
PEP	PEPSICO INC	A-1-7	4,225	82 94	350,422	0 34
PDRDY	PERNOD-RICARD SA-UNSPON		1,783	22 72	40,510	0 04
PGSVY	PETROLEUM GEO SVS SP ADR	B-3-7	1,885	11 73	22,104	0 02
PFE	PFIZER INC	A-1-7	38,671	30 63	1,184,493	1 15
PM	PHILIP MORRIS INTL INC	B-1-7	14,298	87 13	1,245,785	1 21
PSX	PHILLIPS 66 SHS	C-2-7	4,528	77 13	349,245	0 34
PNC	PNC FINCL SERVICES GROUP	B-1-7	4,566	77 58	354,230	0 34
PPG	PPG INDUSTRIES INC SHS	B-1-7	689	189 66	130,676	0 13
PX	PRAXAIR INC	B-3-7	3,216	130 03	418,176	0 40
PCP	PRECISION CASTPARTS	B-1-7	815	269 30	219,480	0 21
PG	PROCTER & GAMBLE CO	A-1-7	10,516	81 41	856,108	0 83
PGR	PROGRESSIVE CRP OHIO	B-2-7	9,416	27 27	256,774	0 25
PRU	PRUDENTIAL FINANCIAL INC	B-2-7	4,624	92 22	426,425	0 41
PUK	PRUDENTIAL PLC ADR	B-1-7	2,417	45 00	108,765	0 11
PEG	PUB SVC ENTERPRISE GRP	A-2-7	3,978	32 04	127,455	0 12
PSA	PUBLIC STORAGE \$0 10 REIT	B-1-7	450	150 52	67,734	0 07
PUBGY	PUBLICIS GROUPE SPON ADR	A-1-7	1,910	22 97	43,873	0 04
QCOM	QUALCOMM INC	C-2-7	4,241	74 25	314,894	0 30
RRC	RANGE RESOURCES CORP DEL	C-1-7	1,929	84 31	162,634	0 16
RTN	RAYTHEON CO DELAWARE NEW	A-2-7	5,190	90 70	470,733	0 46
RDEIY	RED ELECTRICA CORP UNSPN ADR		3,793	13 05	49,499	0 05
RUK	REED ELSEVIER P L C SPONSORED ADR NEW	N/A	1,244	60 05	74,702	0 07
RGC	REGAL ENTMT GROUP CL A		7,918	19 45	154,005	0 15
RF	REGIONS FINL CORP	B-1-7	7,479	9 89	73,967	0 07
REXMY	REXAM PLC SHS ADR	A-1-7	1,542	44 21	68,172	0 07
RAI	REYNOLDS AMERICAN INC	B-2-7	5,383	49 99	269,096	0 26
RHHBY	ROCHE HLDG LTD SPN ADR	B-1-7	5,268	70 20	369,814	0 36
RCI	ROGERS COMMUNICATIONS B	B-1-7	883	45 25	39,956	0 04
RDSA	ROYAL DUTCH SHELL PLC SPONS ADR A	A-2-7	5,199	71 27	370,533	0 36
RYAAY	RYANAIR HLDGS PLC SP ADR	B-3-9	1,003	46 93	47,071	0 05
SBMRY	SABMILLER PLC SPON ADR		1,710	51 28	87,689	0 08
SAFRY	SAFRAN SA-UNSPON ADR		2,172	17 24	37,445	0 04

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Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
SAXPY	SAMPO PLC SHS		2,759	24 66	68,037	0 07
SCHYY	SANDS CHINA LTD UNSP ADR		965	82 20	79,323	0 08
SNY	SANOFI ADR	A-1-7	4,602	53 63	246,805	0 24
SAP	SAP AG SHS	A-1-7	1,637	87 14	142,648	0 14
SBRCY	SBERBANK SPONSORED ADR		3,453	12 57	43,404	0 04
SLB	SCHLUMBERGER LTD	B-1-7	2,376	90 11	214,101	0 21
SBGSY	SCHNEIDER ELEC SA ADR		5,014	17 55	87,996	0 09
SDRL	SEADRILL LTD	C-1-7	2,454	41 08	100,810	0 10
SRE	SEMPRA ENERGY	C-1-7	2,916	89 76	261,740	0 25
SVNDY	SEVEN AND I HOLDINGS CO LTD SHS		853	80 02	68,258	0 07
SGSOY	SGS SA ADR		2,999	22 97	68,887	0 07
SHW	SHERWIN WILLIAMS	B-3-7	792	183 50	145,332	0 14
SHPG	SHIRE PLC-ADR	B-1-7	447	141 29	63,157	0 06
SIG	SIGNET JEWELERS LTD SHS	C-1-7	547	78 70	43,049	0 04
SLW	SILVER WHEATON CORP	C-1-7	1,414	20 19	28,549	0 03
SPG	SIMON PROPERTY GROUP DEL REIT	B-1-7	721	152 16	109,707	0 11
SLM	SLM CORP		5,356	26 28	140,756	0 14
SDXAY	SODEXO ADR		688	101 44	69,791	0 07
SFTBY	SOFTBANK CORP SHS		1,523	43 81	66,723	0 06
SONVY	SONOVA HOLD AG UNSPOND ADR		1,305	26 90	35,105	0 03
SCCO	SOUTHERN COPPER CORP	C-1-8	2,671	28 71	76,684	0 07
STJ	ST JUDE MEDICAL INC	B-1-7	2,407	61 95	149,114	0 14
SPLS	STAPLES INC	B-3-7	9,358	15 89	148,699	0 14
SBUX	STARBUCKS CORP	C-1-7	1,978	78 39	155,055	0 15
STT	STATE STREET CORP	B-1-7	625	73 39	45,869	0 04
SYK	STRYKER CORP	A-1-7	944	75 14	70,932	0 07
SUTNY	SUMITOMO MITSUI TR HLDGS INC SPONSORED ADR		5,301	5 29	28,042	0 03
SMFG	SUMITOMO MITSUI-UNSPONS ADR	B-1-7	9,200	10 49	96,508	0 09
STI	SUNTRUST BKS INC COM	B-3-7	10,134	36 81	373,033	0 36
SVCBY	SVENSKA C AKTI SPONS ADR	A-2-7	1,170	30 88	36,130	0 03
SWGAY	SWATCH GROUP AG UNSPOND ADR		1,033	33 20	34,296	0 03
SWDBY	SWEDBANK A B ADR		1,435	28 31	40,625	0 04
SYV	SYSCO CORPORATION		3,288	36 10	118,697	0 11
TGT	TARGET CORP COM	B-3-7	2,514	63 27	159,061	0 15

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Bank of America Corporation

Stocks & Related

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
TEVA	TEVA PHARMACTCL INDS ADR	C-1-7	3,187	40 08	127,735	0 12
TXN	TEXAS INSTRUMENTS	B-1-7	7,316	43 91	321,246	0 31
TMO	THERMO FISHER SCIENTIFIC INC	A-1-7	765	111 35	85,183	0 08
TWC	TIME WARNER CABLE INC SHS	C-1-7	1,254	135 50	169,917	0 16
TD	TORONTO DOMINION BANK	B-1-7	2,265	94 24	213,454	0 21
TOSYY	TOSHIBA CORP SHS		1,037	25 41	26,350	0 03
TOT	TOTAL S A SP ADR	C-3-7	14,917	61 27	913,965	0 88
TM	TOYOTA MOTOR CORP ADR	B-1-7	625	121 92	76,200	0 07
TRV	TRAVELERS COS INC	B-1-7	8,454	90 54	765,425	0 74
TUWOY	TULLOW OIL PLC SHS		5,795	7 06	40,913	0 04
TUP	TUPPERWARE BRANDS CORP	C-2-7	654	94 53	61,823	0 06
TKGBY	TURKIYE GRTI BK SPN ADR		5,602	3 21	17,982	0 02
FOXA	TWENTY-FIRST CENTURY FOX INC CLASS A	B-1-7	5,219	35 17	183,552	0 18
TYC	TYCO INTL LTD NAMEN-AKT		4,108	41 04	168,592	0 16
UBS	UBS AG REG	B-2-7	1,125	19 25	21,656	0 02
UNICY	UNICHARM CORP SPONSORED ADR		2,330	11 32	26,376	0 03
UN	UNILEVER NV NY REG SHS	A-3-7	10,380	40 23	417,587	0 40
UL	UNILEVER PLC NEW ADR	A-3-7	1,615	41 20	66,538	0 06
UNP	UNION PACIFIC CORP	A-1-7	2,557	168 00	429,576	0 42
UPS	UNITED PARCEL SVC CL B	B-1-7	3,734	105 08	392,369	0 38
UTX	UNITED TECHS CORP COM	B-1-7	8,229	113 80	936,460	0 91
UNH	UNITEDHEALTH GROUP INC	C-1-7	4,829	75 30	363,624	0 35
UOVEY	UNTD OVERSEAS BK SPN ADR	B-1-8	863	33 62	29,014	0 03
USB	US BANCORP (NEW)	B-2-7	7,934	40 40	320,534	0 31
VFC	V F CORPORATION	B-1-7	8,176	62 34	509,692	0 49
VLEEEY	VALEO SPONSORED ADR	B-2-7	1,229	55 61	68,345	0 07
VZ	VERIZON COMMUNICATNS COM	A-2-7	18,509	49 14	909,532	0 88
V	VISA INC CL A SHRS	B-1-7	503	222 68	112,008	0 11
VLKPY	VOLKSWAGEN A G ADR		1,034	56 44	58,359	0 06
VLKAY	VOLKSWAGEN A G SPONS ADR	B-1-7	930	54 70	50,871	0 05
WMT	WAL-MART STORES INC	A-1-7	8,389	78 69	660,130	0 64
WAG	WALGREEN CO	B-3-7	1,991	57 44	114,363	0 11
WFC	WELLS FARGO & CO NEW DEL	B-1-7	46,688	45 40	2,119,635	2 05
WY	WEYERHAEUSER CO	C-1-7	8,538	31 57	269,545	0 26
WHR	WHIRLPOOL CORP	B-1-7	513	156 86	80,469	0 08
WFM	WHOLE FOODS MKT INC COM	C-1-7	1,586	57 83	91,718	0 09

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Stocks & Related

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
WOSYY	WOLSELEY PLC SHS ADR	C-1-7	8,138	5 72	46,549	0 05
XRXX	XEROX CORP		12,885	12 17	156,810	0 15
XLNX	XILINX INC	C-1-7	872	45 92	40,042	0 04
YAHOO	YAHOO JAPAN CORP SHS		5,236	11 12	58,224	0 06
MMM	3M COMPANY	B-1-7	3,366	140 25	472,082	0 46
Total Stocks & Related					79,788,708	77 24

Corporate Bonds

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
AET17A	AETNA INC GLB 01 500% NOV 15 2017 Market Value includes 575 00 of accrued interest	A-	300,000	98 53	296,162	0 29
AXP15E	AMERICAN EXPRESS CREDIT SER MTN GLB 01 750% JUN 12 2015 Market Value includes 207 81 of accrued interest	A-	225,000	101 61	228,839	0 22
AXP 16	AMERICAN EXPRESS CREDIT SER MTN 02 800% SEP 19 2016 Market Value includes 515 67 of accrued interest	A-	65,000	104 49	68,433	0 07
AIG17A	AMERICAN INTL GROUP GLB 03 800% MAR 22 2017 Market Value includes 3,135 00 of accrued interest	A-	300,000	106 79	323,505	0 31
AIG20A	AMERICAN INTL GROUP GLB 03 375% AUG 15 2020 Market Value includes 1,144 88 of accrued interest	A-	86,000	100 58	87,645	0 08
BUD16	ANHEUSER-BUSCH INBEV FIN COMPANY GUARNT GLB 00 800% JAN 15 2016 Market Value includes 376 27 of accrued interest	A	102,000	99 93	102,306	0 10
BUD14	ANHEUSER-BUSCH INBEV WOR COMPANY GUARNT 01 500% JUL 14 2014 Market Value includes 1,043 75 of accrued interest	N/A	150,000	100 57	151,899	0 15
AON 15	AON CORP COMPANY GUARNT 03 500% SEP 30 2015 Market Value includes 4,375 00 of accrued interest	A-	500,000	104 37	526,220	0 51
AAPL18	APPLE INC GLB 01 000% MAY 03 2018 Market Value includes 111 17 of accrued interest	AA+	69,000	96 70	66,831	0 06

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Corporate Bonds

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
T14A	AT&T INC GLB 05 100% SEP 15 2014 Market Value includes 3,003.33 of accrued interest	A-	200,000	103.19	209,377	0.20
BACZ14	BANK OF NEW YORK MELLON SER MTN 04 300% MAY 15 2014 Market Value includes 1,098.89 of accrued interest	A+	200,000	101.45	203,995	0.20
BRK B15	BERKSHIRE HATHAWAY FIN COMPANY GUARNT GLB 04 850% JAN 15 2015 Market Value includes 6,709.16 of accrued interest	AA	300,000	104.67	320,725	0.31
BRK B 18A	BERKSHIRE HATHAWAY INC GLB 01 550% FEB 09 2018 Market Value includes 617.50 of accrued interest	AA	101,000	98.87	100,480	0.10
BMV17	BRISTOL-MYERS SQUIBB CO GLB 00 875% AUG 01 2017 Market Value includes 1,352.60 of accrued interest	A+	371,000	97.47	362,959	0.35
COF14A	CAPITAL ONE FINANCIAL CO GLB 02 125% JUL 15 2014 Market Value includes 1,469.79 of accrued interest	BBB	150,000	100.79	152,659	0.15
CAT17B	CATERPILLAR FINANCIAL SE SER MTNG 01 250% NOV 06 2017 Market Value includes 572.92 of accrued interest	A	300,000	98.57	296,274	0.29
172967FS5	CITIGROUP INC GLB 03 953% JUN 15 2016 Market Value includes 198.53 of accrued interest	A-	113,000	106.39	120,419	0.12
C16D	CITIGROUP INC GLB 01 250% JAN 15 2016 Market Value includes 1,729.16 of accrued interest	A-	300,000	100.33	302,725	0.29
20030NAE1	COMCAST CORP COMPANY GUARNT 05 300% JAN 15 2014 Market Value includes 1,417.46 of accrued interest	A-	58,000	100.15	59,503	0.06
COP 15	CONOCOPHILLIPS COMPANY GUARNT 04 600% JAN 15 2015 Market Value includes 4,242.22 of accrued interest	A	200,000	104.24	212,718	0.21
COST19	COSTCO WHOLESALE CORP GLB 01 700% DEC 15 2019 Market Value includes 56.67 of accrued interest	A+	75,000	96.32	72,299	0.07
CS15	CREDIT SUISSE FB USA INC BANK GUARANTEED GLB 04 875% JAN 15 2015 Market Value includes 12,026.35 of accrued interest	A	535,000	104.48	570,984	0.55

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Corporate Bonds

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25459HAY1	DIRECTV HLDG/FIN INC COMPANY GUARNT 03 500% MAR 01 2016 <i>Market Value includes 3,371 67 of accrued interest</i>	BBB	289,000	104.97	306,732	0.30
26138EAM1	DR PEPPER SNAPPLE GROUP COMPANY GUARNT GLB 02 900% JAN 15 2016 <i>Market Value includes 4,011 67 of accrued interest</i>	BBB+	300,000	103.79	315,367	0.31
EBAY17	EBAY INC GLB 01 350% JUL 15 2017 <i>Market Value includes 1,867 50 of accrued interest</i>	A	300,000	99.43	300,158	0.29
EPD 15	ENTERPRISE PRODUCTS OPER COMPANY GUARNT 01 250% AUG 13 2015 <i>Market Value includes 392 92 of accrued interest</i>	BBB+	82,000	100.66	82,937	0.08
FCX15	FREEPORT-MCMORAN C & G GLB 01 400% FEB 13 2015 <i>Market Value includes 1,073 33 of accrued interest</i>	BBB	200,000	100.56	202,189	0.20
GE16C	GENERAL ELEC CAP CORP SER MTN 01 000% JAN 08 2016 <i>Market Value includes 2,076 00 of accrued interest</i>	AA+	432,000	100.25	435,156	0.42
GS21	GOLDMAN SACHS GROUP INC GLB 05 250% JUL 27 2021 <i>Market Value includes 2,245 83 of accrued interest</i>	A-	100,000	109.48	111,730	0.11
GS16	GOLDMAN SACHS GROUP INC GLB 05 350% JAN 15 2016 <i>Market Value includes 6,241 37 of accrued interest</i>	A-	253,000	108.22	280,030	0.27
GS18A	GOLDMAN SACHS GROUP INC GLB 06 150% APR 01 2018 <i>Market Value includes 891 75 of accrued interest</i>	A-	58,000	114.67	67,399	0.07
38141EA33	GOLDMAN SACHS GROUP INC SER MTN 06 000% MAY 01 2014 <i>Market Value includes 5,000 00 of accrued interest</i>	A-	500,000	101.79	513,930	0.50
HCP 20	HCP INC GLB 02 625% FEB 01 2020 <i>Market Value includes 1,487 50 of accrued interest</i>	BBB+	136,000	95.32	131,121	0.13
HPQ14	HEWLETT-PACKARD CO GLB 06 125% MAR 01 2014 <i>Market Value includes 5,104 17 of accrued interest</i>	BBB+	250,000	100.85	257,222	0.25
JPM15B	JP MORGAN CHASE SUBORDINATED 05 150% OCT 01 2015 <i>Market Value includes 1,236 00 of accrued interest</i>	A-	96,000	106.88	103,841	0.10

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Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
JPM14A	JPMORGAN CHASE & CO SUBORDINATED GLB 05 125% SEP 15 2014 Market Value includes 10,065 21 of accrued interest	A-	667,000	103 03	697,255	0 68
K15	KELLOGG CO GLB 01 125% MAY 15 2015 Market Value includes 323 44 of accrued interest	BBB+	225,000	100 68	226,856	0 22
KMP22A	KINDER MORGAN ENER PART GLB 03 950% SEP 01 2022 Market Value includes 948 00 of accrued interest	BBB	72,000	97 45	71,109	0 07
MET15	METLIFE INC GLB 05 000% JUN 15 2015 Market Value includes 1,017 78 of accrued interest	A-	458,000	106 14	487,148	0 47
MS18A	MORGAN STANLEY GLB 02 125% APR 25 2018 Market Value includes 315 56 of accrued interest	A-	81,000	99 14	80,617	0 08
MGNS14	MORGAN STANLEY GLB 04 200% NOV 20 2014 Market Value includes 2,391 67 of accrued interest	A-	500,000	103 18	518,292	0 50
PFE 15	PFIZER INC 5 35% DUE 3/15/2015 Market Value includes 4,725 83 of accrued interest	AA	300,000	105 67	321,721	0 31
74432QBL8	PRUDENTIAL FINANCIAL INC SER MTN 03 875% JAN 14 2015 Market Value includes 3,595 14 of accrued interest	A	200,000	103 38	210,347	0 20
PRU14	PRUDENTIAL FINANCIAL INC SER MTNB 05 100% SEP 20 2014 Market Value includes 829 88 of accrued interest	A	58,000	103 19	60,682	0 06
RY15C	ROYAL BANK OF CANADA SER MTN GLB 01 150% MAR 13 2015 Market Value includes 351 90 of accrued interest	N/A	102,000	100 83	103,196	0 10
RDS A14	SHELL INTERNATIONAL FIN COMPANY GUARNT GLB 04 000% MAR 21 2014 Market Value includes 2,200 00 of accrued interest	N/A	200,000	100 79	203,788	0 20
89233P7E0	TOYOTA MOTOR CREDIT CORP SER MTN 01 375% JAN 10 2018 Market Value includes 2,625 56 of accrued interest	AA-	402,000	98 07	396,859	0 38
VTR18	VENTAS REALTY LP/CAP CRP COMPANY GUARNT 02 000% FEB 15 2018 Market Value includes 2,266 67 of accrued interest	BBB+	300,000	98 30	297,170	0 29

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Corporate Bonds

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
VZ16	VERIZON COMMUNICATIONS GLB 03 000% APR 01 2016 <i>Market Value includes 1,875 00 of accrued interest</i>	BBB+	250,000	104 28	262,575	0 25
VZ21	VERIZON COMMUNICATIONS GLB 04 600% APR 01 2021 <i>Market Value includes 1,552 50 of accrued interest</i>	BBB+	135,000	105 63	144,154	0 14
WMT 16	WAL-MART STORES INC GLB 00 600% APR 11 2016 <i>Market Value includes 116 00 of accrued interest</i>	AA	87,000	99 86	86,990	0 08
ACT17	WATSON PHARMACEUTICALS I GLB 01 875% OCT 01 2017 <i>Market Value includes 1,879 69 of accrued interest</i>	BBB	401,000	98 96	398,697	0 39
WFC16A	WELLS FARGO & COMPANY GLB 02 625% DEC 15 2016 <i>Market Value includes 119 00 of accrued interest</i>	A+	102,000	104 73	106,942	0 10
WELZ15	WELLS FARGO & COMPANY SER MTN GLB 01 250% FEB 13 2015 <i>Market Value includes 483 96 of accrued interest</i>	A+	101,000	100 83	102,318	0 10
WFC15	WELLS FARGO BANK NA GLB 03 625% APR 15 2015 <i>Market Value includes 1,721 87 of accrued interest</i>	A+	225,000	104 01	235,751	0 23
Total Corporate Bonds					12,957,237	12.54

Government Bonds

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
3137EADH9	FEDERAL HOME LN MTG CORP NOTES 01 000% JUN 29 2017 <i>Market Value includes 9 17 of accrued interest</i>	AA+	165,000	99 40	164,019	0 16
3134G4S90	FEDERAL HOME LN MTG CORP CALLABLE NOTES SR 0001 00 800% DEC 30 2016	AA+	500,000	99 91	499,525	0 48
3134A4UU6	FEDERAL HOME LN MTG CORP NOTES SR MTN 05 000% JUL 15 2014 <i>Market Value includes 1,475 56 of accrued interest</i>	AA+	64,000	102 60	67,138	0 06
3135G0DW0	FEDERAL NATL MTG ASSOC NOTES 00 625% OCT 30 2014 <i>Market Value includes 106 25 of accrued interest</i>	AA+	102,000	100 37	102,482	0 10

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Government Bonds

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
3135G0VA8	FEDERAL NATL MTG ASSOC NOTES 00 500% MAR 30 2016 Market Value includes 175 00 of accrued interest	AA+	140,000	99 89	140,024	0 14
912828RM4	U S TREASURY NOTE 1 000% OCT 31 2016 Market Value includes 401 05 of accrued interest	N/A	238,000	100 76	240,205	0 23
912828VB3	U S TREASURY NOTE 1 750% MAY 15 2023 023 Market Value includes 1,303 12 of accrued interest	N/A	586,000	90 13	529,482	0 51
912828SM3	U S TREASURY NOTE 1 000% MAR 31 2017 Market Value includes 644 51 of accrued interest	N/A	255,000	100 22	256,203	0 25
912828VE7	U S TREASURY NOTE 1 000% MAY 31 2018 018 Market Value includes 258 05 of accrued interest	N/A	303,000	97 81	296,631	0 29
912828WD8	U S TREASURY NOTE 1 250% OCT 31 2018 01 250% OCT 31 2018 Market Value includes 627 69 of accrued interest	N/A	298,000	98 04	292,784	0 28
912828WB2	U S TREASURY NOTE 0 250% OCT 31 2015 00 250% OCT 31 2015 Market Value includes 78 78 of accrued interest	N/A	187,000	99 86	186,815	0 18
912828KQ2	U S TREASURY NOTE 3 125% MAY 15 2019 03 125% MAY 15 2019 Market Value includes 730 66 of accrued interest	N/A	184,000	106 56	196,807	0 19
912828LK4	U S TREASURY NOTE 2 375% AUG 31 2014 02 375% AUG 31 2014 Market Value includes 8,004 14 of accrued interest	N/A	1,000,000	101 47	1,022,734	0 99
912828LS7	U S TREASURY NOTE 2 375% OCT 31 2014 02 375% OCT 31 2014 Market Value includes 532 28 of accrued interest	N/A	133,000	101 83	135,969	0 13
912828NZ9	U S TREASURY NOTE 1 250% SEP 30 2015 01 250% SEP 30 2015 Market Value includes 1,462 77 of accrued interest	N/A	463,000	101 62	471,968	0 46
912828QF0	U S TREASURY NOTE 2 000% APR 30 2016 02 000% APR 30 2016 Market Value includes 714 47 of accrued interest	N/A	212,000	103 45	220,035	0 21
912828RF9	U S TREASURY NOTE 1 000% AUG 31 2016 01 000% AUG 31 2016 Market Value includes 589 78 of accrued interest	N/A	175,000	100 94	177,231	0 17

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Government Bonds

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
Total Government Bonds					5,000,052	4.84

Mortgage/Asset Backed

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
31292SA91	FHLMC C0 9032 03 50%2043 AMORTIZED FCR 94978	N/A	149,000	99.33	140,576	0.14
31419BBT1	FNMA PAE0949 04%2041 AMORTIZED FCR 53760	N/A	84,000	103.00	46,513	0.05
3138AAY58	FNMA PAH3431 03 50%2026 AMORTIZED FCR 45335	N/A	171,000	104.64	81,119	0.08
3138AFCY4	FNMA PAI1886 04 50%2041 AMORTIZED FCR 58344	N/A	734,000	106.25	455,031	0.44
3138E0RK7	FNMA PAJ7689 04%2041 AMORTIZED FCR 55103	N/A	438,000	103.02	248,642	0.24
3138WQF56	FNMA PAT2887 03 50%2043 AMORTIZED FCR 96869	N/A	127,000	99.47	122,374	0.12
3138X3EQ1	FNMA PAU3742 03 50%2043 AMORTIZED FCR 98755	N/A	234,000	99.47	229,869	0.22
31418AUQ9	FNMA PMA1490 03%2033 AMORTIZED FCR 97686	N/A	103,000	98.53	99,135	0.10
Total Mortgage/Asset Backed					1,423,259	1.38

Other Bonds

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
05567LG68	BNP PARIBAS BANK GUARNTD SER 0212 03 250% MAR 11 2015 <i>Market Value includes 2,234.37 of accrued interest</i>	N/A	225,000	103.06	234,110	0.23
21686CAD2	USD RABOBANK UTRECHT 3 375% JAN 19 2017 <i>Market Value includes 5,528.25 of accrued interest</i>	N/A	364,000	105.29	388,780	0.38
Total Other Bonds					622,891	0.60

Preferred Stock

Security	Security Description	Rating	Quantity	Price(\$)	Market Value(\$)	% of Portfolio
VNOPRL	VORNADO REALTY TRUST SERIES L CUM REDEEMABLE 5.40% PFD SHS PERPETUAL	BBB-	3,191	18.75	59,831	0.06
Total Preferred Stock					59,831	0.06
Total Portfolio Value					103,293,915	100.00

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