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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.		A Employer identification number 61 - 1248781
Number and street (or P O box number if mail is not delivered to street address) P. O. Box 220399	Room/suite	B Telephone number (see instructions) 314 - 406-1842
City or town, state or province, country, and ZIP or foreign postal code Kirkwood, Mo. 63122		C If exemption application is pending, check here ☐
G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 13,098,036	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

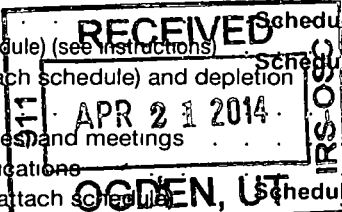
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Schedule 1					
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	62,823			
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	15,404	15,404		
	4 Dividends and interest from securities	182,224	182,224		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 4b	1,022,802			
	b Gross sales price for all assets on line 6a	5,360,211			
	7 Capital gain net income (from Part IV, line 2)		1,022,802		
	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	1,283,253	1,220,430	0		
Schedule 2					
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0	0	0	0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	200	200		200
	b Accounting fees (attach schedule)	8,500	8,500		8,500
	c Other professional fees (attach schedule)	69,396	69,396		69,396
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16,329			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule)	301	301			
24 Total operating and administrative expenses. Add lines 13 through 23	94,726	78,397	0	78,096	
25 Contributions, gifts, grants paid	851,848			851,848	
26 Total expenses and disbursements. Add lines 24 and 25	946,574	78,397	0	929,944	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	336,679				
b Net investment income (if negative, enter -0-)		1,142,033			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2013)

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P 23

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	829,825	1,397,167	1,397,167
	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) ▶ Schedule 206,620			
		Less: allowance for doubtful accounts ▶		206,620	206,620
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) Schedule 5	3,223,052	2,730,734	4,710,134
	c	Investments—corporate bonds (attach schedule) Schedule 5	200,837	200,837	207,208
	11	Investments—land, buildings, and equipment: basis ▶ Schedule			
Liabilities		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) Schedule	5,344,237	5,408,601	6,576,907
	14	Land, buildings, and equipment: basis ▶ Schedule			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ Schedule 6)	9,329		
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	9,607,280	9,943,959	13,098,036
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue Schedule			
	20	Loans from officers, directors, trustees, and other disqualified persons Schedule			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	9,607,280	9,943,959	
	30	Total net assets or fund balances (see instructions)	9,607,280	9,943,959	
	31	Total liabilities and net assets/fund balances (see instructions)	9,607,280	9,943,959	

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	9,607,280
2	Enter amount from Part I, line 27a	2	336,679
3	Other increases not included in line 2 (itemize) ▶ Schedule	3	
4	Add lines 1, 2, and 3	4	9,943,959
5	Decreases not included in line 2 (itemize) ▶ Schedule	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,943,959

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 Stock Sales - Short Term - See Attached	P		
b Stock Sales - Long Term - See Attached	P		
c Capital Gain Distribution	P		
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 2,148,809		2,077,361	71,448
b 2,937,469		2,260,048	677,421
c 273,933			273,933
d			
e			

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

(i) FMV 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			71,448
b			677,421
c			273,933
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,022,802
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,657,222	13,114,331	27.89%
2011	2,192,399	14,291,566	15.34%
2010	1,435,329	14,419,569	9.95%
2009	907,908	11,013,191	8.24%
2008	1,505,843	14,036,357	10.73%

2 Total of line 1, column (d)	2	72.15%
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	14.43%
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,184,123
5 Multiply line 4 by line 3	5	1,758,169
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	11,420
7 Add lines 5 and 6	7	1,769,589
8 Enter qualifying distributions from Part XII, line 4 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.	8	929,944

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		11,420
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2		0
3	Add lines 1 and 2	3		11,420
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		11,420
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	8,592	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7		8,592
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		2,828
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded	11		

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?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?		✓
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes.</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		✓
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?		N/A
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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)	Schedule	11		✓
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	✓	
Website address ► N/A					
14	The books are in care of ► James C. Bauer	Telephone no. ► 314-308-5352			
	Located at ► 325 North Woodlawn, Kirkwood, Mo.	ZIP+4 ► 63.122			
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
	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	N/A
	Organizations relying on a current notice regarding disaster assistance check here ☐		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
	If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use <i>Schedule C, Form 4720</i> , to determine if the foundation had excess business holdings in 2013.)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	✓

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE 8		0	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		0	0	0
Total number of other employees paid over \$50,000				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.		Expenses
1	N/A	0
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	N/A	0
2		
All other program-related investments See instructions		
3	N/A	0
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	10,962,435
b	Average of monthly cash balances	1b	1,200,025
c	Fair market value of all other assets (see instructions)	1c	207,208
d	Total (add lines 1a, b, and c)	1d	12,369,668
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	12,369,668
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	185,545
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,184,123
6	Minimum investment return. Enter 5% of line 5	6	609,206

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	609,206
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,420
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,420
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	597,786
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	597,786
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	597,786

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	929,944
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	929,944
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	11,420
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	918,524

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				597,786
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years 20 <u>20</u> , 20 <u>20</u> , 20 <u>20</u>				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	810,107			
b From 2009	368,592			
c From 2010	724,017			
d From 2011	1,496,479			
e From 2012	3,016,979			
f Total of lines 3a through e	6,416,174			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ <u>929,944</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				597,786
e Remaining amount distributed out of corpus	332,158			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,748,332			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	810,107			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	5,938,225			
10 Analysis of line 9:				
a Excess from 2009	368,592			
b Excess from 2010	724,017			
c Excess from 2011	1,496,479			
d Excess from 2012	3,016,979			
e Excess from 2013	332,158			

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

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

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

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

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).)

SEE ATTACHED SCHEDULE 9

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
SEE ATTACHED CONTRIBUTIONS	NONE	PUBLIC	FOR CHARITABLE PURPOSES	851,848
Total			▶ 3a	851,848
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			514	15,404	
4	Dividends and interest from securities			514	182,224	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					1,022,802
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue. a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		197,628	1,022,802
13	Total. Add line 12, columns (b), (d), and (e)				13	1,220,430

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

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

[illegible]

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

- | 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? | | Yes | No |
|---|--|-------|----|
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | ✓ |
| | (2) Other assets | 1a(2) | ✓ |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ✓ |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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

**Sign
Here**

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

Mary F L Bauer
Signature of officer or trustee

Date _____

PRESIDENT
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

James Bauer

Preparer's signature

Preparer's signature *Janner Bawer*

Date _____

2/12/14

Check ☐ if self-employed

PTIN	
------	--

1310908

Firm's name ► CHIC FIT, INC

Firm's address ► **325 North Woodlawn, Kirkwood, Mo. 63122**

Firm's EIN ▶ 20 - 4778785

Phone no **314 - 308-5352**

Attachments to IRS Form 990-PF
 FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.
 61-1248781
 Tax Year 2013

Schedule 1: Part I, Line 1 - Contributions, Gifts, Grants, etc. Received

Description	Amount
1 Lawrenceville Votech	62,823
Total	62,823

Schedule 2: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10

Description	Date Acquired	How Acquired	Gross Sales Price	Cost, Other basis, or Donated Value		To Part XVI-A Line 8 (See Note)
				Amount	Which One	
1 Stock sales - Short Term			2,148,809	2,077,361	Cost	
2 Stock Sales - Long Term			2,937,469	2,260,048	Cost	
3 Capital Gain distribution			273,933			
Total			5,360,211	4,337,409		

	Date Sold	To Whom Sold	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
1					71,448
2					677,421
3					273,933
Total			0	0	1,022,802

Amounts Carried	To Part XVI-A line 8	Gross Sales Price	Cost or Other Basis	Expense of Sale and Cost of Improvements	Depreciation Since Acquisition	Gain or (Loss)
Unrelated Business Income (Col B)		0	0	0	0	0
Excluded by Sec 512, 513, or 514 (Col D)		0	0	0	0	0
Related / Exempt Function Income (Col E)		5,360,211	4,337,409	0	0	1,022,802
Total		5,360,211	4,337,409	0	0	1,022,802

Note. Numenc codes used above are:

1 - if Unrelated Business Income (Part XVI-A, Column B).

2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)

Balance is Related / Exempt Function Income (Part XVI-A, Column E)

Attachments to IRS Form 990-PF
FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.
61-1248781
Tax Year 2013

Schedule 5: Part I, Line 16a - Legal Fees

Type of service	Amount
1 Greenbaum	200
Total	200

Schedule 5: Part I, Line 16b - Accounting Fees

Type of service	Amount
1 CHIC FIT, INC	8,500
2	
Total	8,500

Schedule 5: Part I, Line 16c - Other Professional Fees

Type of service	Amount
1 INVESTMENT MANAGEMENT FEES	69,396
2	
Total	69,396

Schedule 6: Part I, Line 18 - Taxes

Type of tax	Amount
1 Federal Income Taxes	16,329
2	
Total	16,329

Schedule 8: Part I, Line 23 - Other Expenses

Description	Amount
1 Supplies	301
Total	301

Attachments to IRS Form 990-PF
FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.
61-1248781
Tax Year 2013

Schedule 9: Part I, Line 25 - Contributions, Gifts, Grants Paid

From detail below:	Cash Amount	Property Other than Cash	Total
Paid during the year	851,848	0	851,848
Approved for future payment	0	0	0
Total	851,848	0	851,848

Paid During the Year:

Class of Activity:	Cash	Property Other	Relationship to	Organizational
Donee Name	Amount	than Cash (1)	Disqualified Persons (2)	Status of Donee (3)
1 1 See Attached	851,848		None	None
Total	851,848	0		
Total amount paid for which the foundation exercised expenditure responsibility				
Total Paid During the Year	851,848	0		

(1) Additional information for property other than cash included on continuation sheet

(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person

(3) The organizational status of donee (e.g., public charity—an organization described in section 509(a)(1), (2), or (3))

Schedule : Part II, Line 7 - Other Notes and Loans Receivable

	End of Year	
	Book Value	Fair Market Value
Notes Receivable not listed on line 6 and not acquired as investments (see details below)	206,620	206,620
Loans receivable from the normal activities of the filing organization:		
Type of loan:	Amount	
1		
2		
3		
Total	0	0
Total	206,620	206,620
Less allowance for doubtful accounts	0	0
Net amount	0	206,620

Details of Receivables Reported Separately:

Details of Receivables Reported Separately:				Fair Market		
Borrower's Name		Relationship of Borrower	Original Amount	Balance Due at Year end	Value at Year end	Date of Note
1	Lawrence County Memorial Hospital	None	80,000	78,500	78,500	7/19/2013
2	Lawrence County Memorial Hospital	None	100,000	98,120	98,120	10/1/2013
3	Lawrence County Memorial Hospital	None	30,000	30,000	30,000	11/15/2013
Total				206,620	206,620	
Maturity Date			Interest Rate	Security Provided by Borrower		
Repayment Terms						
Purpose of Loan			Description and Fair Market Value of Consideration			

Attachments to IRS Form 990-PF
FRANK S. AND JULIA M. LADNER FAMILY FOUNDATION, INC.
61-1248781
Tax Year 2013

Schedule 5: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

	End of Year	
Total U S Government obligations		
Total	0	0

Line 10b - Investments - Corporate Stock

1 COMMON STOCKS (APPRAISAL REPORT)	Cost	2,730,734	4,710,134
Total		2,730,734	4,710,134

Line 10c - Investments - Corporate Bonds

1 CORPORATE BONDS (APPRAISAL REPORT)	Cost	200,837	207,208
Total		200,837	207,208

Frank S. and Julia M. Ladner Family Foundation

Form 990 - PF

Part VIII - List of Officers, Directors, Trustees and Foundation Managers

Name and Address	Title	Hours Worked Per/Week	Compensation	Benefits	Expense Account
Frank S. Ladner 1808 Porter Avenue Lawrenceville, IL 62439	President	1	\$0	\$0	\$0
Julia M. Ladner 1808 Porter Avenue Lawrenceville, IL 62439	Director	1	\$0	\$0	\$0
Margaret M. Ladner 1980 Goodrich St. Paul, MN. 55105	Director	1	\$0	\$0	\$0
Thomas M. Ladner 2621 E. 23rd Tulsa, OK. 74114	Director	1	\$0	\$0	\$0
Julia M. Ladner 847 Via Campobello Santa Barbara, CA. 93111	Director	1	\$0	\$0	\$0
William P. Ladner PO Box 583 Lawrenceville, IL. 62439	Director	1	\$0	\$0	\$0
Mary F. L. Bauer 325 North Woodlawn Avenue Kirkwood, Mo. 63122	Secretary	1	\$0	\$0	\$0
Ann Marie Ladner PO Box 3614 Ponte Verda Beach, FL 32004	Director	1	\$0	\$0	\$0

Frank S. and Julia M. Ladner Family Foundation

Form 990 - PF

Part XV - INFORMATION REGARDING FOUNDATION MANAGERS

Name and Address

Frank S. Ladner
1808 Porter Avenue
Lawrenceville, IL 62439

Julia M. Ladner
1808 Porter Avenue
Lawrenceville, IL 62439

Income / Dividend Received

Selected Portfolios

Date Range - 01/01/2013 Thru 12/31/2013

01/16/14

Type/Security	Taxable		Nontaxable		Gain Distributions		Other
	Interest	Dividends	Interest	Dividends	Short-Term	Long-Term	Income
Money Market Funds							
GLDMM H&L - Goldman Sachs	10.78						10.78
FTCMMF MM-RT Jones Artesys	23.27						23.27
NOMXX Northern MM Fund	86.86						86.86
MM-NRT Northern tr. MM	11.59						11.59
Total Money Market Funds	132.50						132.50
Corporate Bonds							
BERK BD Berkshire Bond	3,200.00						3,200.00
DU PONT Du Pont Bond	3,250.00						3,250.00
Total Corporate Bonds	6,450.00						6,450.00
Exchange Traded Funds							
NGREX MFB Global RE Index		2,469.92					2,469.92
IWM Russell 2000 index		3,895.32					3,895.32
IWR Russell Midcap Inde		4,406.10					4,406.10
Total Exchange Traded Funds		10,771.34					10,771.34
Mutual Funds							
BGNMX A C Ginnie Mae Fund				369.96			369.96
ALSAX Alger Sm Cap Gr					1,714.13	10,507.55	12,221.68
REACX Amer Cent Real Est		8,107.71					8,107.71
BUFTX Buffalo Science					5,362.47	10,165.70	15,528.17
DFIVX DF Advisor int'l		3,475.05					3,475.05
DFEOX Dfa U.s. Core Equity 1 P		942.76				478.11	1,420.87
DFSTX DFA US Small Cap		525.21			208.02	2,296.18	3,029.41
AEPGX Europacific GW Fund		2,240.55					2,240.55
QDF Flexshares Quality Divid		668.93					668.93
GSMCX GS Mid Cap Value		4,592.94			29,245.99	120,577.80	154,416.73

Income / Dividend Received

01/16/14

Selected Portfolios
Date Range - 01/01/2013 Thru 12/31/2013

Type/Security	Taxable		Nontaxable		Gain Distributions		Other
	Interest	Dividends	Interest	Dividends	Short-Term	Long-Term	Income
Mutual Funds							
GSSIX GS Sm Cap Value		8,899.14			8,253.74	49,077.87	66,230.75
NOEMX MFB Nrthn Emerging		3,204.58					3,204.58
NHFIX MFB Nrthn high YD	8,823.75				372.93	3,574.61	12,771.29
NOIGX MFB Nthrn Intl grow		3,143.49				567.40	3,710.89
NSIDX MFB Ntrn Sm. Cap In		3,574.06			298.41		3,872.47
EFA MSCIEAFE Index Fund		6,371.48					6,371.48
NMFX Northern Multi-manager (		906.07			756.25	120.51	1,782.83
NMMCX NT MULTI MGR MID CA		492.16			2,134.88	15,619.22	18,246.26
NSIUX NT Short Inter US G		313.78					313.78
NOSIX NT Stock Index Fund		2,163.69				716.66	2,880.35
PTTRX Pimco Total Return		16,051.38			448.99	2,349.18	18,849.55
PRFDX T Rowe Equity Inc		3,553.11				5,766.92	9,320.03
ITAAAX Transamerica Short-term		5,721.28			2,732.80		8,454.08
Total Mutual Funds	8,823.75	74,947.37		369.96	51,528.61	221,817.71	357,487.40
Common Stocks							
AGN Allergan inc		220.00					220.00
AXP American Express Co		183.16					183.16
AMT American Tower Corp		72.88					72.88
AWK American Water Wks		102.48					102.48
AMGN Amgen Inc		210.09					210.09
AAPL Apple computer		3,211.25					3,211.25
T AT&T		945.00					945.00
BAX Baxter Intl Inc		79.36					79.36
BHP BHP Billiton LTD		226.30					226.30
BMJ Bristol Myers Squibb		116.55					116.55

Income / Dividend Received

Selected Portfolios

Date Range - 01/01/2013 Thru 12/31/2013

01/16/14

Type/Security	Taxable		Nontaxable		Gain Distributions		Other	Total
	Interest	Dividends	Interest	Dividends	Short-Term	Long-Term	Income	
Common Stocks								
CHRW C H Robinson WW		980.00						980.00
BCR C R Bard		47.58						47.58
CVX Cherontexaco Corp		528.90						528.90
CSCO Cisco Systems		3,407.65						3,407.65
C Citigroup Inc		3.17						3.17
KO Coca Coca Co		389.20						389.20
CMCSA Comcast Corp New CL		1,503.29						1,503.29
COST Costco Whsl Corp		137.98						137.98
COV Covidien LTD		21.84						21.84
CVS CVS Corp Com Stk		3,964.28						3,964.28
DHR Danaher Corp.		21.96						21.96
DELL Dell Computer Corp		432.00					41.97	473.97
DD Du Pont El DeNemour		166.55						166.55
ETN Eaton Corp		276.78						276.78
EMC EMC Corp Mass		115.60						115.60
EMR Emerson Electric Co		284.59						284.59
EXC Exelon Corp Com		170.81						170.81
EXPD Expeditors Intl was		1,237.50						1,237.50
XOM Exxon Mobil Corp		4,452.42						4,452.42
BEN Franklin RES Inc.		66.32						66.32
GE General Electric Co		3,449.83						3,449.83
HDI Harley-Davison, Inc		1,344.00						1,344.00
HD Home Depot		5,825.82						5,825.82
INTC Intel Corp		284.63						284.63
ICE Inter Cont Exchange		39.30						39.30
IBM Intl Busines Mach.		583.90						583.90

Income / Dividend Received

01/16/14

Selected Portfolios

Date Range - 01/01/2013 Thru 12/31/2013

Type/Security	Taxable		Nontaxable		Gain Distributions		Other Income
	Interest	Dividends	Interest	Dividends	Short-Term	Long-Term	
Common Stocks							
JNJ	Johnson & Johnson	6,239.10					6,239.10
JPM	JP Morgan Chase	5,416.80					5,416.80
LLY	Lilly Eli & Co Inc	490.00					490.00
MAT	Mattel Incorp	6,552.00					6,552.00
MCD	McDonalds Corp	455.03					455.03
MRK	Merck and Company	359.05					359.05
MET	Metlife Inc.	200.20					200.20
MSFT	Microsoft Corp.	4,136.00					4,136.00
MDLZ	Mondelez Intl, Inc	49.28					49.28
MON	Monsanto Co	80.51					80.51
NOV	National oilwell	118.02					118.02
NKE	Nike Inc., Cl B	81.27					81.27
NE	Nobel Corp Com	161.05					161.05
NBL	Noble Energy Inc	46.54					46.54
NSC	Norfolk Southern	260.34					260.34
NTRS	Northern Trust Corp	1,509.00					1,509.00
NUE	Nucor Corp	178.25					178.25
OMC	Omnicom Group Inc	2,722.80					2,722.80
ORCL	Oracle Corp	76.68					76.68
PCRIX	PC Realreturn Stat	533.82			586.74		1,120.56
PFE	Pfizer	6,193.20					6,193.20
PCP	PRECISION CASTPARTS	5.73					5.73
PG	Procter & Gamble	212.84					212.84
PGR	Progressive Corp	1,317.24					1,317.24
OCOM	Qualcomm Inc Com	457.25					457.25
SLB	Schlumberger LTD	146.37					146.37

Income / Dividend Received

Selected Portfolios

Date Range - 01/01/2013 Thru 12/31/2013

01/16/14

Type/Security	Taxable		Nontaxable		Gain Distributions		Other Income	Total
	Interest	Dividends	Interest	Dividends	Short-Term	Long-Term		
Common Stocks								
SPG	SIMON PROP GROUP		230.00					230.00
SE	Spectra Energy Corp		83.57					83.57
STJ	St Jude Medical		169.88					169.88
SPLS	Staples inc		2,628.00					2,628.00
SBUX	Starbucks Corp		169.95					169.95
TJX	TJX Companies Inc.		1,653.29					1,653.29
TYC	Tyco Intl LTD		1,475.00					1,475.00
TEL	Tyko Electronics LT		1,761.80					1,761.80
UTX	United Tech. Corp		138.65					138.65
UNH	Unitedhealth GRP IN		217.21					217.21
USB	US Bancorp Del New		5,143.17					5,143.17
VFC	V F Corp		327.12					327.12
VZ	Verizon Comm.		294.34					294.34
WMT	Wal-mart Stores Inc		2,147.90					2,147.90
WFC	Wells Fargo & Co		5,651.60					5,651.60
WIN	Windstream Corp		900.00					900.00
Total Common Stocks			96,092.82		586.74		41.97	96,721.53
Totals			15,406.25	181,811.53	369.96	221,817.71	41.97	471,562.77

Sold Securities
Selected Portfolios
Date Range - 01/01/2013 Thru 12/31/2013

01/16/14

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Alger Sm Cap Gr	03/28/12	01/08/13	0.784	137.11800	29.490	4,043.61	26.650	3,654.19	-389.42	-9.63	-12.1
Amer Cent Real Est	09/18/12	01/08/13	0.307	10.18100	24.080	245.16	24.030	244.65	-0.51	-0.21	-0.7
Amer Cent Real Est	09/18/12	01/08/13	0.307	20.82400	24.080	501.44	24.030	500.40	-1.04	-0.21	-0.7
Amer Cent Real Est	12/26/12	01/08/13	0.036	39.66200	23.370	926.90	24.030	953.08	26.18	2.82	118.6
Amer Cent Real Est	12/26/12	01/08/13	0.036	86.96100	23.370	2,032.29	24.030	2,089.67	57.38	2.82	118.5
Amer Cent Real Est	12/26/12	01/08/13	0.036	57.58300	23.370	1,345.71	24.030	1,383.72	38.01	2.82	118.6
Subtotal for 5 positions				215.21100		5,051.50		5,171.52	120.02	2.38	
GS Mid Cap Value	12/05/12	01/08/13	0.093	184.35400	38.010	7,007.31	39.870	7,350.19	342.88	4.89	67.0
GS Sm Cap Value	03/28/12	01/08/13	0.784	135.20000	45.940	6,211.09	45.720	6,181.35	-29.74	-0.48	-0.6
GS Sm Cap Value	03/28/12	01/08/13	0.784	230.45500	45.940	10,587.10	45.720	10,536.40	-50.70	-0.48	-0.6
Subtotal for 2 positions				365.65500		16,798.19		16,717.75	-80.44	-0.48	
Johnson Controls	10/11/12	01/22/13	0.282	5.00000	27.650	138.25	31.528	157.64	19.39	14.03	59.2
Alger Sm Cap Gr	03/28/12	02/14/13	0.885	7,941.98600	29.490	234,209.16	28.300	224,758.20	-9,450.96	-4.04	-4.5
Amer Cent Real Est	03/28/12	02/14/13	0.885	352.94400	22.170	7,824.77	24.670	8,707.13	882.36	11.28	12.8
Amer Cent Real Est	03/28/12	02/14/13	0.885	1,880.80800	22.170	41,697.51	24.670	46,399.54	4,702.03	11.28	12.8
Amer Cent Real Est	10/09/12	02/14/13	0.351	654.07600	23.160	15,148.40	24.670	16,136.05	987.65	6.52	19.7
Amer Cent Real Est	10/09/12	02/14/13	0.351	319.77000	23.160	7,405.87	24.670	7,888.73	482.86	6.52	19.7
Amer Cent Real Est	12/26/12	02/14/13	0.137	4.32200	23.369	101.00	24.669	106.62	5.62	5.56	48.5
Subtotal for 5 positions				3,211.92000		72,177.55		79,238.07	7,060.52	9.78	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Buffalo Science	03/28/12	02/14/13	0.885	6,575.98200	16.700	109,818.90	16.840	110,739.54	920.64	0.84	0.9
Buffalo Science	02/14/13	02/14/13	0.000	7,503.56100	16.840	126,359.96	16.840	126,359.97	0.01	0.00	0.0
Subtotal for 2 positions				14,079.54300		236,178.86		237,099.51	920.65	0.39	
GS Mid Cap Value	02/14/13	02/14/13	0.000	421.77800	42.670	17,997.27	42.670	17,997.27	0.00		
GS Sm Cap Value	03/28/12	02/14/13	0.885	1,883.58700	45.940	86,531.99	48.330	91,033.76	4,501.77	5.20	5.9
GS Sm Cap Value	03/28/12	02/14/13	0.885	1,723.69000	45.940	79,186.33	48.330	83,305.94	4,119.61	5.20	5.9
Subtotal for 2 positions				3,607.27700		165,718.32		174,339.70	8,621.38	5.20	
Spectra Energy Corp	10/11/12	02/27/13	0.381	4.00000	29.840	119.36	29.425	117.70	-1.66	-1.39	-3.6
American Express Co	10/11/12	03/13/13	0.419	6.00000	58.730	352.38	64.628	387.77	35.39	10.04	25.6
Apple computer	12/07/12	03/13/13	0.263	6.00000	574.740	3,448.44	432.168	2,593.01	-855.43	-24.81	-66.2
Bristol Myers Squib	10/12/12	03/13/13	0.416	3.00000	33.560	100.68	37.320	111.96	11.28	11.20	29.0
Cherontexaco Corp	10/11/12	03/13/13	0.419	2.00000	117.680	235.36	118.445	236.89	1.53	0.65	1.6
Cisco Systems	01/22/13	03/13/13	0.137	50.00000	21.096	1,054.80	21.800	1,089.98	35.18	3.34	27.1
Coca Coca Co	10/11/12	03/13/13	0.419	2.00000	135.275	270.55	39.160	78.32	-192.23	-71.05	-94.8
Costco Whsl Corp	10/11/12	03/13/13	0.419	2.00000	101.350	202.70	102.905	205.81	3.11	1.53	3.7
Covidien LTD	10/11/12	03/13/13	0.419	4.00000	59.795	239.18	65.128	260.51	21.33	8.92	22.6
CVS Corp Com Stk	05/02/12	03/13/13	0.863	27.00000	45.021	1,215.56	52.149	1,408.02	192.46	15.83	18.6
Danaher Corp.	10/11/12	03/13/13	0.419	3.00000	56.840	170.52	61.940	185.82	15.30	8.97	22.8

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Short Term Activity:</u>											
Disney Walt	10/11/12	03/13/13	0.419	2.00000	52.380	104.76	57.375	114.75	9.99	9.54	24.3
Du Pont El DeNemour	12/19/12	03/13/13	0.230	21.00000	44.590	936.39	49.050	1,030.06	93.67	10.00	51.3
EMC Corp Mass	10/11/12	03/13/13	0.419	6.00000	27.178	163.07	24.290	145.74	-17.33	-10.63	-23.5
EMC Corp Mass	12/07/12	03/13/13	0.263	57.00000	24.888	1,418.63	24.291	1,384.56	-34.07	-2.40	-8.8
Subtotal for 2 positions				63.00000		1,581.70		1,530.30	-51.40	-3.25	
Emerson Electric Co	12/19/12	03/13/13	0.230	19.00000	51.967	987.38	57.216	1,087.10	99.72	10.10	51.9
EXPRESS SCRIPTS	06/25/12	03/13/13	0.715	23.00000	53.864	1,238.88	58.929	1,355.36	116.48	9.40	13.4
Exxon Mobil Corp	10/11/12	03/13/13	0.419	3.00000	92.750	278.25	88.790	266.37	-11.88	-4.27	-9.9
Franklin RES Inc.	10/11/12	03/13/13	0.419	1.00000	129.140	129.14	146.710	146.71	17.57	13.61	35.6
General Electric Co	10/11/12	03/13/13	0.419	4.00000	22.960	91.84	23.710	94.84	3.00	3.27	8.0
General Electric Co	12/17/12	03/13/13	0.236	64.00000	21.845	1,398.05	23.709	1,517.40	119.35	8.54	41.6
Subtotal for 2 positions				68.00000		1,489.89		1,612.24	122.35	8.21	
Home Depot	10/11/12	03/13/13	0.419	5.00000	62.000	310.00	71.238	356.19	46.19	14.90	39.3
Intel Corp	05/10/12	03/13/13	0.841	34.00000	27.873	947.69	21.562	733.12	-214.57	-22.64	-26.3
Inter Cont Exchange	06/12/12	03/13/13	0.751	6.00000	128.247	769.48	158.755	952.53	183.05	23.79	32.9
JP Morgan Chase	03/15/12	03/13/13	0.995	24.00000	40.547	973.13	50.169	1,204.05	230.92	23.73	23.9
JP Morgan Chase	03/16/12	03/13/13	0.992	14.00000	41.751	584.51	50.169	702.36	117.85	20.16	20.3
JP Morgan Chase	10/11/12	03/13/13	0.419	4.00000	41.670	166.68	50.170	200.68	34.00	20.40	55.7
Subtotal for 3 positions				42.00000		1,724.32		2,107.09	382.77	22.20	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
McDonalds Corp	08/06/12	03/13/13	0.600	15.00000	89.597	1,343.95	98.508	1,477.62	133.67	9.95	17.1
Merck and Company	01/17/13	03/13/13	0.151	26.00000	43.312	1,126.11	42.959	1,116.93	-9.18	-0.82	-5.3
Metlife Inc.	02/28/13	03/13/13	0.036	25.00000	35.661	891.53	38.969	974.23	82.70	9.28	1,106.9
National oilwell	10/11/12	03/13/13	0.419	1.00000	80.480	80.48	68.000	68.00	-12.48	-15.51	-33.1
Omnicom Group Inc	10/11/12	03/13/13	0.419	4.00000	52.490	209.96	58.673	234.69	24.73	11.78	30.4
Oracle Corp	10/11/12	03/13/13	0.419	3.00000	31.160	93.48	35.790	107.37	13.89	14.86	39.2
Pfizer	12/07/12	03/13/13	0.263	78.00000	25.206	1,966.06	28.079	2,190.19	224.13	11.40	50.8
Qualcomm Inc Com	10/11/12	03/13/13	0.419	2.00000	61.490	122.98	66.550	133.10	10.12	8.23	20.8
Schlumberger LTD	05/10/12	03/13/13	0.841	12.00000	70.324	843.89	77.868	934.42	90.53	10.73	12.9
St Jude Medical	09/27/12	03/13/13	0.458	19.00000	43.031	817.58	42.109	800.07	-17.51	-2.14	-4.6
Starbucks Corp	08/16/12	03/13/13	0.573	12.00000	45.968	551.61	58.878	706.54	154.93	28.09	54.1
Starbucks Corp	08/17/12	03/13/13	0.570	8.00000	46.418	371.34	58.879	471.03	99.69	26.85	51.8
Subtotal for 2 positions				20.00000		922.95		1,177.57	254.62	27.59	
Unitedhealth GRP IN	11/21/12	03/13/13	0.307	21.00000	51.796	1,087.72	53.849	1,130.82	43.10	3.96	13.5
US Bancorp Del New	10/11/12	03/13/13	0.419	3.00000	34.827	104.48	34.220	102.66	-1.82	-1.74	-4.1
V F Corp	10/11/12	03/13/13	0.419	1.00000	161.340	161.34	162.650	162.65	1.31	0.81	1.9
Verizon Comm.	10/11/12	03/13/13	0.419	2.00000	46.610	93.22	47.840	95.68	2.46	2.64	6.4

Sold Securities
Selected Portfolios
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Wells Fargo & Co	03/15/12	03/13/13	0.995	25.00000	31.446	786.15	36.440	911.01	124.86	15.88	16.0
Wells Fargo & Co	03/16/12	03/13/13	0.992	22.00000	31.910	702.02	36.440	801.69	99.67	14.20	14.3
Wells Fargo & Co	10/11/12	03/13/13	0.419	5.00000	35.860	179.30	36.440	182.20	2.90	1.62	3.9
Subtotal for 3 positions				52.00000		1,667.47		1,894.90	227.43	13.64	
Amer Cent Real Est	03/12/13	04/09/13	0.077	8.97800	24.630	221.13	25.661	230.38	9.25	4.18	70.6
Amer Cent Real Est	03/12/13	04/09/13	0.077	19.60900	24.630	482.97	25.660	503.17	20.20	4.18	70.6
Subtotal for 2 positions				28.58700		704.10		733.55	29.45	4.18	
GS Mid Cap Value	02/14/13	04/09/13	0.148	180.31900	42.670	7,694.21	43.660	7,872.73	178.52	2.32	16.8
T Rowe Equity Inc	02/14/13	04/09/13	0.148	69.29200	28.330	1,963.04	29.190	2,022.63	59.59	3.04	22.4
T Rowe Equity Inc	03/26/13	04/09/13	0.038	20.21100	29.120	588.55	29.190	589.96	1.41	0.24	6.4
T Rowe Equity Inc	03/26/13	04/09/13	0.038	4.60900	29.119	134.21	29.191	134.54	0.33	0.25	6.6
T Rowe Equity Inc	03/26/13	04/09/13	0.038	8.76300	29.119	255.17	29.190	255.79	0.62	0.24	6.5
Subtotal for 4 positions				102.87500		2,940.97		3,002.92	61.95	2.11	
Nobel Corp Com	10/22/12	04/26/13	0.510	9.00000	38.023	342.21	97.950	881.55	539.34	157.60	540.4
Nobel Corp Com	10/19/12	04/29/13	0.526	2.00000	37.640	75.28	112.330	224.66	149.38	198.43	699.3
Nobel Corp Com	10/22/12	04/29/13	0.518	17.00000	38.024	646.40	112.330	1,909.61	1,263.21	195.42	710.1
Subtotal for 2 positions				19.00000		721.68		2,134.27	1,412.59	195.74	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Short Term Activity:</u>											
Amer Cent Real Est	06/11/13	06/12/13	0.003	98.15100	24.240	2,379.19	23.920	2,347.77	-31.42	-1.32	-99.2
Amer Cent Real Est	06/11/13	06/12/13	0.003	45.30100	24.240	1,098.09	23.920	1,083.60	-14.49	-1.32	-99.2
Subtotal for 2 positions				143.45200		3,477.28		3,431.37	-45.91	-1.32	
GS Mid Cap Value	02/14/13	06/12/13	0.323	174.43200	42.670	7,443.01	44.690	7,795.37	352.36	4.73	15.4
GS Mid Cap Value	04/09/13	06/12/13	0.175	32.59700	43.661	1,423.21	44.690	1,456.76	33.55	2.36	14.2
Subtotal for 2 positions				207.02900		8,866.22		9,252.13	385.91	4.35	
T Rowe Equity Inc	02/14/13	06/12/13	0.323	99.11200	28.330	2,807.84	30.030	2,976.33	168.49	6.00	19.8
Du Pont EI DeNemour	12/19/12	06/24/13	0.512	49.00000	44.590	2,184.91	53.772	2,634.82	449.91	20.59	44.1

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Pimco Total Return	06/29/12	06/24/13	0.986	107.35800	11.300	1,213.15	10.650	1,143.36	-69.79	-5.75	-5.8
Pimco Total Return	06/29/12	06/24/13	0.986	100.20500	11.300	1,132.32	10.650	1,067.18	-65.14	-5.75	-5.8
Pimco Total Return	07/31/12	06/24/13	0.899	75.81500	11.470	869.60	10.650	807.43	-62.17	-7.15	-7.9
Pimco Total Return	07/31/12	06/24/13	0.899	81.23000	11.470	931.71	10.650	865.10	-66.61	-7.15	-7.9
Pimco Total Return	08/31/12	06/24/13	0.814	85.38600	11.500	981.94	10.650	909.36	-72.58	-7.39	-9.0
Pimco Total Return	08/31/12	06/24/13	0.814	79.69400	11.500	916.48	10.650	848.74	-67.74	-7.39	-9.0
Pimco Total Return	09/28/12	06/24/13	0.737	68.74400	11.580	796.06	10.650	732.12	-63.94	-8.03	-10.7
Pimco Total Return	09/28/12	06/24/13	0.737	64.16100	11.580	742.98	10.650	683.31	-59.67	-8.03	-10.7
Pimco Total Return	10/09/12	06/24/13	0.707	997.28400	11.590	11,558.52	10.650	10,621.07	-937.45	-8.11	-11.3
Pimco Total Return	10/09/12	06/24/13	0.707	1,068.52000	11.590	12,384.14	10.650	11,379.74	-1,004.40	-8.11	-11.3
Pimco Total Return	10/31/12	06/24/13	0.647	105.21600	11.590	1,219.46	10.650	1,120.55	-98.91	-8.11	-12.3
Pimco Total Return	10/31/12	06/24/13	0.647	98.20100	11.590	1,138.15	10.650	1,045.84	-92.31	-8.11	-12.3
Pimco Total Return	11/30/12	06/24/13	0.564	101.20600	11.620	1,176.02	10.650	1,077.84	-98.18	-8.35	-14.3
Pimco Total Return	11/30/12	06/24/13	0.564	108.43500	11.620	1,260.02	10.650	1,154.83	-105.19	-8.35	-14.3
Pimco Total Return	12/12/12	06/24/13	0.532	555.08500	11.360	6,305.77	10.650	5,911.66	-394.11	-6.25	-11.4
Pimco Total Return	12/12/12	06/24/13	0.532	518.08000	11.360	5,885.39	10.650	5,517.55	-367.84	-6.25	-11.4
Pimco Total Return	12/12/12	06/24/13	0.532	407.43500	11.360	4,628.46	10.650	4,339.18	-289.28	-6.25	-11.4
Pimco Total Return	12/12/12	06/24/13	0.532	380.27200	11.360	4,319.89	10.650	4,049.90	-269.99	-6.25	-11.4
Pimco Total Return	12/27/12	06/24/13	0.490	395.58600	11.240	4,446.39	10.650	4,212.99	-233.40	-5.25	-10.4
Pimco Total Return	12/27/12	06/24/13	0.490	423.84300	11.240	4,763.99	10.650	4,513.93	-250.06	-5.25	-10.4
Pimco Total Return	12/31/12	06/24/13	0.479	84.17900	11.240	946.17	10.650	896.51	-49.66	-5.25	-10.6
Pimco Total Return	12/31/12	06/24/13	0.479	78.56600	11.240	883.08	10.650	836.73	-46.35	-5.25	-10.6

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Pimco Total Return	01/08/13	06/24/13	0.458	1,097.71700	11.220	12,316.40	10.650	11,690.69	-625.71	-5.08	-10.8
Pimco Total Return	01/08/13	06/24/13	0.458	1,176.12100	11.220	13,196.08	10.650	12,525.69	-670.39	-5.08	-10.8
Pimco Total Return	01/31/13	06/24/13	0.395	63.96000	11.190	715.71	10.650	681.17	-34.54	-4.83	-11.8
Pimco Total Return	01/31/13	06/24/13	0.395	59.69700	11.190	668.00	10.650	635.77	-32.23	-4.82	-11.8
Pimco Total Return	02/14/13	06/24/13	0.356	1,811.45000	11.190	20,270.11	10.650	19,291.94	-978.17	-4.83	-13.0
Pimco Total Return	02/28/13	06/24/13	0.318	11,811.04600	11.190	132,165.61	10.650	125,787.64	-6,377.97	-4.83	-14.4
Pimco Total Return	03/01/13	06/24/13	0.315	79.78700	11.230	896.01	10.650	849.73	-46.28	-5.17	-15.5
Pimco Total Return	03/01/13	06/24/13	0.315	75.59700	11.230	848.95	10.650	805.11	-43.84	-5.16	-15.5
Pimco Total Return	03/28/13	06/24/13	0.241	115.92500	11.240	1,303.00	10.650	1,234.60	-68.40	-5.25	-20.0
Pimco Total Return	03/28/13	06/24/13	0.241	100.20900	11.240	1,126.34	10.650	1,067.23	-59.11	-5.25	-20.0
Pimco Total Return	04/09/13	06/24/13	0.208	476.24000	11.300	5,381.51	10.650	5,071.96	-309.55	-5.75	-24.8
Pimco Total Return	04/09/13	06/24/13	0.208	25.44100	11.300	287.48	10.650	270.95	-16.53	-5.75	-24.8
Pimco Total Return	04/30/13	06/24/13	0.151	119.71400	11.340	1,357.56	10.650	1,274.95	-82.61	-6.09	-34.1
Pimco Total Return	04/30/13	06/24/13	0.151	139.35300	11.340	1,580.26	10.650	1,484.11	-96.15	-6.08	-34.1
Pimco Total Return	05/31/13	06/24/13	0.066	98.76500	11.070	1,093.33	10.650	1,051.85	-41.48	-3.79	-44.5
Pimco Total Return	05/31/13	06/24/13	0.066	115.22600	11.070	1,275.55	10.650	1,227.16	-48.39	-3.79	-44.5
Subtotal for 38 position				23,350.74900		262,981.59		248,685.47	-14,296.12	-5.44	
GS Mid Cap Value	02/14/13	07/08/13	0.395	43.38000	42.670	1,851.02	45.740	1,984.19	133.17	7.19	19.3
GS Mid Cap Value	02/14/13	07/08/13	0.395	608.37500	42.670	25,959.36	45.740	27,827.07	1,867.71	7.19	19.3
Subtotal for 2 positions				651.75500		27,810.38		29,811.26	2,000.88	7.19	

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Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
T Rowe Equity Inc	02/14/13	07/08/13	0.395	115.52300	28.330	3,272.77	30.450	3,517.68	244.91	7.48	20.1
T Rowe Equity Inc	06/26/13	07/08/13	0.033	12.67500	29.761	377.22	30.450	385.95	8.73	2.31	100.6
T Rowe Equity Inc	06/26/13	07/08/13	0.033	19.56300	29.760	582.19	30.450	595.69	13.50	2.32	100.8
Subtotal for 3 positions				147.76100		4,232.18		4,499.32	267.14	6.31	
A C Ginnie Mae Fund	06/12/13	07/16/13	0.093	14,372.64600	10.830	155,655.76	10.680	153,499.86	-2,155.90	-1.39	-13.9
A C Ginnie Mae Fund	06/28/13	07/16/13	0.049	18.41700	10.730	197.62	10.680	196.69	-0.93	-0.47	-9.1
A C Ginnie Mae Fund	07/08/13	07/16/13	0.022	434.37700	10.600	4,604.41	10.680	4,639.15	34.74	0.75	40.9
Subtotal for 3 positions				14,825.44000		160,457.79		158,335.70	-2,122.09	-1.32	
GS Mid Cap Value	02/14/13	07/16/13	0.416	115.22100	42.670	4,916.48	46.940	5,408.47	491.99	10.01	25.7
T Rowe Equity Inc	02/14/13	07/16/13	0.416	26.42200	28.330	748.54	31.030	819.87	71.33	9.53	24.4
T Rowe Equity Inc	07/08/13	07/16/13	0.022	0.96700	30.445	29.44	31.034	30.01	0.57	1.94	139.9
Subtotal for 2 positions				27.38900		777.98		849.88	71.90	9.24	
Amer Cent Real Est	07/08/13	08/01/13	0.066	791.91600	24.440	19,354.42	24.490	19,394.02	39.60	0.20	3.2
GS Mid Cap Value	02/14/13	08/01/13	0.460	4,404.14500	42.670	187,924.86	48.290	212,676.16	24,751.30	13.17	30.8
GS Mid Cap Value	02/14/13	08/01/13	0.460	1,734.09100	42.670	73,993.66	48.290	83,739.26	9,745.60	13.17	30.8
Subtotal for 2 positions				6,138.23600		261,918.52		296,415.42	34,496.90	13.17	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
GS Sm Cap Value	12/05/12	08/01/13	0.655	19.52100	43.230	843.90	55.660	1,086.54	242.64	28.75	47.1
GS Sm Cap Value	12/05/12	08/01/13	0.655	371.98000	43.230	16,080.69	55.660	20,704.41	4,623.72	28.75	47.1
GS Sm Cap Value	12/05/12	08/01/13	0.655	528.57300	43.230	22,850.20	55.660	29,420.37	6,570.17	28.75	47.1
GS Sm Cap Value	12/28/12	08/01/13	0.592	20.71700	43.760	906.58	55.660	1,153.11	246.53	27.19	50.2
GS Sm Cap Value	12/28/12	08/01/13	0.592	12.15400	43.760	531.86	55.660	676.49	144.63	27.19	50.1
Subtotal for 5 positions				952.94500		41,213.23		53,040.92	11,827.69	28.70	
T Rowe Equity Inc	02/14/13	08/01/13	0.460	1,146.99900	28.330	32,494.48	31.650	36,302.52	3,808.04	11.72	27.2
T Rowe Equity Inc	02/14/13	08/01/13	0.460	752.76800	28.330	21,325.92	31.650	23,825.11	2,499.19	11.72	27.2
Subtotal for 2 positions				1,899.76700		53,820.40		60,127.63	6,307.23	11.72	
Transamerica Short-term Bo	07/16/13	08/01/13	0.044	16,438.51900	10.390	170,796.21	10.400	170,960.60	164.39	0.10	2.2
Apple computer	04/30/13	08/05/13	0.266	73.00000	407.849	29,772.99	452.782	33,053.10	3,280.11	11.02	48.2
C H Robinson WW	03/25/13	08/05/13	0.364	250.00000	58.935	14,733.65	59.690	14,922.49	188.84	1.28	3.6
Expeditors Intl was	03/25/13	08/05/13	0.364	525.00000	36.998	19,423.84	40.372	21,195.46	1,771.62	9.12	27.1
Johnson & Johnson	12/26/12	08/05/13	0.608	435.00000	70.729	30,767.14	93.539	40,689.32	9,922.18	32.25	58.3
Costco Whsl Corp	07/10/13	09/23/13	0.205	1.00000	111.250	111.25	117.620	117.62	6.37	5.73	31.1
Costco Whsl Corp	08/27/13	09/23/13	0.074	19.00000	112.440	2,136.36	117.621	2,234.79	98.43	4.61	83.8
Subtotal for 2 positions				20.00000		2,247.61		2,352.41	104.80	4.66	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
Norfolk Southern	07/10/13	09/23/13	0.205	1.00000	71.850	71.85	76.880	76.88	5.03	7.00	39.0
Norfolk Southern	08/27/13	09/23/13	0.074	21.00000	73.870	1,551.27	76.883	1,614.55	63.28	4.08	71.7
Subtotal for 2 positions				22.00000		1,623.12		1,691.43	68.31	4.21	
Unitedhealth GRP IN	11/21/12	09/23/13	0.838	37.00000	51.796	1,916.45	72.851	2,695.50	779.05	40.65	50.2
Unitedhealth GRP IN	06/28/13	09/23/13	0.238	2.00000	64.280	128.56	72.850	145.70	17.14	13.33	69.1
Unitedhealth GRP IN	08/27/13	09/23/13	0.074	28.00000	72.070	2,017.96	72.851	2,039.83	21.87	1.08	15.7
Subtotal for 3 positions				67.00000		4,062.97		4,881.03	818.06	20.13	
Franklin RES Inc.	08/27/13	09/26/13	0.082	41.00000	47.700	1,955.70	51.016	2,091.66	135.96	6.95	126.5
SIMON PROP GROUP	08/27/13	09/26/13	0.082	11.00000	145.580	1,601.38	151.356	1,664.92	63.54	3.97	60.5
GS Mid Cap Value	02/14/13	10/04/13	0.636	77.91700	42.670	3,324.72	48.490	3,778.20	453.48	13.64	22.3
GS Sm Cap Value	12/05/12	10/04/13	0.830	94.31700	43.230	4,077.32	56.410	5,320.42	1,243.10	30.49	37.8
GS Sm Cap Value	12/05/12	10/04/13	0.830	11.16700	43.230	482.75	56.410	629.93	147.18	30.49	37.8
GS Sm Cap Value	12/05/12	10/04/13	0.830	12.36200	43.230	534.41	56.410	697.34	162.93	30.49	37.8
Subtotal for 3 positions				117.84600		5,094.48		6,647.69	1,553.21	30.49	
GS Mid Cap Value	02/14/13	10/17/13	0.671	46.36000	42.670	1,978.18	49.410	2,290.65	312.47	15.80	24.4
GS Mid Cap Value	10/04/13	10/17/13	0.036	3.72500	48.494	180.64	49.409	184.05	3.41	1.89	69.1
Subtotal for 2 positions				50.08500		2,158.82		2,474.70	315.88	14.63	
GS Sm Cap Value	12/05/12	10/17/13	0.866	58.27200	43.230	2,519.09	57.940	3,376.28	857.19	34.03	40.3

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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Short Term Activity:											
T Rowe Equity Inc	09/26/13	10/17/13	0.058	10.17900	31.391	319.53	31.970	325.42	5.89	1.84	37.4
T Rowe Equity Inc	09/26/13	10/17/13	0.058	15.35800	31.390	482.09	31.970	491.00	8.91	1.85	37.5
T Rowe Equity Inc	10/04/13	10/17/13	0.036	2.97400	31.241	92.91	31.970	95.08	2.17	2.34	91.2
Subtotal for 3 positions				28.51100		894.53		911.50	16.97	1.90	
Transamerica Short-term Bo	07/16/13	10/17/13	0.255	10,961.05300	10.390	113,885.34	10.440	114,433.39	548.05	0.48	1.9
Transamerica Short-term Bo	07/29/13	10/17/13	0.219	57.26900	10.400	595.60	10.440	597.89	2.29	0.38	1.8
Transamerica Short-term Bo	09/25/13	10/17/13	0.060	106.89500	10.420	1,113.84	10.440	1,115.98	2.14	0.19	3.2
Transamerica Short-term Bo	10/04/13	10/17/13	0.036	641.81200	10.420	6,687.69	10.440	6,700.52	12.83	0.19	5.5
Subtotal for 4 positions				11,767.02900		122,282.47		122,847.78	565.31	0.46	
BHP Billiton LTD	07/10/13	10/29/13	0.304	2.00000	55.780	111.56	71.335	142.67	31.11	27.89	124.5
BHP Billiton LTD	08/27/13	10/29/13	0.173	13.00000	64.560	839.28	71.337	927.38	88.10	10.50	78.3
Subtotal for 2 positions				15.00000		950.84		1,070.05	119.21	12.54	
Omnicom Group Inc	08/27/13	11/20/13	0.233	14.00000	61.940	867.16	70.187	982.62	115.46	13.31	71.0
Omnicom Group Inc	11/19/13	11/20/13	0.003	55.00000	69.278	3,810.30	70.187	3,860.31	50.01	1.31	11,568.1
Subtotal for 2 positions				69.00000		4,677.46		4,842.93	165.47	3.54	
Omnicom Group Inc	06/28/13	11/21/13	0.400	2.00000	61.760	123.52	69.990	139.98	16.46	13.33	36.7
Omnicom Group Inc	08/27/13	11/21/13	0.236	14.00000	61.940	867.16	69.990	979.86	112.70	13.00	68.0
Subtotal for 2 positions				16.00000		990.68		1,119.84	129.16	13.04	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Short Term Activity:</u>											
St Jude Medical	07/10/13	12/16/13	0.436	2.00000	46.170	92.34	58.525	117.05	24.71	26.76	72.3
St Jude Medical	08/27/13	12/16/13	0.304	27.00000	52.130	1,407.51	58.527	1,580.23	172.72	12.27	46.3
Subtotal for 2 positions				29.00000		1,499.85		1,697.28	197.43	13.16	
<u>Total Short Term Activity:</u>											
						2,077,360.57		2,148,808.98	71,448.41	3.44	

Long Term Activity:

GS Mid Cap Value	04/15/11	01/08/13	1.737	184.26200	37.550	6,919.04	39.870	7,346.53	427.49	6.18	3.5
Dominion Res Inc	04/14/11	01/15/13	1.759	49.00000	44.117	2,161.71	52.142	2,554.98	393.27	18.19	10.0
Dominion Res Inc	04/14/11	01/16/13	1.762	72.00000	44.117	3,176.40	52.276	3,763.88	587.48	18.50	10.1
Dominion Res Inc	04/14/11	01/17/13	1.764	25.00000	44.117	1,102.92	52.458	1,311.45	208.53	18.91	10.3
Dominion Res Inc	04/14/11	01/18/13	1.767	39.00000	44.117	1,720.55	52.389	2,043.16	322.61	18.75	10.2
Dominion Res Inc	04/14/11	01/22/13	1.778	5.00000	44.116	220.58	52.500	262.50	41.92	19.00	10.3
Intl Busines Mach.	02/11/09	01/22/13	3.948	13.00000	94.518	1,228.74	192.105	2,497.36	1,268.62	103.25	19.7
Johnson Controls	01/29/10	01/22/13	2.984	205.00000	29.936	6,136.78	31.528	6,463.30	326.52	5.32	1.8
T Rowe Equity Inc	04/15/11	02/14/13	1.838	39.97600	24.860	993.80	28.330	1,132.52	138.72	13.96	7.4

Sold Securities
Selected Portfolios
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
Spectra Energy Corp	02/11/09	02/27/13	4.047	7.00000	15.720	110.04	29.426	205.98	95.94	87.19	16.8
Spectra Energy Corp	01/29/10	02/27/13	3.082	55.00000	22.478	1,236.29	29.426	1,618.44	382.15	30.91	9.1
Spectra Energy Corp	09/14/11	02/27/13	1.458	85.00000	25.920	2,203.24	29.426	2,501.24	298.00	13.53	9.1
Subtotal for 3 positions				147.00000		3,549.57		4,325.66	776.09	21.86	
Spectra Energy Corp	02/11/09	02/28/13	4.049	100.00000	15.720	1,572.00	29.380	2,937.97	1,365.97	86.89	16.7
Spectra Energy Corp	02/11/09	03/01/13	4.052	23.00000	15.720	361.56	28.877	664.18	302.62	83.70	16.2
MFB Nrthn high YD	09/21/05	03/08/13	7.466	6,091.85000	8.090	49,283.04	7.660	46,663.56	-2,619.48	-5.32	-0.7
MFB Nrthn high YD	05/01/06	03/08/13	6.858	2,447.97000	8.040	19,681.66	7.660	18,751.44	-930.22	-4.73	-0.7
Subtotal for 2 positions				8,539.82000		68,964.70		65,415.00	-3,549.70	-5.15	
SPDR Gold Trust	02/03/10	03/11/13	3.101	210.00000	105.792	22,216.26	152.477	32,020.08	9,803.82	44.13	12.5
SPDR Gold Trust	02/12/10	03/11/13	3.077	40.00000	105.490	4,219.60	152.477	6,099.06	1,879.46	44.54	12.7
Subtotal for 2 positions				250.00000		26,435.86		38,119.14	11,683.28	44.19	
American Express Co	05/12/10	03/13/13	2.838	17.00000	41.558	706.49	64.629	1,098.69	392.20	55.51	16.8
American Water Wks	02/02/12	03/13/13	1.110	2.00000	33.425	66.85	39.890	79.78	12.93	19.34	17.3
American Water Wks	02/03/12	03/13/13	1.107	13.00000	33.643	437.36	39.889	518.56	81.20	18.57	16.6
Subtotal for 2 positions				15.00000		504.21		598.34	94.13	18.67	
Amgen Inc	01/26/12	03/13/13	1.129	12.00000	68.236	818.83	92.958	1,115.50	296.67	36.23	31.5

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
Long Term Activity:											
Apple computer	09/25/06	03/13/13	6.468	1.00000	75.360	75.36	432.170	432.17	356.81	473.47	31.0
BHP Billiton LTD	09/20/11	03/13/13	1.479	10.00000	78.949	789.49	73.648	736.48	-53.01	-6.71	-4.6
Bristol Myers Squib	11/14/11	03/13/13	1.329	32.00000	31.542	1,009.33	37.319	1,194.21	184.88	18.32	13.5
Cherontexaco Corp	02/11/09	03/13/13	4.085	13.00000	74.130	963.69	118.448	1,539.82	576.13	59.78	12.2
Citrix Sys	10/12/10	03/13/13	2.419	8.00000	62.736	501.89	74.535	596.28	94.39	18.81	7.4
Coca Coca Co	09/02/11	03/13/13	1.529	35.00000	34.945	1,223.08	39.159	1,370.57	147.49	12.06	7.7
Costco Whsl Corp	02/11/09	03/13/13	4.085	12.00000	45.348	544.18	102.903	1,234.83	690.65	126.92	22.2
Covidien LTD	02/11/09	03/13/13	4.085	11.00000	39.635	435.98	65.129	716.42	280.44	64.32	12.9
Danaher Corp.	02/26/04	03/13/13	9.049	29.00000	22.862	663.01	61.939	1,796.22	1,133.21	170.92	11.6
Disney Walt	01/29/10	03/13/13	3.121	17.00000	29.849	507.44	57.378	975.42	467.98	92.22	23.3
Eaton Corp	04/01/11	03/13/13	1.951	18.00000	54.101	973.81	63.288	1,139.19	165.38	16.98	8.4
Exxon Mobil Corp	03/31/04	03/13/13	8.956	15.00000	41.150	617.25	88.791	1,331.86	714.61	115.77	9.0
Exxon Mobil Corp	09/14/11	03/13/13	1.496	5.00000	73.810	369.05	88.790	443.95	74.90	20.30	13.1
Subtotal for 2 positions				20.00000		986.30		1,775.81	789.51	80.05	
Franklin RES Inc.	01/29/10	03/13/13	3.121	8.00000	102.105	816.84	146.706	1,173.65	356.81	43.68	12.3
Google	01/29/10	03/13/13	3.121	2.00000	547.455	1,094.91	830.020	1,660.04	565.13	51.61	14.3
Home Depot	02/09/12	03/13/13	1.090	26.00000	45.227	1,175.90	71.238	1,852.20	676.30	57.51	51.7
Intl Business Mach.	02/11/09	03/13/13	4.085	6.00000	94.518	567.11	210.035	1,260.21	693.10	122.22	21.6

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
National oilwell	05/15/06	03/13/13	6.833	13.00000	35.421	460.47	67.998	883.98	423.51	91.97	10.0
Nike Inc., Cl B	01/29/10	03/13/13	3.121	12.00000	31.961	383.53	54.729	656.75	273.22	71.24	18.8
Noble Energy Inc	01/29/10	03/13/13	3.121	27.00000	78.140	2,109.78	35.299	953.08	-1,156.70	-54.83	-22.5
Noble Energy Inc	01/29/10	03/13/13	3.121	7.00000	78.140	546.98	112.087	784.61	237.63	43.44	12.3
Subtotal for 2 positions				34.00000		2,656.76		1,737.69	-919.07	-34.59	
Norfolk Southern	08/15/11	03/13/13	1.578	15.00000	67.505	1,012.57	74.748	1,121.22	108.65	10.73	6.7
Nucor Corp	02/09/12	03/13/13	1.090	13.00000	45.141	586.83	47.700	620.10	33.27	5.67	5.2
Omnicom Group Inc	12/22/10	03/13/13	2.225	16.00000	46.372	741.95	58.673	938.76	196.81	26.53	11.2
Oracle Corp	10/12/10	03/13/13	2.419	42.00000	27.589	1,158.73	35.789	1,503.14	344.41	29.72	11.4
PRECISION CASTPARTS	10/27/11	03/13/13	1.378	5.00000	172.002	860.01	190.656	953.28	93.27	10.85	7.8
Procter & Gamble	02/26/04	03/13/13	9.049	10.00000	51.525	515.25	77.008	770.08	254.83	49.46	4.5
Qualcomm Inc Com	01/20/12	03/13/13	1.145	27.00000	57.306	1,547.25	66.549	1,796.81	249.56	16.13	13.9
SIMON PROP GROUP	02/02/11	03/13/13	2.110	7.00000	100.161	701.13	159.776	1,118.43	417.30	59.52	24.8
SIMON PROP GROUP	09/14/11	03/13/13	1.496	1.00000	118.340	118.34	159.780	159.78	41.44	35.02	22.2
Subtotal for 2 positions				8.00000		819.47		1,278.21	458.74	55.98	
United Tech. Corp	03/31/04	03/13/13	8.956	9.00000	43.268	389.41	91.989	827.90	438.49	112.60	8.8
US Bancorp Del New	01/29/10	03/13/13	3.121	33.00000	24.799	818.36	34.219	1,129.23	310.87	37.99	10.9

Sold Securities
Selected Portfolios
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
V F Corp	07/01/11	03/13/13	1.701	4.00000	106.530	426.12	162.650	650.60	224.48	52.68	28.2
V F Corp	09/14/11	03/13/13	1.496	5.00000	124.086	620.43	162.652	813.26	192.83	31.08	19.8
Subtotal for 2 positions				9.00000		1,046.55		1,463.86	417.31	39.87	
Verizon Comm.	10/03/11	03/13/13	1.444	13.00000	37.126	482.64	47.838	621.90	139.26	28.85	19.2
Bristol Myers Squib	07/01/11	03/19/13	1.718	230.00000	28.666	6,593.08	38.236	8,794.31	2,201.23	33.39	18.3
Bristol Myers Squib	11/14/11	03/19/13	1.345	68.00000	31.541	2,144.82	38.236	2,600.06	455.24	21.23	15.4
Subtotal for 2 positions				298.00000		8,737.90		11,394.37	2,656.47	30.40	
Covidien LTD	02/11/09	03/19/13	4.101	45.00000	39.634	1,783.55	65.636	2,953.62	1,170.07	65.60	13.1
Comcast Corp New CL	02/18/04	03/25/13	9.104	50.00000	20.673	1,033.67	40.648	2,032.39	998.72	96.62	7.7
Comcast Corp New CL	03/03/04	03/25/13	9.066	1,500.00000	20.033	30,050.00	40.648	60,971.80	30,921.80	102.90	8.1
Comcast Corp New CL	10/15/04	03/25/13	8.447	85.00000	19.413	1,650.13	40.648	3,455.07	1,804.94	109.38	9.1
Subtotal for 3 positions				1,635.00000		32,733.80		66,459.26	33,725.46	103.03	
Dell Computer Corp	02/25/08	03/25/13	5.082	3,000.00000	20.005	60,015.00	14.280	42,839.85	-17,175.15	-28.62	-6.4
Dell Computer Corp	08/26/08	03/25/13	4.581	1,600.00000	25.315	40,504.00	14.280	22,847.92	-17,656.08	-43.59	-11.7
Dell Computer Corp	01/25/10	03/25/13	3.164	800.00000	14.560	11,647.92	14.280	11,423.96	-223.96	-1.92	-0.6
Subtotal for 3 positions				5,400.00000		112,166.92		77,111.73	-35,055.19	-31.25	
Amer Cent Real Est	03/28/12	04/09/13	1.033	58.56700	22.170	1,298.43	25.660	1,502.83	204.40	15.74	15.2
Amer Cent Real Est	03/28/12	04/09/13	1.033	294.50300	22.170	6,529.13	25.660	7,556.95	1,027.82	15.74	15.2
Subtotal for 2 positions				353.07000		7,827.56		9,059.78	1,232.22	15.74	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
GS Sm Cap Value	03/28/12	04/09/13	1.033	0.39900	45.940	18.33	49.273	19.66	1.33	7.26	7.0
GS Sm Cap Value	03/28/12	04/09/13	1.033	92.51800	45.940	4,250.28	49.270	4,558.36	308.08	7.25	7.0
Subtotal for 2 positions				92.91700		4,268.61		4,578.02	309.41	7.25	
Home Depot	02/18/04	04/25/13	9.189	500.00000	36.830	18,415.00	73.641	36,820.35	18,405.35	99.95	7.8
Home Depot	04/28/05	04/25/13	7.997	350.00000	36.070	12,624.50	73.641	25,774.25	13,149.75	104.16	9.3
Subtotal for 2 positions				850.00000		31,039.50		62,594.60	31,555.10	101.66	
Noble Energy Inc	01/29/10	04/26/13	3.241	31.00000	78.140	2,422.34	110.195	3,416.03	993.69	41.02	11.2
Oracle Corp	10/12/10	04/26/13	2.540	90.00000	27.589	2,482.98	32.671	2,940.40	457.42	18.42	6.9
Disney Walt	11/12/08	04/30/13	4.466	639.00000	21.054	13,453.64	61.936	39,576.99	26,123.35	194.17	27.3
Disney Walt	01/25/10	04/30/13	3.263	441.00000	31.050	13,693.01	61.936	27,313.70	13,620.69	99.47	23.6
Subtotal for 2 positions				1,080.00000		27,146.65		66,890.69	39,744.04	146.40	
Covidien LTD	02/11/09	05/09/13	4.241	84.00000	39.634	3,329.29	65.221	5,478.54	2,149.25	64.56	12.5
SPDR Gold Trust	02/12/10	05/15/13	3.255	260.00000	105.490	27,427.40	138.028	35,887.21	8,459.81	30.84	8.6
Alger Sm Cap Gr	03/28/12	06/12/13	1.208	127.99600	29.490	3,774.60	29.340	3,755.40	-19.20	-0.51	-0.4
Amer Cent Real Est	03/28/12	06/12/13	1.208	5,853.74300	22.170	129,777.48	23.920	140,021.53	10,244.05	7.89	6.5
Buffalo Science	03/28/12	06/12/13	1.208	294.79700	16.700	4,923.11	17.250	5,085.24	162.13	3.29	2.7

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
GS Sm Cap Value	03/28/12	06/12/13	1.208	198.92200	45.940	9,138.48	51.040	10,152.98	1,014.50	11.10	9.1
Amer Cent Real Est	03/28/12	06/13/13	1.211	45.30100	22.170	1,004.32	24.580	1,113.50	109.18	10.87	8.9
Du Pont EI DeNemour	04/05/10	06/24/13	3.222	126.00000	37.580	4,735.08	53.772	6,775.24	2,040.16	43.09	11.8
Pimco Total Return	04/15/11	06/24/13	2.195	26,903.46600	10.970	295,131.03	10.650	286,521.92	-8,609.11	-2.92	-1.3
Pimco Total Return	04/15/11	06/24/13	2.195	2,450.88600	10.970	26,886.22	10.650	26,101.94	-784.28	-2.92	-1.3
Pimco Total Return	03/28/12	06/24/13	1.241	1,923.40800	11.100	21,349.84	10.650	20,484.30	-865.54	-4.05	-3.3
Pimco Total Return	04/03/12	06/24/13	1.225	113.96100	11.090	1,263.83	10.650	1,213.68	-50.15	-3.97	-3.3
Pimco Total Return	05/01/12	06/24/13	1.148	108.81100	11.220	1,220.86	10.650	1,158.84	-62.02	-5.08	-4.4
Pimco Total Return	05/01/12	06/24/13	1.148	101.55900	11.220	1,139.49	10.650	1,081.60	-57.89	-5.08	-4.4
Pimco Total Return	06/01/12	06/24/13	1.063	113.17500	11.300	1,278.88	10.650	1,205.31	-73.57	-5.75	-5.4
Pimco Total Return	06/01/12	06/24/13	1.063	121.25600	11.300	1,370.19	10.650	1,291.38	-78.81	-5.75	-5.4
Subtotal for 8 positions				31,836.52200		349,640.34		339,058.97	-10,581.37	-3.03	
Du Pont EI DeNemour	04/05/10	06/25/13	3.225	4.00000	37.580	150.32	52.763	211.05	60.73	40.40	11.1
Home Depot	02/09/12	06/28/13	1.384	54.00000	45.227	2,442.24	74.319	4,013.24	1,571.00	64.33	43.2
V F Corp	07/01/11	06/28/13	1.995	12.00000	106.530	1,278.36	187.847	2,254.16	975.80	76.33	32.9
Alger Sm Cap Gr	03/28/12	07/08/13	1.279	78.62600	29.490	2,318.68	30.700	2,413.82	95.14	4.10	3.2

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
Buffalo Science	03/28/12	07/08/13	1.279	137.84500	16.700	2,302.01	17.850	2,460.54	158.53	6.89	5.3
Buffalo Science	03/28/12	07/08/13	1.279	463.73100	16.700	7,744.31	17.850	8,277.60	533.29	6.89	5.3
Subtotal for 2 positions				601.57600		10,046.32		10,738.14	691.82	6.89	
GS Sm Cap Value	03/28/12	07/08/13	1.279	128.11500	45.940	5,885.60	53.210	6,817.00	931.40	15.83	12.2
GS Sm Cap Value	03/28/12	07/08/13	1.279	634.83700	45.940	29,164.41	53.210	33,779.68	4,615.27	15.83	12.2
Subtotal for 2 positions				762.95200		35,050.01		40,596.68	5,546.67	15.83	
Pimco Total Return	04/15/11	07/08/13	2.233	65.64000	10.970	720.07	10.680	701.02	-19.05	-2.65	-1.2
Alger Sm Cap Gr	03/28/12	07/16/13	1.301	45.93400	29.490	1,354.59	31.380	1,441.41	86.82	6.41	4.9
Buffalo Science	03/28/12	07/16/13	1.301	157.21300	16.700	2,625.46	18.530	2,913.16	287.70	10.96	8.3
GS Sm Cap Value	03/28/12	07/16/13	1.301	64.83600	45.940	2,978.57	54.610	3,540.69	562.12	18.87	14.2
Alger Sm Cap Gr	03/28/12	08/01/13	1.345	622.42800	29.490	18,355.41	32.450	20,197.79	1,842.38	10.04	7.4
Amer Cent Real Est	03/28/12	08/01/13	1.345	1,977.87900	22.170	43,849.58	24.490	48,438.26	4,588.68	10.46	7.7
Buffalo Science	03/28/12	08/01/13	1.345	1,820.34000	16.700	30,399.68	19.370	35,259.98	4,860.30	15.99	11.7
Buffalo Science	03/28/12	08/01/13	1.345	1,571.39900	16.700	26,242.36	19.370	30,438.00	4,195.64	15.99	11.7
Subtotal for 2 positions				3,391.73900		56,642.04		65,697.98	9,055.94	15.99	

Sold Securities
Selected Portfolios
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01/16/14

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
GS Sm Cap Value	03/28/12	08/01/13	1.345	2,186.84900	45.940	100,463.85	55.660	121,720.02	21,256.17	21.16	15.3
GS Sm Cap Value	04/02/12	08/01/13	1.332	43.23900	45.501	1,967.41	55.660	2,406.68	439.27	22.33	16.3
GS Sm Cap Value	04/02/12	08/01/13	1.332	63.03900	45.500	2,868.29	55.660	3,508.75	640.46	22.33	16.3
GS Sm Cap Value	07/11/12	08/01/13	1.058	76.90200	43.730	3,362.94	55.660	4,280.37	917.43	27.28	25.6
GS Sm Cap Value	07/11/12	08/01/13	1.058	54.27200	43.730	2,373.32	55.660	3,020.78	647.46	27.28	25.6
GS Sm Cap Value	07/11/12	08/01/13	1.058	223.73400	43.730	9,783.87	55.660	12,453.03	2,669.16	27.28	25.6
Subtotal for 6 positions				2,648.03500		120,819.68		147,389.63	26,569.95	21.99	
Pimco Total Return	04/15/11	08/01/13	2.299	10,271.36100	10.970	112,676.83	10.730	110,211.70	-2,465.13	-2.19	-1.0
Allergan inc	06/01/09	08/05/13	4.181	230.00000	44.214	10,169.15	91.578	21,063.05	10,893.90	107.13	19.0
AT&T	09/16/11	08/05/13	1.888	700.00000	27.968	19,577.60	35.299	24,709.64	5,132.04	26.21	13.1
Berkshire Hathaway	01/23/04	08/05/13	9.540	350.00000	57.530	20,135.50	115.938	40,578.33	20,442.83	101.53	7.6
Cisco Systems	04/01/05	08/05/13	8.351	502.00000	17.960	9,015.92	25.603	12,852.48	3,836.56	42.55	4.3
Cisco Systems	08/10/05	08/05/13	7.992	100.00000	19.470	1,947.00	25.603	2,560.26	613.26	31.50	3.5
Cisco Systems	01/25/10	08/05/13	3.529	900.00000	24.380	21,941.91	25.603	23,042.30	1,100.39	5.02	1.4
Subtotal for 3 positions				1,502.00000		32,904.83		38,455.04	5,550.21	16.87	
Comcast Corp New CL	07/22/04	08/05/13	9.044	750.00000	18.653	13,990.00	45.544	34,158.16	20,168.16	144.16	10.4
Comcast Corp New CL	10/15/04	08/05/13	8.811	500.00000	19.413	9,706.67	45.149	22,574.65	12,867.98	132.57	10.1
Comcast Corp New CL	10/15/04	08/05/13	8.811	165.00000	19.413	3,203.20	45.544	7,514.79	4,311.59	134.60	10.2
Comcast Corp New CL	01/25/10	08/05/13	3.529	825.00000	16.378	13,511.85	45.544	37,573.97	24,062.12	178.08	33.6
Subtotal for 4 positions				2,240.00000		40,411.72		101,821.57	61,409.85	151.96	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
CVS Corp Com Stk	07/23/09	08/05/13	4.038	100.00000	33.010	3,300.99	61.509	6,150.90	2,849.91	86.34	16.7
CVS Corp Com Stk	08/13/09	08/05/13	3.981	250.00000	34.600	8,649.99	61.509	15,377.26	6,727.27	77.77	15.5
CVS Corp Com Stk	01/25/10	08/05/13	3.529	650.00000	33.918	22,046.70	61.509	39,980.86	17,934.16	81.35	18.4
Subtotal for 3 positions				1,000.00000		33,997.68		61,509.02	27,511.34	80.92	
Disney Walt	02/01/86	08/05/13	27.526	350.00000	8.993	3,147.38	64.779	22,672.64	19,525.26	620.37	7.4
Disney Walt	11/12/08	08/05/13	4.732	450.00000	21.054	9,474.39	64.779	29,150.53	19,676.14	207.68	26.8
Subtotal for 2 positions				800.00000		12,621.77		51,823.17	39,201.40	310.59	
Europacific GW Fund	01/25/10	08/05/13	3.529	500.00000	38.330	19,165.00	43.790	21,895.00	2,730.00	14.24	3.8
Europacific GW Fund	01/26/11	08/05/13	2.526	500.00000	41.810	20,905.00	43.790	21,895.00	990.00	4.74	1.8
Subtotal for 2 positions				1,000.00000		40,070.00		43,790.00	3,720.00	9.28	
Exxon Mobil Corp	05/27/10	08/05/13	3.195	400.00000	60.866	24,346.32	93.531	37,412.54	13,066.22	53.67	14.4
General Electric Co	12/01/06	08/05/13	6.682	650.00000	35.430	23,029.50	24.420	15,872.92	-7,156.58	-31.08	-5.4
General Electric Co	12/14/07	08/05/13	5.647	300.00000	37.295	11,188.50	24.420	7,325.96	-3,862.54	-34.52	-7.2
Subtotal for 2 positions				950.00000		34,218.00		23,198.88	-11,019.12	-32.20	
Harley-Davison, Inc	06/13/05	08/05/13	8.151	400.00000	49.040	19,615.92	56.909	22,763.64	3,147.72	16.05	1.8
Home Depot	01/02/04	08/05/13	9.597	700.00000	35.140	24,598.00	79.127	55,389.20	30,791.20	125.18	8.8
Home Depot	04/28/05	08/05/13	8.277	150.00000	36.070	5,410.50	79.127	11,869.12	6,458.62	119.37	10.0
Subtotal for 2 positions				850.00000		30,008.50		67,258.32	37,249.82	124.13	

Sold Securities
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Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
Jacobs Engr Group	11/24/09	08/05/13	3.699	190.00000	36.980	7,026.28	59.329	11,272.51	4,246.23	60.43	13.6
Jacobs Engr Group	01/25/10	08/05/13	3.529	310.00000	39.790	12,334.87	59.329	18,391.99	6,057.12	49.11	12.0
Subtotal for 2 positions				500.00000		19,361.15		29,664.50	10,303.35	53.22	
Johnson & Johnson	09/11/97	08/05/13	15.910	195.00000	28.754	5,606.98	93.539	18,240.04	12,633.06	225.31	7.7
JP Morgan Chase	12/14/05	08/05/13	7.647	200.00000	38.710	7,742.00	55.959	11,191.86	3,449.86	44.56	4.9
JP Morgan Chase	01/25/10	08/05/13	3.529	360.00000	43.420	15,631.16	55.959	20,145.36	4,514.20	28.88	7.5
JP Morgan Chase	12/06/10	08/05/13	2.666	315.00000	38.140	12,014.04	55.959	17,627.18	5,613.14	46.72	15.5
Subtotal for 3 positions				875.00000		35,387.20		48,964.40	13,577.20	38.37	
Lilly Eli & Co Inc	09/16/11	08/05/13	1.888	500.00000	36.226	18,113.00	53.197	26,598.53	8,485.53	46.85	22.6
Mattel Incorp	08/26/08	08/05/13	4.945	700.00000	20.055	14,038.50	42.037	29,426.14	15,387.64	109.61	16.1
Mattel Incorp	08/26/08	08/05/13	4.945	500.00000	20.065	10,032.50	42.037	21,018.68	10,986.18	109.51	16.1
Subtotal for 2 positions				1,200.00000		24,071.00		50,444.82	26,373.82	109.57	
Microsoft Corp.	12/14/05	08/05/13	7.647	200.00000	27.730	5,546.00	31.772	6,354.49	808.49	14.58	1.8
Microsoft Corp.	09/10/07	08/05/13	5.907	200.00000	28.570	5,714.00	31.772	6,354.49	640.49	11.21	1.8
Microsoft Corp.	01/25/10	08/05/13	3.529	700.00000	30.480	21,335.93	31.772	22,240.71	904.78	4.24	1.2
Subtotal for 3 positions				1,100.00000		32,595.93		34,949.69	2,353.76	7.22	
MSCIEAFE Index Fund	01/02/08	08/05/13	5.595	700.00000	78.285	54,799.50	60.582	42,407.36	-12,392.14	-22.61	-4.5
MSCIEAFE Index Fund	03/17/08	08/05/13	5.389	100.00000	68.885	6,888.49	60.582	6,058.19	-830.30	-12.05	-2.4
Subtotal for 2 positions				800.00000		61,687.99		48,465.55	-13,222.44	-21.43	
Northern Trust Corp	10/19/10	08/05/13	2.797	400.00000	49.444	19,777.60	58.765	23,505.99	3,728.39	18.85	6.4

Sold Securities
Selected Portfolios
Date Range - 01/01/2013 Thru 12/31/2013

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
Omnicom Group Inc	01/08/04	08/05/13	9.581	100.00000	44.030	4,403.00	64.469	6,446.92	2,043.92	46.42	4.1
Omnicom Group Inc	01/16/04	08/05/13	9.559	350.00000	43.645	15,275.75	64.469	22,564.21	7,288.46	47.71	4.2
Subtotal for 2 positions				450.00000		19,678.75		29,011.13	9,332.38	47.42	
Pfizer	01/25/10	08/05/13	3.529	149.00000	19.960	2,974.03	29.270	4,361.20	1,387.17	46.64	11.5
Pfizer	09/07/11	08/05/13	1.912	1,251.00000	18.960	23,718.96	29.270	36,616.50	12,897.54	54.38	25.5
Subtotal for 2 positions				1,400.00000		26,692.99		40,977.70	14,284.71	53.51	
Progressive Corp	05/02/07	08/05/13	6.266	700.00000	23.260	16,282.00	26.083	18,257.78	1,975.78	12.13	1.8
Progressive Corp	07/06/07	08/05/13	6.088	330.00000	23.510	7,758.30	26.083	8,607.24	848.94	10.94	1.7
Subtotal for 2 positions				1,030.00000		24,040.30		26,865.02	2,824.72	11.75	
Russell 2000 index	08/26/08	08/05/13	4.945	620.00000	72.325	44,841.50	104.381	64,716.33	19,874.83	44.32	7.7
Russell Midcap Inde	02/11/09	08/05/13	4.482	500.00000	58.510	29,255.00	137.778	68,888.85	39,633.85	135.48	21.1
Staples inc	04/11/12	08/05/13	1.318	1,800.00000	16.077	28,938.42	17.083	30,748.86	1,810.44	6.26	4.7
TJX Companies Inc.	09/28/04	08/05/13	8.858	854.00000	11.125	9,500.62	52.089	44,484.17	34,983.55	368.22	19.0
Tyko Electronics LT	01/19/05	08/05/13	8.548	300.00000	40.950	12,285.13	51.219	15,365.76	3,080.63	25.08	2.7
Tyko Electronics LT	04/28/05	08/05/13	8.277	125.00000	36.444	4,555.44	51.219	6,402.40	1,846.96	40.54	4.2
Tyko Electronics LT	11/01/07	08/05/13	5.764	55.00000	34.950	1,922.25	51.219	2,817.06	894.81	46.55	6.9
Tyko Electronics LT	11/01/07	08/05/13	5.764	400.00000	34.940	13,976.00	51.219	20,487.68	6,511.68	46.59	6.9
Subtotal for 4 positions				880.00000		32,738.82		45,072.90	12,334.08	37.67	

Sold Securities
Selected Portfolios
Date Range - 01/01/2013 Thru 12/31/2013

01/16/14

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
US Bancorp Del New	01/02/04	08/05/13	9.597	850.00000	29.058	24,699.60	37.342	31,740.99	7,041.39	28.51	2.6
US Bancorp Del New	02/04/04	08/05/13	9.507	500.00000	28.520	14,260.00	37.342	18,671.18	4,411.18	30.93	2.9
US Bancorp Del New	04/08/04	08/05/13	9.332	50.00000	27.040	1,352.00	37.342	1,867.12	515.12	38.10	3.5
Subtotal for 3 positions				1,400.00000		40,311.60		52,279.29	11,967.69	29.69	
Wal-mart Stores Inc	06/17/10	08/05/13	3.137	380.00000	51.242	19,472.00	77.999	29,639.52	10,167.52	52.22	14.3
Wells Fargo & Co	06/01/11	08/05/13	2.181	1,139.00000	27.520	31,345.16	43.662	49,730.99	18,385.83	58.66	23.6
Windstream Corp	09/16/11	08/05/13	1.888	1,200.00000	12.560	15,072.00	8.450	10,140.06	-4,931.94	-32.72	-18.9
Jacobs Engr Group	11/24/09	09/03/13	3.778	700.00000	36.980	25,886.28	58.300	40,809.78	14,923.50	57.65	12.8
Microsoft Corp.	12/14/05	09/04/13	7.729	200.00000	27.730	5,546.00	33.360	6,671.90	1,125.90	20.30	2.4
TJX Companies Inc.	09/28/04	09/04/13	8.940	750.00000	11.125	8,343.64	53.125	39,843.40	31,499.76	377.53	19.1
Costco Whsl Corp	02/11/09	09/23/13	4.616	27.00000	45.348	1,224.40	117.621	3,175.76	1,951.36	159.37	22.9
Norfolk Southern	08/15/11	09/23/13	2.110	13.00000	67.505	877.56	76.883	999.48	121.92	13.89	6.4
Unitedhealth GRP IN	01/07/10	09/23/13	3.712	9.00000	31.484	283.36	72.851	655.66	372.30	131.39	25.4
Franklin RES Inc.	01/29/10	09/26/13	3.660	32.00000	34.035	1,089.13	51.016	1,632.51	543.38	49.89	11.7
SIMON PROP GROUP	02/02/11	09/26/13	2.649	9.00000	100.161	901.45	151.357	1,362.21	460.76	51.11	16.9
Alger Sm Cap Gr	03/28/12	10/04/13	1.521	52.18400	29.490	1,538.91	33.440	1,745.03	206.12	13.39	8.6

Sold Securities
Selected Portfolios
Date Range - 01/01/2013 Thru 12/31/2013

01/16/14

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
Buffalo Science	03/28/12	10/04/13	1.521	187.91900	16.700	3,138.25	20.190	3,794.09	655.84	20.90	13.3
Buffalo Science	03/28/12	10/04/13	1.521	145.76300	16.700	2,434.24	20.190	2,942.96	508.72	20.90	13.3
Subtotal for 2 positions				333.68200		5,572.49		6,737.05	1,164.56	20.90	
Pimco Total Return	04/15/11	10/04/13	2.474	0.02800	11.071	0.31	11.429	0.32	0.01	3.23	1.3
SIMON PROP GROUP	02/02/11	10/28/13	2.737	27.00000	100.161	2,704.36	158.579	4,281.64	1,577.28	58.32	18.3
BHP Billiton LTD	06/04/09	10/29/13	4.405	25.00000	58.695	1,467.37	71.337	1,783.42	316.05	21.54	4.5
BHP Billiton LTD	06/04/09	10/29/13	4.405	31.00000	58.695	1,819.55	71.959	2,230.73	411.18	22.60	4.7
BHP Billiton LTD	09/20/11	10/29/13	2.110	10.00000	78.949	789.49	71.337	713.37	-76.12	-9.64	-4.7
Subtotal for 3 positions				66.00000		4,076.41		4,727.52	651.11	15.97	
SIMON PROP GROUP	02/02/11	10/29/13	2.740	22.00000	100.161	2,203.55	158.961	3,497.15	1,293.60	58.71	18.4
BHP Billiton LTD	06/04/09	10/30/13	4.408	19.00000	58.695	1,115.20	71.795	1,364.10	248.90	22.32	4.7
SIMON PROP GROUP	02/02/11	10/30/13	2.742	6.00000	100.162	600.97	159.033	954.20	353.23	58.78	18.4
Omnicom Group Inc	12/22/10	11/19/13	2.912	55.00000	46.372	2,550.46	69.278	3,810.30	1,259.84	49.40	14.8
Omnicom Group Inc	12/22/10	11/21/13	2.918	46.00000	46.372	2,133.11	69.990	3,219.55	1,086.44	50.93	15.2
Omnicom Group Inc	12/22/10	11/22/13	2.921	13.00000	46.372	602.83	69.947	909.31	306.48	50.84	15.1

Sold Securities
Selected Portfolios
Date Range - 01/01/2013 Thru 12/31/2013

01/16/14

Security	Acquisition Date	Sale Date	Years Held	Quantity	Unit Cost	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% G/L	Annl. % GL
<u>Long Term Activity:</u>											
St Jude Medical	09/27/12	12/16/13	1.219	3.00000	43.030	129.09	58.527	175.58	46.49	36.01	28.7
Unitedhealth GRP IN	01/07/10	12/16/13	3.942	73.00000	31.484	2,298.36	72.450	5,288.82	2,990.46	130.11	23.5
St Jude Medical	09/26/12	12/17/13	1.225	15.00000	43.011	645.16	57.967	869.50	224.34	34.77	27.6
St Jude Medical	09/27/12	12/17/13	1.222	5.00000	43.032	215.16	57.968	289.84	74.68	34.71	27.6
Subtotal for 2 positions				20.00000		860.32		1,159.34	299.02	34.76	
Unitedhealth GRP IN	01/07/10	12/17/13	3.945	53.00000	31.485	1,668.68	71.386	3,783.47	2,114.79	126.73	23.1
Salesforce Com Inc	07/02/10	12/31/13	3.501	37.00000	87.195	3,226.23	0.027	1.00	-3,225.23	-99.97	-90.0
<u>Total Long Term Activity:</u>						2,260,048.01		2,937,469.05	677,421.04	29.97	
<u>Total Net Activity</u>						4,337,408.58		5,086,278.03	748,869.45	17.27	

FRANK S. AND JULIA M LADNER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED DECEMBER 31, 2013

Date	Fund	Charitable Organization	Total
6/21/13	Northern Trust	Cosgrove Kitchen	24,000
7/5/13	Northern Trust	Lawrence County Hospital	180,948
8/27/13	Northern Trust	Catholic Relief Services	60,000
8/29/13	Northern Trust	Sisters of Providence	40,000
8/28/13	Northern Trust	Saint Mary of the Woods	25,000
10/22/13	Northern trust	The Nature Conservancy	22,000
8/28/13	Northern Trust	Providence Cristo Rey High School	20,000
10/29/13	Northern Trust	Hospice of Santa Barbara	20,000
8/27/13	Northern Trust	Bread for the World	18,000
8/27/13	Northern Trust	Habitat for Humanity	18,000
8/27/13	Northern Trust	Amnesty International	17,000
8/28/13	Northern Trust	Pax Cristie USA	15,000
11/21/13	Northern trust	Conservation Mn	13,000
10/10/13	Northern Trust	CRA-WA-LA	12,000
8/27/13	Northern Trust	Brady Campaign	10,000
8/27/13	Northern Trust	The Carter Center	10,000
10/21/13	Northern Trust	Common Cause	10,000
8/28/13	Northern Trust	Heifer International	10,000
9/25/13	Northern Trust	St. Patrick Center	10,000
9/25/13	Northern Trust	StS Teresa & Bridget	10,000
9/25/13	Northern Trust	Food for the Poor	10,000
9/25/13	Northern Trust	Saint Peter Church	10,000
9/25/13	Northern Trust	Archdiocese of St Louis	10,000
8/27/13	Northern Trust	Commonweal	8,000
8/27/13	Northern Trust	Doctors Without Borders	8,000
8/28/13	Northern Trust	Network	8,000
10/3/13	Northern Trust	KCARC	8,000
9/15/13	Northern Trust	St Vincent DePaul	8,000
8/28/13	Northern Trust	National Catholic Reporter	7,000
8/28/13	Northern Trust	America	6,000
8/28/13	Northern Trust	Mary's Pence	6,000
8/28/13	Northern Trust	Lawrenceville/Crawford Association	5,000
8/28/13	Northern Trust	St. Joseph School	5,000
8/28/13	Northern Trust	Special Olympics Illinois	5,000
8/29/13	Northern Trust	Sinsinawa Dominicans	5,000
8/29/13	Northern Trust	Vincennes Catholic Schools	5,000
8/29/13	Northern Trust	Sister of St. Joseph of Carondelet	5,000
9/27/13	Northern trust	Day Center for the Homeless	5,000

FRANK S. AND JULIA M LADNER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED DECEMBER 31, 2013

Date	Fund	Charitable Organization	Total
10/3/13	Northern trust	Family & Childrens Services	5,000
9/15/13	Northern trust	Legal Aid Services of Oklahoma, Inc.	5,000
10/1/13	Northern trust	Meals on Wheels - Tulsa	5,000
10/23/13	Northern trust	Tulsa Boys Home	5,000
10/4/13	Northern trust	Southern Poverty Law Center	5,000
1/15/2013	Northern trust	Camp Widjiwagan	5,000
10/2/13	Northern Trust	Parkside School	5,000
10/1/13	Northern Trust	John Cambell School	5,000
11/1/13	Northern Trust	Vincennes LHS Athletic Booster Club	5,000
11/1/13	Northern Trust	UNICEF	5,000
11/1/13	Northern Trust	Resurrection Parish	5,000
10/16/13	Northern Trust	Clowder House Foundation	5,000
12/6/13	Northern Trust	DPHS - Staff Request Fund	5,000
10/15/13	Northern Trust	Doberman Pinscher Rescue	5,000
10/17/13	Northern Trust	Kirkwood High School	5,000
12/20/13	Northern Trust	Arts Mentorship Program	5,000
10/21/13	Northern Trust	DPHS - Senior Class 2014	5,000
8/27/13	Northern Trust	Call to Action	4,000
8/27/13	Northern Trust	Daily World Mission	4,000
8/28/13	Northern Trust	League of Women Voters	4,000
8/28/13	Northern Trust	Newman Catholic Student Center	4,000
10/23/13	Northern Trust	Boy Scouts of America	4,000
10/1/13	Northern trust	Domestic Violence Intervention Services, I	4,000
10/3/13	Northern trust	Make a Wish Foundation of Oklahoma	4,000
10/3/13	Northern trust	Neighbor for Neighbor	4,000
9/15/13	Northern trust	Tulsa CASA, Inc	4,000
9/15/13	Northern trust	Tulsa Habitat for Humanity	4,000
10/21/13	Northern Trust	Boy Scout Troop 245	4,000
11/1/13	Northern Trust	Eastern Illinois University - English Dept.	4,000
8/27/13	Northern Trust	Camp Ondessonk	3,000
8/27/13	Northern Trust	Chaminade Fund	3,000
12/13/13	Northern trust	Camp Du Nord	3,000
11/1/13	Northern Trust	Children & Family Services	3,000
11/1/13	Northern Trust	Mission House Inc.	3,000
11/1/13	Northern Trust	Jacksonville Humane Society	3,000
11/1/13	Northern Trust	Second Harvest North Florida	3,000
7/5/13	Northern Trust	CORE	2,500
8/29/13	Northern Trust	WSIU Public Broadcasting	2,000

**FRANK S. AND JULIA M LADNER FAMILY FOUNDATION
CHARITABLE CONTRIBUTIONS
FOR YEAR ENDED DECEMBER 31, 2013**

Date	Fund	Charitable Organization	Total
8/29/13	Northern Trust	WNIN	2,000
8/29/13	Northern Trust	Fr. Scott Donahue	2,000
12/13/13	Northern trust	Camp Widjiwagan	2,000
11/22/13	Northern trust	St. Paul academy	2,000
11/14/13	Northern trust	Church of St. Peter Claver	2,000
10/4/13	Northern Trust	Kids Shopping	2,000
10/2/13	Northern Trust	Humane Society	2,000
11/1/13	Northern Trust	Vincennes University Foundation - English	2,000
11/1/13	Northern Trust	Beaches Emergency Assistance Ministry	2,000
8/27/13	Northern Trust	Evanville Philharmonic Orchestra	1,000
8/28/13	Northern Trust	King's House	1,000
8/28/13	Northern Trust	National Museum of Women in the Arts	1,000
8/29/13	Northern Trust	St. Paul Academy	1,000
8/29/13	Northern Trust	Buffalo Trace Council	1,000
12/13/13	Northern trust	Camp St. Croix	1,000
6/17/13	Northern Trust	CORE	400
		Total	851,848

Appraisal Report

Selected Portfolios

Holdings as of 12/31/2013

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Est. Yield	P/E	Beta
<u>Money Market Funds</u>												
H&L - Goldman Sachs	100,989.91000		100,989.91		100,989.91	0.78	0.00	0.0	0.00	0.0		
MM-RT Jones Artsys	72,565.48000		72,565.48		72,565.48	0.56	0.00	0.0	0.00	0.0		
Northern MM Fund	1,223,611.91000		1,223,611.91		1,223,611.91	9.49	0.00	0.0	0.00	0.0		
			1,397,167.30		1,397,167.30	10.84	0.00	0.0	0.00	0.0		
<u>Corporate Bonds</u>												
Berkshire Bond	1.00000	030.700	100,307.00	0,342.000	103,420.00	0.80	3,113.00	3.1	0.00	0.0		
Du Pont Bond	1.00000	053.000	100,530.00	0,378.800	103,788.00	0.81	3,258.00	3.2	0.00	0.0		
			200,837.00		207,208.00	1.61	6,371.00	3.2	0.00	0.0		
<u>Exchange Traded Funds</u>												
MFB Global RE Index	7,968.03000	6.600	52,588.98	9.070	72,270.03	0.56	19,681.05	37.4	0.00	0.0		
Russell 2000 Index	2,450.00000	65.290	159,960.95	115.360	282,632.00	2.19	122,671.05	76.7	0.00	0.0		
Russell Midcap Inde	2,000.00000	56.820	113,640.00	149.980	299,960.00	2.33	186,320.00	164.0	0.00	0.0		
			326,189.93		654,862.03	5.08	328,672.10	100.8	0.00	0.0		
<u>Mutual Funds</u>												
Alger Sm Cap Gr	2,565.17700	27.131	69,595.83	28.841	73,982.27	0.57	4,386.44	6.3	0.00	0.0		
Amer Cent Real Est	16,989.22900	23.040	391,437.39	23.370	397,038.28	3.08	5,600.89	1.4	0.00	0.0		
Buffalo Science	11,078.99500	16.645	184,413.98	19.940	220,915.16	1.71	36,501.18	19.8	0.00	0.0		
DF Advisor int'l	11,087.66000	16.800	186,273.00	19.830	219,868.30	1.71	33,595.30	18.0	0.00	0.0		
Dfa U.s. Core Equity 1 Po	6,764.21000	14.854	100,478.11	16.540	111,880.03	0.87	11,401.92	11.4	1,488.13	1.3		
DFA US Small Cap	2,751.91000	23.000	63,294.53	31.000	85,309.21	0.66	22,014.68	34.8	0.00	0.0		
Europacific GW Fund	3,900.00000	38.622	150,627.00	49.070	191,373.00	1.48	40,746.00	27.1	0.00	0.0		
Flexshares Quality Divide	3,285.00000	30.348	99,694.49	33.290	109,357.65	0.85	9,663.16	9.7	755.55	0.7		1.12
FS Global Upstream	1,125.00000	33.605	37,805.35	34.310	38,598.75	0.30	793.40	2.1	0.00	0.0		
GS Mid Cap Value	24,716.66300	37.890	936,504.71	44.080	1,089,510.51	8.45	153,005.80	16.3	0.00	0.0		

Appraisal Report

Selected Portfolios

Holdings as of 12/31/2013

01/16/14

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Est. Yield	P/E	Beta
<u>Mutual Funds</u>												
GS Sm Cap Value	13,755.41300	34.860	479,510.38	56.340	774,979.97	6.01	295,469.59	61.6	0.00	0.0		
MFB Nrthn Emerging	14,159.80000	7.906	111,946.80	11.280	159,722.54	1.24	47,775.74	42.7	0.00	0.0		
MFB Nrthn high YD	27,301.63000	7.367	201,127.88	7.490	204,489.21	1.59	3,361.33	1.7	0.00	0.0		
MFB Nrthn Intl grow	21,098.24000	8.108	171,060.42	10.020	211,404.36	1.64	40,343.94	23.6	0.00	0.0		
MFB Nrtn Sm. Cap In	6,927.26000	9.967	69,044.11	12.250	84,858.94	0.66	15,814.83	22.9	0.00	0.0		
MSCIEAFE Index Fund	3,200.00000	58.016	185,651.42	67.100	214,720.00	1.67	29,068.58	15.7	0.00	0.0		
Northern Multi-manager C	4,578.27000	11.267	51,582.76	12.070	55,259.72	0.43	3,676.96	7.1	45.78	0.1		
NT MULTI MGR MID CA	9,222.87000	11.068	102,076.10	13.730	126,630.01	0.98	24,553.91	24.1	0.00	0.0		
NT Short Inter US G	17,891.20000	9.873	176,632.73	9.770	174,797.02	1.36	-1,835.71	-1.0	0.00	0.0		
NT Stock Index Fund	9,811.99000	20.456	200,716.66	22.860	224,302.09	1.74	23,585.43	11.8	0.00	0.0		
Pimco Total Return	39,484.10100	10.906	430,609.36	10.690	422,085.04	3.27	-8,524.32	-2.0	0.00	0.0		
T Rowe Equity Inc	6,993.14300	25.745	180,039.15	32.770	229,165.30	1.78	49,126.15	27.3	0.00	0.0		
Transamerica Short-term	48,342.70400	10.390	502,288.35	10.380	501,797.27	3.89	-491.08	-0.1	14,502.81	2.9		
			5,082,410.51		5,922,044.63	45.94	839,634.12	16.5	16,792.27	0.3		1.12
<u>Common Stocks</u>												
Allergan Inc	1,200.00000	61.197	73,436.85	111.080	133,296.00	1.03	59,859.15	81.5	0.00	0.0		
American Express Co	232.00000	46.266	10,733.68	90.730	21,049.36	0.16	10,315.68	96.1	0.00	0.0		
American Tower Corp	148.00000	72.419	10,717.98	79.820	11,813.36	0.09	1,095.38	10.2	153.92	1.3	54.3	0.47
American Water Wks	134.00000	34.505	4,623.64	42.260	5,662.84	0.04	1,039.20	22.5	0.00	0.0		
Amgen Inc	122.00000	73.150	8,924.29	114.080	13,917.76	0.11	4,993.47	56.0	0.00	0.0		
Apple computer	315.00000	352.431	111,015.71	561.020	176,721.30	1.37	65,705.59	59.2	0.00	0.0		
Baxter Intl Inc	187.00000	67.075	12,542.98	69.550	13,005.85	0.10	462.87	3.7	0.00	0.0		
Berkshire Hathaway	1,250.00000	56.135	70,168.80	118.566	148,207.50	1.15	78,038.70	111.2	0.00	0.0		
C H Robinson WW	850.00000	58.935	50,094.40	58.350	49,597.50	0.38	-496.90	-1.0	0.00	0.0		

Appraisal Report

Selected Portfolios

Holdings as of 12/31/2013

01/16/14

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Est. Yield	P/E	Beta
<u>Common Stocks</u>												
C R Bard	85.00000	103.359	8,785.48	133.940	11,384.90	0.09	2,599.42	29.6	0.00	0.0		0.0
Cherontexaco Corp	148.00000	80.770	11,953.90	124.910	18,486.68	0.14	6,532.78	54.7	0.00	0.0		0.0
Cisco Systems	5,815.00000	17.963	104,454.29	22.430	130,430.45	1.01	25,976.16	24.9	0.00	0.0		0.0
Citigroup Inc	317.00000	50.147	15,896.49	52.110	16,518.87	0.13	622.38	3.9	0.00	0.0		0.0
Citrix Sys	90.00000	64.227	5,780.45	63.250	5,692.50	0.04	-87.95	-1.5	0.00	0.0		0.0
Coca Coca Co	375.00000	34.757	13,033.84	41.310	15,491.25	0.12	2,457.41	18.9	0.00	0.0		0.0
Costco Whsl Corp	91.00000	45.348	4,126.66	119.020	10,830.82	0.08	6,704.16	162.5	0.00	0.0		0.0
CVS Corp Com Stk	3,678.00000	24.368	89,625.42	71.570	263,234.46	2.04	173,609.04	193.7	0.00	0.0		0.0
Danaher Corp.	323.00000	29.248	9,447.07	77.200	24,935.60	0.19	15,488.53	164.0	0.00	0.0		0.0
Disney Walt	2,841.00000	10.709	30,424.73	76.400	217,052.40	1.68	186,627.67	613.4	0.00	0.0		0.0
Eaton Corp	180.00000	55.971	10,074.70	76.120	13,701.60	0.11	3,626.90	36.0	0.00	0.0		0.0
EMC Corp Mass	624.00000	20.587	12,846.11	25.150	15,693.60	0.12	2,847.49	22.2	0.00	0.0		0.0
Emerson Electric Co	187.00000	53.269	9,961.29	70.180	13,123.66	0.10	3,162.37	31.8	0.00	0.0		0.0
Exelon Corp Com	297.00000	35.973	10,683.85	27.390	8,134.83	0.06	-2,549.02	-23.9	0.00	0.0		0.0
Expeditors Intl was	1,800.00000	36.998	66,596.02	44.250	79,650.00	0.62	13,053.98	19.6	0.00	0.0		0.0
EXPRESS SCRIPTS	279.00000	56.212	15,683.11	70.240	19,596.96	0.15	3,913.85	25.0	0.00	0.0		0.0
Exxon Mobil Corp	1,635.00000	58.546	95,722.26	101.200	165,462.00	1.28	69,739.74	72.9	0.00	0.0		0.0
Franklin RES Inc.	205.00000	34.035	6,977.21	57.730	11,834.65	0.09	4,857.44	69.6	0.00	0.0		0.0
General Electric Co	3,867.00000	20.733	80,175.50	28.030	108,392.01	0.84	28,216.51	35.2	0.00	0.0		0.0
Gilead Sciences	116.00000	55.522	6,440.50	75.100	8,711.60	0.07	2,271.10	35.3	0.00	0.0		0.0
Google	19.00000	598.871	11,378.55	1,120.710	21,293.49	0.17	9,914.94	87.1	0.00	0.0		0.0
Harley-Davison, Inc	1,400.00000	44.388	62,142.61	69.240	96,936.00	0.75	34,793.39	56.0	0.00	0.0		0.0
Home Depot	3,150.00000	32.255	101,602.03	82.340	259,371.00	2.01	157,768.97	155.3	0.00	0.0		0.0
Intel Corp	345.00000	26.903	9,281.68	25.960	8,956.20	0.07	-325.48	-3.5	0.00	0.0		0.0

Appraisal Report

Selected Portfolios

Holdings as of 12/31/2013

01/16/14

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Est. Yield	P/E	Beta
<u>Common Stocks</u>												
Inter Cont Exchange	62.00000	135.082	8,375.06	224.920	13,945.04	0.11	5,569.98	66.5	0.00	0.0	0.0	
Int'l Business Mach.	478.00000	175.010	83,654.86	187.570	89,658.46	0.70	6,003.60	7.2	0.00	0.0	0.0	
Jacobs Engr Group	1,000.00000	36.604	36,603.87	62.990	62,990.00	0.49	26,386.13	72.1	0.00	0.0	0.0	
Johnson & Johnson	2,100.00000	42.205	88,631.15	91.590	192,339.00	1.49	103,707.85	117.0	0.00	0.0	0.0	
JP Morgan Chase	3,386.00000	36.483	123,529.98	58.480	198,013.28	1.54	74,483.30	60.3	0.00	0.0	0.0	
Mattel Incorp	3,950.00000	20.065	79,256.75	47.580	187,941.00	1.46	108,684.25	137.1	0.00	0.0	0.0	
McDonalds Corp	153.00000	87.997	13,463.58	97.030	14,845.59	0.12	1,382.01	10.3	0.00	0.0	0.0	
Merck and Company	338.00000	44.071	14,896.16	50.050	16,916.90	0.13	2,020.74	13.6	0.00	0.0	0.0	
Metlife Inc.	318.00000	39.834	12,667.35	53.920	17,146.56	0.13	4,479.21	35.4	0.00	0.0	0.0	
Microsoft Corp.	3,600.00000	12.418	44,704.77	37.410	134,676.00	1.04	89,971.23	201.3	0.00	0.0	0.0	
Mondelez Intl, Inc	352.00000	32.409	11,408.07	35.300	12,425.60	0.10	1,017.53	8.9	197.12	1.6	92.9	0.66
Monsanto Co	107.00000	104.419	11,172.84	116.550	12,470.85	0.10	1,298.01	11.6	0.00	0.0	0.0	
National oilwell	143.00000	40.759	5,828.54	79.530	11,372.79	0.09	5,544.25	95.1	0.00	0.0	0.0	
Nike Inc., Cl B	139.00000	36.935	5,133.98	78.640	10,930.96	0.08	5,796.98	112.9	0.00	0.0	0.0	
Nobel Corp Com	273.00000	36.746	10,031.63	37.470	10,229.31	0.08	197.68	2.0	0.00	0.0	0.0	
Norfolk Southern	114.00000	67.502	7,695.21	92.830	10,582.62	0.08	2,887.41	37.5	0.00	0.0	0.0	
Northern Trust Corp	1,375.00000	49.444	67,985.50	61.890	85,098.75	0.66	17,113.25	25.2	0.00	0.0	0.0	
Nucor Corp	133.00000	45.257	6,019.21	53.380	7,099.54	0.06	1,080.33	18.0	0.00	0.0	0.0	
Omnicom Group Inc	2,205.00000	46.353	102,208.42	74.370	163,985.85	1.27	61,777.43	60.4	0.00	0.0	0.0	
Oracle Corp	343.00000	28.274	9,697.87	38.260	13,123.18	0.10	3,425.31	35.3	0.00	0.0	0.0	
PC Realreturn Stat	6,542.94000	6.644	43,470.91	5.490	35,920.74	0.28	-7,550.17	-17.4	0.00	0.0	0.0	
Petsmart, Inc.	145.00000	74.065	10,739.42	72.750	10,548.75	0.08	-190.67	-1.8	113.10	1.1	18.2	0.32
Pfizer	5,465.00000	21.989	120,172.02	30.630	167,392.95	1.30	47,220.93	39.3	0.00	0.0	0.0	
PRECISION CASTPARTS	50.00000	173.195	8,659.73	269.300	13,465.00	0.10	4,805.27	55.5	0.00	0.0	0.0	

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Appraisal Report Selected Portfolios Holdings as of 12/31/2013

Type/Security	Quantity	Unit Cost	Total Cost	Market Price	Market Value	% of Portfolio	Unrealized Gain/Loss	% G/L	Estimated Income	Est. Yield	P/E	Beta
Common Stocks												
Procter & Gamble	98.00000	55.559	5,444.74	81.410	7,978.18	0.06	2,533.44	46.5	0.00	0.0	0.0	
Progressive Corp	3,600.00000	20.262	72,944.67	27.270	98,172.00	0.76	25,227.33	34.6	0.00	0.0	0.0	
Qualcomm Inc Com	291.00000	55.006	16,006.64	74.250	21,606.75	0.17	5,600.11	35.0	0.00	0.0	0.0	
Schlumberger LTD	129.00000	51.991	6,706.83	90.110	11,624.19	0.09	4,917.36	73.3	0.00	0.0	0.0	
St Jude Medical	144.00000	42.840	6,168.97	61.950	8,920.80	0.07	2,751.83	44.6	0.00	0.0	0.0	
Staples inc	6,100.00000	16.005	97,631.69	15.890	96,929.00	0.75	-702.69	-0.7	0.00	0.0	0.0	
Starbucks Corp	207.00000	49.171	10,178.38	78.390	16,226.73	0.13	6,048.35	59.4	0.00	0.0	0.0	
TJX Companies Inc.	2,050.00000	11.052	22,656.24	63.730	130,646.50	1.01	107,990.26	476.7	0.00	0.0	0.0	
Tyko Electronics LT	2,950.00000	32.182	94,938.12	55.110	162,574.50	1.26	67,636.38	71.2	0.00	0.0	0.0	
United Tech. Corp	89.00000	52.003	4,628.26	113.800	10,128.20	0.08	5,499.94	118.8	0.00	0.0	0.0	
US Bancorp Del New	5,060.00000	24.643	124,694.54	40.400	204,424.00	1.59	79,729.46	63.9	0.00	0.0	0.0	
V F Corp	348.00000	29.369	10,220.24	62.340	21,694.32	0.17	11,474.08	112.3	0.00	0.0	0.0	
Verizon Comm.	155.00000	38.601	5,983.16	49.140	7,616.70	0.06	1,633.54	27.3	0.00	0.0	0.0	
Wal-mart Stores Inc	1,270.00000	51.242	65,077.46	78.690	99,936.30	0.78	34,858.84	53.6	0.00	0.0	0.0	
Wells Fargo & Co	4,413.00000	26.307	116,094.98	45.400	200,350.20	1.55	84,255.22	72.6	0.00	0.0	0.0	
Totals:			<u>2,730,733.88</u>		<u>4,710,134.09</u>	<u>36.54</u>	<u>1,979,400.21</u>	<u>72.5</u>	<u>464.14</u>	<u>0.0</u>	<u>0.4</u>	<u>0.49</u>
			<u>9,737,338.62</u>		<u>12,891,416.05</u>		<u>3,154,077.43</u>	<u>32.4</u>	<u>17,256.41</u>	<u>0.1</u>	<u>0.4</u>	<u>0.97</u>