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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

SARA H. WOODRUFF FOUNDATION 02-42312

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 803878

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60680

G Check all that apply:☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name changeCheck 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, col. (c), line

16) ▶ \$ 5,707,870.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

59-6123443

B Telephone number (see instructions)

312-630-6000

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	114,600.	118,374.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	680,044.			
b Gross sales price for all assets on line 6a 4,348,694.				
7 Capital gain net income (from Part IV, line 2)		680,044.		
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)				
12 Total. Add lines 1 through 11	794,644.	798,418.		
13 Compensation of officers, directors, trustees, etc.	44,273.	39,846.		4,427.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	9,179.	2,883.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 4	815.	800.		15.
24 Total operating and administrative expenses. Add lines 13 through 23	56,267.	44,529.	NONE	5,442.
25 Contributions, gifts, grants paid	255,017.			255,017.
26 Total expenses and disbursements. Add lines 24 and 25	311,284.	44,529.	NONE	260,459.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	483,360.			
b Net investment income (if negative, enter -0-)		753,889.		
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	124,872.	124,703.	124,703.
	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			
	10 a	Investments - U S and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule) . STMT 5 .	2,401,320.	3,584,937.	4,081,837.
	c	Investments - corporate bonds (attach schedule) . STMT 6 .	1,644,630.	1,273,286.	1,275,056.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7 .	232,960.	235,571.	226,274.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	330,866.			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,734,648.	5,218,497.	5,707,870.	
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)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,734,648.	5,218,497.	
	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)	4,734,648.	5,218,497.		
31	Total liabilities and net assets/fund balances (see instructions)	4,734,648.	5,218,497.		

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	4,734,648.
2	Enter amount from Part I, line 27a	2	483,360.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT	3	489.
4	Add lines 1, 2, and 3	4	5,218,497.
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	5,218,497.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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 4,348,627.		3,668,583.	680,044.		
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			680,044.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	680,044.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	219,324.	5,149,206.	0.042594
2011	282,462.	5,196,023.	0.054361
2010	229,457.	4,976,227.	0.046111
2009	293,348.	4,609,396.	0.063641
2008	258,614.	5,292,002.	0.048869
2 Total of line 1, column (d)			2 0.255576
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 0.051115
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,391,218.
5 Multiply line 4 by line 3			5 275,572.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,539.
7 Add lines 5 and 6			7 283,111.
8 Enter qualifying distributions from Part XII, line 4			8 260,459.

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	15,078.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	15,078.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,078.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,635.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,635.
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	10,443.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ NONE Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL ☐ IL		
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.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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?	13	X	
Website address N/A				
14	The books are in care of THE NORTHERN TRUST COMPANY Telephone no (312) 630-6000 Located at PO BOX 803878, CHICAGO, IL ZIP+4 60680			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country				

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

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

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

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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)? ☐ Yes ☒ No

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
THE NORTHERN TRUST COMPANY P O BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	44,273.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,473,318.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,473,318.
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	NONE
3	Subtract line 2 from line 1d	3	5,473,318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,100.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,391,218.
6	Minimum investment return. Enter 5% of line 5	6	269,561.

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	269,561.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	15,078.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,078.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	254,483.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	254,483.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	254,483.

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	260,459.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	260,459.
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	260,459.

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				254,483.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			247,017.	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 260,459.				
a Applied to 2012, but not more than line 2a . . .			247,017.	
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				13,442.
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))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
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				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				241,041.
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	NONE			
10 Analysis of line 9:				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a 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).)

N/A

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

N/A

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

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

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

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				
VARIOUS SEE ATTACHED	N/A	PUBLIC	GENERAL	255,017.
Total			3a	255,017.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

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

Line No.

▼

JSA

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

- | | | |
|--|------------|-----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <p>Yes</p> | <p>No</p> |
| | | |
| <p>1a(1)</p> | | <p>X</p> |
| <p>1a(2)</p> | | <p>X</p> |
| <p>1b(1)</p> | | <p>X</p> |
| <p>1b(2)</p> | | <p>X</p> |
| <p>1b(3)</p> | | <p>X</p> |
| <p>1b(4)</p> | | <p>X</p> |
| <p>1b(5)</p> | | <p>X</p> |
| <p>1b(6)</p> | | <p>X</p> |
| <p>1c</p> | | <p>X</p> |

[illegible]

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

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

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.

**Sign
Here**


Signature of officer or trustee

05/06/2014
Date

VICE PRESIDENT
Title

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

THE NORTHERN TRUST COMPAN

**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

CHARITY AMT	CHARITY RECIPENTS	ADDRESS	CHARITY PURPOSE
(\$2,000)	BEAUX ARTS	Coral Gables, FL	GENERAL
			FOR MERLE WEXLER ADMINISTRATIVE DEPARTMENT
(\$2,000)	BIG BROTHERS BIG SISTERS OF GERATER MIAMI	Miami, FL	GENERAL
(\$5,000)	BOYS AND GIRLS CLUB OF SOUTHEAST GEORGIA	Brunswick, GA	GENERAL
(\$5,000)	CASA GLYNN, INC.	Brunswick, GA	GENERAL
(\$10,000)	CENTER FOR GREAT APES	Wauchula, FL	GENERAL
(\$10,000)	CHAPMAN FOUNDATION	Miami, FL	GENERAL
(\$5,000)	CHARLOTTE LATIN SCHOOL	Charlotte, NC	GENERAL
(\$2,500)	COASTAL GEORGIA HISTORICAL SOCIETY	Brunswick, GA	GENERAL
(\$20,000)	COLLEGE OF COASTAL GEORGIA FOUNDATION	Highlands, NC	GENERAL
(\$3,000)	EASTER SEALS SOUTH FLORIDA, INC	Miami, FL	GENERAL
(\$5,000)	FIRST TEE OF MIAMI-DADE FOUNDATION	Miami, FL	GENERAL
(\$20,000)	GRACE HOUSE OF BRUNSWICK	Brunswick, GA	GENERAL
(\$10,000)	GREENSBORO DREAMERS	Greensboro, GA	GENERAL
(\$2,500)	HABITAT FOR HUMANITY GLYNN COUNTY, GA	Brunswick, GA	GENERAL
(\$2,500)	HABITAT FOR HUMANITY GREENE COUNTY	Greensboro, GA	GENERAL
(\$5,000)	HEALTH NETWORK FOUNDATION	Chargin Falls, OH	GENERAL
(\$2,500)	HIGHLANDS COUNTRY CLUB SCHOLARSHIP FUND	Highlands, NC	GENERAL
(\$20,000)	HIGHLANDS-CASHIERS HOSPITAL	Highlands, NC	GENERAL
(\$2,000)	HUMANE SOCIETY OF GREATER MIAMI/ADOPT- A-PET	Miami, FL	GENERAL
(\$1,000)	JACK CREEK PRESERVE FOUNDATION	Big sky, MT	GENERAL
(\$5,000)	LINDEN TREE OUTREACH	San Francisco, CA	GENERAL
(\$5,000)	MAKE A WISH FOUNDATION	Ft. Lauderdale, FL	GENERAL
(\$5,000)	MAP INTERNATIONAL	Brunswick, GA	GENERAL
(\$15,000)	MIAMI FOUNDATION	Miami, FL	GENERAL
(\$5,000)	MIAMI LIGHHOUSE FOR THE BLEND	Miami, FL	GENERAL
(\$3,017)	MIAMI SCIENCE MUSEUM	Miami, FL	GENERAL
(\$3,000)	NEAT STUFF	Miami, FL	GENERAL
(\$5,000)	PAT'S PLACE	Charlotte, NC	GENERAL
(\$5,000)	SOUTHEAST GA HEALTH SYSTEM FOUNDATION	Brunswick, GA	GENERAL

CHARITY AMT	CHARITY RECIPIENTS	ADDRESS	CHARITY PURPOSE
(\$2,500)	ST SIMONS LAND TRUST	Saint Simons Island, GA	GENERAL
(\$5,000)	THE BARTON G. KIDS HEAR NOW FOUNDATION	Miami, FL	GENERAL
(\$2,500)	THE BASCOM	Highlands, NC	GENERAL
(\$2,500)	THE GATHERING PLACE	Brunswick, GA	GENERAL
(\$2,500)	TOWN OF HIGHLANDS SCHOLARSHIP FUND	Highlands, NC	GENERAL
(\$4,000)	U ASPIRE	Miami, FL	GENERAL
(\$10,000)	UNITED WAY OF MIAMI-DAD	Miami, FL	GENERAL
(\$5,000)	UNIVERSITY OF FLORIDA COLLEGE OF ARTS & SCIENCES	Gainesville, FL	GENERAL
(\$5,000)	UNIVERSITY OF FLORIDA FOUNDATION	Gainesville, FL	GENERAL
(\$10,000)	UNIVERSITY OF GEORGIA FOUNDATION	Athens, GA	GENERAL
(\$20,000)	ZOOLOGICAL SOCIETY OF FLORIDA	Miami, FL	GENERAL
TOTAL (\$255,017)			

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS AND INTEREST	118,374.	118,374.
ACCRUED/DEFERRED INCOME	-4,255.	
RETURN OF CAPITAL	481.	
	-----	-----
TOTAL	114,600.	118,374.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PRIOR YEAR TAX	1,661.	
ESTIMATED TAX	4,635.	
FOREIGN TAX	2,883.	2,883.
	-----	-----
TOTALS	9,179.	2,883.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====REVENUE
AND
EXPENSES
PER BOOKS
-----NET
INVESTMENT
INCOME
-----CHARITABLE
PURPOSES
-----DESCRIPTION

ADR FEE	775.		
CLASS ACTION CHARGE	25.	775.	
IL AG FILING FEE	15.	25.	15.
TOTALS	815.	800.	15.
	=====	=====	=====

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENTS

3,584,937.

4,081,837.

TOTALS

3,584,937.

4,081,837.

SARA H. WOODRUFF FOUNDATION 02-42312
FORM 990PF, PART II - CORPORATE BONDS
=====

59-6123443

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHMENTS	1,273,286.	1,275,056.
	-----	-----
TOTALS	1,273,286.	1,275,056.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

DESCRIPTION

ENDING

BOOK VALUE

FMV

SEE ATTACHMENTS

C

TOTALS

235,571.

226,274.

235,571.

226,274.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2013

Name of estate or trust

SARA H. WOODRUFF FOUNDATION 02-42312

Employer identification number

59-6123443

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,084,180.	1,022,138.	4,208.	66,250.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	66,250.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	3,315,562.	2,711,083.	4,467.	608,946.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.			12	
13 Capital gain distributions.			13	4,848.
14 Gain from Form 4797, Part I.			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	613,794.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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02-42312

27

Part III Summary of Parts I and II**Caution: Read the instructions before completing this part.**

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		66,250.
18 Net long-term gain or (loss):			
a Total for year	18a		613,794.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b		196.
c 28% rate gain	18c		68,631.
19 Total net gain or (loss). Combine lines 17 and 18a ▶	19		680,044.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
12.	AOL INC COM STK	02/15/2013	05/30/2013	405.00	475.00			-70.00
36.	AOL INC COM STK	02/15/2013	05/31/2013	1,244.00	1,424.00			-180.00
20.	AT&T INC	07/02/2012	01/24/2013	681.00	724.00			-43.00
108.	ABBOTT LABORATORIES	01/28/2013	02/12/2013	3,703.00	3,606.00			97.00
30.	ABBOTT LABORATORIES	05/15/2013	07/25/2013	1,091.00	1,121.00			-30.00
49.	ABBVIE INC COM USD0.01	10/10/2012	01/09/2013	1,657.00	1,795.00			-138.00
4.	#REORG/ACTAVIS INC STK ACTAVIS PLC 2R1PAW1 EFF	07/30/2013	10/01/2013	576.00	541.00			35.00
5.	ALEXION PHARMACEUTICALS	10/12/2012	10/10/2013	542.00	558.00			-16.00
8.	ALLIANCE DATA SYSTEMS C	08/06/2013	10/10/2013	1,746.00	1,567.00			179.00
2000.	ALSTOM ADR	10/10/2013	11/22/2013	6,982.00	6,894.00			88.00
31.	AMAZON COM INC	05/01/2013	10/10/2013	9,433.00	8,227.00			1,206.00
74.	APOLLO GROUP INC CL A	09/07/2012	02/12/2013	1,458.00	2,232.00			-774.00
209.	APOLLO GROUP INC CL A	11/08/2012	02/15/2013	3,965.00	4,573.00			-608.00
39.	AVON PRODS INC	06/04/2013	07/25/2013	895.00	900.00			-5.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013Attachment
Sequence No **12A**

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	150. AVON PRODS INC	06/04/2013	10/10/2013	3,054.00	3,194.00			-140.00
	47. ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	01/15/2013	429.00	463.00			-34.00
	46. BANK OF YOKOHAMA ADR-E 10 ORD JPY50	01/11/2013	02/22/2013	935.00	885.00			50.00
	10. BANK OF YOKOHAMA ADR-E 10 ORD JPY50	01/11/2013	04/25/2013	242.00	192.00			50.00
	19. BANK OF YOKOHAMA ADR-E 10 ORD JPY50	01/11/2013	04/26/2013	448.00	366.00			82.00
	92. BANK OF YOKOHAMA ADR-E 10 ORD JPY50	07/25/2013	10/10/2013	2,037.00	1,865.00			172.00
	.75 #REORG/BARCLAYS PLC PL REORGANISATION EFF 10-2	09/19/2013	09/19/2013	4.00				4.00
	133. #REORG/BARCLAYS PLC P REORGANISATION EFF 10-2	09/19/2013	10/23/2013	703.00				703.00
	97. BAXTER INTL INC	08/01/2013	10/10/2013	6,374.00	6,869.00			-495.00
	52. ADR BAYERISCHE MOTOREN ADR	07/25/2013	10/10/2013	1,883.00	1,714.00			169.00
	10. BIOMARIN PHARMACEUTICA ISIN CH0008107010	03/14/2013	07/25/2013	634.00	622.00			12.00
	43. BIOMARIN PHARMACEUTICA ISIN CH0008107010	06/14/2013	10/10/2013	2,902.00	2,574.00			328.00
	23. BIOGEN IDEC INC COM ST IDEC SEC#2005597 EFF 11	07/26/2013	10/10/2013	5,359.00	4,040.00			1,319.00
	47. BOEING CO	08/02/2013	10/10/2013	5,530.00	5,023.00			507.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

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Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day , yr)	(c) Date sold or disposed (Mo , day , yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	257. BOSTON SCIENTIFIC COR	08/16/2013	10/10/2013	3,035.00	2,882.00			153.00
	37. BROADCOM CORP CL A	01/07/2013	01/30/2013	1,252.00	1,284.00			-32.00
	19. BROADCOM CORP CL A	05/28/2013	06/12/2013	631.00	684.00			-53.00
	23. BROADCOM CORP CL A	05/28/2013	06/13/2013	772.00	819.00			-47.00
	54. BROADCOM CORP CL A	07/18/2013	07/23/2013	1,712.00	1,821.00			-109.00
	225. BROADCOM CORP CL A	07/18/2013	10/10/2013	5,972.00	7,565.00			-1,593.00
	166. C H ROBINSON WORLDWID NEW COM NEW	10/10/2013	12/24/2013	9,435.00	9,739.00			-304.00
	32. CAMPBELL SOUP CO	04/16/2013	07/25/2013	1,480.00	1,489.00			-9.00
	16. CANADIAN PACIFIC RAILW	07/18/2013	07/25/2013	2,002.00	2,009.00			-7.00
	62. CANADIAN PACIFIC RAILW	02/05/2013	10/10/2013	8,080.00	6,421.00			1,659.00
	5. CAPITAL ONE FINL CORP	07/24/2012	02/19/2013	265.00	274.00			-9.00
	65. CAPITAL ONE FINL CORP	07/24/2012	02/21/2013	3,397.00	3,547.00			-150.00
	15. CATERPILLAR INC	07/12/2013	12/04/2013	1,262.00	1,370.00			-108.00
	34. CELGENE CORP	03/14/2013	10/10/2013	5,168.00	3,599.00			1,569.00
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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2013Attachment
Sequence No **12A**

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
113.	ADR CIELO S A SPONSOR	10/10/2013	12/27/2013	3,144.00	3,244.00			-100.00
26.	CITIGROUP INC COM NEW	05/16/2013	07/25/2013	1,347.00	1,295.00			52.00
96.	CITIGROUP INC COM NEW	04/18/2013	10/10/2013	4,703.00	4,088.00			615.00
7.	CLIFFS NAT RES INC COM	07/02/2012	01/07/2013	265.00	342.00			-77.00
30.	CLIFFS NAT RES INC COM	03/28/2013	04/16/2013	522.00	570.00			-48.00
76.	CLIFFS NAT RES INC COM	07/02/2012	04/16/2013	1,322.00	3,711.00	W	2,389.00	
178.	CLIFFS NAT RES INC CO	03/28/2013	04/18/2013	3,117.00	5,770.00			-2,653.00
19.	COCA COLA CO	04/30/2012	03/04/2013	735.00	725.00			10.00
47.	COCA COLA CO	06/26/2012	03/06/2013	1,830.00	1,778.00			52.00
214.	COCA-COLA ENTERPRISES	10/10/2013	10/24/2013	8,667.00	8,628.00			39.00
15.	COLGATE PALMOLIVE CO	09/05/2012	07/25/2013	885.00	799.00			86.00
4.	COMCAST CORP NEW CL A	01/07/2013	02/05/2013	157.00	152.00			5.00
67.	COMCAST CORP NEW CL A	03/14/2013	10/10/2013	3,022.00	2,636.00			386.00
6.	COSTCO WHSL CORP NEW	01/24/2013	10/10/2013	693.00	620.00			73.00
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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2013Attachment
Sequence No **12A**

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

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1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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14.	CREE INC	06/10/2013	07/25/2013	952.00	875.00			77.00
59.	CREE INC	08/02/2013	10/10/2013	4,264.00	3,329.00			935.00
9.	CROWN CASTLE INTL CORP	12/12/2012	02/05/2013	640.00	634.00			6.00
40.	CROWN CASTLE INTL CORP	12/12/2012	02/19/2013	2,675.00	2,081.00			594.00
15.	CROWN CASTLE INTL CORP	07/16/2013	07/25/2013	1,118.00	1,145.00			-27.00
55.	CROWN CASTLE INTL CORP	07/16/2013	10/10/2013	3,900.00	3,882.00			18.00
13.	CUMMINS ENGINE INC	03/14/2013	07/31/2013	1,573.00	1,505.00			68.00
9.	DAIMLER AG SPONSORED AD	12/10/2012	03/20/2013	522.00	455.00			67.00
268.	ADR DANONE SPONSORED	02/19/2013	02/26/2013	3,635.00	3,843.00			-208.00
42.	DELTA AIR LINES INC DE COM NEW	07/08/2013	07/25/2013	891.00	800.00			91.00
300.	DELTA AIR LINES INC D COM NEW	07/30/2013	10/10/2013	7,347.00	4,435.00			2,912.00
325.	ADR DEUTSCHE BOERSE A	04/05/2012	01/10/2013	1,960.00	2,147.00			-187.00
78.	ADR DEUTSCHE BOERSE AD	04/05/2012	02/05/2013	507.00	512.00			-5.00
88.	ADR DEUTSCHE BOERSE AD	04/05/2012	02/28/2013	541.00	578.00			-37.00
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

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Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

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7.	ADR DIAGEO PLC SPONSORE	03/20/2013	07/25/2013	855.00	856.00			-1.00
29.	ADR DIAGEO PLC SPONSOR	03/14/2013	10/10/2013	3,577.00	3,487.00			90.00
48.	WALT DISNEY CO	04/09/2013	10/10/2013	3,132.00	2,575.00			557.00
12.	DISCOVERY COMMUNICATIO COM SERA STK	04/25/2013	07/25/2013	1,016.00	959.00			57.00
57.	DISCOVERY COMMUNICATIO COM SERA STK	08/09/2013	10/10/2013	4,542.00	4,510.00			32.00
18.	DUNKIN BRANDS GROUP IN	05/15/2013	10/10/2013	812.00	757.00			55.00
84.	EDP ELECTRICIDADE DE P SPONSORED	02/26/2013	05/28/2013	2,726.00	2,482.00			244.00
50.	EDP ELECTRICIDADE DE P SPONSORED	07/25/2013	08/08/2013	1,799.00	1,531.00			268.00
75.	EMC CORP MASS	05/31/2013	10/10/2013	1,878.00	1,869.00			9.00
94.	ADR ENAGAS S A ADR	04/05/2012	02/12/2013	1,090.00	857.00			233.00
36.	ENBRIDGE INC COM	07/24/2013	10/10/2013	1,480.00	1,620.00			-140.00
16.	ENDO PHARMACEUTICALS H	10/10/2013	12/06/2013	1,055.00	712.00			343.00
84.	ENDO PHARMACEUTICALS H	10/10/2013	12/11/2013	5,365.00	3,288.00			2,077.00
115.	#REORG/EUROPEAN NAME CUSIP AIRBUS GROUP ADR	10/10/2013	12/13/2013	2,127.00	1,883.00			244.00

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Sales and Other Dispositions of Capital Assets

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Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

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						(f) Code(s) from instructions	(g) Amount of adjustment	
15.	FMC TECHNOLOGIES INC	04/02/2013	07/25/2013	825.00	807.00			18.00
60.	FMC TECHNOLOGIES INC	04/25/2013	10/10/2013	3,391.00	3,097.00			294.00
52.	FACEBOOK INC CL A CL A	01/08/2013	05/30/2013	1,275.00	1,512.00			-237.00
87.	FACEBOOK INC CL A CL A	02/19/2013	05/31/2013	2,112.00	2,444.00			-332.00
7.	FACEBOOK INC CL A CL A	11/27/2012	07/25/2013	232.00	183.00			49.00
39.	FAMILY DOLLAR STORES I	12/05/2012	01/07/2013	2,226.00	2,667.00			-441.00
50.	FEDERATED INVS INC PA	07/19/2013	07/25/2013	1,505.00	1,523.00	W	18.00	
52.	FEDERATED INVS INC PA	07/19/2013	11/26/2013	1,420.00	1,564.00			-144.00
78.	FEDERATED INVS INC PA	07/19/2013	12/03/2013	2,089.00	2,198.00			-109.00
171.	FEDERATED INVS INC PA	10/10/2013	12/06/2013	4,505.00	4,621.00			-116.00
16.	FEDEX CORP	02/12/2013	05/29/2013	1,543.00	1,697.00			-154.00
15.	FLEETCOR TECHNOLOGIES	08/23/2013	10/10/2013	1,605.00	1,496.00			109.00
1346.	MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES	01/24/2013	10/10/2013	45,097.00	49,364.00			-4,267.00
273.	ADR GDF SUEZ S A SPON ADR	10/10/2013	10/29/2013	6,882.00	5,583.00			1,299.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Sales and Other Dispositions of Capital Assets

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► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
57.	GENERAL ELECTRIC CO	03/14/2013	05/15/2013	1,321.00	1,348.00			-27.00
175.	GENERAL ELECTRIC CO	10/08/2012	07/11/2013	4,175.00	3,998.00			177.00
87.	GENERAL ELECTRIC CO	01/24/2013	07/12/2013	2,056.00	1,901.00			155.00
114.	GEN MTRS CO COM	08/02/2013	10/10/2013	3,942.00	4,211.00			-269.00
100.	GILEAD SCIENCES INC	07/11/2013	10/10/2013	6,227.00	4,273.00			1,954.00
50.	GOLDMAN SACHS GROUP IN	05/31/2013	10/10/2013	7,854.00	7,563.00			291.00
90.	GROUPON INC	02/28/2013	03/01/2013	455.00	408.00			47.00
139.	HALLIBURTON CO	06/20/2012	02/21/2013	5,675.00	4,404.00			1,271.00
71.	HALLIBURTON CO	08/02/2013	10/10/2013	3,528.00	3,284.00			244.00
5.00071	HARRIS CORP DEL	04/02/2013	04/16/2013	211.00	231.00			-20.00
38.99929	HARRIS CORP DEL	03/28/2013	04/16/2013	1,648.00	1,805.00	W	157.00	
39.	HARRIS CORP DEL	03/28/2013	04/18/2013	1,622.00	1,962.00			-340.00
52.	HEALTH MANAGEMENT ASSO A	07/17/2012	04/26/2013	581.00	404.00			177.00
122.	HEALTH MANAGEMENT ASS A	09/05/2012	05/01/2013	1,338.00	945.00			393.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	300. HEALTH MANAGEMENT ASS A	09/05/2012	05/02/2013	3,330.00	2,295.00			1,035.00
	408. HEALTH MANAGEMENT ASS A	09/05/2012	05/08/2013	4,557.00	2,851.00			1,706.00
	22. HERSHEY FOODS CORP	04/18/2013	04/26/2013	1,928.00	1,969.00	W	41.00	
	1. HERSHEY FOODS CORP	01/07/2013	05/01/2013	88.00	74.00			14.00
	21. HERSHEY FOODS CORP	04/18/2013	05/01/2013	1,848.00	1,911.00	W	63.00	
	45. HERSHEY FOODS CORP	05/17/2013	07/12/2013	4,113.00	4,096.00			17.00
	44. HERSHEY FOODS CORP	01/07/2013	07/17/2013	4,029.00	3,275.00			754.00
	67. HERTZ GLOBAL HLDGS INC	03/08/2013	07/25/2013	1,786.00	1,373.00			413.00
	42. HERTZ GLOBAL HLDGS INC	02/15/2013	07/30/2013	1,058.00	787.00			271.00
	245. HERTZ GLOBAL HLDGS IN	01/24/2013	10/10/2013	5,515.00	3,724.00			1,791.00
	41. ADR HITACHI LTD A.D.R.	04/16/2013	05/30/2013	2,779.00	2,487.00			292.00
	9. ADR HITACHI LTD A.D.R.	03/20/2013	07/08/2013	605.00	526.00			79.00
	2. ADR HITACHI LTD A.D.R.	02/05/2013	07/10/2013	132.00	116.00			16.00
	8. ADR HITACHI LTD A.D.R.	02/05/2013	07/11/2013	519.00	466.00			53.00
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
27.	ADR HITACHI LTD A.D.R.	08/15/2013	12/13/2013	1,969.00	1,797.00			172.00
64.	ADR HONG KONG EXCHANGE LTD ADR	06/13/2013	10/10/2013	1,053.00	1,043.00			10.00
22.	ILLUMINA INC	05/21/2013	10/10/2013	1,699.00	1,471.00			228.00
844.	INFINEON TECHNOLOGIES SPONSORED ADR	10/10/2013	10/29/2013	8,171.00	8,472.00			-301.00
5.	INTUIT	01/07/2013	06/06/2013	292.00	312.00			-20.00
14.	INTUIT	01/07/2013	06/13/2013	812.00	844.00			-32.00
13.	INTUIT	07/19/2012	06/14/2013	748.00	775.00			-27.00
160.	INTUIT	10/10/2013	12/02/2013	11,892.00	10,517.00			1,375.00
2.99996	INTUITIVE SURGICAL STK	03/14/2013	07/09/2013	1,254.00	1,583.00	W	329.00	
1.00004	INTUITIVE SURGICAL STK	03/14/2013	07/09/2013	418.00	511.00			-93.00
4.	INTUITIVE SURGICAL INC	03/28/2013	07/10/2013	1,682.00	2,352.00			-670.00
25.	ISHARES RUSSELL 1000 G	03/14/2013	07/23/2013	1,904.00	1,635.00			269.00
9.9	ADR ITAU UNIBANCO HLDG SPONSORED ADR REPSTG 50	10/10/2013	10/29/2013	156.00	148.00			8.00
94.	ADR JGC CORP	07/25/2013	10/15/2013	7,075.00	6,769.00			306.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

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Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
62.	ADR JGC CORP	07/25/2013	10/16/2013	4,671.00	4,196.00			475.00
93.	JOHNSON CONTROLS INC	07/19/2013	07/25/2013	3,808.00	3,818.00			-10.00
358.	JOHNSON CONTROLS INC	07/19/2013	10/10/2013	14,751.00	11,381.00			3,370.00
27.	ADR KBC GROUP NV	12/19/2012	01/15/2013	477.00	469.00			8.00
94.	ADR KBC GROUP NV	12/19/2012	05/30/2013	1,883.00	1,633.00			250.00
7.	KANSAS CITY SOUTHERN IN	01/07/2013	05/08/2013	769.00	605.00			164.00
4.	KANSAS CITY SOUTHERN IN	01/07/2013	07/25/2013	441.00	346.00			95.00
14.	KANSAS CITY SOUTHERN I	01/14/2013	10/10/2013	1,575.00	1,206.00			369.00
41.	KIMBERLY CLARK CORP	01/07/2013	03/28/2013	4,001.00	3,468.00			533.00
379.	KIMBERLY-CLARK DE MEX C.V. ORD PARTN CTF COM	10/10/2013	12/20/2013	5,308.00	5,549.00			-241.00
.12	KINDER MORGAN MGMT LLC US49455U1007	10/10/2013	10/29/2013	9.00	9.00			
128.	KRAFT FOODS GROUP INC	12/05/2012	10/10/2013	6,731.00	5,872.00			859.00
22.	LAS VEGAS SANDS CORP	02/21/2013	10/10/2013	1,459.00	1,096.00			363.00
44.	LAUDER ESTEE COS INC C	07/08/2013	10/10/2013	3,078.00	2,851.00			227.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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JSA
3X2615 2 000Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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2013Attachment
Sequence No **12A**

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
149.	ELI LILLY & CO	08/01/2012	01/07/2013	7,648.00	6,560.00			1,088.00
7.	LINKEDIN CORP CL A	03/14/2013	10/10/2013	1,582.00	1,169.00			413.00
569.	ADR LONZA GROUP AG AD	07/25/2013	10/10/2013	4,523.00	4,164.00			359.00
17.	LULULEMON ATHLETICA IN	05/15/2013	10/10/2013	1,281.00	1,372.00			-91.00
22.	LUXOTTICA GROUP S P A ADR	03/21/2013	07/25/2013	1,157.00	1,120.00			37.00
88.	LUXOTTICA GROUP S P A ADR	03/28/2013	10/10/2013	4,570.00	4,248.00			322.00
45.	MASCO CORP	05/08/2013	10/10/2013	891.00	964.00	W	73.00	
95.	MASCO CORP	10/10/2013	10/10/2013	1,881.00	1,908.00			-27.00
36.	MCGRAW HILL COMPANIES	03/28/2013	04/16/2013	1,867.00	1,870.00			-3.00
37.	MCGRAW HILL COMPANIES	03/01/2013	04/18/2013	1,908.00	1,754.00			154.00
20.	MCGRAW HILL COMPANIES	03/01/2013	07/25/2013	1,219.00	948.00			271.00
30.	MEAD JOHNSON NUTRITION	08/20/2013	10/10/2013	2,289.00	2,305.00			-16.00
128.	MICROSOFT CORP COM	01/07/2013	02/06/2013	3,490.00	3,424.00			66.00
122.	MICROSOFT CORP COM	09/18/2012	02/06/2013	3,327.00	3,804.00	W	477.00	
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

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- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	38. MICROSOFT CORP COM	09/24/2012	07/25/2013	1,198.00	1,209.00			-11.00
	262. MONDELEZ INTL INC COM	06/18/2013	10/10/2013	8,153.00	7,543.00			610.00
	58. MONSANTO CO NEW	04/16/2013	10/10/2013	6,100.00	5,922.00			178.00
	6. MONSTER BEVERAGE CORP C	04/25/2013	07/25/2013	378.00	341.00			37.00
	28. MONSTER BEVERAGE CORP	05/01/2013	10/10/2013	1,487.00	1,577.00			-90.00
	54. MORGAN STANLEY DEAN WI NEW	01/07/2013	03/14/2013	1,233.00	1,054.00			179.00
	38. MORGAN STANLEY DEAN WI NEW	12/18/2012	04/02/2013	822.00	725.00			97.00
	41. MORGAN STANLEY DEAN WI NEW	12/18/2012	07/25/2013	1,132.00	773.00			359.00
	168. MORGAN STANLEY DEAN W NEW	12/18/2012	10/10/2013	4,595.00	3,008.00			1,587.00
	94. ADR MUNICH RE GROUP AD	10/14/2013	12/04/2013	2,007.00	1,859.00			148.00
	23. MYLAN LABORATORIES INC	04/26/2013	07/25/2013	742.00	675.00			67.00
	11. NETFLIX INC COM STK	07/16/2013	10/10/2013	3,366.00	2,513.00			853.00
	51. NEWFIELD EXPL CO	01/10/2013	10/10/2013	1,442.00	1,445.00			-3.00
	4. NEWMARKET CORP COM	12/05/2012	07/25/2013	1,101.00	1,087.00			14.00
2	Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Form **8949** (2013)

Sales and Other Dispositions of Capital AssetsDepartment of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

2013Attachment
Sequence No **12A**

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	10. NOBLE ENERGY INC	12/07/2012	10/10/2013	659.00	508.00			151.00
	27. NORDSTROM INC	05/17/2013	07/12/2013	1,680.00	1,651.00			29.00
	64. NORDSTROM INC	05/17/2013	07/17/2013	3,931.00	3,759.00			172.00
	46. NORDSTROM INC	04/03/2013	07/19/2013	2,821.00	2,530.00			291.00
	1360.19 MFB NORTHN FDS MUL GLOBAL REALESTATE FD	03/14/2013	10/10/2013	25,368.00	25,871.00			-503.00
	10441.88 MFB NORTHN FDS MU EMERGING MKTS EQTY FD	07/25/2013	10/10/2013	201,633.00	189,448.00			12,185.00
	41.65 MFB NORTHN MULTIMGR	03/14/2013	10/10/2013	521.00	451.00			70.00
	4140.94 MFB NORTHN MULTIMG	07/25/2013	10/10/2013	61,866.00	57,999.00			3,867.00
	8.52 MFB NORTHN FDS SMALL	12/19/2012	10/10/2013	177.00	139.00			38.00
	9. NOVO NORDISK A S ADR	03/14/2013	10/10/2013	1,507.00	1,568.00			-61.00
	24. OCCIDENTAL PETROLEUM C	10/24/2012	07/25/2013	2,173.00	1,935.00			238.00
	137. OCCIDENTAL PETROLEUM	08/01/2013	10/10/2013	12,927.00	11,397.00			1,530.00
	9. PPG INDUSTRIES INC	07/19/2013	07/25/2013	1,417.00	1,430.00			-13.00
	31. PPG INDUSTRIES INC	05/08/2013	10/10/2013	5,107.00	4,382.00			725.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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2013Attachment
Sequence No **12A**

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day , yr.)	(c) Date sold or disposed (Mo , day , yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
59.	PATTERSON UTI ENERGY I	09/21/2012	07/25/2013	1,172.00	1,031.00			141.00
10.	PERRIGO CO	07/30/2013	10/10/2013	1,290.00	1,282.00			8.00
344.	ADR PETROFAC LTD ADS	07/25/2013	10/10/2013	3,709.00	4,075.00			-366.00
5.	PHARMACYCLICS INC COM	07/15/2013	07/25/2013	515.00	529.00	W	14.00	
24.	PHARMACYCLICS INC COM	07/23/2013	10/10/2013	2,939.00	2,340.00			599.00
1851.64	PIMCO COMMODITY RE STRATEGY FUND	04/20/2012	01/24/2013	12,480.00	12,147.00			333.00
8.	PIONEER NAT RES CO	02/28/2013	07/25/2013	1,243.00	989.00			254.00
31.	PIONEER NAT RES CO	08/02/2013	10/10/2013	5,929.00	4,051.00			1,878.00
106.	POTASH CORP. OF SASKA	07/25/2013	10/10/2013	3,389.00	4,012.00			-623.00
5.	PRICELINE COM INC COM	04/25/2013	10/10/2013	5,047.00	3,559.00			1,488.00
21.	PROCTER & GAMBLE CO	03/14/2013	07/25/2013	1,678.00	1,512.00			166.00
82.	PROCTER & GAMBLE CO	01/07/2013	10/10/2013	6,348.00	5,705.00			643.00
6.	RAYMOND JAMES FINANCIAL	10/10/2013	10/25/2013	274.00	250.00			24.00
19.	RED HAT INC	06/12/2013	10/10/2013	810.00	880.00			-70.00
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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2013Attachment
Sequence No **12A**

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
4.	REGENERON PHARMACEUTICA	07/15/2013	07/25/2013	1,084.00	1,079.00			5.00
15.	REGENERON PHARMACEUTIC	06/28/2013	10/10/2013	4,387.00	3,034.00			1,353.00
95.	ROLLS ROYCE C SHARES	01/04/2013	01/25/2013	58.00	58.00			
73.	ROLLS ROYCE C SHARES	07/01/2013	07/15/2013	65.00	66.00			-1.00
52.	ROSS STORES INC	08/08/2012	07/17/2013	3,419.00	3,551.00			-132.00
60.	ROSS STORES INC	01/28/2013	07/19/2013	4,004.00	3,635.00			369.00
52.	ROSS STORES INC	11/15/2013	12/06/2013	3,747.00	4,216.00			-469.00
11.	ROYAL DUTCH SHELL PLC	01/17/2013	04/16/2013	715.00	771.00			-56.00
81.	SLM CORPORATION SECURI	07/19/2013	07/25/2013	1,984.00	1,924.00			60.00
152.	SLM CORPORATION SECUR	05/17/2013	10/10/2013	3,747.00	3,447.00			300.00
519.	SNAM SPA UNSP ADR EA SHS	07/25/2013	10/10/2013	5,221.00	4,877.00			344.00
190.	MFC SPDR GOLD TR GOLD	04/20/2012	03/14/2013	29,208.00	30,303.00			-1,095.00
112.	SAFEGWAY INC COM NEW	11/26/2012	06/19/2013	2,653.00	1,839.00			814.00
16.	ST JUDE MEDICAL INC	04/26/2013	07/25/2013	830.00	656.00			174.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if **Box A** above is checked), line 2 (if **Box B** above is checked), or line 3 (if **Box C** above is checked) ►

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Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
76.	ST JUDE MEDICAL INC	05/01/2013	10/10/2013	4,135.00	3,105.00			1,030.00
23.	SALESFORCE COM INC COM	06/14/2013	10/10/2013	1,176.00	866.00			310.00
13.	SALIX PHARMACEUTICALS	05/08/2013	07/25/2013	937.00	707.00			230.00
59.	SALIX PHARMACEUTICALS	05/08/2013	10/10/2013	4,055.00	3,139.00			916.00
35.	SANDISK CORP	05/08/2013	07/18/2013	2,149.00	1,930.00			219.00
69.	SANDISK CORP	03/14/2013	07/19/2013	4,330.00	3,550.00			780.00
38.	SERVICENOW INC COM USD	07/19/2013	10/10/2013	1,930.00	1,702.00			228.00
7.	SHERWIN WILLIAMS CO	03/14/2013	07/19/2013	1,210.00	1,077.00			133.00
69.	SHIRE PHARMACEUTICALS SPONSORE	10/10/2013	10/24/2013	9,382.00	7,887.00			1,495.00
342.	#REORG SIRIUS NAME CH XM HLDGS INC COM 0002T1	06/10/2013	07/25/2013	1,252.00	1,165.00			87.00
1293.	#REORG SIRIUS NAME C XM HLDGS INC COM 0002T1	05/01/2013	10/10/2013	5,030.00	3,611.00			1,419.00
31.	ADR SONY FINL HLDGS IN	05/22/2012	04/16/2013	410.00	460.00			-50.00
37.	SOUTHN COPPER CORP DEL	03/28/2013	07/25/2013	1,034.00	1,389.00			-355.00
31.	SOUTHN COPPER CORP DEL	04/02/2013	08/01/2013	813.00	1,144.00			-331.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

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Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day , yr)	(c) Date sold or disposed (Mo , day , yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	93. SOUTHN COPPER CORP DEL	04/02/2013	08/05/2013	2,447.00	3,358.00			-911.00
	17. SPLUNK INC COMSTK COM	07/15/2013	07/25/2013	879.00	860.00			19.00
	81. SPLUNK INC COMSTK COM	07/29/2013	10/10/2013	4,762.00	2,968.00			1,794.00
	172. ADR SUMITOMO MITSUI F INC SPONSORED ADR	01/29/2013	02/05/2013	1,413.00	1,310.00			103.00
	44. ADR SUMITOMO MITSUI FI SPONSORED ADR	01/28/2013	02/06/2013	357.00	324.00			33.00
	28. SUPERIOR ENERGY SERVIC	05/01/2013	05/15/2013	789.00	749.00			40.00
	261. SUPERIOR ENERGY SERVI	05/01/2013	05/17/2013	7,422.00	6,855.00			567.00
	15. SYNOPSIS INC	10/10/2013	10/25/2013	543.00	555.00			-12.00
	1395. TELE2 AB ADR	10/25/2013	12/13/2013	7,347.00	8,563.00			-1,216.00
	5. TERADATA CORP DEL COM S	09/17/2012	02/08/2013	314.00	380.00			-66.00
	32. TERADATA CORP DEL COM	09/28/2012	04/25/2013	1,614.00	2,251.00			-637.00
	5. TESLA MTRS INC COM	06/26/2012	01/17/2013	172.00	159.00			13.00
	7. TIFFANY & CO NEW	06/04/2013	07/25/2013	549.00	552.00	W	3.00	
	40. TIFFANY & CO NEW	08/23/2013	10/10/2013	3,024.00	3,151.00			-127.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

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Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Department of the Treasury
Internal Revenue Service

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	19. ULTA SALON COSMETICS & INC COMSTK	03/14/2013	03/20/2013	1,469.00	1,752.00			-283.00
	101. ULTRA PETE CORP	10/11/2012	07/25/2013	2,174.00	2,324.00			-150.00
	23.99972 ULTRA PETE CORP	10/10/2013	10/31/2013	441.00	448.00			-7.00
	137.00028 ULTRA PETE CORP	10/10/2013	10/31/2013	2,519.00	2,821.00	W	302.00	
	145. ULTRA PETE CORP	01/28/2013	11/01/2013	2,734.00	2,582.00			152.00
	91. ULTRA PETE CORP	03/01/2013	11/04/2013	1,745.00	1,548.00			197.00
	15. UNITED PARCEL SERVICE	04/26/2013	07/25/2013	1,300.00	1,289.00			11.00
	62. UTD THERAPEUTICS CORP	11/27/2012	01/10/2013	3,255.00	3,270.00			-15.00
	10. UTD THERAPEUTICS CORP	05/02/2013	07/25/2013	714.00	669.00			45.00
	10. URBAN OUTFITTERS INC	09/18/2012	07/25/2013	422.00	393.00			29.00
	42. URBAN OUTFITTERS INC	07/31/2013	10/10/2013	1,507.00	1,680.00			-173.00
	27. VALEANT PHARMACEUTICAL INTERNATIONAL INC COMMO	01/24/2013	10/10/2013	2,943.00	1,744.00			1,199.00
	4. VALSPAR CORP	10/10/2013	10/25/2013	280.00	263.00			17.00
	32. VERTEX PHARMACEUTICALS	01/09/2013	10/10/2013	2,253.00	1,383.00			870.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000Form **8949** (2013)

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
11.	VMWARE INC CL A COM CL	05/10/2013	10/10/2013	873.00	843.00			30.00
40.	WESTERN UNION CO	07/17/2013	07/25/2013	691.00	698.00	W	7.00	
223.	WESTERN UNION CO	10/10/2013	10/29/2013	4,279.00	4,085.00			194.00
9.	WHIRLPOOL CORP	03/14/2013	07/25/2013	1,158.00	1,033.00			125.00
33.	WHIRLPOOL CORP	01/07/2013	10/10/2013	4,553.00	3,339.00			1,214.00
696.	#REORG/WINDSTREAM NAM WINDSTREAMHLDGS INC COM	01/10/2013	03/28/2013	5,491.00	6,828.00			-1,337.00
12.	WORKDAY INC CL A COM U	07/15/2013	07/25/2013	817.00	813.00			4.00
47.	WORKDAY INC CL A COM U	07/15/2013	10/10/2013	3,771.00	2,669.00			1,102.00
127.	ADR WYNN MACAU LTD AD	10/10/2013	12/20/2013	5,597.00	4,605.00			992.00
38.	9995 YUM BRANDS INC	04/26/2012	01/18/2013	2,536.00	2,860.00			-324.00
5.	0005 YUM BRANDS INC	04/17/2012	01/18/2013	325.00	367.00	W	42.00	
25.	09 ZOETIS INC COM USD0.	07/15/2013	07/25/2013	752.00	856.00	W	104.00	
40.	ZOETIS INC COM USD0.01	07/15/2013	08/07/2013	1,246.00	1,350.00	W	104.00	
64.	ZOETIS INC COM USD0.01	07/15/2013	08/16/2013	1,917.00	2,091.00			-174.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Internal Revenue Service

► **File with your Schedule D** to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

SARA H. WOODRUFF FOUNDATION 02-42312

Social security number or taxpayer identification number

59-6123443

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Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
94.	ADR SIEMENS A G SIEMEN DM50 (NEW)	07/08/2013	07/25/2013	287.00	277.00			10.00
31.	ACCENTURE PLC SHS CL A	03/14/2013	07/09/2013	2,296.00	2,322.00	W	26.00	
30.	ACCENTURE PLC SHS CL A	02/12/2013	07/09/2013	2,222.00	2,181.00			41.00
19.	ACCENTURE PLC SHS CL A	03/17/2013	07/25/2013	1,399.00	1,458.00	W	59.00	
46.	ACCENTURE PLC SHS CL A	07/12/2013	08/14/2013	3,284.00	3,455.00			-171.00
43.	ACCENTURE PLC SHS CL A	01/07/2013	08/16/2013	3,082.00	2,963.00			119.00
36.	MICHAEL KORS HOLDINGS	08/06/2013	10/10/2013	2,669.00	2,266.00			403.00
1.	LYONDELLBASELL IND N V CL 'A'	05/15/2013	10/10/2013	74.00	65.00			9.00
5.	COPA HOLDINGS SA COM ST	10/10/2013	10/31/2013	750.00	731.00			19.00
15.	COPA HOLDINGS SA COM S	10/10/2013	11/04/2013	2,283.00	1,740.00			543.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶				1,084,180.	1,022,138.		4,208.	66,250.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

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Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
30.	AFLAC INC	02/01/2011	07/25/2013	1,808.00	1,757.00			51.00
15.	AFLAC INC	02/01/2011	12/02/2013	994.00	878.00			116.00
3.	AFLAC INC	02/01/2011	12/03/2013	198.00	176.00			22.00
134.	ADR AIA GROUP LTD SPO	10/01/2012	10/10/2013	2,605.00	1,979.00			626.00
47.	AT&T INC	09/29/2008	01/10/2013	1,616.00	1,358.00			258.00
47.	AT&T INC	02/17/2011	01/18/2013	1,566.00	1,355.00			211.00
87.	AT&T INC	02/17/2011	01/24/2013	2,961.00	2,428.00			533.00
51.	AT&T INC	07/02/2012	07/25/2013	1,803.00	1,846.00			-43.00
213.	AT&T INC	07/13/2012	10/10/2013	7,210.00	7,374.00			-164.00
42.	#REORG/ACTAVIS INC STK ACTAVIS PLC 2R1PAW1 EFF	09/17/2012	10/01/2013	6,048.00	3,430.00			2,618.00
106.	ADR AIR LIQUIDE ADR	11/17/2011	07/25/2013	2,750.00	2,322.00			428.00
109.	ADR AIR LIQUIDE ADR	11/17/2011	10/10/2013	2,935.00	2,388.00			547.00
16.	AKZO N V SPONSORED ADR	12/24/2009	03/28/2013	338.00	353.00	W	15.00	
57.	AKZO N V SPONSORED ADR	12/24/2009	11/19/2013	1,412.00	1,278.00			134.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
71.	AKZO N V SPONSORED ADR	02/01/2011	11/26/2013	1,740.00	1,527.00			213.00
23.	ALEXION PHARMACEUTICAL	02/02/2012	03/06/2013	2,138.00	1,741.00			397.00
12.	ALEXION PHARMACEUTICAL	01/11/2012	03/14/2013	1,099.00	848.00			251.00
13.	ALEXION PHARMACEUTICAL	03/15/2012	07/25/2013	1,427.00	1,141.00			286.00
43.	ALEXION PHARMACEUTICAL	08/01/2012	10/10/2013	4,663.00	3,066.00			1,597.00
13.	ALLERGAN INC	01/11/2012	05/02/2013	1,313.00	1,153.00			160.00
7.	ALLERGAN INC	01/11/2012	05/10/2013	727.00	619.00			108.00
9.	ALLERGAN INC	01/11/2012	05/28/2013	898.00	768.00			130.00
9.	ALLERGAN INC	07/26/2010	07/25/2013	828.00	554.00			274.00
192.	ALLIANZ AKTIENGESELLS SPONSORED ADR REPSTG 1/	04/15/2011	10/10/2013	3,121.00	2,834.00			287.00
44.	ALLSTATE CORP	09/01/2011	07/25/2013	2,248.00	1,258.00			990.00
184.	ALLSTATE CORP	11/24/2008	10/10/2013	9,528.00	4,006.00			5,522.00
40.	ALTRIA GROUP INC	02/01/2011	07/25/2013	1,428.00	944.00			484.00
15.	AMAZON COM INC	04/26/2012	07/25/2013	4,469.00	2,018.00			2,451.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
27.	AMAZON COM INC	05/13/2009	10/10/2013	8,216.00	2,020.00			6,196.00
233.	AMERICA MOVIL S A DE SER L SHARES	11/17/2011	03/20/2013	4,440.00	5,770.00			-1,330.00
39.	AMERICAN CAP AGY CORP	08/15/2011	07/25/2013	834.00	1,167.00			-333.00
7.	AMERICAN TOWER CORP	03/01/2011	01/07/2013	539.00	370.00			169.00
7.	AMERICAN TOWER CORP	03/01/2011	01/08/2013	541.00	370.00			171.00
6.	AMERICAN TOWER CORP	03/01/2011	02/15/2013	450.00	317.00			133.00
3.	AMERICAN TOWER CORP	03/01/2011	10/25/2013	242.00	158.00			84.00
12.	ANADARKO PETROLEUM COR	07/27/2011	03/20/2013	1,036.00	989.00			47.00
7.	ANADARKO PETROLEUM CORP	05/24/2011	07/25/2013	627.00	533.00			94.00
28.	ANADARKO PETROLEUM COR	12/29/2011	10/10/2013	2,628.00	2,130.00			498.00
20.	ADR ANHEUSER BUSCH INB SPONSOREDADR	05/04/2012	10/10/2013	1,943.00	1,473.00			470.00
16.	APACHE CORP	11/04/2011	07/25/2013	1,321.00	1,607.00			-286.00
55.	APT INVT & MGMT CO CL	10/05/2011	07/25/2013	1,675.00	1,389.00			286.00
11.	APPLE COMPUTER INC	01/11/2012	03/04/2013	4,621.00	4,413.00			208.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
5.	APPLE COMPUTER INC	07/07/2011	03/06/2013	2,125.00	1,790.00			335.00
21.	APPLE COMPUTER INC	07/07/2011	07/25/2013	9,181.00	4,500.00			4,681.00
27.	APPLE COMPUTER INC	10/08/2012	10/10/2013	13,239.00	3,531.00			9,708.00
48.	ARCHER DANIELS MIDLAND	12/24/2009	07/25/2013	1,730.00	1,505.00			225.00
201.	ARCHER DANIELS MIDLAN	09/01/2011	10/10/2013	7,449.00	6,209.00			1,240.00
42.	ARM HLDGS PLC SPONSORE	11/17/2011	02/21/2013	1,755.00	1,252.00			503.00
128.	ARM HLDGS PLC SPONSOR	11/17/2011	06/20/2013	4,667.00	3,814.00			853.00
167.	ARM HLDGS PLC SPONSOR	09/17/2012	10/10/2013	7,897.00	4,948.00			2,949.00
59.	ADR ATLAS COPCO AB SPO NEW REPSTG COM SER A	11/17/2011	10/10/2013	1,726.00	1,195.00			531.00
80.	ADR AVIVA PLC ADR	05/18/2011	01/09/2013	958.00	1,154.00			-196.00
131.	ADR AVIVA PLC ADR	05/18/2011	08/20/2013	1,646.00	1,884.00	W	238.00	
37.	AXA S A SPONSORED ADR	11/19/2010	01/15/2013	667.00	641.00			26.00
32.	AXA S A SPONSORED ADR	09/23/2010	11/26/2013	824.00	541.00			283.00
27.	BG PLC ADR FIN INST N	11/17/2011	01/17/2013	471.00	574.00	W	103.00	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
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37.	BG PLC ADR FIN INST N	11/29/2011	10/10/2013	697.00	801.00			-104.00
61.	BG PLC ADR FIN INST N	11/17/2011	10/21/2013	1,222.00	1,291.00			-69.00
38.	BG PLC ADR FIN INST N	11/17/2011	12/24/2013	793.00	804.00			-11.00
27.	BNP PARIBAS SPONSORED 1/4 SH	02/01/2011	08/20/2013	892.00	1,060.00	W	168.00	
12.	BNP PARIBAS SPONSORED 1/4 SH	06/11/2010	08/20/2013	396.00	348.00			48.00
14.	BNP PARIBAS SPONSORED 1/4 SH	02/01/2011	12/04/2013	501.00	531.00			-30.00
15.	BAIDU COM INC SPONSORE	12/19/2011	01/15/2013	1,674.00	1,634.00			40.00
13.	BAIDU COM INC SPONSORE	12/20/2010	03/14/2013	1,135.00	759.00			376.00
6.	BAIDU COM INC SPONSORED	01/08/2010	03/15/2013	511.00	243.00			268.00
28.	BAIDU COM INC SPONSORE	01/08/2010	03/20/2013	2,414.00	1,132.00			1,282.00
3.	ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	10/25/2013	27.00	30.00			-3.00
6.	ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	10/28/2013	55.00	59.00			-4.00
50.	ADR BALFOUR BEATTY PLC ADR REPSTG 2 SHS	07/09/2012	10/31/2013	453.00	492.00			-39.00
50.	BANK NEW YORK MELLON C	09/29/2008	07/25/2013	1,586.00	1,403.00			183.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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SARA H. WOODRUFF FOUNDATION 02-42312

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1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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	207. BANK NEW YORK MELLON	11/19/2010	10/10/2013	6,325.00	5,793.00			532.00
	47. BARCLAYS PLC ADR	07/21/2011	02/19/2013	937.00	788.00			149.00
	50. BAXTER INTL INC	07/21/2010	01/07/2013	3,421.00	2,085.00			1,336.00
	46. BAXTER INTL INC	07/21/2010	07/25/2013	3,379.00	1,918.00			1,461.00
	78. BAXTER INTL INC	07/21/2010	10/10/2013	5,125.00	3,253.00			1,872.00
	6. BAYER A G 00	05/23/2011	03/20/2013	622.00	473.00			149.00
	17. BIOGEN IDEC INC COM ST IDEC SEC#2005597 EFF 11	06/26/2012	07/25/2013	3,911.00	2,391.00			1,520.00
	59. BIOGEN IDEC INC COM ST IDEC SEC#2005597 EFF 11	10/08/2012	10/10/2013	13,748.00	7,901.00			5,847.00
	9. BOEING CO	03/23/2011	07/25/2013	962.00	641.00			321.00
	42. BOEING CO	05/18/2010	10/10/2013	4,942.00	2,707.00			2,235.00
	16. BRISTOL MYERS SQUIBB C	10/05/2011	07/25/2013	718.00	523.00			195.00
	32. BRISTOL MYERS SQUIBB C	10/06/2011	10/28/2013	1,657.00	1,041.00			616.00
	3. BRITISH AMERN TOB PLC S	01/11/2012	01/28/2013	308.00	274.00			34.00
	18. BRITISH AMERN TOB PLC ADR	04/04/2012	05/31/2013	1,982.00	1,660.00			322.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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4.	BRITISH AMERN TOB PLC S	09/12/2012	11/26/2013	424.00	402.00			22.00
59.	BROADCOM CORP CL A	07/19/2012	07/23/2013	1,870.00	1,959.00	W	89.00	
18.	BROADCOM CORP CL A	07/05/2012	07/24/2013	489.00	641.00	W	152.00	
12.	BROADCOM CORP CL A	07/05/2012	07/25/2013	329.00	506.00	W	177.00	
69.	BROADCOM CORP CL A	07/24/2012	10/10/2013	1,831.00	2,570.00			-739.00
19.	ADR BURBERRY GROUP PLC	02/11/2011	01/07/2013	782.00	735.00			47.00
7.	ADR BURBERRY GROUP PLC	12/29/2011	02/28/2013	291.00	269.00			22.00
9.	ADR BURBERRY GROUP PLC	12/29/2011	03/01/2013	379.00	335.00			44.00
8.	ADR BURBERRY GROUP PLC	12/29/2011	03/06/2013	336.00	298.00			38.00
17.	ADR BURBERRY GROUP PLC	12/29/2011	03/14/2013	745.00	624.00			121.00
35.	CBOE HOLDINGS INC COM	03/23/2012	07/25/2013	1,721.00	1,034.00			687.00
17.	CBOE HOLDINGS INC COM	09/21/2012	12/02/2013	904.00	516.00			388.00
5.	CF INDS HLDGS INC COM	02/17/2011	07/25/2013	892.00	700.00			192.00
52.	ADR CSL LTD ADR	11/17/2011	10/10/2013	1,602.00	833.00			769.00
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39.	CVS CORP	10/22/2009	07/25/2013	2,394.00	1,476.00			918.00
162.	CVS CORP	09/01/2011	10/10/2013	9,480.00	5,859.00			3,621.00
15.	CABOT OIL & GAS CORP C	05/10/2011	07/25/2013	1,148.00	421.00			727.00
128.	CABOT OIL & GAS CORP	05/19/2011	10/10/2013	4,540.00	1,734.00			2,806.00
17.	CANADIAN NATL RY CO CO	11/17/2011	10/10/2013	1,792.00	1,309.00			483.00
35.	CAPITAL ONE FINL CORP	05/31/2011	01/24/2013	1,976.00	1,889.00			87.00
45.	CAPITAL ONE FINL CORP	02/09/2012	02/15/2013	2,432.00	2,292.00			140.00
29.	CAPITAL ONE FINL CORP	01/19/2012	02/19/2013	1,539.00	1,382.00			157.00
52.	CARDINAL HEALTH INC	12/24/2009	07/25/2013	2,581.00	1,638.00			943.00
218.	CARDINAL HEALTH INC	10/22/2009	10/10/2013	11,884.00	6,374.00			5,510.00
46.	CATERPILLAR INC	03/22/2012	05/02/2013	3,881.00	4,781.00			-900.00
19.	CATERPILLAR INC	05/09/2012	07/25/2013	1,558.00	1,845.00	W	287.00	
26.	CATERPILLAR INC	05/09/2012	10/10/2013	2,200.00	2,616.00			-416.00
36.	CATERPILLAR INC	05/09/2012	12/04/2013	3,028.00	2,632.00			396.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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30.	CHEVRONTEXACO CORP	02/01/2011	07/25/2013	3,789.00	2,881.00			908.00
5.	CHIPOTLE MEXICAN GRILL	02/17/2012	02/19/2013	1,564.00	1,896.00			-332.00
2.	CHIPOTLE MEXICAN GRILL	07/02/2012	07/25/2013	795.00	763.00			32.00
9.	CHIPOTLE MEXICAN GRILL	02/10/2012	10/10/2013	3,920.00	2,614.00			1,306.00
163.	CISCO SYS INC	06/22/2011	07/25/2013	4,145.00	2,520.00			1,625.00
218.	CISCO SYS INC	06/22/2011	10/10/2013	4,986.00	3,370.00			1,616.00
84.	CLIFFS NAT RES INC COM	10/05/2011	01/07/2013	3,179.00	5,606.00			-2,427.00
23.	COACH INC	02/01/2011	01/07/2013	1,280.00	1,242.00			38.00
15.	COACH INC	02/01/2011	01/24/2013	766.00	810.00			-44.00
47.	COACH INC	02/01/2011	01/28/2013	2,419.00	2,538.00			-119.00
34.	COACH INC	02/01/2011	07/25/2013	2,018.00	1,836.00			182.00
26.	COACH INC	02/01/2011	07/31/2013	1,382.00	1,404.00			-22.00
71.	COCA COLA CO	09/01/2011	02/15/2013	2,652.00	2,166.00			486.00
39.	COCA COLA CO	08/03/2010	02/19/2013	1,465.00	1,100.00			365.00
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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
33.	COCA COLA CO	08/12/2010	02/28/2013	1,280.00	924.00			356.00
22.	COCA COLA CO	08/24/2010	03/01/2013	850.00	612.00			238.00
27.	COCA COLA CO	08/24/2010	03/04/2013	1,045.00	745.00			300.00
33.	ADR COCHLEAR LTD ADR U	11/17/2011	10/10/2013	938.00	932.00			6.00
72.	COLGATE PALMOLIVE CO	09/18/2012	11/13/2013	4,666.00	3,820.00			846.00
462.	COMCAST CORP NEW CL A	01/12/2010	02/05/2013	18,126.00	7,614.00			10,512.00
39.	COMCAST CORP NEW CL A	07/02/2012	07/25/2013	1,733.00	1,245.00			488.00
78.	COMCAST CORP NEW CL A	10/01/2012	10/10/2013	3,518.00	2,517.00			1,001.00
15.	CONCHO RES INC COM STK	08/15/2011	05/07/2013	1,252.00	1,307.00			-55.00
14.	CONCHO RES INC COM STK	08/08/2011	05/14/2013	1,164.00	1,100.00			64.00
118.	CONOCOPHILLIPS	05/09/2012	05/15/2013	7,343.00	6,848.00			495.00
36.	CONOCOPHILLIPS	07/02/2012	07/25/2013	2,361.00	2,001.00			360.00
11.	COSTCO WHSL CORP NEW	09/20/2011	07/25/2013	1,286.00	932.00			354.00
45.	COSTCO WHSL CORP NEW	09/01/2011	10/10/2013	5,194.00	2,351.00			2,843.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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68.	CUMMINS ENGINE INC	01/23/2012	03/28/2013	7,874.00	6,685.00			1,189.00
15.	CUMMINS ENGINE INC	08/15/2011	07/25/2013	1,745.00	1,440.00			305.00
18.	CUMMINS ENGINE INC	09/01/2011	07/31/2013	2,179.00	1,670.00			509.00
61.	DAIMLER AG SPONSORED A	10/10/2012	11/26/2013	5,018.00	2,980.00			2,038.00
26.	ADR DASSAULT SYS S A S	11/17/2011	10/10/2013	3,356.00	2,105.00			1,251.00
45.	DEERE & CO	09/01/2011	05/16/2013	4,017.00	2,726.00			1,291.00
67.	ADR DEUTSCHE BOERSE AD	04/05/2012	07/25/2013	476.00	440.00			36.00
18.	DEUTSCHE POST AG SPONS	02/01/2011	01/15/2013	403.00	337.00			66.00
39.	DEUTSCHE POST AG SPONS	02/01/2011	03/06/2013	905.00	728.00			177.00
15.	DEUTSCHE POST AG SPONS	09/27/2010	03/08/2013	355.00	271.00			84.00
7.	DEUTSCHE POST AG SPONSO	09/27/2010	03/28/2013	162.00	126.00			36.00
158.	DEUTSCHE POST AG SPON	09/22/2011	06/24/2013	3,871.00	2,584.00			1,287.00
24.	WALT DISNEY CO	03/23/2012	07/25/2013	1,547.00	563.00			984.00
49.	WALT DISNEY CO	03/05/2009	10/10/2013	3,198.00	784.00			2,414.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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	18. DISCOVER FINL SVCS COM	06/01/2012	06/10/2013	883.00	556.00			327.00
	13. DISCOVER FINL SVCS COM	06/01/2012	06/20/2013	611.00	401.00			210.00
	88. DISCOVER FINL SVCS COM	07/24/2012	07/25/2013	4,415.00	2,801.00			1,614.00
	157. DISCOVER FINL SVCS CO	08/17/2012	10/10/2013	7,963.00	4,844.00			3,119.00
	12. DISCOVER FINL SVCS COM	05/18/2011	12/02/2013	634.00	304.00			330.00
	45. E I DU PONT DE NEMOURS	07/08/2011	07/25/2013	2,576.00	2,522.00			54.00
	185. E I DU PONT DE NEMOUR	09/01/2011	10/10/2013	10,737.00	8,518.00			2,219.00
	24. DUNKIN BRANDS GROUP IN	04/04/2012	07/25/2013	1,008.00	725.00			283.00
	82. DUNKIN BRANDS GROUP IN	04/04/2012	10/10/2013	3,700.00	2,203.00			1,497.00
	39. EMC CORP MASS	02/15/2011	01/14/2013	943.00	1,055.00			-112.00
	45. EMC CORP MASS	02/17/2012	03/14/2013	1,137.00	1,222.00			-85.00
	182. EMC CORP MASS	02/15/2012	04/16/2013	4,191.00	4,858.00			-667.00
	45. EMC CORP MASS	01/26/2012	04/25/2013	1,017.00	1,153.00			-136.00
	31. EMC CORP MASS	05/24/2012	07/25/2013	818.00	775.00			43.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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53.	EMC CORP MASS	08/17/2012	10/10/2013	1,327.00	1,351.00			-24.00
33.	EATON VANCE CORP	02/01/2011	07/25/2013	1,351.00	1,017.00			334.00
20.	EATON VANCE CORP	02/01/2011	12/02/2013	833.00	616.00			217.00
10.	EBAY INC	04/26/2012	07/19/2013	523.00	411.00			112.00
54.	EBAY INC	07/24/2012	07/25/2013	2,797.00	2,172.00			625.00
28.	EBAY INC	08/20/2012	08/23/2013	1,446.00	1,125.00			321.00
42.	EDISON INTL	05/18/2010	07/25/2013	2,068.00	1,451.00			617.00
176.	EDISON INTL	10/22/2009	10/10/2013	8,333.00	5,841.00			2,492.00
74.	ADR ENAGAS S A ADR	09/14/2011	01/15/2013	841.00	752.00			89.00
281.	ADR ENAGAS S A ADR	09/14/2011	02/12/2013	3,257.00	2,555.00			702.00
81.	ENDO PHARMACEUTICALS H	02/01/2011	01/07/2013	2,090.00	2,796.00			-706.00
93.	ENDO PHARMACEUTICALS H	02/01/2011	02/15/2013	2,710.00	3,210.00	W	500.00	
42.	ENDO PHARMACEUTICALS H	02/01/2011	07/25/2013	1,594.00	1,447.00			147.00
76.	ENDO PHARMACEUTICALS H	02/01/2011	11/20/2013	4,874.00	2,594.00			2,280.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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16.	ENDO PHARMACEUTICALS H	11/04/2011	12/06/2013	1,055.00	539.00			516.00
28.	EXPRESS SCRIPTS HLDG C	10/18/2011	04/02/2013	1,629.00	1,138.00			491.00
31.	EXPRESS SCRIPTS HLDG C	05/09/2012	07/25/2013	2,069.00	1,614.00			455.00
19.	EXPRESS SCRIPTS HLDG C	10/18/2011	07/31/2013	1,245.00	764.00			481.00
35.	EXPRESS SCRIPTS HLDG C	10/13/2011	08/01/2013	2,297.00	1,405.00			892.00
25.	EXPRESS SCRIPTS HLDG C	10/13/2011	08/02/2013	1,625.00	1,004.00			621.00
14.	EXXON MOBIL CORP	02/01/2011	07/25/2013	1,328.00	1,175.00			153.00
11.	EXXON MOBIL CORP	02/01/2011	12/02/2013	1,028.00	923.00			105.00
31.	00032 FACEBOOK INC CL A	05/18/2012	05/30/2013	760.00	1,179.00	W	419.00	
42.	99968 FACEBOOK INC CL A	05/25/2012	05/30/2013	1,054.00	1,417.00			-363.00
31.	FACEBOOK INC CL A CL A	05/31/2012	07/25/2013	1,029.00	1,164.00			-135.00
13.	FANUC CORPORATION	11/17/2011	01/15/2013	367.00	359.00			8.00
7.	FANUC CORPORATION	11/17/2011	01/16/2013	195.00	193.00			2.00
43.	FANUC CORPORATION	11/17/2011	01/17/2013	1,202.00	1,188.00			14.00
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64.	FANUC CORPORATION	11/17/2011	01/24/2013	1,673.00	1,768.00			-95.00
24.00218	FANUC CORPORATION	08/16/2012	10/10/2013	662.00	669.00			-7.00
68.99782	FANUC CORPORATION	08/16/2012	10/10/2013	1,903.00	1,924.00	W	21.00	
47.	FEDERATED INVS INC PA	02/01/2011	02/21/2013	1,112.00	1,263.00			-151.00
297.	FEDERATED INVS INC PA	01/11/2012	03/01/2013	6,795.00	6,516.00			279.00
117.	FEDERATED INVS INC PA	01/11/2012	03/14/2013	2,901.00	2,042.00			859.00
15.	FEDEX CORP	02/15/2012	03/28/2013	1,473.00	1,414.00			59.00
12.	FEDEX CORP	03/08/2010	05/16/2013	1,186.00	1,040.00			146.00
24.	FEDEX CORP	09/01/2011	05/29/2013	2,314.00	1,958.00			356.00
1656.	MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES	04/20/2012	10/10/2013	55,483.00	53,123.00			2,360.00
191.	FRESENIUS MED CARE AG EACH REPR 1/3 NPV	11/17/2011	10/10/2013	6,070.00	6,626.00			-556.00
85.	GILEAD SCIENCES INC	01/11/2012	02/21/2013	3,530.00	1,883.00			1,647.00
72.	GILEAD SCIENCES INC	04/20/2011	04/26/2013	3,696.00	1,469.00			2,227.00
103.	GILEAD SCIENCES INC	04/26/2012	05/01/2013	5,156.00	2,323.00			2,833.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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						(f) Code(s) from instructions	(g) Amount of adjustment	
	79. GILEAD SCIENCES INC	09/01/2011	07/25/2013	4,692.00	1,584.00			3,108.00
	205. GILEAD SCIENCES INC	10/04/2012	10/10/2013	12,766.00	5,475.00			7,291.00
	29. ADR GIVAUDAN SA ADR	11/19/2010	03/20/2013	746.00	596.00			150.00
	20. ADR GIVAUDAN SA ADR	11/19/2010	06/04/2013	508.00	411.00			97.00
	17. ADR GIVAUDAN SA ADR	02/01/2011	06/27/2013	433.00	349.00			84.00
	11. ADR GIVAUDAN SA ADR	02/01/2011	11/26/2013	309.00	225.00			84.00
	56. ADR GIVAUDAN SA ADR	02/01/2011	12/06/2013	1,512.00	1,147.00			365.00
	16. GOLDMAN SACHS GROUP IN	03/22/2012	07/25/2013	2,641.00	1,970.00			671.00
	13. GOLDMAN SACHS GROUP IN	03/15/2012	10/10/2013	2,042.00	1,557.00			485.00
	8. GOOGLE INC CL A	01/05/2012	07/25/2013	7,144.00	5,100.00			2,044.00
	71. HSBC HLDGS PLC SPONS A	02/01/2011	06/07/2013	3,860.00	3,934.00			-74.00
	7. HSBC HLDGS PLC SPONS AD	10/12/2010	11/26/2013	391.00	369.00			22.00
	90. HALLIBURTON CO	11/17/2011	02/12/2013	3,662.00	3,470.00			192.00
	36. HALLIBURTON CO	11/17/2011	02/21/2013	1,470.00	1,382.00			88.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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	63. HALLIBURTON CO	06/20/2012	07/25/2013	2,816.00	1,863.00			953.00
	265. HALLIBURTON CO	06/20/2012	10/10/2013	13,167.00	7,838.00			5,329.00
	23. HOLLYFRONTIER CORP COM	02/22/2012	07/12/2013	990.00	815.00			175.00
	34. HOLLYFRONTIER CORP COM	02/22/2012	07/25/2013	1,464.00	1,205.00			259.00
	14. HOME DEPOT INC	10/22/2009	01/07/2013	879.00	375.00			504.00
	22. HOME DEPOT INC	10/22/2009	07/25/2013	1,750.00	590.00			1,160.00
	91. HOME DEPOT INC	10/22/2009	10/10/2013	6,833.00	2,440.00			4,393.00
	50. ADR ICICI BK LTD	11/17/2011	10/10/2013	1,620.00	1,532.00			88.00
	13. ILLUMINA INC	09/01/2011	07/25/2013	1,057.00	693.00			364.00
	31. ILLUMINA INC	12/06/2011	10/10/2013	2,393.00	929.00			1,464.00
	31. IMPERIAL OIL LTD NEW	11/17/2011	12/11/2013	1,340.00	1,282.00			58.00
	72. INTEL CORP	02/17/2011	07/25/2013	1,644.00	1,544.00			100.00
	4. INTL BUSINESS MACHINES	08/15/2011	03/28/2013	850.00	693.00			157.00
	9. INTL BUSINESS MACHINES	08/15/2011	05/01/2013	1,797.00	1,558.00			239.00
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4.	INTL BUSINESS MACHINES	09/01/2011	07/12/2013	767.00	686.00			81.00
15.	INTL BUSINESS MACHINES	09/01/2011	07/16/2013	2,909.00	2,315.00			594.00
7.	INTL BUSINESS MACHINES	08/10/2010	07/25/2013	1,377.00	921.00			456.00
16.	INTUIT	04/27/2012	05/01/2013	958.00	988.00			-30.00
19.	INTUIT	04/19/2012	06/06/2013	1,109.00	1,163.00			-54.00
83.	ISHARES RUSSELL 1000 G	05/04/2012	07/23/2013	6,322.00	4,895.00			1,427.00
212.3	ADR ITAU UNIBANCO HL SPONSORED ADR REPSTG 50	09/28/2012	10/29/2013	3,345.00	3,011.00			334.00
217.8	ADR ITAU UNIBANCO HL SPONSORED ADR REPSTG 50	11/17/2011	10/29/2013	3,431.00	3,530.00	W	99.00	
22.	ADR JGC CORP	11/17/2011	05/28/2013	1,541.00	1,105.00			436.00
18.	ADR JGC CORP	11/17/2011	10/10/2013	1,378.00	904.00			474.00
25.	ADR JGC CORP	11/17/2011	10/15/2013	1,882.00	1,256.00			626.00
23.	JOHNSON & JOHNSON	09/12/2011	07/25/2013	2,124.00	1,483.00			641.00
16.	JOHNSON & JOHNSON	09/12/2011	10/10/2013	1,394.00	1,016.00			378.00
34.	JOY GLOBAL INC	05/22/2012	07/25/2013	1,666.00	2,134.00	W	468.00	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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	8. JOY GLOBAL INC	05/22/2012	10/25/2013	464.00	522.00	W	58.00	
	25. ADR KDDI CORP ADR	10/26/2011	01/17/2013	432.00	464.00			-32.00
	165. ADR KDDI CORP ADR	10/26/2011	04/25/2013	1,932.00	1,526.00			406.00
	121. ADR KDDI CORP ADR	10/26/2011	06/27/2013	1,519.00	1,119.00			400.00
	129. ADR KDDI CORP ADR	09/21/2012	11/27/2013	1,987.00	1,200.00			787.00
	42. KRAFT FOODS GROUP INC	07/14/2010	07/25/2013	2,391.00	1,226.00			1,165.00
	48. KRAFT FOODS GROUP INC	10/01/2012	10/10/2013	2,524.00	1,680.00			844.00
	206. ADR LI & FUNG LTD ADR	02/10/2012	02/12/2013	501.00	974.00			-473.00
	142. ADR LI & FUNG LTD ADR	02/10/2012	02/13/2013	348.00	558.00			-210.00
	2092. ADR LI & FUNG LTD AD	11/17/2011	02/14/2013	5,365.00	7,991.00			-2,626.00
	71. ADR L OREAL CO ADR	11/17/2011	10/10/2013	2,415.00	1,492.00			923.00
	21. LAS VEGAS SANDS CORP	09/14/2011	07/25/2013	1,130.00	965.00			165.00
	70. LAS VEGAS SANDS CORP	12/24/2009	10/10/2013	4,641.00	1,049.00			3,592.00
	40. LAUDER ESTEE COS INC C	09/01/2011	07/25/2013	2,597.00	1,753.00			844.00
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	112. LAUDER ESTEE COS INC	10/08/2012	10/10/2013	7,835.00	3,182.00			4,653.00
	78. LIMITED INC	09/01/2011	02/15/2013	3,433.00	3,017.00			416.00
	50. LINDE AG-SPONSORED ADR	02/23/2012	03/21/2013	929.00	841.00			88.00
	45. LINDE AG-SPONSORED ADR	02/23/2012	04/16/2013	848.00	757.00			91.00
	62. LINDE AG-SPONSORED ADR	02/23/2012	06/27/2013	1,158.00	1,042.00			116.00
	12. LINDE AG-SPONSORED ADR	02/23/2012	07/17/2013	229.00	202.00			27.00
	53. LINDE AG-SPONSORED ADR	02/23/2012	07/19/2013	1,022.00	795.00			227.00
	58. LINDE AG-SPONSORED ADR	09/01/2011	10/10/2013	1,109.00	685.00			424.00
	20. LINDE AG-SPONSORED ADR	10/22/2009	10/18/2013	387.00	229.00			158.00
	13. LINDE AG-SPONSORED ADR	10/22/2009	10/21/2013	252.00	149.00			103.00
	19. LINDE AG-SPONSORED ADR	10/22/2009	10/29/2013	377.00	218.00			159.00
	35. LINDE AG-SPONSORED ADR	10/22/2009	10/31/2013	668.00	401.00			267.00
	26. LINDE AG-SPONSORED ADR	10/22/2009	11/26/2013	521.00	298.00			223.00
	4. LINKEDIN CORP CL A	03/15/2012	03/20/2013	699.00	356.00			343.00
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8.	LINKEDIN CORP CL A	05/09/2012	07/11/2013	1,572.00	906.00			666.00
17.	LINKEDIN CORP CL A	07/13/2012	07/25/2013	3,479.00	1,742.00			1,737.00
4.	LINKEDIN CORP CL A	02/29/2012	07/25/2013	816.00	338.00			478.00
55.	LINKEDIN CORP CL A	09/07/2012	10/10/2013	12,434.00	4,381.00			8,053.00
12.	LOCKHEED MARTIN CORP	06/14/2011	07/25/2013	1,420.00	958.00			462.00
609.	ADR LONZA GROUP AG AD	11/17/2011	10/10/2013	4,841.00	3,528.00			1,313.00
68.	LOWES COMPANIES INC	02/17/2012	07/25/2013	3,007.00	1,873.00			1,134.00
10.	LULULEMON ATHLETICA IN	09/12/2011	01/07/2013	709.00	551.00			158.00
23.	LULULEMON ATHLETICA IN	02/10/2012	02/11/2013	1,546.00	1,475.00			71.00
27.	LULULEMON ATHLETICA IN	01/30/2012	02/19/2013	1,877.00	1,626.00			251.00
29.	LULULEMON ATHLETICA IN	09/12/2011	06/13/2013	1,945.00	1,525.00			420.00
1.	LULULEMON ATHLETICA INC	05/17/2012	06/13/2013	67.00	67.00	W		
6.	LULULEMON ATHLETICA INC	05/17/2012	07/25/2013	412.00	319.00			93.00
7.	LULULEMON ATHLETICA INC	06/14/2011	10/10/2013	527.00	319.00			208.00
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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
57.	MARATHON OIL CORP	09/29/2011	07/25/2013	2,099.00	1,487.00			612.00
238.	MARATHON OIL CORP	09/29/2011	10/10/2013	8,265.00	5,282.00			2,983.00
22.	MARATHON PETE CORP COM	07/02/2012	07/25/2013	1,550.00	1,007.00			543.00
15.	MARATHON PETE CORP COM	07/02/2012	12/02/2013	1,312.00	687.00			625.00
58.	MARSH & MCLENNAN COS I	11/19/2010	07/25/2013	2,412.00	1,404.00			1,008.00
248.	MARSH & MCLENNAN COS	09/10/2010	10/10/2013	10,690.00	6,001.00			4,689.00
59.	MASCO CORP	03/16/2012	07/25/2013	1,178.00	770.00			408.00
80.	MASCO CORP	01/30/2012	10/10/2013	1,584.00	968.00			616.00
4.	MASTERCARD INC CL A	09/01/2011	01/28/2013	2,061.00	1,330.00			731.00
2.	MASTERCARD INC CL A	03/09/2012	07/25/2013	1,196.00	839.00			357.00
14.	MASTERCARD INC CL A	03/09/2012	08/01/2013	9,057.00	5,507.00			3,550.00
2.	MASTERCARD INC CL A	07/13/2011	08/09/2013	1,279.00	613.00			666.00
50000.	MERCK & CO INC 4.75 03-01-2015 4.75% DUE 03	12/08/2008	01/10/2013	54,377.00	51,495.00			2,882.00
44.	MERCK & CO INC	07/17/2012	07/25/2013	2,086.00	1,944.00			142.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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	180. MERCK & CO INC	08/09/2012	10/10/2013	8,480.00	6,307.00			2,173.00
	65. MICROSOFT CORP COM	04/20/2011	02/06/2013	1,773.00	1,683.00			90.00
	118. MONDELEZ INTL INC COM	07/14/2010	07/25/2013	3,645.00	2,237.00			1,408.00
	206. MONDELEZ INTL INC COM	10/01/2012	10/10/2013	6,411.00	4,204.00			2,207.00
	44. MONSANTO CO NEW	01/11/2012	07/25/2013	4,466.00	3,244.00			1,222.00
	10. MONSANTO CO NEW	12/30/2010	08/01/2013	977.00	696.00			281.00
	11. MONSANTO CO NEW	08/01/2012	08/07/2013	1,045.00	902.00			143.00
	10. MONSANTO CO NEW	08/16/2012	08/19/2013	955.00	865.00			90.00
	86. MONSANTO CO NEW	09/01/2011	10/10/2013	9,045.00	5,535.00			3,510.00
	44. MOTOROLA SOLUTIONS INC	02/11/2011	07/25/2013	2,422.00	1,738.00			684.00
	187. MOTOROLA SOLUTIONS IN	02/17/2011	10/10/2013	11,299.00	6,572.00			4,727.00
	48. ADR MTN GROUP LTD SPON	11/17/2011	10/10/2013	951.00	802.00			149.00
	14. ADR MUNICH RE GROUP AD	07/21/2011	03/28/2013	262.00	215.00			47.00
	31. ADR MUNICH RE GROUP AD	07/21/2011	04/25/2013	606.00	424.00			182.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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37.	ADR MUNICH RE GROUP AD	06/23/2010	10/10/2013	720.00	481.00			239.00
40.	ADR MUNICH RE GROUP AD	06/23/2010	11/26/2013	859.00	520.00			339.00
107.	ADR MUNICH RE GROUP A	09/22/2011	12/04/2013	2,284.00	1,326.00			958.00
49.	NESTLE S A SPONSORED A REG SH	09/01/2011	10/10/2013	3,311.00	2,389.00			922.00
64.	NEWFIELD EXPL CO	07/02/2012	07/25/2013	1,580.00	1,873.00	W	293.00	
80.	NEWFIELD EXPL CO	07/02/2012	10/10/2013	2,263.00	2,432.00			-169.00
53.	NIKE INC CLASS B	03/07/2012	07/23/2013	3,352.00	2,552.00			800.00
4.	NIKE INC CLASS B	12/15/2011	07/25/2013	250.00	189.00			61.00
33.	NOBLE ENERGY INC	02/07/2012	07/25/2013	2,114.00	1,660.00			454.00
28.	NOBLE ENERGY INC	01/24/2012	07/29/2013	1,737.00	1,404.00			333.00
93.	NOBLE ENERGY INC	08/16/2012	10/10/2013	6,128.00	4,183.00			1,945.00
67.	ADR NOKIAN TYRES OYJ A	03/15/2012	10/10/2013	1,574.00	1,637.00			-63.00
5.	MFB NORTHN FDS MULTI-MA REALESTATE FD	11/04/2011	01/24/2013	94.00	85.00			9.00
312.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	04/20/2012	07/25/2013	5,872.00	5,410.00			462.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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59-6123443

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	15529.3 MFB NORTHN FDS MUL GLOBAL REALESTATE FD	04/20/2012	10/10/2013	289,621.00	227,464.00			62,157.00
	8. MFB NORTHN FDS MULTI-MA EMERGING MKTS EQTY FD	09/01/2011	01/24/2013	155.00	168.00			-13.00
	21933.47 MFB NORTHN FDS MU EMERGING MKTS EQTY FD	04/20/2012	10/10/2013	423,535.00	389,140.00			34,395.00
	2. MFB NORTHN MULTIMGR SMA	11/04/2011	01/24/2013	21.00	20.00			1.00
	2255. MFB NORTHN MULTIMGR	04/20/2012	07/25/2013	27,037.00	21,536.00			5,501.00
	5320.01 MFB NORTHN MULTIMGR FD	09/01/2011	10/10/2013	66,606.00	48,780.00			17,826.00
	3. MFB NORTHN MULTIMGR MID	12/16/2010	01/24/2013	38.00	35.00			3.00
	11437.31 MFB NORTHN MULTIMGR FD	12/19/2011	10/10/2013	170,873.00	115,946.00			54,927.00
	2. MFB NORTHN FDS SMALL CA	12/16/2010	01/24/2013	35.00	29.00			6.00
	89. MFB NORTHN FDS SMALL C	12/16/2010	03/14/2013	1,634.00	1,288.00			346.00
	1343. MFB NORTHN FDS SMALL	12/16/2010	07/25/2013	27,424.00	19,433.00			7,991.00
	3139.24 MFB NORTHN FDS SMA FD	09/01/2011	10/10/2013	65,328.00	44,978.00			20,350.00
	27346.9955 MFB NORTHN HI Y FD	01/31/2006	10/10/2013	205,649.00	220,143.00			-14,494.00
	978.0045 MFB NORTHN HI YIE FD	07/29/2003	10/10/2013	7,355.00	7,873.00	W	518.00	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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SARA H. WOODRUFF FOUNDATION 02-42312

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30.	NORTHROP GRUMMAN CORP	09/01/2011	07/25/2013	2,700.00	1,565.00			1,135.00
123.	NORTHROP GRUMMAN CORP	10/22/2009	10/10/2013	11,827.00	5,557.00			6,270.00
18.	ADR NOVARTIS AG SPONSO #US66987V1098	01/31/2012	02/19/2013	1,252.00	979.00			273.00
3.	ADR NOVARTIS AG SPONSOR #US66987V1098	01/31/2012	03/01/2013	204.00	163.00			41.00
7.	ADR NOVARTIS AG SPONSOR #US66987V1098	03/15/2012	05/22/2013	521.00	380.00			141.00
22.	ADR NOVARTIS AG SPONSO #US66987V1098	03/15/2012	11/26/2013	1,744.00	1,176.00			568.00
100000.	NOVARTIS CAP CORP 04-24-2013	10/27/2010	04/24/2013	100,000.00	102,646.00			-2,646.00
38.	NOVO NORDISK A S ADR	04/27/2012	10/10/2013	6,361.00	4,568.00			1,793.00
16.	PERRIGO CO	09/17/2012	10/10/2013	2,063.00	1,806.00			257.00
360.	ADR PETROFAC LTD ADS	09/01/2011	10/10/2013	3,882.00	4,289.00			-407.00
49.	ADR PETROLEO BRASILEIR PETROBRAS SPONSORED ADR	10/04/2012	10/10/2013	760.00	1,132.00			-372.00
78.	PFIZER INC	06/27/2011	05/30/2013	2,198.00	1,572.00			626.00
217.	PFIZER INC	06/26/2012	07/25/2013	6,247.00	4,416.00			1,831.00
15.	PHILIP MORRIS INTERNAT	02/01/2011	07/25/2013	1,337.00	866.00			471.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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	6867.13 PIMCO COMMODITY RE STRATEGY FUND	11/09/2011	01/24/2013	46,284.00	53,175.00			-6,891.00
	16. PIONEER NAT RES CO	09/18/2012	10/10/2013	3,060.00	1,769.00			1,291.00
	381. POSTNL N V SPONSORED	12/06/2011	01/10/2013	1,425.00	1,195.00			230.00
	293. POSTNL N V SPONSORED	05/22/2012	10/10/2013	1,289.00	1,001.00			288.00
	305. POSTNL N V SPONSORED	05/22/2012	11/27/2013	1,772.00	1,042.00			730.00
	107. POTASH CORP. OF SASKA	09/28/2012	10/10/2013	3,421.00	4,638.00			-1,217.00
	7. PRECISION CASTPARTS COR	07/14/2011	03/08/2013	1,337.00	1,094.00			243.00
	7. PRECISION CASTPARTS COR	03/23/2011	07/25/2013	1,582.00	968.00			614.00
	25. PRECISION CASTPARTS CO	05/11/2010	10/10/2013	5,911.00	2,723.00			3,188.00
	3. PRICELINE COM INC COM	01/11/2012	07/25/2013	2,728.00	1,548.00			1,180.00
	7. PRICELINE COM INC COM	01/11/2012	10/10/2013	7,066.00	1,527.00			5,539.00
	37. QUALCOMM INC	09/22/2011	02/05/2013	2,480.00	1,670.00			810.00
	40. QUALCOMM INC	02/07/2012	06/10/2013	2,478.00	2,085.00			393.00
	26. QUALCOMM INC	09/17/2010	07/18/2013	1,588.00	1,109.00			479.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example. 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	21. QUALCOMM INC	09/17/2010	07/25/2013	1,349.00	875.00			474.00
	26. QUEST DIAGNOSTICS INC	02/17/2011	07/25/2013	1,533.00	1,509.00			24.00
	110. QUEST DIAGNOSTICS INC	11/19/2010	10/10/2013	6,461.00	5,815.00			646.00
	82. RPC INC	07/06/2012	07/25/2013	1,196.00	967.00			229.00
	7. RACKSPACE HOSTING INC C	05/09/2012	06/06/2013	243.00	369.00			-126.00
	11. RACKSPACE HOSTING INC	05/14/2012	07/25/2013	500.00	578.00	W	78.00	
	45. RACKSPACE HOSTING INC	07/02/2012	10/10/2013	2,123.00	2,244.00			-121.00
	10. RALPH LAUREN CORP CL A	07/02/2012	07/23/2013	1,807.00	1,222.00			585.00
	6. RALPH LAUREN CORP CL A	06/16/2010	08/14/2013	1,062.00	507.00			555.00
	19. RALPH LAUREN CORP CL A	06/16/2010	10/10/2013	3,114.00	1,513.00			1,601.00
	38. RAYTHEON CO NEW	04/15/2011	07/25/2013	2,632.00	1,860.00			772.00
	155. RAYTHEON CO NEW	09/01/2011	10/10/2013	11,731.00	7,556.00			4,175.00
	25. RED HAT INC	04/26/2012	07/25/2013	1,274.00	1,273.00			1.00
	82. RED HAT INC	01/30/2012	10/10/2013	3,494.00	3,217.00			277.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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20.	ADR REED ELSEVIER N V ADR NEW STK NEW	02/01/2011	03/28/2013	680.00	533.00			147.00
26.	ADR REED ELSEVIER N V ADR NEW STK NEW	02/01/2011	05/08/2013	855.00	660.00			195.00
24.	ADR REED ELSEVIER N V ADR NEW STK NEW	12/24/2009	05/09/2013	792.00	589.00			203.00
8.	ADR REED ELSEVIER N V S NEW STK NEW	12/24/2009	05/22/2013	268.00	196.00			72.00
2.	ADR REED ELSEVIER N V S NEW STK NEW	12/24/2009	11/11/2013	83.00	49.00			34.00
25.	ADR REED ELSEVIER N V ADR NEW STK NEW	04/26/2010	11/12/2013	1,033.00	609.00			424.00
29.	ADR REED ELSEVIER N V ADR NEW STK NEW	10/22/2009	11/26/2013	1,237.00	686.00			551.00
.3	ADR REXAM PLC SPONSORED PAR	09/01/2011	01/28/2013	11.00	10.00			1.00
19.	ADR REXAM PLC SPONSORE PAR	09/01/2011	06/24/2013	682.00	515.00			167.00
8.	ADR REXAM PLC SPONSORED PAR	10/22/2009	11/26/2013	318.00	211.00			107.00
12.	RIO TINTO PLC SPONSORE	10/27/2009	01/17/2013	657.00	584.00			73.00
2.	RIO TINTO PLC SPONSORED	10/27/2009	03/20/2013	95.00	97.00	W	2.00	
2.	RIO TINTO PLC SPONSORED	10/27/2009	08/12/2013	99.00	97.00			2.00
14.	RIO TINTO PLC SPONSORE	04/04/2012	08/12/2013	696.00	758.00	W	62.00	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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55.	RIO TINTO PLC SPONSORE	06/06/2012	10/10/2013	2,654.00	2,553.00			101.00
15.	ADR ROCHE HLDG LTD SPO ISIN #US771195104	12/29/2011	01/17/2013	812.00	629.00			183.00
6.	ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	04/26/2011	02/28/2013	469.00	317.00			152.00
12.	ROLLS ROYCE HOLDINGS P ADR ROLLS-RO SPONSORED	04/26/2011	04/16/2013	1,032.00	634.00			398.00
4.	ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	09/01/2011	05/31/2013	366.00	211.00			155.00
4.	ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	09/01/2011	06/03/2013	364.00	210.00			154.00
7.	ROLLS ROYCE HOLDINGS PL ADR ROLLS-RO SPONSORED	09/01/2011	07/17/2013	631.00	363.00			268.00
24.	ROSS STORES INC	08/24/2011	07/12/2013	1,607.00	885.00			722.00
8.	ROSS STORES INC	08/24/2011	07/17/2013	526.00	295.00			231.00
6.	RYANAIR HLDGS PLC SPONS	07/25/2011	01/17/2013	232.00	165.00			67.00
16.	RYANAIR HLDGS PLC SPON	07/25/2011	06/14/2013	803.00	439.00			364.00
5.	RYANAIR HLDGS PLC SPONS	07/25/2011	08/22/2013	253.00	137.00			116.00
38.	RYANAIR HLDGS PLC SPON	07/25/2011	12/04/2013	1,768.00	1,043.00			725.00
384.	SNAM SPA UNSP ADR EA SHS	01/24/2012	10/10/2013	3,863.00	3,878.00			-15.00
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	998. MFC SPDR GOLD TR GOLD	11/04/2011	01/24/2013	161,370.00	138,871.00	C		22,499.00
	927. MFC SPDR GOLD TR GOLD	05/18/2010	03/14/2013	142,502.00	96,370.00	C		46,132.00
	193. SAFEWAY INC COM NEW	06/05/2010	03/14/2013	4,672.00	4,410.00			262.00
	1. SAFEWAY INC COM NEW	10/22/2009	03/28/2013	26.00	23.00			3.00
	164. SAFEWAY INC COM NEW	02/17/2011	04/18/2013	4,349.00	3,665.00			684.00
	36. SAFEWAY INC COM NEW	09/01/2011	06/19/2013	853.00	759.00			94.00
	8. SALESFORCE COM INC COM	08/15/2011	02/21/2013	1,348.00	1,112.00			236.00
	4. SALESFORCE COM INC COM	02/13/2012	05/01/2013	166.00	132.00			34.00
	48. SALESFORCE COM INC COM	02/13/2012	05/30/2013	2,055.00	1,563.00			492.00
	51. SALESFORCE COM INC COM	09/01/2011	07/19/2013	2,163.00	1,633.00			530.00
	80. SALESFORCE COM INC COM	11/23/2011	07/25/2013	3,454.00	1,985.00			1,469.00
	109. SALESFORCE COM INC CO	10/22/2009	10/10/2013	5,573.00	1,710.00			3,863.00
	6. SAP AKTIENGESELLSCHAFT ADR	11/17/2011	01/09/2013	479.00	357.00			122.00
	18. ADR SASOL LTD SPONSORE	11/17/2011	10/10/2013	883.00	842.00			41.00
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20.	SCHLUMBERGER LTD ISIN 6	11/17/2011	02/05/2013	1,603.00	1,484.00			119.00
22.	SCHLUMBERGER LTD ISIN 6	11/17/2011	02/15/2013	1,757.00	1,633.00			124.00
29.	SCHLUMBERGER LTD ISIN 6	11/17/2011	06/03/2013	2,120.00	2,152.00			-32.00
21.	SCHLUMBERGER LTD ISIN 6	11/17/2011	06/04/2013	1,530.00	1,559.00			-29.00
19.	SCHLUMBERGER LTD ISIN 6	05/10/2012	06/18/2013	1,410.00	1,332.00			78.00
147.	ADR SCHNEIDER ELEC SA	11/17/2011	10/10/2013	2,484.00	1,559.00			925.00
17.	SHERWIN WILLIAMS CO	01/11/2012	07/19/2013	2,940.00	1,628.00			1,312.00
28.	ADR SHIN ETSU CHEM CO	12/24/2009	01/18/2013	429.00	405.00			24.00
6.	SHIRE PHARMACEUTICALS G SPONSORE	11/08/2011	01/07/2013	557.00	587.00			-30.00
15.	SHIRE PHARMACEUTICALS SPONSORE	11/18/2011	04/25/2013	1,396.00	1,433.00			-37.00
4.	SHIRE PHARMACEUTICALS G SPONSORE	05/13/2011	05/02/2013	350.00	379.00			-29.00
15.	SHIRE PHARMACEUTICALS SPONSORE	05/13/2011	05/15/2013	1,394.00	1,422.00			-28.00
11.	SHIRE PHARMACEUTICALS SPONSORE	05/13/2011	05/20/2013	1,050.00	1,043.00			7.00
11.	SHIRE PHARMACEUTICALS SPONSORE	05/13/2011	05/21/2013	1,067.00	1,043.00			24.00

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10.	SIEMENS AG-ADR	07/29/2010	11/05/2013	1,250.00	991.00			259.00
22.	ADR SINGAPORE AIRLS LT	02/01/2011	02/12/2013	387.00	515.00			-128.00
55.	ADR SINGAPORE AIRLS LT	02/28/2011	02/13/2013	961.00	1,218.00			-257.00
28.	ADR SINGAPORE AIRLS LT	02/28/2011	03/01/2013	484.00	601.00			-117.00
105.	ADR SINGAPORE AIRLS L	02/28/2011	05/28/2013	1,795.00	2,243.00			-448.00
48.	ADR SINGAPORE AIRLS LT	04/05/2012	05/29/2013	823.00	893.00			-70.00
24.	ADR SINGAPORE AIRLS LT	04/04/2012	05/30/2013	407.00	409.00			-2.00
82.	ADR SONOVA HLDG AG UNS	11/17/2011	05/14/2013	1,740.00	1,672.00			68.00
40.	ADR SONOVA HLDG AG UNS	11/17/2011	10/10/2013	969.00	816.00			153.00
1.	ADR SONY FINL HLDGS INC	10/22/2009	01/28/2013	17.00	15.00			2.00
23.	ADR SONY FINL HLDGS IN	10/22/2009	01/29/2013	394.00	345.00			49.00
26.	ADR SONY FINL HLDGS IN	10/22/2009	03/06/2013	401.00	390.00			11.00
122.	ADR SONY FINL HLDGS I	12/24/2009	04/16/2013	1,613.00	1,714.00			-101.00
37.	STARBUCKS CORP	12/15/2011	07/25/2013	2,475.00	1,086.00			1,389.00
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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
45.	SVENSKA HANDELSBANKEN	07/24/2012	10/10/2013	966.00	735.00			231.00
72.	ADR SWATCH GROUP AG AD	11/17/2011	03/14/2013	2,111.00	1,409.00			702.00
43.	ADR SWATCH GROUP AG AD	11/17/2011	10/10/2013	1,365.00	842.00			523.00
63.	SYSMEX CORP ADR	05/29/2012	10/10/2013	2,053.00	1,260.00			793.00
62.	TJX COS INC NEW	05/16/2012	07/25/2013	3,195.00	2,644.00			551.00
6.	TJX COS INC NEW	06/28/2012	08/08/2013	317.00	253.00			64.00
6.	TJX COS INC NEW	06/28/2012	08/13/2013	316.00	249.00			67.00
5.	TJX COS INC NEW	08/16/2012	10/25/2013	294.00	226.00			68.00
9.	ADR TECHNIP SPONSORED A TECHNIP-COLEXIP SEC#285	09/01/2011	01/17/2013	247.00	214.00			33.00
76.	ADR TECHNIP SPONSORED TECHNIP-COLEXIP SEC#285	10/05/2011	03/04/2013	1,986.00	1,655.00			331.00
57.	TERADATA CORP DEL COM	09/22/2011	02/08/2013	3,577.00	2,918.00			659.00
246.	TESCO PLC SPONSORED A	12/28/2011	11/26/2013	4,132.00	4,680.00			-548.00
60.	TESCO PLC SPONSORED AD	12/28/2011	11/27/2013	999.00	1,091.00			-92.00
120.	TESCO PLC SPONSORED A	08/09/2011	12/04/2013	2,015.00	2,141.00			-126.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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45.	TESCO PLC SPONSORED AD	08/09/2011	12/09/2013	738.00	794.00			-56.00
28.	TESLA MTRS INC COM	10/25/2011	01/15/2013	947.00	772.00			175.00
26.	TESLA MTRS INC COM	10/20/2011	01/17/2013	894.00	667.00			227.00
26.	ADR TOTAL SA	02/02/2012	08/23/2013	1,458.00	1,400.00			58.00
18.	ADR TOTAL SA	02/02/2012	10/29/2013	1,117.00	969.00			148.00
5.	ADR TOTAL SA	02/02/2012	10/30/2013	310.00	269.00			41.00
5.	ADR TOTAL SA	02/02/2012	12/11/2013	284.00	269.00			15.00
14.	TOYOTA MTR CORP ADR RE	05/04/2011	02/21/2013	1,416.00	1,117.00			299.00
17.	TOYOTA MTR CORP ADR RE	05/03/2011	05/22/2013	2,172.00	1,354.00			818.00
7.	TOYOTA MTR CORP ADR REP	05/03/2011	11/06/2013	905.00	557.00			348.00
11.	TOYOTA MTR CORP ADR RE	10/04/2012	11/07/2013	1,385.00	866.00			519.00
100000.	TOYOTA MTR CR CORP NTS BOOK TRANCHE # TR 0	05/11/2011	08/12/2013	100,000.00	100,570.00			-570.00
14.	TRANSDIGM GROUP INC CO	05/30/2012	10/10/2013	1,967.00	1,440.00			527.00
28.	THE TRAVELERS COMPANIE	10/22/2009	07/25/2013	2,307.00	1,453.00			854.00
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	117. THE TRAVELERS COMPANY	12/24/2009	10/10/2013	9,847.00	6,022.00			3,825.00
	397. ADR TURKIYE GARANTI B SPONSORED ADR REPSTG 20	11/17/2011	10/10/2013	1,580.00	1,424.00			156.00
	20. ULTA SALON COSMETICS & INC COMSTK	11/11/2011	03/20/2013	1,547.00	1,460.00			87.00
	48. ULTRA PETE CORP	10/10/2012	10/31/2013	882.00	1,081.00	W	199.00	
	198. ADR UNICHARM CORP SPO	11/17/2011	10/10/2013	2,460.00	1,907.00			553.00
	24. UNILEVER PLC SPONSORED	11/17/2011	10/10/2013	907.00	764.00			143.00
	18. UNION PACIFIC CORP	07/24/2012	07/25/2013	2,859.00	2,081.00			778.00
	81. UNION PACIFIC CORP	08/16/2012	10/10/2013	12,642.00	8,058.00			4,584.00
	11. UNITED TECHNOLOGIES CO	02/10/2012	07/25/2013	1,149.00	920.00			229.00
	48. UNITED TECHNOLOGIES CO	02/10/2012	10/10/2013	5,042.00	3,673.00			1,369.00
	9. UNITEDHEALTH GROUP INC	02/17/2012	07/25/2013	649.00	492.00			157.00
	40. UNITEDHEALTH GROUP INC	02/17/2012	10/10/2013	2,935.00	2,187.00			748.00
	44. URBAN OUTFITTERS INC	09/18/2012	10/10/2013	1,579.00	1,659.00			-80.00
	18. VALEANT PHARMACEUTICAL INTERNATIONAL INC COMMO	02/02/2012	07/25/2013	1,650.00	930.00			720.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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52.	VALEANT PHARMACEUTICAL INTERNATIONAL INC COMMO	02/02/2012	10/10/2013	5,668.00	2,498.00			3,170.00
46.	VERIZON COMMUNICATIONS	12/24/2009	07/25/2013	2,310.00	1,354.00			956.00
19.	VERTEX PHARMACEUTICALS	05/14/2012	07/25/2013	1,640.00	1,041.00			599.00
10.	VERTEX PHARMACEUTICALS	09/13/2010	07/30/2013	819.00	368.00			451.00
2.	VERTEX PHARMACEUTICALS	06/18/2010	08/09/2013	154.00	74.00			80.00
5.	VERTEX PHARMACEUTICALS	06/23/2010	08/13/2013	387.00	178.00			209.00
41.	VERTEX PHARMACEUTICALS	12/06/2011	10/10/2013	2,887.00	1,257.00			1,630.00
10.00018	VMWARE INC CL A C	11/08/2011	02/11/2013	772.00	943.00			-171.00
9.99982	VMWARE INC CL A CO	10/19/2011	02/11/2013	772.00	933.00	W	161.00	
1.99982	VMWARE INC CL A CO	04/26/2012	07/25/2013	168.00	222.00			-54.00
12.00018	VMWARE INC CL A C	04/26/2012	07/25/2013	1,005.00	1,339.00	W	334.00	
44.	VMWARE INC CL A COM CL	05/24/2012	10/10/2013	3,491.00	3,517.00			-26.00
37.	VODAFONE GROUP PLC SPO	03/10/2011	01/15/2013	966.00	1,057.00			-91.00
2.	VODAFONE GROUP PLC SPON	01/31/2012	03/28/2013	57.00	54.00			3.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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33.	VODAFONE GROUP PLC SPO	10/19/2012	11/19/2013	1,223.00	935.00			288.00
15.	VODAFONE GROUP PLC SPO	01/31/2012	11/26/2013	554.00	406.00			148.00
9.	ADR WPP PLC ADR DR EACH	11/17/2011	12/13/2013	954.00	464.00			490.00
48.	WADDELL & REED FINL IN	02/01/2011	01/28/2013	1,828.00	1,796.00			32.00
32.	WADDELL & REED FINL IN	02/01/2011	02/21/2013	1,333.00	1,197.00			136.00
9.	WADDELL & REED FINL INC	02/01/2011	07/12/2013	431.00	337.00			94.00
33.	WADDELL & REED FINL IN	02/01/2011	07/25/2013	1,664.00	1,235.00			429.00
100000.	WALGREEN CO 4.875% 08-01-2013	12/08/2008	01/04/2013	102,194.00	102,630.00			-436.00
47.	WASTE MGMT INC DEL	09/01/2011	07/25/2013	1,983.00	1,545.00			438.00
194.	WASTE MGMT INC DEL	10/22/2009	10/10/2013	7,924.00	6,119.00			1,805.00
11.	WESTERN DIGITAL CORP	02/01/2011	07/12/2013	743.00	380.00			363.00
33.	WESTERN DIGITAL CORP	02/01/2011	07/25/2013	2,100.00	1,139.00			961.00
8.	WHOLE FOODS MKT INC	09/01/2011	02/07/2013	751.00	463.00			288.00
54.	WHOLE FOODS MKT INC	10/22/2009	02/15/2013	4,761.00	1,830.00			2,931.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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22.	WHOLE FOODS MKT INC	10/22/2009	07/25/2013	1,204.00	373.00			831.00
100.	WHOLE FOODS MKT INC	01/22/2010	10/10/2013	5,981.00	1,504.00			4,477.00
184.	XEROX CORP	09/01/2011	07/25/2013	1,820.00	1,541.00			279.00
773.	XEROX CORP	10/22/2009	10/10/2013	8,132.00	6,254.00			1,878.00
169.	ADR XINYI GLASS HLDGS REPSTG 20 SHS.	07/16/2012	10/10/2013	3,397.00	1,885.00			1,512.00
19.	ADR YOUKU TUDOU INC	05/20/2011	03/14/2013	331.00	904.00			-573.00
21.	ADR YUE YUEN INDL-UNSP	10/22/2009	03/20/2013	333.00	297.00			36.00
22.	ADR YUE YUEN INDL-UNSP	10/22/2009	03/21/2013	350.00	311.00			39.00
29.	ADR YUE YUEN INDL-UNSP	10/22/2009	03/22/2013	467.00	410.00			57.00
30.	ADR YUE YUEN INDL-UNSP	10/22/2009	05/08/2013	445.00	425.00			20.00
45.	ADR YUE YUEN INDL-UNSP	10/22/2009	05/28/2013	639.00	637.00			2.00
60.	ADR YUE YUEN INDL-UNSP	10/22/2009	10/10/2013	816.00	849.00			-33.00
8.	YUM BRANDS INC	04/12/2011	01/18/2013	520.00	399.00			121.00
4.00072	YUM BRANDS INC	03/27/2012	04/09/2013	268.00	283.00			-15.00
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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	6.99928 YUM BRANDS INC	03/27/2012	04/09/2013	469.00	495.00	W	26.00	
	11. YUM BRANDS INC	03/27/2012	04/10/2013	738.00	796.00			-58.00
	5. YUM BRANDS INC	04/17/2012	04/18/2013	325.00	381.00			-56.00
	51. YUM BRANDS INC	04/19/2012	04/25/2013	3,426.00	3,455.00			-29.00
	21. YUM BRANDS INC	05/09/2012	07/25/2013	1,506.00	1,504.00			2.00
	.96 ZOETIS INC COM USD0.01	06/26/2012	07/03/2013	30.00	20.00			10.00
	2.91 ZOETIS INC COM USD0.0	09/01/2011	07/25/2013	87.00	54.00			33.00
	16. ADR ZURICH INS GROUP L	07/13/2011	06/10/2013	418.00	360.00			58.00
	49. ADR ZURICH INS GROUP L	07/13/2011	06/11/2013	1,271.00	1,087.00			184.00
	27280. MARRIOTT INTL CL A C	12/04/2009	07/10/2013	11.00				11.00
	47. ACCENTURE PLC SHS CL A	03/07/2012	04/26/2013	3,703.00	2,659.00			1,044.00
	45. ACCENTURE PLC SHS CL A	01/24/2012	07/09/2013	3,333.00	2,479.00			854.00
	25. BUNGE LIMITED	11/17/2011	10/10/2013	1,958.00	1,556.00			402.00
	99. HERBALIFE LTD COM STK	03/22/2011	03/14/2013	3,787.00	3,881.00			-94.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
63.	HERBALIFE LTD COM STK	02/01/2011	03/28/2013	2,356.00	2,125.00			231.00
39.	MICHAEL KORS HOLDINGS	03/23/2012	07/25/2013	2,502.00	1,857.00			645.00
147.	MICHAEL KORS HOLDINGS	09/28/2012	10/10/2013	10,898.00	6,499.00			4,399.00
28.	LYONDELLBASELL IND N V CL 'A'	02/17/2012	07/25/2013	1,898.00	1,151.00			747.00
54.	LYONDELLBASELL IND N V CL 'A'	01/24/2012	10/10/2013	4,016.00	2,097.00			1,919.00
121.	QIAGEN N V EURO.01	11/17/2011	01/10/2013	2,294.00	1,711.00			583.00
89.	QIAGEN N V EURO.01	11/17/2011	01/11/2013	1,690.00	1,258.00			432.00
35.	COPA HOLDINGS SA COM S	02/01/2011	01/10/2013	3,481.00	2,014.00			1,467.00
11.	COPA HOLDINGS SA COM S	02/01/2011	05/15/2013	1,516.00	633.00			883.00
15.	COPA HOLDINGS SA COM S	02/01/2011	05/17/2013	2,016.00	863.00			1,153.00
8.	COPA HOLDINGS SA COM ST	02/01/2011	07/25/2013	1,109.00	460.00			649.00
8.	COPA HOLDINGS SA COM ST	02/01/2011	10/31/2013	1,201.00	460.00			741.00
52.	AVAGO TECHNOLOGIES LTD	03/15/2012	05/01/2013	1,627.00	1,942.00			-315.00
28.	AVAGO TECHNOLOGIES LTD	03/07/2012	05/02/2013	899.00	1,005.00			-106.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SARA H. WOODRUFF FOUNDATION 02-42312

59-6123443

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	31. AVAGO TECHNOLOGIES LTD	03/07/2012	05/08/2013	1,036.00	1,025.00			11.00
	20. AVAGO TECHNOLOGIES LTD	10/05/2011	05/29/2013	691.00	653.00			38.00
	16. AVAGO TECHNOLOGIES LTD	10/05/2011	05/30/2013	586.00	522.00			64.00
	19. AVAGO TECHNOLOGIES LTD	06/26/2012	08/09/2013	701.00	642.00			59.00
	27. AVAGO TECHNOLOGIES LTD	10/05/2011	10/10/2013	1,170.00	868.00			302.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				3,315,562.	2,711,083.		4,467.	608,946.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Custom Reporting

31 DEC 13

Account number V5598

WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/		Accrued	Unrealized gain/loss		
Investment Mgr ID	local market price	income/expense	Market Value		Cost	Market	Translation
Shares/PAF value							Total

Equity Securities

Common stock

Argentina - USD

ADR YPF SOCIEDAD ANONIMA SPONSORED ADR REPSTG CL D SHS CUSIP 984245100

763 000	32 96	0 00	25,148 48	16,649 96	8,498 52	0 00	8,498 52
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BANCO MARCO SA CUSIP 05961W105

445 000	24 27	0 00	10,800 15	11,412 42	-612 27	0 00	-612 27
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Total USD		0 00	35,948 63	28,062 38	7,886 25	0 00	7,886 25
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Total Argentina		0 00	35,948 63	28,062 38	7,886 25	0 00	7,886 25
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Australia - USD

ADR CSL LTD ADR CUSIP 12637N105

241 000	30 77	0 00	7,415 57	5,280 80	2,134 77	0 00	2,134 77
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Total USD		0 00	7,415 57	5,280 80	2,134 77	0 00	2,134 77
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Total Australia		0 00	7,415 57	5,280 80	2,134 77	0 00	2,134 77
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Belgium - USD

ADR ANHEUSER BUSCH INBEV SA/NV SPONSOREDADR CUSIP 03524A108

91 000	106 46	0 00	9,687 86	7,234 44	2,453 42	0 00	2,453 42
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ADR KBC GROUP NV CUSIP 48241F104

235 000	28 37	0 00	6,666 95	6,233 03	433 92	0 00	433 92
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Total USD		0 00	16,354 81	13,467 47	2,887 34	0 00	2,887 34
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Total Belgium		0 00	16,354 81	13,467 47	2,887 34	0 00	2,887 34
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Bermuda - USD

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 6 May 14 B003

Custom Reporting

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Account number V5598

WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAIR value					Market	Translation	

Equity Securities

Common stock

Bermuda - USD

ADR YUE YUEN INDL-UNSP ADR ADR CUSIP 988415105

181 000	16 702	0 00	3,023 06	2,533 24	489 82	0 00		489 82
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Total USD

		0 00	3,023 06	2,533 24	489 82	0 00		489 82
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Total Bermuda

		0 00	3,023 06	2,533 24	489 82	0 00		489 82
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Brazil - USD

ADR AMBEV SA SPONSORED ADR CUSIP 02319V103
ABEV

2,639 000	7 35	0 00	19,396 65	19,984 50	-587 85	0 00		-587 85
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ADR BANCO DO BRASIL S A SPONSORED ADR ADR CUSIP 059578104

2,279 000	10 383	225 16	23,662 85	27,711 82	-4,048 97	0 00		-4,048 97
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ADR CIELO S A SPONSORED ADR CUSIP 171778202

684 000	28 00	0 00	19,152 00	19,638 66	-486 66	0 00		-486 66
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ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR CUSIP 71654V408
PBR

200 000	13 78	0 00	2,756 00	3,879 51	-1,123 51	0 00		-1,123 51
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Total USD

		225 16	64,967 50	71,214 49	-6,246 99	0 00		-6,246 99
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Total Brazil

		225 16	64,967 50	71,214 49	-6,246 99	0 00		-6,246 99
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Canada - USD

BOMBARDIER INC CL B COM CUSIP 097751200

2,655 000	4 35	0 00	11,549 25	12,800 10	-1,050 85	0 00		-1,050 85
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 6 May 14 B003

Custom Reporting

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Account number V5598

WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Canada - USD

CANADIAN NATL RY CO COM CUSIP 136375102

152 000	57 02	0 00	8,667 04	6,555 94	2,111 10	0 00	2,111 10
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IMPERIAL OIL LIMITED COM NEW COM NEW CUSIP 453038408

482 000	44 23	53 33	20,434 26	19,331 24	1,103 02	0 00	1,103 02
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SUNCOR ENERGY INC NEW COM STK CUSIP 867224107

257 000	35 05	0 00	9,007 85	9,118 36	-110 51	0 00	-110 51
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Total USD		53 33	49,658 40	47,605 64	2,052 76	0 00	2,052 76
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Total Canada		53 33	49,658 40	47,605 64	2,052 76	0 00	2,052 76
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Cayman Islands - USD

ADR WYNN MACAU LTD ADR COM STK CUSIP 98313R106

380 000	45 48	0 00	17,282 40	13,778 91	3,503 49	0 00	3,503 49
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Total USD		0 00	17,282 40	13,778 91	3,503 49	0 00	3,503 49
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Total Cayman Islands		0 00	17,282 40	13,778 91	3,503 49	0 00	3,503 49
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China - USD

ADR BAIDU INC SPONSORED ADR CUSIP 056752108
BIDU

182 000	177 88	0 00	32,374 16	24,217 03	8,157 13	0 00	8,157 13
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ADR CHINA CONSTR BK CORP ADR CUSIP 168919108

1,730 000	15 18	0 00	26,261 40	27,056 51	-795 11	0 00	-795 11
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Northern Trust

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WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID

Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value							

Equity Securities

Common stock

China - USD

ADR CHINA MOBILE LTD CUSIP 16841M109

388 000	52 29	0 00	20,288 52	21,275 56	-987 04	0 00	-987 04
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ADR CNOOC LTD SPONSORED ADR CUSIP 126132109

CEO

143 000	187 66	0 00	26,835 38	27,965 93	-1,130 55	0 00	-1,130 55
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ADR WEICHAI PWR CO LTD ADR CUSIP 948597109

795 000	16 24	0 00	12,910 80	12,394 05	516 75	0 00	516 75
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NETEASE INC CUSIP 64110W102

NTES

242 000	78 60	0 00	19,021 20	16,774 76	2,246 44	0 00	2,246 44
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Total USD

		0 00	137,691 46	129,683 84	8,007 62	0 00	8,007 62
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Total China

		0 00	137,691 46	129,683 84	8,007 62	0 00	8,007 62
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Denmark - USD

ADR NOVO-NORDISK A S ADR CUSIP 670100205

29 000	184 76	0 00	5,358 04	4,883 56	474 48	0 00	474 48
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Total USD

		0 00	5,358 04	4,883 56	474 48	0 00	474 48
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Total Denmark

		0 00	5,358 04	4,883 56	474 48	0 00	474 48
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Egypt - USD

ADR COMMERCIAL INTL BK EGYPT S A E AMERDEPOSITORY RCPT CUSIP 201712304

2,451 000	4 50	0 00	11,029 50	9,019 68	2,009 82	0 00	2,009 82
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Total USD

		0 00	11,029 50	9,019 68	2,009 82	0 00	2,009 82
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Total Egypt

		0 00	11,029 50	9,019 68	2,009 82	0 00	2,009 82
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Northern Trust

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WOODRUFF TUA SARA

◆ Asset Detail - Base Currency

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Finland - USD

ADR NOKIAN TYRES OYJ ADR CUSIP 65528V107

286 000	24 024	0 00	0 00	6,390 38	5,868 41	523 97	0 00	523 97
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Total USD		0 00	0 00	6,390 38	5,868 41	523 97	0 00	523 97
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Total Finland		0 00	0 00	6,390 38	5,868 41	523 97	0 00	523 97
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France - USD

ADR ACCOR S A ADR CUSIP 00435F200

1,011 000	9 43	0 00	0 00	9,533 73	8,881 56	852 17	0 00	852 17
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ADR AIR LIQUIDE ADR CUSIP 009126202

489 000	28 331	0 00	0 00	13,287 23	11,253 00	2,034 23	0 00	2,034 23
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ADR AXA SA SPONSORED ADR CUSIP 054536107

587 000	27 89	0 00	0 00	16,371 43	12,897 74	3,673 69	0 00	3,673 69
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ADR BNP PARIBAS SPONSORED ADR REPSTG CUSIP 05565A202
BNPQY

347 000	39 20	0 00	0 00	13,602 40	9,773 26	3,829 14	0 00	3,829 14
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ADR CAP GEMINI S A ADR CUSIP 139098107

272 000	33 87	0 00	0 00	9,212 64	8,214 47	998 17	0 00	998 17
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ADR CREDIT AGRICOLE S A ADR CUSIP 225313105

518 000	6 42	0 00	0 00	3,325 56	3,240 62	84 94	0 00	84 94
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ADR DASSAULT SYS S A SPONSORED ADR CUSIP 237545108

120 000	124 30	0 00	0 00	14,916 00	12,234 37	2,681 63	0 00	2,681 63
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Northern Trust

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Custom Reporting

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Account number V5598

WOODRUFF TUA SARA

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

France - USD

ADR L OREAL CO ADR CUSIP 502117203

325 000	35 15	0 00	11,423 75	8,480 57	2,943 18	0 00	2,943 18
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ADR LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306
LVMUY

355 000	36 5999	0 00	12,992 96	12,873 77	119 19	0 00	119 19
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ADR PEUGEOT S A CUSIP 716825500

208 000	13 15	0 00	2,735 20	3,209 38	-474 18	0 00	-474 18
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ADR SCHNEIDER ELEC SA ADR CUSIP 80687P106

504 000	17 55	0 00	10,600 20	7,597 69	3,002 51	0 00	3,002 51
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ADR TECHNIP SPONSORED ADR CUSIP 878546209
TKPPY

854 000	24 16	0 00	20,632 64	22,311 42	-1,678 78	0 00	-1,678 78
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ADR TOTAL SA CUSIP 89151E108

189 000	61 27	129 47	11,580 03	9,487 27	2,092 76	0 00	2,092 76
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SANOFI SPONSORED ADR CUSIP 80105N105
SNY

385 000	53 63	0 00	20,647 55	15,925 84	4,721 71	0 00	4,721 71
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Total USD		129 47	170,861 32	145,980 96	24,880 36	0 00	24,880 36
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Total France		129 47	170,861 32	145,980 96	24,880 36	0 00	24,880 36
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Germany - USD

ADR BAYER A G SPONSORED ADR CUSIP 072730302
BAYRY

71 000	142 00	0 00	10,082 00	5,911 41	4,170 59	0 00	4,170 59
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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAF value								

Equity Securities

Common stock

Germany - USD

ADR BAYERISCHE MOTOREN WERKE A G ADR CUSIP 072743206

BAMXY

284 000	39 43	0 00	10,409 52	8,765 12	1,644 40	0 00	1,644 40
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ADR DEUTSCHE BOERSE ADR CUSIP 251542106

1,203 000	8 25	0 00	9,924 75	8,090 82	1,833 93	0 00	1,833 93
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ADR GEA GROUP AG ADR CUSIP 361592108

207 000	48 08	0 00	9,952 56	8,652 60	1,299 96	0 00	1,299 96
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ADR PORSCHE AUTOMOBIL HLDG SE ADR ADR CUSIP 73328P106

939 000	10 46	0 00	9,821 94	8,169 30	1,652 64	0 00	1,652 64
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ADR SAP AG SPONSORED ADR CUSIP 803054204

SAP

418 000	87 14	0 00	36,424 52	27,154 74	9,269 78	0 00	9,269 78
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ADR SIEMENS AG COM DM50 (NEW) CUSIP 826197501

145 000	138 51	0 00	20,083 95	15,132 31	4,951 64	0 00	4,951 64
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ALLIANZ SE ADR EACH REP 1/10 ORD SHS CUSIP 018805101

803 000	18 13	0 00	14,558 39	11,130 49	3,427 90	0 00	3,427 90
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DAIMLER AG CUSIP D1668R123

165 000	86 92	0 00	14,341 80	13,039 95	1,301 85	0 00	1,301 85
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DAIMLER AG SPONSORED ADR CUSIP 233825108

170 000	86 673	0 00	14,734 41	10,144 71	4,589 70	0 00	4,589 70
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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAF value					Market	Translation	

Equity Securities

Common stock

Germany - USD

FRESENIUS MED CARE AG & CO KGAA CUSIP 358029106 FMS		35 58	0 00	8,859 42	8,321 32	538 10	0 00	538 10
LINDE AG-SPONSORED ADR CUSIP 535223200								

		20 952	0 00	5,971 32	4,271 32	1,700 00	0 00	1,700 00
Total USD			0 00	165,164 58	128,784 09	36,380 49	0 00	36,380 49
Total Germany			0 00	165,164 58	128,784 09	36,380 49	0 00	36,380 49

Hong Kong - USD

ADR AIA GROUP LTD SPONSORED ADR CUSIP 001317205 AAGY		20 068	0 00	12,020 73	9,486 00	2,534 73	0 00	2,534 73
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ADR HONG KONG EXCHANGES & CLEARING LTD ADR CUSIP 43858F109		18 676	0 00	4,952 77	4,780 89	171 88	0 00	171 88
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ADR XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS CUSIP 98418R100		17 643	0 00	2,364 16	2,224 73	139 43	0 00	139 43
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Total USD			0 00	19,337 66	16,491 62	2,846 04	0 00	2,846 04
Total Hong Kong			0 00	19,337 66	16,491 62	2,846 04	0 00	2,846 04

India - USD

ADR ICICI BK LTD CUSIP 45104G104		37 17	0 00	7,471 17	6,519 93	951 24	0 00	951 24
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Total USD			0 00	7,471 17	6,519 93	951 24	0 00	951 24
Total India			0 00	7,471 17	6,519 93	951 24	0 00	951 24

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

Indonesia - USD

ADR PERUSAHAAN PERSEROAN PERSERO P T TELEKOMUNIKASI INDONESIA SPONSORED ADR CUSIP 715684106

TLK

419 000	35 85	0 00	15,021 15	16,805 93	-1,784 78	0 00	-1,784 78
ADR PT UTD TRACTORS TBK ADR CUSIP 69367T108							
PUTKY							

291 000	31 56	0 00	9,183 96	9,536 07	-352 11	0 00	-352 11
PT BANK MANDIRI TBK UNSPON ADR CUSIP 69367U105							
PPERY							

2,430 000	6 46	0 00	15,697 80	18,856 80	-3,159 00	0 00	-3,159 00
PT SEMEN INDONESIA (PERSERO) TBK CUSIP 69367J100							
PSGT							

454 000	23 45	0 00	10,646 30	11,150 24	-503 94	0 00	-503 94
Total USD							

		0 00	50,549 21	56,349 04	-5,799 83	0 00	-5,799 83
Total Indonesia							

Ireland - USD

ADR RYANAIR HLDGS PLC SPONSORED ADR CUSIP 783513104

60 000	46 93	0 00	2,815 80	2,356 79	459 01	0 00	459 01
Total USD							

		0 00	2,815 80	2,356 79	459 01	0 00	459 01
Total Ireland							

Israel - USD

CHECK PT SOFTWARE TECHNOLOGIES ORDLIS 01 CUSIP M22465104

141 000	64 52	0 00	9,097 32	8,014 40	1,082 92	0 00	1,082 92
Total USD							

		0 00	9,097 32	8,014 40	1,082 92	0 00	1,082 92
Total Israel							

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Japan - USD

ADR ASAHI KASEI CORP ADR CUSIP 043400100 AHKSY	556 000	15 79	0 00	8,779 24	8,100 92	678 32	0 00	678 32
ADR HITACHI LTD A D R FOR 10 COM CUSIP 433578507 HTHIY								
	295 000	76 41	0 00	22,540 95	18,705 38	3,835 57	0 00	3,835 57
ADR JGC CORP CUSIP 466140100								
	250 000	78 493	0 00	19,623 25	17,133 79	2,489 46	0 00	2,489 46
ADR KAO CORP SPONSORED ADR REPSTG 10 SHSCOM CUSIP 485537302								
	268 000	31 65	68 41	8,482 20	8,488 09	-5 89	0 00	-5 89
ADR KDDI CORP ADR CUSIP 48687L106								
	1,102 000	15 44	0 00	17,014 88	11,900 62	5,114 26	0 00	5,114 26
ADR KOMATSU LTD SPONSORED ISIN US004584018 CUSIP 500458401								
	356 000	20 58	0 00	7,326 48	8,586 36	-1,259 88	0 00	-1,259 88
ADR MITSUBISHI ESTATE LTD ADR MITSUBISHIEST ADR + CUSIP 606783207								
	533 000	30 14	0 00	16,064 62	15,639 29	425 33	0 00	425 33
ADR MITSUI & CO LTD ADR ISIN #US6068272029 CUSIP 606827202 MITSY								
	29 000	280 06	0 00	8,121 74	8,514 40	-392 66	0 00	-392 66
ADR MONOTARO CO LTD ADR CUSIP 61022V107								
	91 000	20 3416	0 00	1,851 08	2,084 99	-233 91	0 00	-233 91

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Japan - USD

ADR NIKON CORP ADR CUSIP 654111202

586 000	19 24	0 00	0 00	11,274 64	11,099 25	175 39	0 00	175 39
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ADR NIPPON TELEG & TEL CORP SPONSORED ADR CUSIP 654624105
NTT

484 000	27 04	0 00	0 00	13,087 36	12,852 63	234 73	0 00	234 73
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ADR SECOM LTD ADR CUSIP 813113206

550 000	15 13	0 00	0 00	8,321 50	8,376 89	-55 39	0 00	-55 39
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ADR SEVEN & 1 HLDGS CO LTD ADR CUSIP 81783H105
SVNDY

110 000	80 0215	0 00	0 00	8,802 36	8,285 20	517 16	0 00	517 16
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ADR SHIN ETSU CHEM CO LTD ADR CUSIP 824551105

813 000	14 60	0 00	0 00	11,869 80	11,867 34	2 46	0 00	2 46
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ADR SONY FINL HLDGS INC ADR CUSIP 835707100

495 000	18 25	0 00	0 00	9,033 75	9,068 40	-34 65	0 00	-34 65
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ADR SUMITOMO MITSUI FINL GROUP INC SPONSORED ADR CUSIP 86562M209

1,631 000	10 49	0 00	0 00	17,109 19	15,340 50	1,768 69	0 00	1,768 69
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ADR TORAY INDS INC ADR CUSIP 890880206

117 000	69 264	0 00	0 00	8,103 88	8,459 73	-355 85	0 00	-355 85
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ADR TOYOTA MTR CORP SPONSORED ADR CUSIP 892331307
TM

107 000	121 92	0 00	0 00	13,045 44	9,930 82	3,114 62	0 00	3,114 62
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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Japan - USD

AISIN SEIKI CO LTD ADR CUSIP 009566Q106

210 000	40 626	0 00	8,531 46	8,519 78	11 68	0 00	11 68
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FANUC CORPORATION CUSIP 307305102

455 000	30 525	0 00	13,888 87	12,230 45	1,658 42	0 00	1,658 42
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SYSMEX CORP ADR CUSIP 87184P109

281 000	29 686	0 00	8,341 76	7,363 24	978 52	0 00	978 52
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Total USD		68 41	241,214 45	222,548 07	18,666 38	0 00	18,666 38
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Total Japan		68 41	241,214 45	222,548 07	18,666 38	0 00	18,666 38
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KOREA, REPUBLIC OF - USD

ADR KB FINL GROUP INC SPONSORED ADR REPSTG 1 COM SH ADR CUSIP 48241A105
KB

495 000	40 51	0 00	20,052 45	17,805 11	2,447 34	0 00	2,447 34
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ADR KOREA ELEC PWR CORP SPONSORED ADR ISIN #US5006311063 CUSIP 500631106
KEP

413 000	16 61	0 00	6,859 93	6,368 94	490 99	0 00	490 99
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ADR SHINHAN FINL GROUP CO LTD SPONSORED ADR CUSIP 824596100

500 000	45 70	0 00	22,850 00	20,849 61	2,000 39	0 00	2,000 39
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ADR SK TELECOM LTD SPONSORED ADR CUSIP 78440P108
SKM

449 000	24 62	0 00	11,054 38	9,481 49	1,572 89	0 00	1,572 89
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Total USD		0 00	60,816 76	54,305 15	6,511 61	0 00	6,511 61
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Total KOREA, REPUBLIC OF		0 00	60,816 76	54,305 15	6,511 61	0 00	6,511 61
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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

Mexico - USD

ADR GRUPO TELEvisa SA DE CV SPONSORED ADR REPSTG ORD PARTN SPONS ADR CUSIP 40049J206

TV	383 000	30 26	47 80	11,589 58	10,719 48	870 10	0 00	870 10
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AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS CUSIP 02364W105

	356 000	23 37	0 00	8,319 72	7,191 20	1,128 52	0 00	1,128 52
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KIMBERLY-CLARK DE MEXICO SAB D C V CUSIP 494386204

KCOMY	1,053 000	14 22	0 00	14,973 66	15,415 92	-442 26	0 00	-442 26
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Total USD

		47 80	47 80	34,882 96	33,326 60	1,556 36	0 00	1,556 36
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Total Mexico

		47 80	47 80	34,882 96	33,326 60	1,556 36	0 00	1,556 36
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Netherlands - USD

#REORG/EUROPEAN NAME CHNG WITH CUSIP AIRBUS GROUP ADR 2T19AU1 01-02-2014 CUSIP 29875W100

	453 000	19 15	0 00	8,674 95	7,417 87	1,257 08	0 00	1,257 08
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ADR AKZO NOBEL N V SPONSORED ADR CUSIP 010199305

	845 000	25 87	0 00	21,860 15	16,715 62	5,144 53	0 00	5,144 53
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ADR HEINEKEN N V SPONSORED ADR LEVEL 1 CUSIP 423012301

	239 000	33 815	0 00	8,081 78	8,126 00	-44 22	0 00	-44 22
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ADR KONINKLUKE DSM NV-SPONSORED ADR CUSIP 780249108

	459 000	19 74	0 00	9,060 66	8,480 98	579 68	0 00	579 68
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ADR REED ELSEVIER N V SPONSORED ADR NEW CUSIP 758204200

	489 000	42 67	0 00	20,865 63	14,301 01	6,564 62	0 00	6,564 62
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Description / Asset ID		Exchange rate/		Accrued	Market Value		Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAF value	local	market price							
				income/expense				Translation		

Equity Securities

Common stock

Netherlands - USD

ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709										
UN										
	163 000	40 23		0 00	6,557 49		6,096 20		461 29	461 29
KONINKLIJKE PHILIPS N V CUSIP 500472303										

	245 000	36 97		0 00	9,057 65		7,807 81		1,249 84	1,249 84
Total USD				0 00	84,158 31		68,945 49		15,212 82	15,212 82

Total Netherlands				0 00	84,158 31		68,945 49		15,212 82	15,212 82
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Peru - USD

SOUTHN COPPER CORP DEL COM CUSIP 84265V105										
SCCO										
	48 000	28 71		0 00	1,378 08		1,730 98		-352 90	-352 90

Total USD				0 00	1,378 08		1,730 98		-352 90	-352 90
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Total Peru				0 00	1,378 08		1,730 98		-352 90	-352 90
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Philippines - USD

ADR PHILIPPINE LONG DISTANCE TEL CO SPONSORED ADR CUSIP 718252604										
PHI										
	254 000	60 08		0 00	15,260 32		17,084 04		-1,823 72	-1,823 72

Total USD				0 00	15,260 32		17,084 04		-1,823 72	-1,823 72
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Total Philippines				0 00	15,260 32		17,084 04		-1,823 72	-1,823 72
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Russian Federation - USD

ADR MOBILE TELESYSTEMS OJSC SPONSORED CUSIP 607409109										
	1,087 000	21 63		0 00	23,511 81		25,355 15		-1,843 34	-1,843 34

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
							Total

Equity Securities

Common stock

Russian Federation - USD

ADR OAO GAZPROM LEVEL 1 ADR CUSIP 368287207
OGZPY

2,845,000	8.65	0.00	24,609.25	26,986.67	-2,377.42	0.00	-2,377.42
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ADR OIL CO LUKOIL SPONSORED ADR CUSIP 677862104
LUKOY

165,000	63.12	0.00	10,414.80	10,889.01	-474.21	0.00	-474.21
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ADR SBERBANK RUSSIA SPONSORED ADR CUSIP 80585Y308
SBRBY

1,935,000	12.57	0.00	24,322.95	24,864.75	-541.80	0.00	-541.80
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Total USD

		0.00	82,858.81	88,095.58	-5,236.77	0.00	-5,236.77
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Total Russian Federation

		0.00	82,858.81	88,095.58	-5,236.77	0.00	-5,236.77
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Singapore - USD

ADR DBS GROUP HLDGS LTD SPONSORED ADR CUSIP 23304Y100
DBSDY

264,000	54.27	0.00	14,327.28	12,199.28	2,128.00	0.00	2,128.00
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Total USD

		0.00	14,327.28	12,199.28	2,128.00	0.00	2,128.00
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Total Singapore

		0.00	14,327.28	12,199.28	2,128.00	0.00	2,128.00
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South Africa - USD

ADR BIDVEST GROUP LTD SPONSORED ADR 2008ADR CUSIP 088836309

284,000	51.54	0.00	14,637.36	14,794.01	-156.65	0.00	-156.65
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ADR CLICKS GROUP LTD SPONSORED ADR CUSIP 18682W205

1,121,000	12.099	0.00	13,562.97	12,674.36	888.61	0.00	888.61
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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/		Accrued	Unrealized gain/loss	
Investment Mgr ID	local market price	income/expense	Market Value		Cost	Translation
Shares/PAIR value						Total

Equity Securities

Common stock

South Africa - USD

ADR IMPERIAL HLDGS LTD SPONSORED ADR NEW CUSIP 452833205

642 000	19 35	0 00	12,422 70	14,342 28	-1,919 58	0 00	-1,919 58
ADR MTN GROUP LTD SPONSORED ADR CUSIP 62474M108							
MTNOY							

195 000	21 00	0 00	4,095 00	3,381 85	713 15	0 00	713 15
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ADR NEDBANK GROUP LTD SPONSORED ADR CUSIP 63975K104

721 000	20 07	0 00	14,470 47	15,235 45	-764 98	0 00	-764 98
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ADR PPC LTD ADR CUSIP 69354A104

1,118 000	5 93	0 00	6,629 74	7,088 12	-458 38	0 00	-458 38
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ADR SANLAM LTD SPONSORED ADR CUSIP 80104Q208

513 000	25 40	0 00	13,030 20	12,342 78	687 42	0 00	687 42
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ADR SASOL LTD SPONSORED ADR CUSIP 803866300

76 000	49 45	0 00	3,758 20	3,519 55	238 65	0 00	238 65
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ADR SHOPRITE HLDGS LTD SPONSORED ADR CUSIP 82510E209

662 000	15 75	0 00	10,426 50	11,498 94	-1,072 44	0 00	-1,072 44
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ADR TIGER BRANDS LTD SPONSORED ADR NEW CUSIP 88673M201

351 000	25 66	0 00	9,006 66	10,487 88	-1,481 22	0 00	-1,481 22
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WOOLWORTHS HLDGS LTD SPONSORED GDR NEW CUSIP 98088R505

168 000	70 8207	0 00	11,968 69	12,756 12	-787 43	0 00	-787 43
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Total USD		0 00	114,008 49	118,121 34	-4,112 85	0 00	-4,112 85
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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Total South Africa 114,008 49 118,121 34 -4,112 85 0 00 -4,112 85

Spain - USD

ADR BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR CUSIP 05946K101

2,027 000 12 39 25,114 53 21,459 81 3,654 72 0 00 3,654 72

ADR REPSOL S A CUSIP 76026T205

338 000 25 29 8,548 02 8,503 10 44 92 0 00 44 92

Total USD 29,962 91 3,699 64 0 00 3,699 64

Total Spain

33,662 55 29,962 91 3,699 64 0 00 3,699 64

Sweden - USD

ADR ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM SER A CUSIP 049255706
ATLKY

249 000 27 761 6,912 48 5,609 46 1,303 02 0 00 1,303 02

SVENSKA HANDELSBANKEN AB ADR CUSIP 86659C103

199 000 24 68 4,911 32 3,782 53 1,128 79 0 00 1,128 79

Total USD 11,823 80 9,391 99 2,431 81 0 00 2,431 81

Total Sweden

11,823 80 9,391 99 2,431 81 0 00 2,431 81

Switzerland - USD

ADR ABB LTD SPONSORED ADR CUSIP 000375204
ABB

308 000 26 56 8,180 48 7,742 78 437 70 0 00 437 70

ADR GIVAUDAN SA ADR CUSIP 37636P108

308 000 28 65 8,824 20 6,803 28 2,020 92 0 00 2,020 92

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Description / Asset ID		Exchange rate/		Accrued	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID		local	market price	income/expense			Market	Translation	
Shares/PAR value									

Equity Securities

Common stock

Switzerland - USD

ADR JULIUS BAER GROUP LTD-UN ADR CUSIP 48137C108

1,011 000	9 65	0 00	9,756 15	9,442 74	313 41	0 00	313 41
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ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406
NSRGY

224 000	73 59	0 00	16,484 16	11,776 21	4,707 95	0 00	4,707 95
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ADR NOVARTIS AG CUSIP 66987V109

346 000	80 38	0 00	27,811 48	22,973 20	4,838 28	0 00	4,838 28
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ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 CUSIP 771195104
RHHBY

511 000	70 20	0 00	35,872 20	25,595 25	10,276 95	0 00	10,276 95
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ADR SONOVA HLDG AG UNSP ADR CUSIP 83569C102

187 000	26 986	0 00	5,046 38	3,910 81	1,135 77	0 00	1,135 77
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ADR SWATCH GROUP AG ADR CUSIP 870123106

194 000	33 20	0 00	6,440 80	4,543 51	1,897 29	0 00	1,897 29
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ADR ZURICH INS GROUP LTD SPONSORED CUSIP 985825104

334 000	29 17	0 00	9,742 78	7,615 54	2,127 24	0 00	2,127 24
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UBS AG SHS COM CUSIP H89231338

837 000	19 25	0 00	16,112 25	14,082 59	2,029 66	0 00	2,029 66
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Total USD		0 00	144,270 88	114,485 71	29,785 17	0 00	29,785 17
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Total Switzerland		0 00	144,270 88	114,485 71	29,785 17	0 00	29,785 17
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Taiwan - USD

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<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

Taiwan - USD

TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR CUSIP 874039100 TSM								
	2,650 000	17 44	0 00	46,216 00	44,898 21	1,317 79	0 00	1,317 79
Total USD				46,216 00	44,898 21	1,317 79	0 00	1,317 79

Total Taiwan

			0 00	46,216 00	44,898 21	1,317 79	0 00	1,317 79
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Thailand - USD

PTT EXPL & PRODTN PUB LTD SPONSORED ADR CUSIP 68364V106 PEXNY								
	792 000	11 00	0 00	8,712 00	8,506 08	205 92	0 00	205 92

Total USD

			0 00	8,712 00	8,506 08	205 92	0 00	205 92
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Total Thailand

			0 00	8,712 00	8,506 08	205 92	0 00	205 92
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Turkey - USD

ADR AKBANK TURK ANONIM SIRKETI ADR CUSIP 009719501 AKBTY								
	2,037 000	6 25	0 00	12,731 25	14,946 72	-2,215 47	0 00	-2,215 47

ADR KOC HLDG A S ADR ADR CUSIP 49989A109 KHOLY								
	802 000	20 61	0 00	16,529 22	19,683 34	-3,154 12	0 00	-3,154 12

ADR TURKCELL ILETISIM HIZMETLERI A S SPONSORED ADR NEW CUSIP 900111204								
	868 000	13 35	0 00	11,587 80	13,692 97	-2,105 17	0 00	-2,105 17

ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS CUSIP 900148701								
	1,689 000	3 21	0 00	5,421 69	6,392 57	-970 88	0 00	-970 88

Total USD			0 00	46,269 96	54,715 60	-8,445 64	0 00	-8,445 64
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Total Turkey			0 00	46,269 96	54,715 60	-8,445 64	0 00	-8,445 64
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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United Kingdom - USD

#REORG/VODAFONE GROUP REVERSE STOCK SPLIT VODAFONE 2V16AM1 EFF 02-24-2014 CUSIP 92857W209

635 000	39 31		355 46	24,961 85	19,380 06	5,581 79	0 00	5,581 79
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ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106

198 000	54 74		0 00	10,838 52	7,047 87	3,790 65	0 00	3,790 65
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ADR AVIVA PLC ADR CUSIP 05382A104

695 000	15 15		0 00	10,529 25	8,618 33	1,910 92	0 00	1,910 92
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ADR BALFOUR BEATTY PLC SPONSORED ADR REPSTG 2 SHS CUSIP 05849R306

596 000	8 56		0 00	5,101 76	5,377 16	-275 40	0 00	-275 40
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ADR BARCLAYS PLC A D R CUSIP 06738E204

BCS

1,218 000	18 13		0 00	22,082 34	20,742 60	1,339 74	0 00	1,339 74
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ADR BG PLC ADR FINAL INSTMT NEW CUSIP 055434203

880 000	21 69		0 00	19,087 20	16,777 55	2,309 65	0 00	2,309 65
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ADR BRIT AMERN TOB PLC SPONSORED COM STK CUSIP 110448107

BTI

150 000	107 42		0 00	16,113 00	13,547 42	2,565 58	0 00	2,565 58
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ADR CARNIVAL PLC ADR CUSIP 14365C103

165 000	41 45		0 00	6,839 25	5,773 47	1,065 78	0 00	1,065 78
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ADR HSEC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406

HBC

270 000	55 13		0 00	14,885 10	13,911 48	973 62	0 00	973 62
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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United Kingdom - USD

ADR ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR CUSIP 450936109

618 000	15 17	121 08		9,375 06	7,238 02	2,137 04	0 00	2,137 04
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ADR REXAM PLC SPONSORED ADR COM NO PAR CUSIP 761655505

194 000	44 21	0 00		8,576 74	6,013 91	2,562 83	0 00	2,562 83
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ADR RIO TINTO PLC SPONSORED ADR CUSIP 767204100

112 000	56 43	0 00		6,320 16	5,147 13	1,173 03	0 00	1,173 03
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ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP 780259206

202 000	71 27	0 00		14,396 54	13,662 27	734 27	0 00	734 27
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ADR TESCO PLC SPONSORED ADR CUSIP 881575302

1,260 000	16 84	0 00		21,218 40	20,787 53	430 87	0 00	430 87
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ADR UNILEVER PLC SPONSORED ADR NEW CUSIP 904767704

116 000	41 20	0 00		4,779 20	4,100 44	678 76	0 00	678 76
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ADR WPP PLC ADR DR EACH REPR 5 SHS CUSIP 92937A102

216 000	114 86	0 00		24,809 76	16,125 42	8,684 34	0 00	8,684 34
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LLOYDS BANKING GROUP PLC-ADR CUSIP 539439109

2,509 000	5 32	0 00		13,347 88	9,851 67	3,496 21	0 00	3,496 21
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ROLLS ROYCE HOLDINGS PLC SPONSORED ADR CUSIP 775781206

RYCEY

78 000	106 03	50 77		8,270 34	4,266 11	4,004 23	0 00	4,004 23
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Total USD		527 31		241,532 35	198,368 44	43,163 91	0 00	43,163 91
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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

Total United Kingdom 527 31 241,532 35 198,368 44 43,163 91 0 00 43,163 91

United States - USD

#REORG/ENDO HEALTH STK MERGER ENDO INTERNATIONAL 0002U1SAP1 EFF 03-03-2014 CUSIP 29264F205
ENDP

52 000 67 46 0 00 3,507 92 1,810 71 1,697 21 0 00 1,697 21

AARON'S INC CLASS A CUSIP 002535300
AAN

133 000 29 40 2 79 3,910 20 3,700 38 209 82 0 00 209 82

ABBOTT LAB COM CUSIP 002824100

737 000 38 33 0 00 28,249 21 24,739 06 3,510 15 0 00 3,510 15

ACCENTURE PLC SHS CL A NEW CUSIP G1151C101
ACN

275 000 82 22 0 00 22,610 50 19,563 22 3,027 28 0 00 3,027 28

ACTIVISION BLIZZARD INC COM STK CUSIP 00507V109

314 000 17 83 0 00 5,598 62 5,316 02 282 60 0 00 282 60

ADR COCHLEAR LTD ADR UNSPON CUSIP 191459205

143 000 26 356 0 00 3,768 90 4,054 31 -285 41 0 00 -285 41

ADR INTERNATIONAL CONS AIRLS GROUP SA SPONSORED ADR CUSIP 459348108

359 000 33 241 0 00 11,933 51 7,888 56 4,044 95 0 00 4,044 95

ADR IPSEN S A SPONSORED ADR CUSIP 462629205

754 000 11 838 0 00 8,925 85 8,614 27 311 58 0 00 311 58

ADR ORASCOM CONSTR INDS S A E SPONSORED ADR CUSIP 68554N403

312 000 37 00 0 00 11,544 00 11,469 12 74 88 0 00 74 88

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

ADR ORIFLAME COSMETICS SA SPONSORED ADR CUSIP 686194200								
776 000	15 46	0 00	0 00	11,996 96	11,919 36	77 60	0 00	77 60
ADR PT ASTRA INTL TBK CUSIP 69367X109 PTAY								
778 000	11 15	0 00	0 00	8,674 70	9,312 66	-637 96	0 00	-637 96
ADR STD BK GROUP LTD SPONSORED ADR CUSIP 853118206								
824 000	12 48	0 00	0 00	10,283 52	10,242 32	41 20	0 00	41 20
ADR UNICHARM CORP SPONSORED ADR CUSIP 90460M204 UNICY								
814 000	11 417	0 00	0 00	9,293 43	8,405 55	887 88	0 00	887 88
ADR VODACOM GROUP LIMITED SPONSORED ADR CUSIP 92858D200								
690 000	12 75	0 00	0 00	8,797 50	8,093 70	703 80	0 00	703 80
AES CORP COM CUSIP 00130H105								
282 000	14 51	0 00	0 00	4,091 82	4,278 47	-186 65	0 00	-186 65
AFLAC INC COM CUSIP 001055102 AFL								
193 000	66 80	0 00	0 00	12,892 40	9,448 21	3,444 19	0 00	3,444 19
AGILENT TECHNOLOGIES INC COM CUSIP 00846U101								
92 000	57 19	12 14	12 14	5,261 48	4,680 80	580 68	0 00	580 68
AKAMAI TECHNOLOGIES INC COM STK CUSIP 00971T101								
143 000	47 18	0 00	0 00	6,746 74	7,282 21	-535 47	0 00	-535 47

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

United States - USD

ALBEMARLE CORP COM CUSIP 012653101

317 000	63 39	76 08	20,094 63	20,178 69	-84 06	0 00	-84 06
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ALLEGHENY TECHNOLOGIES INC COM CUSIP 01741R102

138 000	35 63	0 00	4,916 94	4,231 71	685 23	0 00	685 23
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ALLERGAN INC COM CUSIP 018490102

259 000	111 08	0 00	28,769 72	22,638 13	6,131 59	0 00	6,131 59
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ALTRIA GROUP INC COM CUSIP 02209S103
MO

792 000	38 39	380 16	30,404 88	25,287 84	5,117 04	0 00	5,117 04
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AMERISOURCEBERGEN CORP COM CUSIP 03073E105

94 000	70 31	0 00	6,609 14	5,854 66	754 48	0 00	754 48
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ANSYS INC COM CUSIP 03662Q105

73 000	87 20	0 00	6,365 60	6,214 49	151 11	0 00	151 11
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APACHE CORP COM CUSIP 037411105
APA

106 000	85 94	0 00	9,109 64	9,116 63	-6 99	0 00	-6 99
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APPLE INC COM STK CUSIP 037833100

55 000	561 11	0 00	30,861 05	16,860 84	14,000 21	0 00	14,000 21
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AUTODESK INC COM CUSIP 052769106

117 000	50 33	0 00	5,888 61	4,751 37	1,137 24	0 00	1,137 24
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Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

United States - USD

AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103

166 000	80 81	79 68	13,414 46	11,876 28	1,538 18	0 00	1,538 18
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BAXTER INTL INC COM CUSIP 071813109

55 000	69 55	26 95	3,825 25	3,641 66	183 59	0 00	183 59
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BIO RAD LABS INC CL A CUSIP 090572207
BIO

31 000	123 61	0 00	3,831 91	3,638 62	193 29	0 00	193 29
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BLACKROCK INC COM STK CUSIP 09247X101

63 000	316 47	0 00	19,937 61	17,427 06	2,510 55	0 00	2,510 55
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BORG WARNER INC COM CUSIP 099724106

156 000	55 91	0 00	8,721 96	7,873 62	848 34	0 00	848 34
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BRISTOL MYERS SQUIBB CO COM CUSIP 110122108

480 000	53 15	172 80	25,512 00	22,744 98	2,767 02	0 00	2,767 02
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BUNGE LTD CUSIP G16962105

110 000	82 11	0 00	9,032 10	7,922 55	1,109 55	0 00	1,109 55
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C R BARD CUSIP 067383109

36 000	133 94	0 00	4,821 84	4,133 04	688 80	0 00	688 80
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CABOT CORP COM CUSIP 127055101

77 000	51 40	0 00	3,957 80	3,344 98	612 82	0 00	612 82
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Shares/PAR value								

Equity Securities

Common stock

United States - USD

CAMPBELL SOUP CO COM	CUSIP 134429109							
185 000		43 28	0 00	8,006 80	7,329 72	677 08	0 00	677 08
CARNIVAL CORP COM PAIRED CUSIP 143658300								
406 000		40 17	0 00	16,309 02	12,922 98	3,386 04	0 00	3,386 04
CATERPILLAR INC COM CUSIP 149123101								
11 000		90 81	0 00	998 91	958 32	40 59	0 00	40 59
CBOE HOLDINGS INC COM CUSIP 12503M108								
234 000		51 96	117 00	12,158 64	7,749 58	4,409 06	0 00	4,409 06
CBRE GROUP INC CL A CL A CUSIP 12504L109								
286 000		26 30	0 00	7,521 80	6,491 60	1,030 20	0 00	1,030 20
CF INDS HLDGS INC COM CUSIP 125269100								
39 000		233 04	0 00	9,088 56	5,944 83	3,143 73	0 00	3,143 73
CHEVRON CORP COM CUSIP 166764100								
177 000		124 91	0 00	22,109 07	16,273 34	5,835 73	0 00	5,835 73
CIN FNCL CORP COM CUSIP 172062101								
317 000		52 37	133 14	16,601 29	15,261 21	1,340 08	0 00	1,340 08
CISCO SYSTEMS INC CUSIP 17275R102								
611 000		22 45	0 00	13,716 95	13,002 18	714 77	0 00	714 77

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Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Common stock

United States - USD

COACH INC COM CUSIP 189754104								
	231 000	56 13	77 96	12,966 03	12,163 51	802 52	0 00	802 52
COCA COLA CO COM CUSIP 191216100								
	278 000	41 31	0 00	11,484 18	10,447 24	1,036 94	0 00	1,036 94
COLGATE-PALMOLIVE CO COM CUSIP 194162103								
	100 000	65 21	0 00	6,521 00	5,975 94	545 06	0 00	545 06
CONOCOPHILLIPS COM CUSIP 20825C104								
	218 000	70 65	0 00	15,401 70	12,597 91	2,803 79	0 00	2,803 79
CONTINENTAL RES INC COM CUSIP 212015101								
	80 000	112 52	0 00	9,001 60	8,922 65	78 95	0 00	78 95
COPA HOLDINGS SA COM STK CUSIP P31076105								
	23 000	160 11	0 00	3,682 53	2,387 98	1,294 55	0 00	1,294 55
CORNING INC COM CUSIP 219350105								
	925 000	17 82	0 00	16,483 50	13,310 75	3,172 75	0 00	3,172 75
COVANCE INC COM CUSIP 222816100								
	75 000	88 06	0 00	6,604 50	6,340 48	264 02	0 00	264 02
CSX CORP COM CUSIP 126408103								
CSX	273 000	28 77	0 00	7,854 21	7,095 27	758 94	0 00	758 94

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Equity Securities

Common stock

United States - USD

CUMMINS INC CUSIP 231021106

D R HORTON INC COM CUSIP 23331A109		65 000	140 97	0 00	9,163 05	8,615 10	547 95	0 00	547 95
DHI									

443 000	22 32			0 00	9,887 76	8,140 30	1,747 46	0 00	1,747 46
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DARDEN RESTAURANTS INC COM CUSIP 237194105									
99 000	54 37			0 00	5,382 63	4,915 35	467 28	0 00	467 28

DISCOVER FINL SVCS COM STK CUSIP 254709108									
199 000	55 95			0 00	11,134 05	5,127 96	6,006 09	0 00	6,006 09

DOMINION RES INC VA NEW COM CUSIP 25746U109									
187 000	64 69			0 00	12,097 03	11,604 73	492 30	0 00	492 30

DUKE ENERGY CORP NEW COM NEW COM NEW CUSIP 26441C204									
136 000	69 01			0 00	9,385 36	9,214 70	170 66	0 00	170 66

EASTMAN CHEM CO COM CUSIP 277432100									
120 000	80 70			42 00	9,684 00	9,325 39	358 61	0 00	358 61

EATON VANCE CORP COM NON VTG CUSIP 278265103									
380 000	42 79			0 00	16,260 20	12,883 19	3,377 01	0 00	3,377 01

EBAY INC COM USD0 001 CUSIP 278642103									
EBAY									
411 000	54 89			0 00	22,559 79	19,962 25	2,597 54	0 00	2,597 54

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

ECHOSTAR CORPORATION	CUSIP 278768106							
118 000		49 72	0 00	5,866 96	5,403 73	463 23	0 00	463 23
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108								
102 000		70 24	0 00	7,164 48	6,007 23	1,157 25	0 00	1,157 25
EXXON MOBIL CORP COM CUSIP 30231G102								
95 000		101 20	0 00	9,614 00	8,000 02	1,613 98	0 00	1,613 98
FACEBOOK INC CL A CL A CUSIP 30303M102								
209 000		54 66	0 00	11,423 94	6,008 94	5,417 00	0 00	5,417 00
FACTSET RESH SYS INC COM STK CUSIP 303075105								
132 000		108 58	0 00	14,332 56	14,498 82	-166 26	0 00	-166 26
FASTENAL CO COM CUSIP 311900104								
159 000		47 51	0 00	7,554 09	7,562 12	-28 03	0 00	-28 03
FEDT INVESTORS INC CL B CUSIP 314211103								
578 000		28 80	0 00	16,646 40	15,534 23	1,112 17	0 00	1,112 17
GARTNER INC COM CUSIP 366651107								
213 000		71 05	0 00	15,133 65	13,383 49	1,750 16	0 00	1,750 16
GATX CORP COM CUSIP 361448103								
124 000		52 17	0 00	6,469 08	5,778 42	690 66	0 00	690 66

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
GENERAL DYNAMICS CORP COM	CUSIP 369550108							
	241 000	95 55	0 00	23,027 55	20,893 01	2,134 54	0 00	2,134 54
GLOBAL PMTS INC COM CUSIP 37940X102								
	86 000	64 99	0 00	5,589 14	4,755 99	833 15	0 00	833 15
GOOGLE INC CL A CL A CUSIP 38259P508								
GOOG	36 000	1,120 71	0 00	40,345 56	24,093 27	16,252 29	0 00	16,252 29
GRAINGER W W INC COM CUSIP 384802104								
GW	64 000	255 42	0 00	16,346 88	16,367 34	-20 46	0 00	-20 46
HASBRO INC COM CUSIP 418056107								
	438 000	55 01	0 00	24,094 38	20,315 14	3,779 24	0 00	3,779 24
HERBALIFE LTD COM STK CUSIP G4412G101								
HLF	56 000	78 70	0 00	4,407 20	4,088 12	319 08	0 00	319 08
HOLLYFRONTIER CORP COM CUSIP 436106108								
HFC	194 000	49 69	0 00	9,639 86	6,384 60	3,255 26	0 00	3,255 26
INTEGRYS ENERGY GROUP INC COM STK CUSIP 45822P105								
	100 000	54 41	0 00	5,441 00	5,620 00	-179 00	0 00	-179 00
INTEL CORP COM CUSIP 458140100								
INTC	609 000	25 96	0 00	15,809 64	13,171 82	2,637 82	0 00	2,637 82

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Investment Mgr ID	Shares/PAR value						Market	Translation	
Equity Securities									
Common stock									
United States - USD									
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45866F104									
	45 000	224 92		0 00	10,121 40	8,689 64	1,431 76	0 00	1,431 76
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101									
IBM	125 000	187 57		0 00	23,446 25	20,528 04	2,918 21	0 00	2,918 21
INTL GAME TECH COM CUSIP 459902102									
	242 000	18 16		26 62	4,394 72	4,506 04	-111 32	0 00	-111 32
INTUIT COM CUSIP 461202103									
	136 000	76 32		0 00	10,379 52	8,939 28	1,440 24	0 00	1,440 24
JOHNSON & JOHNSON COM USD1 CUSIP 478160104									
JNJ	80 000	91 59		0 00	7,327 20	4,867 40	2,459 80	0 00	2,459 80
JOY GLOBAL INC COM CUSIP 481165108									
	305 000	58 49		0 00	17,839 45	16,547 53	1,291 92	0 00	1,291 92
KELLOGG CO COM USD0 25 CUSIP 487836108									
	134 000	61 07		0 00	8,183 38	8,290 69	-107 31	0 00	-107 31
KEYCORP NEW COM CUSIP 493267108									
	485 000	13 42		0 00	6,508 70	5,684 20	824 50	0 00	824 50
KINDER MORGAN MGMT LLC SHS COM STK CUSIP 49455U100									
	238 000	75 66		0 00	18,007 08	17,412 17	594 91	0 00	594 91

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Shares/PAR value								

Equity Securities

Common stock

United States - USD

LANDSTAR SYS INC COM CUSIP 515098101

144 000	57 45	50 40	8,272 80	8,197 76	75 04	0 00	75 04
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LOCKHEED MARTIN CORP COM CUSIP 539830109

85 000	148 66	0 00	12,636 10	7,376 85	5,259 25	0 00	5,259 25
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LORILLARD INC COM STK CUSIP 544147101

425 000	50 68	0 00	21,539 00	19,452 25	2,086 75	0 00	2,086 75
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LOWES COS INC COM CUSIP 548661107

LOW

432 000	49 55	0 00	21,405 60	13,880 14	7,525 46	0 00	7,525 46
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LYONDELLBASELL IND N V COM USD0 01 CL 'A' CUSIP N63745100

61 000	80 28	0 00	4,897 08	3,936 86	960 22	0 00	960 22
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MARATHON PETE CORP COM CUSIP 56585A102

135 000	91 73	0 00	12,383 55	6,701 65	5,681 90	0 00	5,681 90
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MASCO CORP COM CUSIP 574599106

297 000	22 77	0 00	6,762 69	5,833 42	929 27	0 00	929 27
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MASTERCARD INC CL A CUSIP 57636Q104

55 000	835 46	0 00	45,950 30	9,030 43	36,919 87	0 00	36,919 87
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MCGRAW HILL FINANCIAL INC CUSIP 580645109

120 000	78 20	0 00	9,384 00	6,110 55	3,273 45	0 00	3,273 45
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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
MEADWESTVACO CORP COM	CUSIP 583334107							
	430 000	36 93	0 00	15,879 90	16,058 73	-178 83	0 00	-178 83
MEDNAX INC COM CUSIP 58502B106								
	90 000	53 38	0 00	4,804 20	4,809 18	195 02	0 00	195 02
MICROSOFT CORP COM CUSIP 594918104								
MSFT	585 000	37 43	0 00	21,896 55	18,690 34	3,206 21	0 00	3,206 21
MURPHY OIL CORP COM CUSIP 626717102								
	194 000	64 88	0 00	12,586 72	12,064 91	521 81	0 00	521 81
MURPHY USA INC COM CUSIP 626755102								
	16 000	41 56	0 00	664 96	650 24	14 72	0 00	14 72
MYLAN INC CUSIP 628530107								
MYL	244 000	43 40	0 00	10,589 60	8,281 66	2,307 94	0 00	2,307 94
NABORS INDUSTRIES COM USD0 10 CUSIP G6359F103								
	320 000	16 99	0 00	5,436 80	5,456 00	-19 20	0 00	-19 20
NEWFIELD EXPLORATION CUSIP 651290108								
NFX	167 000	24 63	0 00	4,113 21	4,640 50	-527 29	0 00	-527 29
NEWMARKET CORP COM CUSIP 651587107								
	73 000	334 15	80 30	24,392 95	20,517 03	3,875 92	0 00	3,875 92

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

NIKE INC CL B CUSIP 654106103

351 000	78 64	84 24	27,602 64	19,805 47	7,797 17	0 00	7,797 17
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OASIS PETE INC NEW COM STK CUSIP 674215108

94 000	46 97	0 00	4,415 18	4,203 90	211 28	0 00	211 28
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ORACLE CORP COM CUSIP 68389X105
ORCL

743 000	38 26	0 00	28,427 18	24,262 59	4,164 59	0 00	4,164 59
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PATTERSON-UTI ENERGY INC COM CUSIP 703481101

426 000	25 32	0 00	10,786 32	7,855 79	2,930 53	0 00	2,930 53
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PAYCHEX INC COM CUSIP 704326107

376 000	45 53	0 00	17,119 28	15,021 20	2,098 08	0 00	2,098 08
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PRIZER INC COM CUSIP 717081103

717 000	30 63	0 00	21,961 71	14,768 65	7,193 06	0 00	7,193 06
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PHILIP MORRIS INTL COM STK NPV CUSIP 718172109
PM

200 000	87 13	188 00	17,426 00	14,736 74	2,689 26	0 00	2,689 26
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POSTNL N V SPONSORED ADR CUSIP 73753A103

982 000	5 719	0 00	5,616 05	4,018 01	1,598 04	0 00	1,598 04
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PROGRESSIVE CORP OH COM CUSIP 743315103

201 000	27 27	0 00	5,481 27	5,396 85	84 42	0 00	84 42
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Shares/PAR value								

Equity Securities

Common stock

United States - USD

QUALCOMM INC COM CUSIP 747525103	QCOM							
398 000	74 25	0 00		29,551 50	24,323 32	5,228 18	0 00	5,228 18
RAYMOND JAMES FNCL INC COM STK CUSIP 754730109								
141 000	52 19	22 56		7,358 79	5,874 49	1,484 30	0 00	1,484 30
REINSURANCE GROUP AMER INC COM NEW STK CUSIP 759351604								
77 000	77 41	0 00		5,960 57	5,403 51	557 06	0 00	557 06
RENAISSANCE RE HLDGS LTD COM CUSIP G7496G103								
56 000	97 34	0 00		5,451 04	5,159 94	291 10	0 00	291 10
REPUBLIC SVCS INC COM CUSIP 760759100								
231 000	33 20	60 06		7,669 20	7,512 12	157 08	0 00	157 08
REYNOLDS AMERICAN INC COM CUSIP 761713106								
199 000	49 99	125 37		9,948 01	9,965 16	-17 15	0 00	-17 15
ROCKWELL COLLINS INC COM CUSIP 774341101								
55 000	73 92	0 00		4,065 60	3,708 10	357 50	0 00	357 50
ROSS STORES INC COM CUSIP 778296103								
54 000	74 93	0 00		4,046 22	4,169 34	-123 12	0 00	-123 12
RPC INC COM CUSIP 749660106								
587 000	17 85	0 00		10,477 95	6,986 26	3,491 69	0 00	3,491 69

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
SCHLUMBERGER LTD COM COM	CUSIP 806857108							
SLB								
204 000	90 11	63 75	18,382 44	16,587 79	1,794 65	0 00		1,794 65
SCOTTS MIRACLE-GRO CLASS A COM NPV CUSIP 810186106								
80 000	62 22	0 00	4,977 60	4,372 64	604 96	0 00		604 96
SEALED AIR CORP NEW COM STK CUSIP 81211K100								
247 000	34 05	0 00	8,410 35	6,727 62	1,682 73	0 00		1,682 73
SLM CORP COM CUSIP 78442P106								
181 000	26 28	0 00	4,756 68	3,655 16	1,101 52	0 00		1,101 52
SM ENERGY CO COM CUSIP 78454L100								
49 000	83 11	0 00	4,072 39	4,045 19	27 20	0 00		27 20
SNAP-ON INC COM CUSIP 833034101								
91 000	109 52	0 00	9,966 32	8,915 51	1,050 81	0 00		1,050 81
STARBUCKS CORP COM CUSIP 855244109								
327 000	78 39	0 00	25,633 53	17,901 64	7,731 89	0 00		7,731 89
STIFEL FINL CORP COM CUSIP 860630102								
150 000	47 92	0 00	7,188 00	6,167 23	1,020 77	0 00		1,020 77
SYNOPSYS INC COM CUSIP 871607107								
128 000	40 57	0 00	5,192 96	4,737 96	455 00	0 00		455 00

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equity Securities							
Common stock							
United States - USD							
T ROWE PRICE GROUP INC CUSIP 74144T108							
	347 000	83.77	0.00	29,088.19	25,540.46	3,527.73	0.00
TJX COS INC COM NEW CUSIP 872540109							
TJX	557 000	63.73	0.00	35,497.61	23,732.45	11,765.16	0.00
ULTRA PETE CORP COM NPV CUSIP 903914109							
	336 000	21.65	0.00	7,274.40	6,839.49	434.91	0.00
UNITED PARCEL SVC INC CL B CUSIP 911312106							
	91 000	105.08	0.00	9,562.28	7,754.65	1,807.63	0.00
URS CORP NEW COM CUSIP 903236107							
	88 000	52.99	18.48	4,663.12	4,590.08	73.04	0.00
UTD THERAPEUTICS CORP DEL COM STK CUSIP 91307C102							
	106 000	113.08	0.00	11,986.48	8,260.16	3,726.32	0.00
VALSPAR CORP COM CUSIP 920355104							
	124 000	71.29	0.00	8,839.96	8,149.48	690.48	0.00
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
VZ	233 000	49.14	0.00	11,449.62	7,200.01	4,249.61	0.00
WADDELL & REED FINL INC CL A COM CUSIP 930059100							
WDR	187 000	65.12	0.00	12,177.44	7,382.98	4,794.46	0.00

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Shares/PAR value								

Equity Securities

Common stock

United States - USD

WELLS FARGO & CO NEW COM STK CUSIP 949746101	WFC	488 000	45 40	0 00	22,155 20	20,110 48	2,044 72	0 00	2,044 72
WESTERN UNION CO CUSIP 959802109									
		599 000	17 25	0 00	10,332 75	10,241 01	91 74	0 00	91 74
WESTN DIGITAL CORP COM CUSIP 958102105									
		189 000	83 90	56 70	15,857 10	7,582 16	8,274 94	0 00	8,274 94
WHITING PETE CORP COM STK CUSIP 966387102									
		87 000	61 87	0 00	5,382 69	5,506 43	-123 74	0 00	-123 74
XILINX INC COM CUSIP 983919101									
		163 000	45 92	0 00	7,484 96	7,599 06	-114 10	0 00	-114 10
YUM BRANDS INC COM CUSIP 988498101									
		123 000	75 61	0 00	9,300 03	8,261 33	1,038 70	0 00	1,038 70
Total USD				1,897 18	1,817,913 25	1,493,410 73	324,502 52	0 00	324,502 52
Total United States				1,897 18	1,817,913 25	1,493,410 73	324,502 52	0 00	324,502 52
Total Common Stock				2,948 66	3,779,723 06	3,265,989 45	513,733 61	0 00	513,733 61
125,998.000									

Preferred stock

Brazil - USD

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Shares/PAR value								

Equity Securities

Preferred stock

Brazil - USD

ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD PFD ADR CUSIP 465562106

ITUB

793 000	13 57	58 88	10,761 01	11,251 44	-490 43	0 00		-490 43
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ADR VALE S A ADR REPSTG PFD PREF ADR CUSIP 91912E204

751 000	14 01	0 00	10,521 51	10,491 47	30 04	0 00		30 04
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Total USD		58 88	21,282 52	21,742 91	-460 39	0 00		-460 39
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Total Brazil		58 88	21,282 52	21,742 91	-460 39	0 00		-460 39
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Total Preferred Stock

1,544,000		58 88	21,282 52	21,742 91	-460 39	0 00		-460 39
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Equity funds

Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407

6,747 000	34 31	4,690 37	231,489 57	244,729 30	-13,239 73	0 00		-13,239 73
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Total USD		4,690 37	231,489 57	244,729 30	-13,239 73	0 00		-13,239 73
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Total Global Region		4,690 37	231,489 57	244,729 30	-13,239 73	0 00		-13,239 73
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Total Equity Funds

6,747,000		4,690.37	231,489 57	244,729 30	-13,239.73	0.00		-13,239.73
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Other equity

United States - USD

AMERICAN CAP AGY CORP CUSIP 02503X105

282 000	19 29	183 30	5,439 78	7,815 35	-2,375 57	0 00		-2,375 57
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Shares/PAR value								

Equity Securities

Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

136 000	79 82	0 00	10,855 52	9,188 77	1,666 75	0 00	1,666 75
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APARTMENT INVT & MGMT CO CL A CUSIP 03748R101

317 000	25 91	0 00	8,213 47	8,580 16	-366 69	0 00	-366 69
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BSTN PTYS INC CUSIP 101121101

44 000	100 37	127 60	4,416 28	4,616 92	-200 64	0 00	-200 64
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CORRECTIONS CORP AMER CUSIP 22025Y407

415 000	32 07	199 20	13,309 05	14,415 35	-1,106 30	0 00	-1,106 30
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HATTERAS FINL CORP COM REIT CUSIP 41902R103

435 000	16 34	217 50	7,107 90	7,859 10	-751 20	0 00	-751 20
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Total USD

		727 60	49,342 00	52,475 65	-3,133 65	0 00	-3,133 65
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Total United States

		727 60	49,342 00	52,475 65	-3,133 65	0 00	-3,133 65
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Total Other Equity

1,629,000		727 60	49,342 00	52,475 65	-3,133 65	0 00	-3,133 65
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Total Equity Securities

135,918 000		8,425 51	4,081,837.15	3,584,937.31	496,899.84	0 00	496,899.84
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Fixed Income Securities

Corporate/government

Australia - USD

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Fixed Income Securities

Corporate/government

Australia - USD

BHP BILLITON FIN 1 875% DUE 11-21-2016 CUSIP 055451AK4

Issue Date	21 Nov 11	Rate	1 875%	Yield to Maturity	1 022%	Maturity Date	21 Nov 16		
75,000 000			102 1518		156 24				
						76,613 85	-856 65	0 00	-856 65

WESTPAC BKG CORP 2% DUE 08-14-2017 CUSIP 961214BV4

Issue Date	14 Aug 12	Rate	2 00%	Yield to Maturity	1 50%	Maturity Date	14 Aug 17		
75,000 000			100 5972		570 83				
						75,447 90	-390 60	0 00	-390 60

Total USD						152,061 75	-1,247 25	0 00	-1,247 25
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Total Australia						152,061 75	-1,247 25	0 00	-1,247 25
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United States - USD

ALTERA CORP 1 75% DUE 05-15-2017 CUSIP 021441AD2

Issue Date	08 May 12	Rate	1 75%	Yield to Maturity	1 529%	Maturity Date	15 May 17		
75,000 000			98 4629		167 70				
						73,847 17	-3,206 33	0 00	-3,206 33

BB&T CORP SR MEDIUM TERM NTS BOE# TR 00011 1 6 08-15-2017 CUSIP 05531FAL7

Issue Date	14 Aug 12	Rate	1 60%	Call Date	14 Jul 17	Call Price	100 00	Yield to Maturity	1 511%	Maturity Date	15 Aug 17		
50,000 000			99 1074										
												49,553 70	-1,068 80

DEERE JOHN CAP CORP MEDIUM TERM NTS-BK RANCHE # TR 00361 1 6 03-03-2014 CUSIP 24422ERA9

Rate	1 60%	Maturity Date	03 Mar 14										
100,000 000												101,151 00	-935 80

FHLMC DEB 1 5 07-15-2014 CUSIP 313444UU6

Issue Date	16 Jul 04	Rate	5 00%	Yield to Maturity	0 12%	Maturity Date	15 Jul 14		
100,000 000			102 5981		2,305 55				
						102,598 10	2,237 10	0 00	2,237 10

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Fixed Income Securities

Corporate/government

United States - USD

GENELEC CAP CORP 2.25% DUE 11-09-2015 CUSIP 36962G4T8

75,000 000	103 0611		243 75	77,295 82	77,769 00	-473 18	0 00	-473 18
Issue Date 09 Nov 10	Rate 2 25%	Yield to Maturity 0 626%	Maturity Date 09 Nov 15					

JPMORGAN CHASE & 2 6% DUE 01-15-2016 CUSIP 48625HHW3

75,000 000	102 9986		899 16	77,248 95	78,288 75	-1,039 80	0 00	-1,039 80
Issue Date 18 Nov 10	Rate 2 60%	Yield to Maturity 1 005%	Maturity Date 15 Jan 16					

MERCK & CO INC 4 75% DUE 03-01-2015 CUSIP 589331AK3

150,000 000	104 957		2,374 99	157,435 50	154,483 50	2,952 00	0 00	2,952 00
Issue Date 17 Feb 05	Rate 4 75%	Yield to Maturity -0 584%	Maturity Date 01 Mar 15					

MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699

30,941 980	7 49		0 00	231,755 43	225,088 53	6,666 90	0 00	6,666 90
Issue Date 25 Aug 08								

PHILLIP MORRIS INTL INC NT 6 875 DUE 03-17-2014 BEO CUSIP 718172AG4

100,000 000	101 3317		1,986 11	101,331 70	102,414 00	-1,082 30	0 00	-1,082 30
Rate 6 875%	Maturity Date 17 Mar 14							

UTD TECHNOLOGIES 1 8% DUE 06-01-2017 CUSIP 913017BU2

75,000 000	101 5414		112 50	76,156 05	77,637 75	-1,481 70	0 00	-1,481 70
Issue Date 01 Jun 12	Rate 1 80%	Yield to Maturity 1 26%	Maturity Date 01 Jun 17					

WELLS FARGO & CO 1 25% DUE 07-20-2016 CUSIP 94974BFL9

75,000 000	100 7418		395 83	75,556 35	75,107 25	449 10	0 00	449 10
Issue Date 29 Jul 13	Rate 1 25%	Yield to Maturity 0 881%	Maturity Date 20 Jul 16					

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Fixed Income Securities								
Corporate/government								
Total USD			9,312.25	1,122,993.97	1,119,976.78	3,017.19	0.00	3,017.19
Total United States			9,312.25	1,122,993.97	1,119,976.78	3,017.19	0.00	3,017.19
Total Corporate/Government								
1,055,941.980			10,039.32	1,275,055.72	1,273,285.78	1,769.94	0.00	1,769.94
Total Fixed Income Securities								
1,055,941.980			10,039.32	1,275,055.72	1,273,285.78	1,769.94	0.00	1,769.94

Real Estate

Real estate funds

United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541

24,947.570	9.07	0.00	226,274.46	235,570.99	-9,296.53	0.00	-9,296.53
Total USD		0.00	226,274.46	235,570.99	-9,296.53	0.00	-9,296.53
Total United States		0.00	226,274.46	235,570.99	-9,296.53	0.00	-9,296.53
Total Real Estate Funds 24,947.570		0.00	226,274.46	235,570.99	-9,296.53	0.00	-9,296.53
Total Real Estate 24,947.570		0.00	226,274.46	235,570.99	-9,296.53	0.00	-9,296.53

Cash and Short Term Investments

Short term

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Cash and Short Term Investments

Short term

USD - United States dollar								
		1 00	1 30	127,870.45	127,870.45	0.00	0.00	0.00
Total short term - all currencies								
			1 30	127,870.45	127,870.45	0.00	0.00	0.00
Total short term - all countries								
			1 30	127,870.45	127,870.45	0.00	0.00	0.00
Total Short Term								
	127,870.450		1.30	127,870.45	127,870.45	0.00	0.00	0.00
Total Cash and Short Term Investments								
	127,870.450		1 30	127,870.45	127,870.45	0.00	0.00	0.00

Adjustments To Cash

Pending trade purchases

USD - United States dollar								
		1 00	0 00	-6,310.89	-6,310.89	0.00	0.00	0.00
Total pending trade purchases - all currencies								
			0 00	-6,310.89	-6,310.89	0.00	0.00	0.00
Total pending trade purchases - all countries								
			0 00	-6,310.89	-6,310.89	0.00	0.00	0.00
Total Pending trade purchases								
	0.000		0.00	-6,310.89	-6,310.89	0.00	0.00	0.00

Pending trade sales

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		<u>Exchange rate/</u>		<u>Accrued</u>	<u>Unrealized gain/loss</u>	
<u>Investment Mgr ID</u>	<u>local market price</u>	<u>income/expense</u>	<u>Market Value</u>	<u>Cost</u>	<u>Market</u>	<u>Translation</u>
<u>Shares/PAF value</u>						<u>Total</u>

Adjustments To Cash

Pending trade sales

USD - United States dollar	1 00	0 00	3,143 61	3,143 61	0 00	0 00
Total pending trade sales - all currencies		0 00	3,143 61	3,143 61	0 00	0 00
Total pending trade sales - all countries		0 00	3,143 61	3,143 61	0 00	0 00
Total Pending trade sales		0 00	3,143 61	3,143 61	0 00	0 00
Total Adjustments To Cash		0 00	-3,167 28	-3,167 28	0 00	0 00
Total		18,466.13	5,707,870 50	5,218,497 25	489,373 25	489,373 25

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