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Return of Private Foundation

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

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation FOUNTAIN FAMILY FOUNDATION		A Employer identification number 64-0885557
Number and street (or P.O. box number if mail is not delivered to street address) P. O. BOX 10506	Room/suite	B Telephone number 601-373-4162
City or town, state or province, country, and ZIP or foreign postal code JACKSON, MS 39289-0506		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,986,938.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	10,000.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	157,328.	157,328.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	315,966.			
	b Gross sales price for all assets on line 6a	2,171,186.			
	7 Capital gain net income (from Part IV, line 2)		315,966.		
	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)					
11 Other income	262.	262.		STATEMENT 2	
12 Total. Add lines 1 through 11	483,556.	473,556.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	25,550.	25,550.		0.
	c Other professional fees	47,153.	47,153.		0.
	17 Interest				
	18 Taxes	3,484.	0.		3,484.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	150.	0.		150.
	24 Total operating and administrative expenses. Add lines 13 through 23	76,337.	72,703.		3,634.
	25 Contributions, gifts, grants paid	289,500.			289,500.
	26 Total expenses and disbursements. Add lines 24 and 25	365,837.	72,703.		293,134.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	117,719.				
b Net investment income (if negative, enter -0-)		400,853.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	1,281,927.	1,040,488.	1,040,488.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	3,705,784.	4,264,942.	5,337,094.
	c Investments - corporate bonds STMT 8	771,768.	571,768.	609,356.
	11 Investments - land, buildings, and equipment, basis ▶			
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	5,759,479.	5,877,198.	6,986,938.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	5,152,578.	5,152,578.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	606,901.	724,620.	
	30 Total net assets or fund balances	5,759,479.	5,877,198.	
31 Total liabilities and net assets/fund balances	5,759,479.	5,877,198.		

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	5,759,479.
2 Enter amount from Part I, line 27a	2	117,719.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	5,877,198.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,877,198.

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 SEE STATEMENT ATTACHED			VARIOUS	12/31/13
b SEE STATEMENT ATTACHED			VARIOUS	12/31/13
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 405,955.		363,863.	42,092.
b 1,765,231.		1,491,357.	273,874.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			42,092.
b			273,874.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	315,966.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	226,954.	6,255,317.	.036282
2011	236,303.	6,222,385.	.037976
2010	230,009.	5,883,844.	.039092
2009	266,963.	5,407,282.	.049371
2008	335,386.	6,468,127.	.051852

2 Total of line 1, column (d)	2	.214573
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	.042915
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	6,622,874.
5 Multiply line 4 by line 3	5	284,221.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,009.
7 Add lines 5 and 6	7	288,230.
8 Enter qualifying distributions from Part XII, line 4	8	293,134.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	4,009.
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	4,009.
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	4,009.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,720.	
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	4,720.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	711.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 711. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MS		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► CHRIS FOUNTAIN Telephone no. ► 601-373-4162 Located at ► 5655 HIGHWAY 18 WEST, JACKSON, MS ZIP+4 ► 39209			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

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

6b

X

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

N/A

7b

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

(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
MARGARET B. FOUNTAIN 1725 CLUB HOUSE ROAD UTICA, MS 39175	DIRECTOR 0.00	0.	0.	0.
JAMES B. FOUNTAIN 1655 CLUB HOUSE ROAD UTICA, MS 39175	DIRECTOR 0.00	0.	0.	0.
CHRIS G. FOUNTAIN 1729 CLUB HOUSE ROAD UTICA, MS 39175	DIRECTOR 0.00	0.	0.	0.

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

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

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

0

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

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,401,567.
b	Average of monthly cash balances	1b	1,322,163.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,723,730.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	6,723,730.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,856.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,622,874.
6	Minimum investment return. Enter 5% of line 5	6	331,144.

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	331,144.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,009.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,009.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	327,135.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	327,135.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	327,135.

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	293,134.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	293,134.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,009.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	289,125.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				327,135.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			282,122.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 293,134.				
a Applied to 2012, but not more than line 2a			282,122.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				11,012.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				316,123.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

2013 03040 FOUNTAIN FAMILY FOUNDATION 640885C1

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				289,500.
Total			3a	289,500.
b Approved for future payment				
NONE				
Total			3b	0.

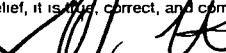
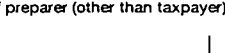
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee 		Date <u>5-15-14</u>		Title DIRECTOR	
Paid Preparer Use Only	Print/Type preparer's name NATHAN CUMMINS		Preparer's signature 		Date <u>05/12/14</u>	
	Check ☐ if self-employed		PTIN P00986272			
	Firm's name ▶ MAY AND COMPANY, LLP				Firm's EIN ▶ 64-0900153	
Firm's address ▶ POST OFFICE BOX 821568 VICKSBURG, MS 39182-1568		Phone no. (601)636-4762				

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

FOUNTAIN FAMILY FOUNDATION

Employer identification number

64-0885557

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

FOUNTAIN FAMILY FOUNDATION**64-0885557****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	BRAD & MONICA FOUNTAIN 1655 CLUBHOUSE ROAD UTICA, MS 39175	\$ _____	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
2	CHRIS & LYNETTE FOUNTAIN 1729 CLUBHOUSE ROAD UTICA, MS 39175	\$ 10,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number

64-0885557

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of **exclusively** religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Fountain Family Foundation
64-0885557
Form 990PF
Part IV Capital Gains and Losses

Quantity	(a) Asset	(b) How Acquired		(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
		P-Purchase D-Donation							
Short-Term Capital Gains and Losses									
100	AEGION CORP/04C49	P	Oct 01 13	Dec 11 13		2,036.68	-	2,368.70	(332.02)
33	ALTERRA CAPITAL11/04C49	P	May 7 12	May 2 13		1,084.20	-	797.15	287.05
34	ANDERSONS INC/04C49_SLD#1	P	Jul 2 13	Nov 25 13		2,817.34	-	1,824.79	992.55
11	ATLAS AIR WRDLWD4/04C49	P	Apr 18 12	Jan 18 13		501.02	-	527.18	(26.16)
10	ATLAS AIR WRDLWD5/04C49	P	May 7 12	Jan 18 13		455.47	-	516.41	(60.94)
66	AVIS BUDGET GRP/04C49	P	Nov 19 12	Oct 9 13		1,870.34	-	1,133.39	736.95
103	AVIS BUDGET GRP/04C49_S#1	P	Nov 19 12	Jul 2 13		3,146.53	-	1,768.78	1,377.75
17	AVIS BUDGET GRP/04C49_S#2	P	Nov 19 12	Jul 9 13		542.77	-	291.93	250.84
91	AVIS BUDGET GRP/04C49_S#3	P	Nov 19 12	Aug 23 13		2,603.11	-	1,562.71	1,040.40
46	AVIS BUDGET GRP/04C49_S#4	P	Nov 19 12	Sep 3 13		1,249.43	-	789.94	459.49
19	AXIALL CORP/04C49	P	Jan 28 13	Oct 22 13		774.77	-	988.52	(213.75)
64	AXIALL CORP/04C49_SLD#1	P	Jan 28 13	Oct 14 13		2,453.46	-	3,329.75	(876.29)
28	AXIALL CORP1/04C49	P	Apr 2 13	Oct 22 13		1,141.76	-	1,683.91	(542.15)
19	AXIALL CORP2/04C49	P	Apr 22 13	Oct 22 13		774.77	-	1,021.77	(247.00)
22	AXIALL CORP3/04C49	P	May 20 13	Oct 22 13		897.10	-	1,073.49	(176.39)
22	AXIALL CORP4/04C49	P	Aug 5 13	Nov 6 13		923.41	-	989.18	(65.77)
37	AXIALL CORP4/04C49_SLD#1	P	Aug 5 13	Oct 22 13		1,508.74	-	1,663.61	(154.87)
38	AXIALL CORP5/04C49	P	Aug 6 13	Nov 6 13		1,594.98	-	1,712.74	(117.76)
21	BBCN BANCORP INC/04C49_S#1	P	Sep 24 12	Aug 2 13		310.20	-	267.29	42.91
65	BLOUNT INTL INC/04C49	P	Jan 8 13	Mar 22 13		879.53	-	1,026.90	(147.37)
65	BLOUNT INTL INC1/04C49	P	Jan 9 13	Mar 22 13		879.53	-	1,034.26	(154.73)
21	BLOUNT INTL INC2/04C49	P	Jan 24 13	Mar 25 13		280.96	-	357.08	(76.12)
9	BLOUNT INTL INC2/04C49_S#1	P	Jan 24 13	Mar 22 13		121.78	-	153.04	(31.26)
87	BLOUNT INTL INC3/04C49	P	Jan 25 13	Mar 25 13		1,163.96	-	1,502.51	(338.55)
248	BOISE INC/04C49	P	Mar 4 13	Jun 24 13		2,007.85	-	2,132.01	(124.16)
1	BOISE INC1/04C49	P	Mar 22 13	Jul 23 13		8.90	-	8.59	0.31
28	BOISE INC1/04C49_SLD#1	P	Mar 22 13	Jun 24 13		226.69	-	240.55	(13.86)
125	BOISE INC1/04C49_SLD#2	P	Mar 22 13	Jul 10 13		1,071.16	-	1,073.90	(2.74)
166	BOISE INC2/04C49	P	Mar 25 13	Jul 23 13		1,477.62	-	1,439.90	37.72
71	BOISE INC3/04C49	P	Apr 2 13	Jul 23 13		632.00	-	609.73	22.27
170	BOISE INC4/04C49	P	Apr 22 13	Jul 23 13		1,513.23	-	1,325.47	187.76
24	CABOT CORP18/04C49	P	Dec 21 12	Aug 2 13		953.37	-	947.52	5.85
43	CHEMED CORP/04C49_SLD#1	P	Jun 28 13	Nov 25 13		3,369.42	-	3,155.41	214.01
37	CHEMED CORP/04C49_SLD#2	P	Jun 28 13	Dec 19 13		2,779.87	-	2,715.12	64.75
137	COMMUNITY HEALTH SY1/04C49	P	Nov 19 12	Jul 23 13		5,885.14	-	4,028.38	1,856.76
58	COMMUNITY HEALTH SYS/0_S#1	P	Oct 22 12	Apr 22 13		2,380.48	-	1,581.35	799.13
7	COMMUNITY HEALTH SYS/04C49	P	Oct 22 12	Jul 23 13		300.70	-	190.85	109.85
12	COMPASS MINERALS4/04C49	P	Nov 19 12	Jan 30 13		864.16	-	908.44	(44.28)
197	DOLE FOOD COMPANY4/04C49	P	Jul 24 12	Jan 7 13		1,961.09	-	1,870.14	90.95
63	DSW INC/04C49	P	Aug 6 12	Jun 3 13		4,606.79	-	3,765.79	841.00
8	DSW INC1/04C49	P	Aug 24 12	Jun 18 13		595.18	-	515.77	79.41
3	DSW INC1/04C49_SLD#1	P	Aug 24 12	Jun 3 13		219.37	-	193.41	25.96
7	DSW INC2/04C49	P	Apr 12 13	Jun 19 13		519.95	-	470.53	49.42
10	DSW INC2/04C49_SLD#1	P	Apr 12 13	Jun 18 13		743.97	-	672.18	71.79
30	DUKE REALTY CORP1/04C49	P	Mar 4 13	Jun 6 13		479.55	-	483.85	(4.30)
11	EDUCATION REALTY TR/04_S#1	P	May 20 13	Jul 9 13		117.30	-	126.88	(9.58)
91	EDUCATION REALTY TR/04_S#4	P	May 20 13	Aug 6 13		853.16	-	1,049.66	(196.50)
154	EDUCATION REALTY TR/04C49	P	May 20 13	Aug 28 13		1,352.34	-	1,776.36	(424.02)
98	EDUCATION REALTY TR1/04C49	P	Jun 18 13	Aug 28 13		860.58	-	1,062.66	(202.08)
47	EDUCATION REALTY TR2/04C49	P	Jun 19 13	Aug 28 13		412.73	-	510.77	(98.04)
94	EMERITUS CORP/04C49	P	Oct 22 12	Jun 28 13		2,176.62	-	2,221.74	(45.12)
39	EMERITUS CORP1/04C49	P	Oct 23 12	Jul 19 13		992.69	-	911.65	81.04
28	EMERITUS CORP1/04C49_SLD#1	P	Oct 23 12	Jun 28 13		648.35	-	654.51	(6.16)
69	EMERITUS CORP2/04C49	P	Nov 19 12	Jul 19 13		1,756.30	-	1,507.24	249.06
54	EMERITUS CORP3/04C49	P	Dec 21 12	Jul 19 13		1,374.49	-	1,290.14	84.35
184	EVERBANK FIN CORP/04C4_S#1	P	Nov 19 12	Aug 8 13		2,765.73	-	2,614.72	151.01
95	EVERBANK FIN CORP/04C4_S#2	P	Nov 19 12	Sep 18 13		1,452.69	-	1,349.99	102.70
34	EVERBANK FIN CORP/04C49	P	Nov 19 12	Oct 11 13		497.98	-	483.15	14.83
135	EVERBANK FIN CORP1/04C49	P	Dec 19 12	Oct 11 13		1,977.28	-	2,023.22	(45.94)
48	EVERBANK FIN CORP2/04C_S#1	P	Apr 22 13	Oct 11 13		703.04	-	690.10	12.94
1	EVERBANK FIN CORP2/04C49	P	Apr 22 13	Oct 14 13		14.70	-	14.38	0.32
58	EVERBANK FIN CORP3/04C49	P	Jun 21 13	Oct 14 13		852.42	-	929.22	(76.80)
30	EVERBANK FIN CORP4/04C49	P	Jul 9 13	Oct 14 13		440.91	-	475.50	(34.59)
19	EXLSERVICE HLDGS1/04C4_S#1	P	Jun 3 13	Nov 20 13		478.54	-	569.80	(91.26)
298	F N B CORP/04C49	P	Sep 13 13	Dec 19 13		3,656.67	-	3,598.29	58.38
88	F N B CORP1/04C49	P	Sep 16 13	Dec 19 13		1,079.82	-	1,073.90	5.92

Fountain Family Foundation
64-0885557
Form 990PF

Part IV Capital Gains and Losses

73 FARO TECH INC/04C49 P Jun 3 13 Dec 5 13 3,808 03 - 2,708 71 1,099 32

Quantity	(a) Asset	(b) How Acquired		(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
		P-Purchase D-Donation							
50	FARO TECH INC/04C49_SLD#1	P		Jun 3 13	Nov 12 13	2,627 22	-	1,855 28	771 94
48	FARO TECH INC1/04C49	P		Jun 19 13	Dec 5 13	2,503 91	-	1,684 64	819 27
16	FARO TECH INC2/04C49	P		Sep 10 13	Dec 5 13	834 63	-	640 36	194 27
90	FIRST INDL REALTY/04C4_S#1	P		Feb 6 13	Sep 3 13	1,353 39	-	1,434 53	(81 14)
63	FIRST INDL REALTY/04C4_S#2	P		Feb 6 13	Oct 21 13	1,156 44	-	1,004 17	152 27
44	FORUM ENERGY TECH/04C4_S#1	P		Aug 6 12	Jul 16 13	1,293 58	-	978 50	315 08
84	FORUM ENERGY TECH/04C4_S#2	P		Aug 6 12	Jul 23 13	2,483 55	-	1,868 04	615 51
30	FORUM ENERGY TECH1/04C49	P		Aug 24 12	Aug 19 13	777 60	-	681 56	96 04
1	FORUM ENERGY TECH2/04C_S#1	P		Feb 1 13	Aug 19 13	25 92	-	25 72	0 20
86	GAP INC10/04E47	P		Apr 24 12	Jan 1 13	2,620 28	-	2,351 64	268 64
118	GAP INC10/04E47_SLD#1	P		Apr 24 12	Jan 1 13	3,592.68	-	3,226 66	366 02
78	GAP INC11/04E47	P		Apr 25 12	Jan 1 13	2,376.53	-	2,166 50	210 03
155	GAP INC9/04E47	P		Apr 23 12	Jan 1 13	4,719.19	-	4,282.77	436 42
21	GREATBATCH INC/04C49_SLD#1	P		Jul 23 13	Sep 3 13	717.07	-	760 84	(43 77)
38	GREATBATCH INC/04C49_SLD#2	P		Jul 23 13	Oct 18 13	1,371.81	-	1,376 77	(4 96)
25	GREATBATCH INC/04C49_SLD#3	P		Jul 23 13	Oct 21 13	907.04	-	905 77	1 27
44	HANGER INC/04C49_SLD#1	P		Nov 29 12	Nov 15 13	1,589 69	-	1,135 45	454.24
15	HEALTHSOUTH CORP/04C49_S#1	P		Sep 11 12	Sep 3 13	476.20	-	363 56	112 64
199	HERCULES OFFSHR/04C49_S#1	P		Dec 26 12	Jun 28 13	1,377 04	-	1,230 93	146 11
32	HORNBECK OFFSH/04C49_SLD#1	P		Aug 14 12	Jul 1 13	1,740 81	-	1,330 44	410 37
11	II-V1 INC14/04C49	P		Feb 21 13	Dec 19 13	179 83	-	194 24	(14 41)
79	II-V1 INC15/04C49	P		Apr 12 13	Dec 19 13	1,291 48	-	1,381 33	(89 85)
67	II-V1 INC16/04C49	P		Apr 15 13	Dec 19 13	1,095 31	-	1,149 57	(54 26)
63	II-V1 INC17/04C49	P		May 29 13	Dec 19 13	1,029.91	-	1,057 15	(27 24)
74	INNOPHOS HLDGS/04C49	P		Aug 7 12	Mar 4 13	3,637.74	-	3,771 71	(133 97)
31	INNOPHOS HLDGS1/04C49	P		Sep 11 12	Mar 4 13	1,523.92	-	1,551 24	(27 32)
15	INNOPHOS HLDGS2/04C49	P		Oct 22 12	Mar 4 13	737.38	-	715 27	22 11
10	INNOPHOS HLDGS3/04C49	P		Dec 21 12	Mar 5 13	496.90	-	463 13	33 77
6	INNOPHOS HLDGS3/04C49_S#1	P		Dec 21 12	Mar 4 13	294 95	-	277.88	17 07
24	INTL BUSINESS MACH/04E47	P		Feb 20 13	Aug 8 13	4,514 26	-	4,812 21	(297.95)
15	INTL BUSINESS MACH1/04E47	P		Feb 21 13	Aug 8 13	2,821 41	-	2,978 44	(157 03)
76	INTL BUSINESS MACH2/04E47	P		Feb 22 13	Aug 8 13	14,295 14	-	15,207.17	(912 03)
269	INTL PAPER CO12/04E47	P		Dec 17 12	Oct 10 13	11,781 83	-	10,229 18	1,552 65
224	INTL PAPER CO13/04E47	P		Jan 14 13	Oct 10 13	9,810 90	-	9,083 85	727 05
5	INTL PAPER CO9/04E47_SLD#1	P		Oct 22 12	Oct 10 13	218.99	-	187 20	31 79
38	IPG PHOTONICS CORP/04C_S#1	P		Jun 5 13	Jul 23 13	2,319.28	-	2,301 16	18 12
37	IPG PHOTONICS CORP/04C49	P		Jun 5 13	Aug 26 13	2,076 38	-	2,240 60	(164 22)
5	IPG PHOTONICS CORP1/04C49	P		Jun 18 13	Aug 26 13	280.59	-	315 54	(34 95)
14	IPG PHOTONICS CORP2/04C49	P		Jun 19 13	Aug 26 13	785 66	-	888 96	(103 30)
13	JACK IN BOX/04C49_SLD#1	P		Feb 21 13	Aug 6 13	524 52	-	410 20	114 32
47	JACK IN BOX/04C49_SLD#2	P		Feb 21 13	Oct 21 13	1,882 95	-	1,483 05	399 90
60	KLA TENCOR CORP/04E47	P		Aug 28 12	May 24 13	3,277 32	-	3,077 79	199 53
83	KLA TENCOR CORP/04E47_S#1	P		Aug 28 12	May 23 13	4,549 76	-	4,257 60	292 16
41	KLA TENCOR CORP1/04E47	P		Aug 29 12	May 28 13	2,280 94	-	2,136 45	144 49
26	KLA TENCOR CORP1/04E47_S#1	P		Aug 29 12	May 24 13	1,420.17	-	1,354 83	65.34
22	KLA TENCOR CORP2/04E47	P		Aug 30 12	May 29 13	1,223.03	-	1,123 86	99 17
46	KLA TENCOR CORP2/04E47_S#1	P		Aug 30 12	May 28 13	2,559.10	-	2,349 90	209 20
2	KLA TENCOR CORP3/04E47	P		Aug 31 12	May 30 13	112 46	-	102 51	9 95
67	KLA TENCOR CORP3/04E47_S#1	P		Aug 31 12	May 29 13	3,724 67	-	3,434 16	290 51
67	KLA TENCOR CORP4/04E47	P		Sep 4 12	May 30 13	3,767 40	-	3,465 89	301 51
62	LANDSTAR SYS/04C49	P		Jan 23 13	Aug 1 13	3,468 51	-	3,588 68	(120 17)
10	LANDSTAR SYS/04C49_SLD#1	P		Jan 23 13	Jun 28 13	514 61	-	578 82	(64 21)
15	LANDSTAR SYS/04C49_SLD#2	P		Jan 23 13	Jul 26 13	785 04	-	868 23	(83 19)
178	MACK CALI RLTY/04C49	P		Jul 24 12	Jun 21 13	4,115 26	-	4,997.87	(882 61)
31	MACK CALI RLTY1/04C49	P		Nov 19 12	Jun 21 13	716 70	-	779 91	(63 21)
13	MARKEL CORP COM/04C49	P		May 2 13	Jun 28 13	6,848 41	-	6,911 88	(63 47)
2	MARKEL CORP COM/04C49_S#1	P		May 2 13	Jun 19 13	1,054.16	-	1,063 37	(9 21)
58	MEDICINES CO/04C49_SLD#1	P		Aug 6 12	Aug 5 13	1,809.92	-	1,444 75	365 17
29	MOOG INC27/04C49	P		Jun 12 12	Jan 28 13	1,290 57	-	1,081 02	209 55
144	NATL PENN BANC4/04C49	P		Dec 19 12	Oct 21 13	1,512 03	-	1,358 09	153 94
8	NAVIGATORS GROUP I28/04C49	P		Jun 28 13	Nov 6 13	454 82	-	457 30	(2 48)
130	NEWS CORP2/04E47	P		Oct 4 12	Jul 18 13	2,013 09	-	1,482 49	530 60
21	NIKE INC/04E47	P		Dec 11 12	Sep 20 13	1,446 55	-	1,040 59	405 96
97	NIKE INC/04E47_SLD#1	P		Dec 11 12	Sep 18 13	6,625 83	-	4,806 53	1,819 30
140	NIKE INC/04E47_SLD#2	P		Dec 11 12	Sep 19 13	9,785 30	-	6,937 27	2,848 03
187	NIKE INC1/04E47	P		Dec 12 12	Sep 23 13	12,870 77	-	9,292 06	3,578 71

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85 NIKE INC1/04E47_SLD#1	P	Dec 12 12	Sep 20 13	5,855 08	-	4,223 67	1,631 41
74 OSHKOSH CORP/04C49_SLD#1	P	Jan 29 13	Nov 25 13	3,515 52	-	2,954 66	560 86

Quantity	(a) Asset	(b) How Acquired		(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
		P-Purchase	D-Donation						
41	OSHKOSH CORP/04C49_SLD#2	P		Jan 29 13	Dec 19 13	2,048 26	-	1,637 04	411 22
36	OXFORD IND/04C49	P		Jul 23 13	Sep 12 13	2,322 68	-	2,397 20	(74 52)
1	PIER 1 IMPORTS1/04C49_S#1	P		Jul 3 13	Aug 20 13	21 79	-	23 33	(1 54)
42	PIER 1 IMPORTS2A/04C49	P		Jun 19 13	Aug 20 13	914 90	-	1,007 13	(92 23)
21	RYMAN HOSPITALITY4/04C49	P		Dec 21 12	Jun 18 13	783.04	-	777 14	5 90
26	SANDERSON FARMS INC/04_S#1	P		Oct 8 12	Oct 8 13	1,630 96	-	1,170 98	459 98
28	SANDERSON FARMS INC1/0_S#1	P		Oct 5 12	Jul 11 13	2,017 70	-	1,271 93	745 77
15	SANDERSON FARMS INC2/04C49	P		Nov 19 12	Oct 9 13	928 63	-	719 43	209 20
17	SANDERSON FARMS INC3/04C49	P		Apr 22 13	Oct 9 13	1,052 44	-	987 73	64 71
62	SELECT COMFORT CO/04C4_S#1	P		May 1 13	Aug 1 13	1,415 84	-	1,293 26	122 58
100	SELECTIVE INS/04C49_SLD#1	P		Aug 7 12	Aug 6 13	2,490 59	-	1,778 96	711 63
64	SELECTIVE INS4/04C49	P		Oct 23 12	Oct 23 13	1,659 96	-	1,248 13	411 83
27	SELECTIVE INS5/04C49	P		Oct 24 12	Oct 23 13	700 30	-	529 12	171 18
31	SELECTIVE INS6/04C49	P		May 20 13	Oct 23 13	804 04	-	754 98	49 06
13	SELECTIVE INS7/04C49	P		Jul 9 13	Oct 24 13	340 78	-	318 27	22 51
4	SELECTIVE INS7/04C49_SLD#1	P		Jul 9 13	Oct 23 13	103 74	-	97 93	5 81
23	SPECTRUM BRANDS/04C49	P		Sep 20 12	Aug 2 13	1,347.13	-	950 64	396 49
26	SPECTRUM BRANDS/04C49_S#1	P		Sep 20 12	Apr 15 13	1,494 52	-	1,074 63	419 89
28	SPECTRUM BRANDS/04C49_S#2	P		Sep 20 12	Jul 11 13	1,611 25	-	1,157 30	453 95
38	SPECTRUM BRANDS1/04C49	P		Oct 3 12	Aug 2 13	2,225.70	-	1,529 74	695 96
16	SPECTRUM BRANDS2/04C49	P		Nov 19 12	Aug 2 13	937.14	-	722 52	214 62
18	SPECTRUM BRANDS3/04C49	P		Dec 19 12	Aug 5 13	1,061.07	-	778 24	282 83
5	SPECTRUM BRANDS3/04C49_S#1	P		Dec 19 12	Aug 2 13	292.85	-	216 18	76 67
62	SPIRIT AEROSYS/04C49	P		Jan 8 13	Sep 12 13	1,492.78	-	1,055 11	437 67
28	SPIRIT AEROSYS/04C49_SLD#1	P		Jan 8 13	Jul 9 13	635.88	-	476 50	159 38
30	SPIRIT AEROSYS/04C49_SLD#2	P		Jan 8 13	Jul 23 13	716 17	-	510 53	205 64
75	SPIRIT AEROSYS1/04C49	P		Jan 11 13	Sep 12 13	1,805.78	-	1,258 16	547 62
77	SPIRIT AEROSYS2/04C49	P		Apr 10 13	Sep 12 13	1,853.94	-	1,491.42	362 52
83	SPIRIT AEROSYS3/04C49	P		Apr 22 13	Sep 12 13	1,998.40	-	1,582 59	415 81
19	SPIRIT AEROSYS4/04C49	P		Jun 28 13	Sep 12 13	457.46	-	413 47	43 99
88	SUSQUEHANNA BANC2/04C49	P		Dec 19 12	Oct 21 13	1,157.53	-	926 98	230 55
55	SUSQUEHANNA BANC3/04C49	P		Jul 23 13	Oct 21 13	723.46	-	770 07	(46 61)
22	TEAM HEALTH HLDG/04C49_S#1	P		Dec 19 12	Apr 12 13	833 91	-	637 10	196 81
42	TEAM HEALTH HLDG/04C49_S#2	P		Dec 19 12	Jun 28 13	1,701 85	-	1,216 27	485 58
185	TETRA TECH/04C49	P		Feb 21 13	Jun 28 13	4,348 18	-	5,527 36	(1,179 18)
63	TEXTAINER GRP/04C49_SLD#1	P		Feb 12 13	Jul 26 13	2,148 95	-	2,605 13	(456 18)
27	TEXTAINER GRP/04C49_SLD#2	P		Feb 12 13	Aug 7 13	927.32	-	1,116 48	(189 16)
58	TIME WARNER CABLE/04E4_S#1	P		Sep 17 12	Jun 3 13	5,501 48	-	5,345 55	155 93
26	TIME WARNER CABLE/04E47	P		Sep 17 12	Jun 4 13	2,477 71	-	2,396 28	81 43
33	TIME WARNER CABLE1/04E_S#1	P		Sep 18 12	Jun 4 13	3,144 79	-	3,051 55	93 24
50	TIME WARNER CABLE1/04E47	P		Sep 18 12	Jun 5 13	4,676 05	-	4,623 57	52 48
10	TIME WARNER CABLE2/04E_S#1	P		Sep 19 12	Jun 5 13	935 21	-	928 93	6.28
39	TIME WARNER CABLE2/04E47	P		Sep 19 12	Jun 6 13	3,663 61	-	3,622 81	40 80
20	TIME WARNER CABLE3/04E_S#1	P		Sep 20 12	Jun 6 13	1,878.77	-	1,865 66	13 11
16	TIME WARNER CABLE3/04E47	P		Sep 20 12	Aug 5 13	1,870.08	-	1,492 52	377 56
82	TIME WARNER CABLE4/04E47	P		Sep 24 12	Aug 5 13	9,584.17	-	7,867 76	1,716 41
30	TIME WARNER CABLE5/04E47	P		Sep 25 12	Aug 5 13	3,506.41	-	2,868 29	638 12
100	TIME WARNER CABLE6/04E_S#1	P		Oct 4 12	Aug 5 13	11,688.02	-	9,927 23	1,760 79
16	TIME WARNER CABLE6/04E47	P		Oct 4 12	Aug 6 13	1,829.67	-	1,588 36	241.31
332	U S AWYS GRP/04C49	P		May 21 13	Aug 20 13	5,320.68	-	6,026 53	(705 85)
49	U S AWYS GRP1/04C49	P		Jun 28 13	Aug 20 13	785.28	-	799 67	(14 39)
100	U S AWYS GRP2/04C49	P		Jul 23 13	Aug 20 13	1,602 61	-	1,816 98	(214.37)
99	URS CORP/04C49_SLD#1	P		Nov 19 12	Oct 10 13	5,131 92	-	3,429 53	1,702 39
59	VCA ANTECH INC/04C49_SLD#1	P		Jul 26 12	Jun 3 13	1,517 95	-	1,195 42	322 53
20	VCA ANTECH INC/04C49_SLD#2	P		Jul 26 12	Jun 28 13	511 99	-	405 23	106 76
19	VCA ANTECH INC2/04C49	P		Dec 24 12	Oct 9 13	520.16	-	397 29	122 87
105	VERIZON COMM4/04E47	P		May 7 12	May 2 13	5,508 70	-	4,246 85	1,261 85
190	VERIZON COMM5/04E47	P		May 8 12	May 2 13	9,968.12	-	7,704 12	2,264 00
34	VIEWPOINT FINL/04C49_SLD#1	P		Dec 21 12	Jun 28 13	702 72	-	704 46	(1 74)
Total Short-term						405,954 65		363,863 47	42,091 18
Long-Term Capital Gains and Losses									
1,000	NM GENERAL MTR011513/04C47	P		Jan 16 03	Jan 15 13	100,000 00	-	100,000 00	-
1,000	NM SEARS 011513/04C47	P		Jan 6 03	Jan 15 13	100,000 00	-	100,000 00	-
56	1ST FINCL BANCORP/04C4_S#1	P		Feb 12 10	Jun 21 13	808 73	-	944 24	(135 51)

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68 1ST FINCL BANCORP/04C4_S#2	P	Feb 12 10	Aug 23 13	1,084 72	-	1,146 58	(61 86)
70 1ST FINCL BANCORP/04C49	P	Feb 12 10	Oct 11 13	1,063 61	-	1,180 31	(116 70)
77 1ST FINCL BANCORP/04C49	P	Apr 5 10	Oct 11 13	1,169 97	-	1,424 56	(254 59)

Quantity	(a) Asset	(b) How Acquired P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
16	1ST FINCL BANCORP2/04C_S#1	P	Apr 29 10	Oct 11 13	243 12	-	326.22	(83 10)
28	1ST FINCL BANCORP2/04C49	P	Apr 29 10	Oct 14 13	425 96	-	570 89	(144 93)
67	1ST FINCL BANCORP3/04C49	P	Jun 12 12	Oct 14 13	1,019 25	-	1,040 34	(21 09)
527	ACTIVISION BLIZ/04E47	P	Aug 15 11	Aug 8 13	9,297.28	-	5,746 62	3,550 66
734	ACTIVISION BLIZ1/04E47	P	Aug 16 11	Aug 9 13	12,660.84	-	7,975 35	4,685 49
317	ACTIVISION BLIZ1/04E47_S#1	P	Aug 16 11	Aug 8 13	5,592 48	-	3,444 40	2,148 08
1	ACTIVISION BLIZ3/04E47	P	Nov 15 11	Aug 9 13	17.25	-	12 25	5 00
19	ALEXANDRIA REAL EST/04_S#1	P	Jul 27 09	Jun 18 13	1,293 69	-	750 25	543 44
6	ALEXANDRIA REAL EST/04_S#2	P	Jul 27 09	Jun 19 13	409 07	-	236 92	172 15
12	ALEXANDRIA REAL EST/04C49	P	Jul 27 09	Jun 28 13	787.43	-	473 85	313 58
12	ALEXANDRIA REAL EST1/04C49	P	Mar 15 11	Jun 28 13	787.43	-	926 38	(138 95)
10	ALEXANDRIA REAL EST2/04C49	P	Oct 11 11	Jun 28 13	656 19	-	600 58	55 61
6	ALEXANDRIA REAL EST3/04C49	P	Jul 29 11	Jun 28 13	393 71	-	492.74	(99 03)
78	ALLEGION PLC/04E47	P	Nov 13 12	Dec 10 13	3,286.00	-	2,203 82	1,082 18
50	ALLEGION PLC1/04E47	P	Nov 14 12	Dec 11 13	2,114 61	-	1,398 92	715 69
29	ALLEGION PLC1/04E47_SLD#1	P	Nov 14 12	Dec 10 13	1,221 73	-	811 37	410 36
75	ALLEGION PLC2/04E47	P	Nov 15 12	Dec 16 13	3,171 93	-	2,081 53	1,090 40
134	ALTERA CORP/04E47	P	Nov 8 10	Jan 15 13	4,584 81	-	4,519 35	65 46
322	ALTERA CORP/04E47_SLD#1	P	Nov 8 10	Jan 14 13	11,145 97	-	10,859 93	286 04
83	ALTERA CORP1/04E47	P	Nov 9 10	Jan 15 13	2,839 85	-	2,791 37	48 48
49	ALTERA CAPITAL/04C49	P	Dec 20 06	Jan 11 13	1,443 59	-	1,200 46	243 13
31	ALTERA CAPITAL1/04C49	P	Dec 21 06	Apr 2 13	982 63	-	759 50	223 13
4	ALTERA CAPITAL1/04C49_S#1	P	Dec 21 06	Jan 11 13	117 84	-	98 00	19 84
52	ALTERA CAPITAL10/04C49	P	May 19 11	May 2 13	1,708 29	-	1,152 88	555 41
10	ALTERA CAPITAL2/04C49	P	Dec 22 06	May 2 13	328 52	-	244 99	83 53
8	ALTERA CAPITAL2/04C49_S#1	P	Dec 22 06	Apr 2 13	253 58	-	196 00	57 58
21	ALTERA CAPITAL3/04C49	P	Jan 16 07	May 2 13	689 86	-	527 84	162 02
26	ALTERA CAPITAL4/04C49	P	Oct 2 07	May 2 13	854 15	-	749 27	104 88
11	ALTERA CAPITAL5/04C49	P	Jan 11 08	May 2 13	361 34	-	323 92	37 42
17	ALTERA CAPITAL6/04C49	P	Apr 2 08	May 2 13	558 45	-	453 91	104 54
66	ALTERA CAPITAL7/04C49	P	Jan 12 09	May 2 13	2,168 22	-	1,156 27	1,011 95
67	ALTERA CAPITAL8/04C49	P	Apr 5 10	May 2 13	2,201 04	-	1,543 33	657 71
46	ALTERA CAPITAL9/04C49	P	Apr 8 11	May 2 13	1,511 18	-	1,072 04	439 14
41	AMGEN INC1/04E47	P	Nov 4 08	Jan 14 13	3,560 89	-	2,480 19	1,080 70
57	AMGEN INC2/04E47_SLD#1	P	Oct 18 10	Jan 14 13	4,950 51	-	3,254 45	1,696 06
15	AMGEN INC3/04E47_SLD#1	P	Oct 19 10	Jan 14 13	1,302 77	-	863 04	439 73
17	ANIXTER INTL29/04C49	P	Feb 5 08	Nov 6 13	1,442 67	-	1,168 75	273 92
4	ANIXTER INTL30/04C49	P	Feb 28 08	Nov 6 13	339 45	-	272 83	66 62
6	ANIXTER INTL31/04C49	P	Dec 9 08	Nov 6 13	509 18	-	157 74	351 44
7	ANIXTER INTL32/04C49_SLD#1	P	Dec 19 08	Nov 6 13	594 04	-	197 83	396 21
22	APPLE INC/04E47	P	May 3 10	Aug 8 13	10,160.31	-	5,852 10	4,308 21
26	APPLE INC1/04E47	P	May 4 10	Aug 8 13	12,007 64	-	6,739 69	5,267 95
7	APPLE INC2/04E47_SLD#1	P	May 5 10	Aug 8 13	3,232 82	-	1,778 24	1,454 58
60	APPLIED INDUST TECH/04_S#1	P	May 18 11	Sep 18 13	3,035.27	-	2,101.97	933 30
12	APTARGROUP INC7/04C49_S#1	P	Feb 8 08	Feb 1 13	622.78	-	415 43	207.35
54	ASCENA RETAIL INC1/04C49	P	Mar 12 09	Jan 16 13	893.96	-	316 31	577 65
39	ASCENA RETAIL INC2/04C_S#1	P	Sep 29 09	Jan 16 13	645.64	-	359 50	286 14
41	ASCENA RETAIL INC2/04C_S#2	P	Sep 29 09	Jun 18 13	725 05	-	377 94	347 11
48	ASCENA RETAIL INC2/04C49	P	Sep 29 09	Jun 28 13	836 13	-	442 47	393 66
28	ASCENA RETAIL INC3/04C_S#1	P	Nov 12 09	Jun 28 13	487.75	-	265 09	222 66
60	ASCENA RETAIL INC3/04C49	P	Nov 12 09	Aug 19 13	1,025.76	-	568 05	457 71
30	ASCENA RETAIL INC4/04C49	P	Mar 15 11	Aug 19 13	512.88	-	460 96	51 92
40	ASCENA RETAIL INC5/04C49	P	Aug 23 11	Aug 19 13	683.84	-	533 20	150 64
24	ATLAS AIR WRLDWD3/04C49	P	Nov 18 09	Jan 18 13	1,093.13	-	716 30	376 83
117	BBCN BANCORP INC/04C49_S#2	P	Sep 24 12	Nov 6 13	1,759 69	-	1,489 20	270 49
4	BBCN BANCORP INC/04C49_S#3	P	Sep 24 12	Nov 7 13	60.31	-	50 91	9 40
12	BEACON ROOFING/04C49	P	Sep 6 11	Apr 12 13	446.77	-	206 10	240 67
110	BEACON ROOFING1/04C49	P	Oct 3 11	Jul 11 13	4,370 02	-	1,752 05	2,617 97
11	BEACON ROOFING1/04C49_S#1	P	Oct 3 11	Apr 12 13	409 54	-	175 20	234 34
41	BEACON ROOFING2/04C49	P	Dec 27 11	Jul 11 13	1,628 82	-	843 60	785 22
80	BOSTON P FINL/04C49_SLD#1	P	Aug 21 12	Nov 27 13	955 14	-	760 02	195 12
110	BOSTON P FINL/04C49_SLD#2	P	Aug 21 12	Nov 29 13	1,317 82	-	1,045 03	272 79
122	BRANDYWNE RLTY/04C49_SLD#1	P	Aug 17 11	Jun 28 13	1,655 94	-	1,255 38	400 56
121	BRANDYWNE RLTY/04C49_SLD#2	P	Aug 17 11	Aug 19 13	1,518 82	-	1,245 09	273 73

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110 BRANDYWNE RLTY/04C49_SLD#3	P	Aug 17 11	Dec 19 13	1,502 04	-	1,131 90	370 14
11 C&J ENERGY SVCS/04C49	P	Jan 13 12	May 20 13	208 81	-	207 48	1 33
71 C&J ENERGY SVCS/04C49_S#1	P	Jan 13 12	Apr 12 13	1,460 70	-	1,339 22	121 48
99 C&J ENERGY SVCS/04C49_S#2	P	Jan 13 12	Apr 22 13	1,850 24	-	1,867 37	(17 13)

(b) How Acquired

Quantity	(a) Asset	P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
97	C&J ENERGY SVCS1/04C49	P	Apr 17 12	May 20 13	1,841.30	-	1,608 85	232 45
28	CABOT CORP10/04C49	P	Oct 29 09	Mar 28 13	951 14	-	685 76	265 38
25	CABOT CORP10/04C49_SLD#1	P	Oct 29 09	Feb 7 13	925 22	-	612 28	312 94
78	CABOT CORP10/04C49_SLD#2	P	Oct 29 09	Feb 13 13	2,995.18	-	1,910.32	1,084 86
21	CABOT CORP11/04C49	P	Nov 18 09	Apr 2 13	701 80	-	503 80	198 00
46	CABOT CORP11/04C49_SLD#1	P	Nov 18 09	Mar 28 13	1,562 60	-	1,103 55	459 05
18	CABOT CORP12/04C49	P	Dec 16 09	Jun 19 13	706.16	-	471 41	234 75
6	CABOT CORP12/04C49_SLD#1	P	Dec 16 09	Apr 2 13	200 52	-	157 14	43 38
17	CABOT CORP12/04C49_SLD#2	P	Dec 16 09	Jun 18 13	661 24	-	445 23	216 01
11	CABOT CORP13/04C49	P	Jan 29 10	Jul 9 13	435.89	-	295 62	140 27
13	CABOT CORP13/04C49_SLD#1	P	Jan 29 10	Jun 19 13	510 00	-	349 37	160 63
23	CABOT CORP13/04C49_SLD#2	P	Jan 29 10	Jun 28 13	868.98	-	618.12	250 86
30	CABOT CORP14/04C49	P	Jun 29 10	Jul 23 13	1,220 86	-	733 94	486 92
36	CABOT CORP14/04C49_SLD#1	P	Jun 29 10	Jul 9 13	1,426 54	-	880 73	545 81
6	CABOT CORP15/04C49	P	Aug 2 10	Aug 2 13	238 34	-	182 67	55 67
27	CABOT CORP15/04C49_SLD#1	P	Aug 2 10	Jul 23 13	1,098 78	-	821 99	276 79
14	CABOT CORP16/04C49	P	Jun 10 11	Aug 2 13	556 13	-	543 73	12 40
15	CABOT CORP17/04C49	P	Dec 2 11	Aug 2 13	595 85	-	499 20	96 65
230	CAPITAL ONE FINL/04E47	P	Mar 29 10	Apr 29 13	13,184 11	-	9,771 09	3,413 02
209	CAPITAL ONE FINL1/04E47	P	Mar 30 10	Apr 29 13	11,980 35	-	8,830 55	3,149 80
46	CAPITAL ONE FINL2/04E47	P	Apr 5 10	Apr 29 13	2,636 82	-	1,963 38	673 44
970	CD AMER EXP121013/04C47	P	Dec 1 08	Dec 10 13	97,000 00	-	97,000 00	-
970	CD GE MONEY 100213/04C47	P	Oct 2 08	Oct 2 13	97,000.00	-	97,000 00	-
970	CD HUNTGTN BK100813/04C47	P	Oct 8 08	Oct 8 13	97,000 00	-	97,000 00	-
970	CD STATE BANK091213/04C47	P	Sep 12 08	Sep 12 13	97,000.00	-	97,000 00	-
970	CD LEHMAN BROS081313/04C47	P	Aug 4 08	Aug 13 13	97,000.00	-	97,000 00	-
4	CENTENE CORP5/04C49	P	Aug 17 10	May 20 13	202 31	-	84 48	117 83
40	CENTENE CORP5/04C49_SLD#1	P	Aug 17 10	Apr 2 13	1,795.77	-	844 75	951 02
43	CENTENE CORP6/04C49	P	Dec 3 10	May 20 13	2,174 87	-	1,015 83	1,159 04
17	CHEESECAKE FACTORY/04C_S#1	P	Mar 18 11	Apr 2 13	644.84	-	489 30	155 54
8	CHEVRON CORP10/04E47	P	Feb 5 07	Oct 10 13	923.31	-	590 89	332 42
103	CHEVRON CORP10/04E47_SLD#1	P	Feb 5 07	Jan 14 13	11,553.46	-	7,607 68	3,945 78
133	CHEVRON CORP6/04E47_SLD#1	P	Aug 30 04	Oct 10 13	15,350.06	-	6,380 49	8,969 57
43	CHEVRON CORP7/04E47	P	Jan 7 05	Oct 10 13	4,962.80	-	2,193 86	2,768 94
33	CHICAGO BRDG&IRON2/04C_S#1	P	Jul 6 09	Mar 7 13	1,837.54	-	351 14	1,486 40
41	CHICAGO BRDG&IRON2/04C_S#2	P	Jul 6 09	Apr 12 13	2,292.40	-	436 27	1,856 13
54	CHICAGO BRDG&IRON2/04C_S#3	P	Jul 6 09	Jun 3 13	3,320.07	-	574 59	2,745 48
25	CHICAGO BRDG&IRON2/04C49	P	Jul 6 09	Jun 19 13	1,544.58	-	266 02	1,278 56
26	CHICAGO BRDG&IRON3/04C_S#1	P	Oct 29 09	Jun 19 13	1,606.37	-	533 02	1,073 35
36	CHICAGO BRDG&IRON3/04C49	P	Oct 29 09	Jun 28 13	2,129.86	-	738.03	1,391 83
22	CHILDRENS PL RETL4/04C49	P	Oct 29 09	Jun 28 13	1,198.86	-	707 93	490 93
12	CHILDRENS PL RETL5/04C_S#1	P	Aug 2 10	Jun 28 13	653.92	-	500 34	153 58
17	CHILDRENS PL RETL5/04C49	P	Aug 2 10	Jul 26 13	922.71	-	708 81	213 90
12	CHILDRENS PL RETL6/04C_S#1	P	Nov 1 10	Jul 26 13	651 33	-	523 47	127 86
8	CHILDRENS PL RETL6/04C49	P	Nov 1 10	Aug 8 13	422 83	-	348 98	73 85
39	CHILDRENS PL RETL7/04C49	P	Feb 15 11	Aug 8 13	2,061.30	-	1,783 58	277 72
13	CHILDRENS PL RETL8/04C49	P	May 25 11	Aug 8 13	687.10	-	650 80	36 30
37	CINEMARK HLDGS/04C49_SLD#1	P	Jan 1 12	Feb 1 13	1,055 19	-	697 89	357 30
14	CITY NATIONAL CORP/04C_S#1	P	Apr 13 09	Sep 9 13	935 49	-	530 47	405 02
37	COGNEX CORP/04C49_SLD#1	P	Apr 21 11	Aug 23 13	2,109 46	-	1,105 73	1,003 73
38	COGNEX CORP/04C49_SLD#2	P	Apr 21 11	Nov 6 13	1,171 84	-	567 81	604 03
125	COLUMBIA BKG SYS/04C49_S#1	P	Sep 8 09	Oct 9 13	2,967 26	-	2,104 78	862 48
35	COLUMBIA BKG SYS/04C49_S#2	P	Sep 8 09	Oct 10 13	843 02	-	589 33	253.69
15	COMPASS MINERALS/04C49	P	Feb 11 10	Jan 30 13	1,080.23	-	1,092 68	(12 45)
21	COMPASS MINERALS1/04C49	P	Feb 23 10	Jan 30 13	1,512 32	-	1,554 57	(42 25)
21	COMPASS MINERALS2/04C49	P	Apr 15 10	Jan 30 13	1,512 32	-	1,635 44	(123 12)
15	COMPASS MINERALS3/04C49	P	Jul 29 11	Jan 30 13	1,080 23	-	1,178 15	(97 92)
198	CROCS INC/04C49	P	Feb 15 12	Jul 23 13	3,428 69	-	4,079 33	(650 64)
111	CROCS INC1/04C49	P	Mar 8 12	Aug 1 13	1,543 17	-	2,126 37	(583 20)
12	CROCS INC1/04C49_SLD#1	P	Mar 8 12	Jul 23 13	207 80	-	229 88	(22 08)
50	CROCS INC2/04C49	P	Apr 30 12	Aug 1 13	695 12	-	1,003 21	(308 09)
40	CST BRANDS INC/04E47	P	Nov 15 11	May 15 13	1,305 12	-	723 68	581 44
36	CST BRANDS INC1/04E47	P	Nov 15 11	May 15 13	1,174 61	-	659 16	515 45

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47 CST BRANDS INC2/04E47	P	Nov 28 11	May 15 13	1,533 51	-	740 57	792 94
107 CVB FINCL CORP/04C49	P	Feb 1 10	Jul 24 13	1,449 65	-	1,009 36	440 29
26 CVB FINCL CORP/04C49_SLD#1	P	Feb 1 10	Jun 18 13	294 32	-	245 26	49 06
51 CVB FINCL CORP/04C49_SLD#2	P	Feb 1 10	Jun 19 13	574 17	-	481 09	93 08
41 CVB FINCL CORP/04C49_SLD#3	P	Feb 1 10	Jun 28 13	482 86	-	386 76	96 10

Quantity	(a) Asset	(b) How Acquired		(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
		P-Purchase D-Donation							
57 CVB FINCL CORP/04C49_SLD#4		P		Feb 1 10	Jul 10 13	703 26	-	537 69	165 57
46 CVB FINCL CORP/04C49_SLD#5		P		Feb 1 10	Jul 23 13	616 98	-	433 93	183 05
18 CVB FINCL CORP1/04C49		P		Feb 2 10	Jul 24 13	243 87	-	163 87	80 00
87 CVB FINCL CORP2/04C49_S#1		P		May 17 10	Jul 24 13	1,178 69	-	950 32	228 37
263 DISCOVER FINL SVCS/04E47		P		May 16 11	Jan 14 13	10,454.99	-	6,574 63	3,880 36
153 DISCOVER FINL SVCS2/04_S#1		P		May 23 11	Jan 14 13	6,082.18	-	3,749 39	2,332 79
50 DOLE FOOD COMPANY2/04C49		P		Aug 17 10	Jan 7 13	497 74	-	512.97	(15 23)
57 DOLE FOOD COMPANY3/04C49		P		Oct 12 10	Jan 7 13	567.42	-	525.87	41 55
331 DUKE REALTY CORP/04C49		P		Aug 23 11	Jun 6 13	5,291 04	-	3,754 37	1,536 67
71 DUKE REALTY CORP/04C49_S#1		P		Aug 23 11	Apr 22 13	1,243.95	-	805 32	438 63
19 EMCOR GROUP INC/04C49_S#1		P		Dec 3 10	Apr 22 13	713.19	-	531.92	181 27
82 EMCOR GROUP INC/04C49_S#2		P		Dec 3 10	Nov 15 13	3,127.85	-	2,295 66	832 19
37 EPR PPTYS/04C49		P		Aug 10 09	Jul 23 13	1,920.12	-	1,237 17	682 95
21 EPR PPTYS/04C49_SLD#1		P		Aug 10 09	Apr 12 13	1,129.28	-	702 18	427 10
70 EPR PPTYS1/04C49		P		Jun 22 10	Oct 14 13	3,397.99	-	2,896 60	501 39
36 EPR PPTYS1/04C49_SLD#1		P		Jun 22 10	Jul 23 13	1,868.23	-	1,489 68	378 55
20 EPR PPTYS2/04C49		P		Apr 4 11	Oct 14 13	970.85	-	931 89	38 96
95 EXLSERVICE HLDGS/04C49		P		Feb 29 12	Nov 20 13	2,392.69	-	2,640 22	(247 53)
63 EXLSERVICE HLDGS/04C49_S#1		P		Feb 29 12	Aug 27 13	1,694.49	-	1,750 88	(56 39)
151 EXXON MOBIL2/04E47		P		Jun 10 02	Aug 8 13	13,829.64	-	5,926 75	7,902 89
60 EXXON MOBIL3/04E47		P		Jan 13 03	Aug 8 13	5,495.22	-	2,116.20	3,379 02
55 EXXON MOBIL4/04E47		P		Feb 7 03	Aug 8 13	5,037 29	-	1,835 35	3,201 94
50 EXXON MOBIL5/04E47		P		Mar 6 03	Aug 8 13	4,579.35	-	1,727 00	2,852 35
18 EXXON MOBIL6/04E47_SLD#1		P		Apr 3 03	Aug 8 13	1,648 56	-	637 92	1,010.64
17 FLEETCOR TECH INC/04C4_S#1		P		Dec 20 10	Jan 2 13	925.80	-	491 41	434 39
48 FLEETCOR TECH INC/04C4_S#2		P		Dec 20 10	Jan 11 13	2,707.17	-	1,387.52	1,319 65
17 FLEETCOR TECH INC/04C4_S#3		P		Dec 20 10	Jan 28 13	1,011.30	-	491 41	519.89
34 FLEETCOR TECH INC/04C4_S#4		P		Dec 20 10	Feb 15 13	2,315.93	-	982 82	1,333.11
1 FLEETCOR TECH INC/04C49		P		Dec 20 10	Apr 2 13	77.74	-	28 91	48 83
10 FLEETCOR TECH INC1/04C_S#1		P		Jun 27 11	Apr 2 13	777.35	-	299 20	478.15
9 FLEETCOR TECH INC1/04C_S#2		P		Jun 27 11	Apr 22 13	667.90	-	269 28	398 62
20 FLEETCOR TECH INC1/04C49		P		Jun 27 11	Jun 5 13	1,676 28	-	598 40	1,077 88
16 FLEETCOR TECH INC2/04C49		P		Jul 29 11	Jun 5 13	1,341.03	-	473 39	867.64
10 FLEETCOR TECH INC3/04C_S#1		P		Aug 1 11	Jun 5 13	838.14	-	297 85	540.29
15 FLEETCOR TECH INC3/04C49		P		Aug 1 11	Jun 28 13	1,224.81	-	446 78	778.03
27 FLEETCOR TECH INC4/04C49		P		Aug 12 11	Jun 28 13	2,204.67	-	720 05	1,484 62
44 FOREST LABS INC/04E47		P		Nov 20 06	Jan 31 13	1,601 56	-	2,159 10	(557.54)
95 FOREST LABS INC/04E47_S#1		P		Nov 20 06	Jan 29 13	3,454.25	-	4,661 69	(1,207 44)
96 FOREST LABS INC/04E47_S#2		P		Nov 20 06	Jan 30 13	3,491.69	-	4,710 75	(1,219 06)
6 FOREST LABS INC1/04E47		P		Nov 21 06	Jan 31 13	218.40	-	297 16	(78 76)
54 FOREST LABS INC3/04E47		P		Aug 25 08	Feb 1 13	1,965.46	-	2,000 48	(35 02)
46 FOREST LABS INC3/04E47_S#1		P		Aug 25 08	Jan 31 13	1,674.36	-	1,704 12	(29 76)
97 FOREST LABS INC4/04E47		P		Aug 26 08	Feb 6 13	3,463.03	-	3,616 32	(153.29)
43 FOREST LABS INC4/04E47_S#1		P		Aug 26 08	Feb 1 13	1,565.08	-	1,603 11	(38 03)
97 FOREST LABS INC4/04E47_S#2		P		Aug 26 08	Feb 4 13	3,496.59	-	3,616 31	(119 72)
102 FOREST LABS INC4/04E47_S#3		P		Aug 26 08	Feb 5 13	3,684.99	-	3,802 72	(117 73)
48 FOREST LABS INC5/04E47		P		Aug 27 08	Feb 7 13	1,702.06	-	1,746 33	(44 27)
3 FOREST LABS INC5/04E47_S#1		P		Aug 27 08	Feb 6 13	107.10	-	109 15	(2 05)
43 FORUM ENERGY TECH/04C49		P		Aug 6 12	Aug 19 13	1,114 55	-	956 26	158 29
220 GAP INC8/04E47		P		Jul 29 10	Jan 1 13	6,698.21	-	4,124 69	2,573 52
8 GATX CORP16/04C49		P		Mar 7 08	Jun 28 13	382.24	-	283 05	99 19
4 GATX CORP17/04C49		P		Mar 28 08	Jun 28 13	191 12	-	159 31	31 81
6 GATX CORP18/04C49		P		Oct 29 09	Jun 28 13	286.68	-	165 57	121 11
89 GATX CORP19/04C49		P		May 14 10	Jul 23 13	4,056 32	-	2,781 39	1,274 93
59 GATX CORP19/04C49_SLD#1		P		May 14 10	Jun 28 13	2,819 00	-	1,843 85	975 15
12 GATX CORP20/04C49		P		May 17 11	Jul 23 13	546 92	-	463 95	82 97
8 GENESCO INC2/04C49		P		Feb 7 11	Sep 3 13	495 97	-	318 60	177 37
34 GENESCO INC3/04C49		P		Mar 15 11	Sep 3 13	2,107 88	-	1,297 79	810 09
4 GENESCO INC4/04C49_SLD#1		P		Jun 22 11	Sep 3 13	247 99	-	185 59	62.40
42 GENESEE & WYCOM2/04C49		P		Jun 17 09	Apr 5 13	3,680 12	-	1,091 23	2,588 89
17 GENESEE & WYCOM2/04C49_S#1		P		Jun 17 09	Feb 13 13	1,494 50	-	441 69	1,052 81
17 GENESEE & WYCOM3/04C49		P		Aug 4 11	Apr 5 13	1,489 57	-	922 50	567 07

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54 GOLDMAN SACHS GRP/04E47	P	Sep 24 12	Oct 10 13	8,467 28	-	6,293 31	2,173 97
101 GOLDMAN SACHS GRP1/04E_S#1	P	Sep 25 12	Oct 10 13	15,836 95	-	11,711 83	4,125 12
60 GROUP 1 AUTO/04C49_SLD#1	P	Aug 3 12	Oct 10 13	4,108 24	-	3,188 88	919 36
14 GULFMARK OFSHRE INC/04_S#1	P	Feb 2 11	Aug 20 13	690 73	-	551 86	138 87
19 GULFMARK OFSHRE INC/04_S#2	P	Feb 2 11	Sep 9 13	942 90	-	748 96	193 94
10 GULFMARK OFSHRE INC/04_S#3	P	Feb 2 11	Sep 10 13	496 18	-	394 19	101 99

Quantity	(a) Asset	(b) How Acquired		(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
		P-Purchase	D-Donation						
84	HAEMONETICS CORP/04C49	P		Apr 22 10	Oct 9 13	3,303 99	-	2,403 88	900 11
70	HAEMONETICS CORP/04C49_S#1	P		Apr 22 10	Aug 13 13	2,939.58	-	2,003 24	936 34
20	HAEMONETICS CORP1/04C49	P		Jan 24 11	Oct 9 13	786 66	-	590 96	195 70
66	HEALTHSOUTH CORP/04C49	P		Sep 11 12	Oct 9 13	2,338 04	-	1,599 65	738 39
6	HEXCEL CORP43/04C49	P		Nov 19 10	Jun 3 13	207.13	-	101 80	105 33
33	HEXCEL CORP43/04C49_SLD#1	P		Nov 19 10	Jan 28 13	937.75	-	559 93	377 82
15	HEXCEL CORP44/04C49	P		Dec 10 10	Jul 23 13	541 17	-	269 04	272 13
25	HEXCEL CORP44/04C49_SLD#1	P		Dec 10 10	Jun 3 13	863 05	-	448 41	414 64
12	HEXCEL CORP45/04C49_SLD#1	P		Nov 4 11	Jul 23 13	432 93	-	295 43	137 50
18	HITTITE MICRO/04C49	P		Aug 25 11	Jun 19 13	963 38	-	943 53	19 85
4	HITTITE MICRO1/04C49_SLD#1	P		Aug 26 11	Jun 19 13	214 09	-	213 07	1 02
17	HITTITE MICRO1/04C49_SLD#2	P		Aug 26 11	Jun 28 13	963 05	-	905 53	57 52
20	HORNBECK OFFSH/04C49_SLD#2	P		Aug 14 12	Aug 28 13	1,134 61	-	831 52	303 09
17	HUB GROUP INC/04C49	P		May 7 09	Jul 23 13	649 20	-	425 11	224 09
5	HUB GROUP INC/04C49_SLD#1	P		May 7 09	Jun 18 13	175 61	-	125 03	50 58
7	HUB GROUP INC/04C49_SLD#2	P		May 7 09	Jun 19 13	246 28	-	175 05	71 23
54	HUB GROUP INC/04C49_SLD#3	P		May 7 09	Jul 19 13	2,024 30	-	1,350 35	673 95
45	HUB GROUP INC1/04C49	P		Jun 19 09	Jul 23 13	1,718.48	-	900 41	818 07
13	HUB GROUP INC2/04C49	P		Sep 29 11	Jul 23 13	496 45	-	370 30	126 15
4	II-V1 INC10/04C49	P		Aug 12 11	Dec 19 13	65 39	-	79 74	(14 35)
30	II-V1 INC10/04C49_SLD#1	P		Aug 12 11	Nov 25 13	484 57	-	598 01	(113 44)
34	II-V1 INC11/04C49	P		Oct 27 11	Dec 19 13	555.83	-	656 23	(100.40)
91	II-V1 INC12/04C49	P		May 16 12	Dec 19 13	1,487.66	-	1,761.53	(273 87)
21	II-V1 INC13/04C49	P		May 17 12	Dec 19 13	343 31	-	402 16	(58 85)
2	II-V1 INC6/04C49	P		Jul 27 10	Jul 16 13	35 57	-	34 58	0.99
19	II-V1 INC7/04C49	P		Mar 17 11	Nov 25 13	306.89	-	414 18	(107 29)
45	II-V1 INC7/04C49_SLD#1	P		Mar 17 11	Jul 16 13	800.43	-	980 96	(180 53)
48	II-V1 INC7/04C49_SLD#2	P		Mar 17 11	Aug 1 13	848.97	-	1,046 35	(197 38)
44	II-V1 INC8/04C49	P		Jun 10 11	Nov 25 13	710 69	-	1,063 44	(352 75)
16	II-V1 INC9/04C49	P		Jun 13 11	Nov 25 13	258.43	-	383.46	(125 03)
19	IPC THE HOSPITAL/04C49	P		Mar 16 12	Oct 18 13	995 34	-	708 02	287 32
13	IPC THE HOSPITAL/04C49_S#1	P		Mar 16 12	Aug 1 13	658 88	-	484.44	174 44
20	IPC THE HOSPITAL1/04C4_S#1	P		Mar 19 12	Oct 18 13	1,047 72	-	759.29	288 43
53	IPC THE HOSPITAL1/04C49	P		Mar 19 12	Oct 21 13	2,802.17	-	2,012 12	790 05
4	JACK HENRY ASSOC3/04C49	P		Feb 16 10	Feb 6 13	175 01	-	90.03	84 98
32	JACK HENRY ASSOC5/04C49	P		Jul 21 10	Feb 6 13	1,400 06	-	793 29	606 77
4	JACK HENRY ASSOC6/04C4_S#1	P		Jul 26 10	Feb 6 13	175.01	-	104 31	70 70
11	JACK HENRY ASSOC6/04C4_S#2	P		Jul 26 10	May 20 13	522 33	-	286 84	235 49
4	JACK HENRY ASSOC6/04C49	P		Jul 26 10	Nov 25 13	226 23	-	104 30	121 93
22	JACK HENRY ASSOC7/04C4_S#1	P		Jan 14 11	Nov 25 13	1,244 27	-	666 31	577 96
10	KENAMETAL INC5/04C49	P		Nov 26 08	Apr 22 13	357.49	-	172 23	185 26
92	KENAMETAL INC6/04C49	P		Dec 9 08	Apr 22 13	3,288.91	-	1,833 19	1,455 72
9	KIRBY CORP24/04C49_SLD#1	P		Nov 26 08	Feb 13 13	650 87	-	219 57	431 30
44	KNIGHT TRNS INC1/04C49	P		Oct 10 06	Jan 24 13	725 95	-	836 50	(110 55)
62	KNIGHT TRNS INC2/04C49	P		Feb 8 10	Jan 24 13	1,022 93	-	1,124 05	(101 12)
50	KNIGHT TRNS INC3/04C49	P		May 17 11	Jan 25 13	826 79	-	857.54	(30 75)
108	KNIGHT TRNS INC3/04C49_S#1	P		May 17 11	Jan 24 13	1,781 89	-	1,852 29	(70 40)
97	KNIGHT TRNS INC4/04C49	P		May 27 11	Jan 25 13	1,603 98	-	1,657 72	(53 74)
42	KOPPERS HLDGS INC10/04C49	P		Jun 8 09	Jul 17 13	1,555 50	-	1,192 38	363 12
21	KOPPERS HLDGS INC11/04C49	P		Dec 7 10	Jul 17 13	777 75	-	653.70	124 05
12	KOPPERS HLDGS INC12/04C49	P		Dec 8 10	Jul 17 13	444 43	-	376 30	68 13
33	KOPPERS HLDGS INC13/04C49	P		Sep 29 11	Jul 17 13	1,222 18	-	850 29	371 89
17	KOPPERS HLDGS INC7/04C_S#1	P		Dec 11 08	Apr 12 13	742 68	-	378 64	364 04
22	KOPPERS HLDGS INC7/04C49	P		Dec 11 08	Jun 5 13	896 94	-	490 00	406 94
35	KOPPERS HLDGS INC8/04C_S#1	P		Mar 6 09	Jun 5 13	1,426 94	-	363 98	1,062 96
24	KOPPERS HLDGS INC8/04C49	P		Mar 6 09	Jun 19 13	984 32	-	249 59	734 73
19	KOPPERS HLDGS INC9/04C_S#1	P		Apr 8 09	Jun 19 13	779 26	-	291 22	488 04
2	KOPPERS HLDGS INC9/04C49	P		Apr 8 09	Jul 17 13	74 07	-	30 65	43 42
135	L BRANDS INC/04E47	P		Jun 2 10	Apr 30 13	6,736 82	-	3,439 05	3,297 77
265	L BRANDS INC/04E47_SLD#1	P		Jun 2 10	Apr 29 13	13,260 01	-	6,750 72	6,509 29
44	LITTLEFUZE INC1/04C49	P		Jul 28 09	Apr 10 13	2,898 84	-	1,088 76	1,810 08

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2 LITTLEFUSE INC2/04C49_S#1	P	Sep 9 09	Apr 10 13	131 77	-	47 70	84 07
14 LITTLEFUSE INC2/04C49_S#2	P	Sep 9 09	Jun 28 13	1,048 20	-	333 90	714 30
107 MARATHON OIL CRP/04E47	P	Jul 6 09	Jan 15 13	3,402 54	-	1,827 50	1,575 04
373 MARATHON OIL CRP/04E47_S#1	P	Jul 6 09	Jan 14 13	11,931 93	-	6,370 65	5,561 28
261 MARATHON OIL CRP2/04E47	P	Aug 22 11	Jan 15 13	8,299 64	-	6,652 57	1,647 07
34 MAXIMUS INC10/04C49	P	Nov 14 11	Jul 9 13	1,221 39	-	710 41	510 98
38 MAXIMUS INC11/04C49	P	Apr 11 12	Jul 9 13	1,365 08	-	762 06	603 02

Quantity	(a) Asset	(b) How Acquired		(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
		P-Purchase D-Donation							
15	MAXIMUS INC5/04C49	P		Aug 4 09	Jan 28 13	1,052.99	-	325 43	727 56
25	MAXIMUS INC5/04C49_SLD#1	P		Aug 4 09	Jan 11 13	1,642.46	-	542.38	1,100 08
23	MAXIMUS INC5/04C49_SLD#2	P		Aug 4 09	Jan 17 13	1,561.93	-	499.00	1,062 93
27	MAXIMUS INC6/04C49	P		Nov 2 09	Apr 2 13	2,171 38	-	629 42	1,541 96
3	MAXIMUS INC6/04C49_SLD#1	P		Nov 2 09	Jan 28 13	210 60	-	69 94	140 66
50	MAXIMUS INC7/04C49	P		Dec 3 10	Jul 9 13	1,796.16	-	799 86	996 30
1	MAXIMUS INC7/04C49_SLD#1	P		Dec 3 10	Apr 2 13	80.42	-	31.99	48 43
32	MAXIMUS INC8/04C49	P		Jan 24 11	Jul 9 13	1,149 54	-	525 94	623 60
32	MAXIMUS INC9/04C49	P		Aug 12 11	Jul 9 13	1,149 54	-	614 06	535 48
17	MEDNAX INC/04C49_SLD#1	P		Sep 29 11	Jan 11 13	1,412.12	-	1,091 38	320 74
100	MENS WEARHOUSE/04C49	P		Aug 24 11	Sep 12 13	3,463 45	-	2,787 68	675 77
26	MENS WEARHOUSE/04C49_SLD#1	P		Aug 24 11	Jun 28 13	976 86	-	724 80	252 06
18	MENS WEARHOUSE/04C49_SLD#2	P		Aug 24 11	Jul 9 13	706 40	-	501 78	204 62
18	MENS WEARHOUSE1/04C49	P		Jun 5 12	Sep 12 13	623.42	-	631 83	(8 41)
72	MICROSOFT CORP10/04E47_S#1	P		Oct 6 05	Aug 8 13	2,319 20	-	1,777 68	541 52
90	MICROSOFT CORP5/04E47	P		Feb 7 03	Aug 8 13	2,898.99	-	2,114.10	784 89
80	MICROSOFT CORP6/04E47	P		Mar 6 03	Aug 8 13	2,576 88	-	1,865.60	711 28
38	MICROSOFT CORP7/04E47	P		Apr 3 03	Aug 8 13	1,224 02	-	984 58	239 44
170	MICROSOFT CORP9/04E47	P		Mar 15 04	Aug 8 13	5,475.88	-	4,278 90	1,196 98
8	MOOG INC23/04C49	P		Nov 1 07	Jan 28 13	356 02	-	349 60	6 42
16	MOOG INC24/04C49	P		Nov 7 07	Jan 28 13	712 03	-	701 19	10 84
33	MOOG INC25/04C49	P		Nov 26 08	Jan 28 13	1,468 57	-	993 03	475 54
15	MOOG INC26/04C49	P		Aug 17 10	Jan 28 13	667 53	-	490 94	176 59
34	NATL PENN BANC/04C49	P		Apr 17 12	Oct 10 13	335 83	-	317 79	18 04
395	NATL PENN BANC/04C49_SLD#1	P		Apr 17 12	Oct 9 13	3,857.14	-	3,691 99	165 15
199	NATL PENN BANC1/04C49	P		May 4 12	Oct 21 13	2,089 54	-	1,788 08	301.46
27	NATL PENN BANC1/04C49_S#1	P		May 4 12	Oct 10 13	266 69	-	242 60	24 09
53	NATL PENN BANC2/04C49	P		Jun 4 12	Oct 21 13	556 51	-	452 36	104 15
74	NATL PENN BANC3/04C49	P		Jul 24 12	Oct 21 13	777 02	-	676 51	100.51
18	NAVIGATORS GROUP I23/0_S#1	P		Nov 11 09	Aug 26 13	990.27	-	884 56	105.71
7	NAVIGATORS GROUP I23/04C49	P		Nov 11 09	Aug 27 13	382.95	-	344 00	38 95
4	NAVIGATORS GROUP I24/0_S#1	P		Nov 12 09	Aug 27 13	218 83	-	194 44	24 39
21	NAVIGATORS GROUP I24/0_S#2	P		Nov 12 09	Nov 4 13	1,200 99	-	1,020 83	180 16
37	NAVIGATORS GROUP I24/04C49	P		Nov 12 09	Nov 5 13	2,109 15	-	1,798 60	310 55
2	NAVIGATORS GROUP I25/0_S#1	P		Dec 28 09	Nov 5 13	114.01	-	97 13	16 88
13	NAVIGATORS GROUP I25/04C49	P		Dec 28 09	Nov 6 13	739 09	-	631 34	107 75
38	NAVIGATORS GROUP I26/04C49	P		Jun 3 10	Nov 6 13	2,160.42	-	1,570 58	589 84
16	NAVIGATORS GROUP I27/04C49	P		Apr 8 11	Nov 6 13	909.65	-	830 88	78.77
14	NEW JERSEY RES11/04C49	P		Mar 12 09	Oct 9 13	597 59	-	433 53	164 06
19	NEW JERSEY RES12/04C49	P		Jul 21 10	Oct 9 13	811.02	-	687 01	124 01
30	NEW JERSEY RES13/04C49_S#1	P		Aug 12 11	Oct 9 13	1,280.56	-	1,313 62	(33 06)
239	NEWS CORP/04E47	P		Aug 30 10	Jul 18 13	3,700.99	-	1,356 05	2,344 94
140	NEWS CORP1/04E47	P		Aug 31 10	Jul 18 13	2,167 95	-	795 94	1,372 01
261	NRG ENERGY/04E47	P		Dec 26 07	Jan 14 13	6,073 67	-	11,244 72	(5,171 05)
229	NRG ENERGY1/04E47	P		Dec 27 07	Jan 14 13	5,329.01	-	9,912 89	(4,583 88)
88	NRG ENERGY2/04E47	P		Aug 10 09	Jan 15 13	2,063.67	-	2,508 55	(444 88)
255	NRG ENERGY2/04E47_SLD#1	P		Aug 10 09	Jan 14 13	5,934.05	-	7,269 08	(1,335 03)
87	NRG ENERGY3/04E47	P		Aug 11 09	Jan 15 13	2,040.22	-	2,503 62	(463 40)
47	OLIN CORP3/04C49	P		Feb 23 10	Jun 21 13	1,089 88	-	808 96	280 92
35	OLIN CORP4/04C49	P		Mar 9 10	Jun 21 13	811.61	-	656 92	154 69
76	OLIN CORP5/04C49	P		Apr 5 10	Aug 2 13	1,904 16	-	1,517 71	386 45
49	OLIN CORP5/04C49_SLD#1	P		Apr 5 10	Jun 21 13	1,136.25	-	978 53	157 72
38	OLIN CORP5/04C49_SLD#2	P		Apr 5 10	Jul 9 13	930 71	-	758 86	171 85
75	OLIN CORP6/04C49	P		May 7 10	Aug 2 13	1,879.11	-	1,417 26	461 85
15	ORIENT-EXPRESS/04C49	P		Jan 21 10	Mar 22 13	147.34	-	179 97	(32 63)
196	ORIENT-EXPRESS/04C49_SLD#1	P		Jan 21 10	Feb 1 13	2,283 92	-	2,351 65	(67 73)
59	ORIENT-EXPRESS/04C49_SLD#2	P		Jan 21 10	Feb 13 13	652 58	-	707 90	(55 32)
92	ORIENT-EXPRESS1/04C49	P		Feb 18 10	Mar 22 13	903 67	-	1,079 37	(175 70)
93	ORIENT-EXPRESS2/04C49	P		Jul 21 10	Mar 25 13	899 32	-	749 95	149 37
119	ORIENT-EXPRESS2/04C49_S#1	P		Jul 21 10	Mar 22 13	1,168 87	-	959 62	209 25

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69 ORIENT-EXPRESS3/04C49	P	Apr 8 11	Mar 25 13	667 23	-	823 59	(156 36)
11 PAREXEL INTRNL/04C49	P	Jan 7 11	Jun 6 13	498 05	-	234 24	263 81
1 PAREXEL INTRNL1/04C49	P	Jan 21 11	Aug 19 13	47 71	-	20 79	26 92
46 PAREXEL INTRNL1/04C49_S#1	P	Jan 21 11	Jun 6 13	2,082 73	-	956 17	1,126 56
34 PAREXEL INTRNL1/04C49_S#2	P	Jan 21 11	Jul 11 13	1,674 98	-	706 74	968 24
49 PAREXEL INTRNL1/04C49_S#3	P	Jan 21 11	Aug 6 13	2,498 62	-	1,018 53	1,480 09
11 PAREXEL INTRNL1/04C49_S#4	P	Jan 21 11	Aug 6 13	563 90	-	228 65	335 25
25 PAREXEL INTRNL2/04C49	P	Mar 15 11	Aug 19 13	1,192 79	-	601 61	591 18

Quantity	(a) Asset	(b) How Acquired		(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
		P-Purchase	D-Donation						
16 PAREXEL INTRNL3/04C49		P		Nov 14 11	Aug 20 13	760 97	-	317 30	443 67
40 PAREXEL INTRNL3/04C49_S#1		P		Nov 14 11	Aug 19 13	1,908 46	-	793 24	1,115 22
30 PEBBLEBROOK HOTEL/04C4_S#1		P		Mar 18 11	Feb 6 13	725 14	-	648 72	76 42
49 PENSKE AUTO GROUP/04C4_S#1		P		Dec 3 10	Jan 17 13	1,523 73	-	788 07	735 66
15 PENSKE AUTO GROUP/04C4_S#2		P		Dec 3 10	Jan 29 13	483 36	-	241 25	242 11
20 PENSKE AUTO GROUP/04C4_S#3		P		Dec 3 10	Aug 19 13	815 99	-	321 66	494 33
20 PENSKE AUTO GROUP/04C4_S#4		P		Dec 3 10	Sep 3 13	809 48	-	321 66	487 82
17 PENSKE AUTO GROUP/04C4_S#5		P		Dec 3 10	Nov 6 13	683.35	-	273 41	409 94
34 PENSKE AUTO GROUP/04C4_S#6		P		Dec 3 10	Nov 25 13	1,465 92	-	546 83	919 09
22 PEOPLES UNTD FNL14/04C49		P		Mar 23 06	Feb 13 13	282 32	-	392 17	(109 85)
15 PEOPLES UNTD FNL15/04C49		P		Mar 29 06	Feb 13 13	192 49	-	263 51	(71 02)
28 PEOPLES UNTD FNL16/04C49		P		Apr 25 06	Feb 13 13	359 32	-	482 26	(122 94)
5 PEOPLES UNTD FNL17/04C49		P		Dec 8 06	Feb 13 13	64 16	-	86 15	(21 99)
27 PEOPLES UNTD FNL18/04C49		P		Jan 3 07	Feb 13 13	346 49	-	493 74	(147 25)
10 PEOPLES UNTD FNL19/04C_S#1		P		Apr 17 07	Feb 13 13	128 33	-	164 27	(35 94)
20 PEOPLES UNTD FNL19/04C49		P		Apr 17 07	Mar 22 13	266 44	-	328 55	(62 11)
9 PEOPLES UNTD FNL20/04C49		P		Nov 13 07	Mar 22 13	119 90	-	104 00	15 90
50 PEOPLES UNTD FNL21/04C49		P		Dec 7 07	Mar 22 13	666 10	-	637 58	28 52
15 PEOPLES UNTD FNL22/04C49		P		Jan 3 08	Mar 22 13	199 83	-	164 43	35.40
9 PEOPLES UNTD FNL23/04C_S#1		P		Jan 22 08	Mar 22 13	119 89	-	86 91	32 98
3 PEOPLES UNTD FNL23/04C49		P		Jan 22 08	Apr 12 13	39.96	-	28 97	10 99
67 PEOPLES UNTD FNL24/04C49		P		Apr 5 10	Apr 12 13	892 51	-	1,046 74	(154 23)
37 PEOPLES UNTD FNL25/04C49		P		Apr 4 11	Apr 12 13	492.88	-	468 73	24 15
59 PEOPLES UNTD FNL26/04C49		P		Aug 23 11	Apr 12 13	785.95	-	636 78	149 17
56 RAYTHEON CO/04E47		P		May 2 06	Oct 22 13	4,238.09	-	2,569 05	1,669 04
126 RAYTHEON CO/04E47_SLD#1		P		May 2 06	Oct 21 13	9,476.31	-	5,780.36	3,695 95
40 RAYTHEON CO3/04E47		P		Jun 19 06	Oct 23 13	3,071.28	-	1,771 60	1,299 68
94 RAYTHEON CO4/04E47		P		May 30 06	Oct 23 13	7,217.50	-	4,249 93	2,967 57
106 RAYTHEON CO4/04E47_SLD#1		P		May 30 06	Oct 22 13	8,022 10	-	4,792 47	3,229 63
30 RAYTHEON CO5/04E47		P		May 31 06	Oct 23 13	2,303 46	-	1,368 83	934 63
40 RAYTHEON CO6/04E47		P		Jul 18 06	Oct 23 13	3,071 28	-	1,739 60	1,331.68
17 REGAL BELOIT CORP/04C49		P		Oct 25 10	May 20 13	1,151 01	-	1,013 94	137 07
29 REGAL BELOIT CORP1/04C49		P		Nov 1 10	May 20 13	1,963 48	-	1,672 22	291 26
15 REGAL BELOIT CORP2/04C49		P		Dec 3 10	May 20 13	1,015 59	-	919 16	96 43
16 REGAL BELOIT CORP3/04C49		P		Mar 15 11	May 20 13	1,083 30	-	1,136 66	(53 36)
10 REGAL BELOIT CORP4/04C49		P		May 7 12	May 20 13	677.06	-	620 06	57 00
20 RELIANCE STL4/04C49_SLD#1		P		Dec 8 08	Aug 1 13	1,417.32	-	410 68	1,006 64
1 RENT-A-CENTER INC/04C49		P		Apr 29 10	Apr 2 13	36.04	-	27 40	8 64
16 RENT-A-CENTER INC1/04C_S#1		P		Jun 3 10	Apr 2 13	576.68	-	384 82	191 86
34 RENT-A-CENTER INC1/04C_S#2		P		Jun 3 10	Apr 12 13	1,252.18	-	817 74	434 44
31 RENT-A-CENTER INC1/04C49		P		Jun 3 10	May 20 13	1,104 63	-	745 58	359 05
51 RENT-A-CENTER INC2/04C49		P		Aug 17 10	May 20 13	1,817 30	-	1,064 95	752 35
61 RENT-A-CENTER INC3/04C49		P		Dec 6 10	May 20 13	2,173 64	-	1,733 24	440 40
10,000 RICI LIRN ISS 102913/04C47		P		Jul 29 11	Oct 29 13	101,935 48	-	116,500 00	(14,564.52)
4 ROGERS CORP15/04C49		P		Jan 5 07	Feb 20 13	186 30	-	236 00	(49 70)
25 ROGERS CORP16/04C49		P		Mar 8 07	Feb 20 13	1,164 37	-	1,219 71	(55 34)
10 ROGERS CORP17/04C49		P		Apr 18 07	Feb 20 13	465.75	-	451 28	14 47
57 ROGERS CORP18/04C49		P		Jun 21 07	Feb 20 13	2,654 75	-	2,314 49	340 26
30 ROGERS CORP19/04C49		P		Sep 20 10	Feb 20 13	1,397.23	-	923 45	473 78
20 RYDER SYSTEM INC/04C49		P		May 4 11	Sep 3 13	1,131 92	-	1,061 03	70 89
20 RYDER SYSTEM INC/04C49_S#1		P		May 4 11	Apr 12 13	1,212 43	-	1,061 03	151 40
27 RYDER SYSTEM INC/04C49_S#2		P		May 4 11	Jun 19 13	1,669.80	-	1,432 39	237 41
16 RYDER SYSTEM INC/04C49_S#3		P		May 4 11	Jun 28 13	979.10	-	848 83	130 27
10 RYDER SYSTEM INC/04C49_S#4		P		May 4 11	Aug 6 13	622 70	-	530 52	92 18
22 RYDER SYSTEM INC/04C49_S#5		P		May 4 11	Aug 27 13	1,265 12	-	1,167 13	97 99
13 RYDER SYSTEM INC1/04C4_S#1		P		May 12 11	Sep 3 13	735 74	-	686 94	48 80
42 RYMAN HOSPITALITY/04C49		P		Mar 2 10	Mar 4 13	1,851 76	-	1,000 28	851 48
31 RYMAN HOSPITALITY1/04C_S#1		P		Jul 26 10	Mar 4 13	1,366.78	-	918 33	448 45
16 RYMAN HOSPITALITY1/04C49		P		Jul 26 10	Apr 2 13	731 96	-	473 97	257 99

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2 RYMAN HOSPITALITY2/04C_S#1	P	Mar 15 11	Apr 2 13	91 49	-	70 99	20 50
44 RYMAN HOSPITALITY2/04C49	P	Mar 15 11	Jun 18 13	1,640 66	-	1,561 72	78 94
32 RYMAN HOSPITALITY3/04C49	P	Jun 10 11	Jun 18 13	1,193 21	-	912 77	280 44
8 SANDERSON FARMS INC/04C49	P	Oct 8 12	Oct 9 13	495 27	-	360 30	134 97
23 SANDERSON FARMS INC1/04C49	P	Oct 5 12	Oct 8 13	1,442 78	-	1,044 80	397 98
6 SCANSOURCE INC15/04C49	P	Jul 5 07	Feb 1 13	175 80	-	191 98	(16 18)
19 SCANSOURCE INC16/04C49	P	Jul 26 07	Feb 1 13	556 71	-	531 68	25 03
10 SCANSOURCE INC17/04C49	P	Oct 4 07	Feb 1 13	293 00	-	295 15	(2 15)
8 SCANSOURCE INC18/04C49	P	Jan 29 10	Feb 1 13	234 40	-	233 92	0 48

(b) How Acquired

Quantity	(a) Asset	(b) Purchase P-Purchase D-Donation	(c) Date Acquired	(d) Date Sold	(e) Proceeds	(f) Depr- Allowed	(g) Tax Basis	(h) Gain/ Loss
8	SCANSOURCE INC19/04C49	P	Feb 2 10	Feb 1 13	234 40	-	225 45	8.95
17	SCANSOURCE INC20/04C49	P	Feb 23 10	Feb 4 13	491.35	-	442 00	49 35
50	SCANSOURCE INC20/04C49_S#1	P	Feb 23 10	Feb 1 13	1,465 04	-	1,299 99	165 05
49	SCANSOURCE INC21/04C49	P	Jul 19 10	Feb 4 13	1,416 24	-	1,276 32	139 92
13	SCANSOURCE INC22/04C49	P	Apr 11 11	Feb 4 13	375 73	-	465 41	(89 68)
14	SELECTIVE INS/04C49	P	Aug 7 12	Oct 23 13	363 12	-	249 05	114 07
44	SELECTIVE INS1/04C49	P	Aug 8 12	Oct 23 13	1,141 22	-	787 44	353 78
54	SELECTIVE INS2/04C49	P	Aug 9 12	Oct 23 13	1,400.59	-	962 14	438 45
29	SELECTIVE INS3/04C49	P	Oct 22 12	Oct 23 13	752.17	-	567 04	185 13
23	SIGNATURE BANK13/04C49	P	Jan 31 08	Sep 18 13	2,125 75	-	729 28	1,396 47
2	SIGNATURE BANK14/04C49_S#1	P	Feb 15 08	Sep 18 13	184.85	-	56 62	128.23
6	SILGAN HLDGS/04C49	P	Oct 23 08	Jul 23 13	294 19	-	131 43	162 76
50	SILGAN HLDGS1/04C49	P	Dec 22 08	Jul 23 13	2,451 60	-	1,165 89	1,285 71
6	SILGAN HLDGS2/04C49_SLD#1	P	Jul 27 09	Jul 23 13	294 19	-	154 55	139 64
11	SUPERIOR ENERGY10/04C49	P	Sep 22 06	Jan 28 13	274 84	-	289 56	(14 72)
16	SUPERIOR ENERGY11/04C49	P	Mar 31 08	Jan 28 13	399.77	-	627 98	(228 21)
47	SUPERIOR ENERGY12/04C4_S#1	P	Nov 5 08	Jan 28 13	1,174 32	-	985 43	188 89
48	SUPERIOR ENERGY12/04C49	P	Nov 5 08	Jul 23 13	1,323.99	-	1,006 39	317 60
101	SUPERIOR ENERGY13/04C49	P	Nov 6 08	Jul 23 13	2,785 90	-	1,934 68	851 22
29	SUPERIOR ENERGY14/04C49	P	Jan 26 09	Jul 23 13	799 91	-	472 15	327 76
7	SUPERIOR ENERGY15/04C4_S#1	P	Feb 16 11	Jul 23 13	193 08	-	203 48	(10 40)
96	SUPERIOR ENERGY15/04C4_S#2	P	Feb 16 11	Sep 5 13	2,425 19	-	2,790.55	(365 36)
69	SUSQUEHANNA BANC/04C49	P	Apr 5 10	Oct 21 13	907.61	-	697 56	210 05
398	SUSQUEHANNA BANC/04C49_S#1	P	Apr 5 10	Oct 9 13	4,899.49	-	4,023 63	875 86
160	SUSQUEHANNA BANC1/04C49	P	Apr 26 10	Oct 21 13	2,104.60	-	1,818 85	285 75
3	SVB FINL GROUP/04C49	P	Mar 12 09	Aug 2 13	265.46	-	48 55	216 91
1	SVB FINL GROUP1/04C49	P	Jul 27 09	Oct 21 13	95.55	-	32 85	62 70
12	SVB FINL GROUP1/04C49_S#1	P	Jul 27 09	Aug 2 13	1,061.84	-	394 22	667 62
13	SVB FINL GROUP1/04C49_S#2	P	Jul 27 09	Aug 23 13	1,150 40	-	427 08	723.32
11	SVB FINL GROUP2/04C49_S#1	P	Aug 31 09	Oct 21 13	1,051.08	-	435 29	615 79
86	TAL INTL GROUP/04C49	P	Oct 12 10	Aug 1 13	3,540 20	-	2,114 32	1,425 88
19	TAL INTL GROUP1/04C49	P	Oct 13 10	Aug 19 13	789 04	-	468 96	320 08
10	TAL INTL GROUP1/04C49_S#1	P	Oct 13 10	Aug 1 13	411 65	-	246 82	164 83
26	TAL INTL GROUP1/04C49_S#2	P	Oct 13 10	Aug 7 13	1,077 85	-	641 74	436 11
17	TAL INTL GROUP2/04C49_S#1	P	Nov 1 10	Aug 19 13	705.98	-	471 44	234 54
63	TEXAS CAP BNCSHS1/04C49	P	May 4 09	Feb 6 13	2,650.14	-	916 36	1,733 78
15	TEXAS CAP BNCSHS2/04C4_S#1	P	May 6 09	Feb 6 13	630 98	-	214 65	416 33
61	TEXAS CAP BNCSHS2/04C49	P	May 6 09	Mar 22 13	2,537.12	-	872 93	1,664 19
81	TITAN INTL/04C49	P	Nov 9 11	Jul 22 13	1,448 00	-	1,745 73	(297.73)
126	TITAN INTL1/04C49	P	Nov 14 11	Jul 22 13	2,252 45	-	2,832 53	(580 08)
88	TITAN INTL2/04C49	P	Dec 2 11	Jul 22 13	1,573 14	-	1,920 32	(347 18)
7	TITAN INTL3/04C49	P	Jan 23 12	Jul 23 13	125 59	-	170 67	(45 08)
14	TITAN INTL3/04C49_SLD#1	P	Jan 23 12	Jul 22 13	250 27	-	341 33	(91 06)
64	TITAN INTL4/04C49	P	Jun 5 12	Jul 23 13	1,148 24	-	1,333 80	(185 56)
19	TRIMAS CORP/04C49_SLD#1	P	Apr 25 11	Apr 12 13	568 83	-	464 97	103 86
36	TRIMAS CORP/04C49_SLD#2	P	Apr 25 11	Sep 9 13	1,378 75	-	880.99	497 76
29	TRUEBLUE INC3/04C49	P	Dec 31 09	Feb 8 13	530 79	-	437 62	93 17
37	TRUEBLUE INC4/04C49	P	Jul 26 10	Feb 8 13	677.22	-	500 29	176 93
66	TRUEBLUE INC5/04C49	P	Feb 15 11	Feb 8 13	1,208.02	-	1,144 98	63 04
209	TWENTY-FIRST CENT1/04E_S#1	P	Aug 31 10	Oct 10 13	6,811.86	-	2,297 85	4,514 01
520	TWENTY-FIRST CENT2/04E47	P	Oct 4 12	Oct 10 13	16,948.17	-	11,465 04	5,483 13
205	UNITEDHEALTH GROUP A/04E47	P	Dec 13 10	Feb 20 13	11,400 88	-	7,603 18	3,797 70
186	UNITEDHEALTH GROUP/04E_S#1	P	Dec 14 10	Feb 20 13	10,344 21	-	6,827 09	3,517 12
54	UNITEDHEALTH GROUP/04E47	P	Dec 14 10	Feb 21 13	2,980 48	-	1,982 06	998 42
155	UNITEDHEALTH GROUP1/04_S#1	P	Jan 3 11	Feb 21 13	8,555 08	-	5,729 22	2,825 86
222	UNITEDHEALTH GROUP1/04E47	P	Jan 3 11	Feb 22 13	12,112 38	-	8,205 72	3,906 66
46	VALIDUS HLDGS/04C49	P	Dec 12 11	Jul 15 13	1,624 41	-	1,372 51	251 90
41	VALIDUS HLDGS/04C49_SLD#1	P	Dec 12 11	Apr 12 13	1,548 52	-	1,223 32	325 20

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20 VALIDUS HLDGS/04C49_SLD#2	P	Dec 12 11	May 22 13	717 99	-	596 74	121 25
128 VALIDUS HLDGS/04C49_SLD#3	P	Dec 12 11	Jun 28 13	4,538 31	-	3,819 15	719 16
38 VALIDUS HLDGS/04C49	P	Jun 12 12	Jul 15 13	1,341 91	-	1,205 52	136 39
109 VCA ANTECH INC/04C49	P	Jul 26 12	Oct 9 13	2,984 05	-	2,208 49	775 56
62 VCA ANTECH INC/04C49_SLD#3	P	Jul 26 12	Aug 7 13	1,775 07	-	1,256 21	518 86
34 VCA ANTECH INC/04C49	P	Sep 10 12	Oct 9 13	930 80	-	691 29	239 51
36 VERIZON COMM/04E47	P	Apr 6 09	May 1 13	1,909 02	-	1,103 51	805 51
5 VERIZON COMM1/04E47	P	Jul 28 09	May 2 13	262 32	-	146 09	116 23
225 VERIZON COMM1/04E47_SLD#1	P	Jul 28 09	May 1 13	11,931 37	-	6,573 84	5,357 53
219 VERIZON COMM2/04E47	P	Feb 13 12	Apr 25 13	11,553 52	-	8,351 06	3,202 46

(b) How Acquired

Quantity	(a) Asset	<u>P-Purchase</u> <u>D-Donation</u>	<u>(c) Date</u> <u>Acquired</u>	<u>(d) Date</u> <u>Sold</u>	<u>(e) Proceeds</u>	<u>(f) Depr-</u> <u>Allowed</u>	<u>(g) Tax Basis</u>	<u>(h) Gain/</u> <u>Loss</u>
96	VERIZON COMM3/04E47	P	Feb 14 12	May 2 13	5,036 53	-	3,636 62	1,399 91
20	VERIZON COMM3/04E47_SLD#1	P	Feb 14 12	Apr 25 13	1,055 12	-	757 63	297 49
96	WASHINGTON FEDL3/04C49	P	Sep 22 09	Aug 5 13	2,150 93	-	1,602 24	548 69
78	WASHINGTON FEDL3/04C49_S#1	P	Sep 22 09	Aug 2 13	1,751 69	-	1,301 82	449 87
42	WASHINGTON FEDL4/04C49	P	Mar 15 11	Aug 5 13	941 03	-	722 42	218 61
108	WEINGARTEN RLTY/04C49	P	Sep 6 11	Dec 19 13	2,978.90	-	2,492 55	486 35
30	WEINGARTEN RLTY/04C49_S#1	P	Sep 6 11	Aug 19 13	864.19	-	692 38	171 81
4	WEINGARTEN RLTY1/04C49_S#1	P	Sep 29 11	Dec 19 13	110 33	-	86 97	23 36
30	WERNER ENTER INC/04C49	P	Jan 29 10	Jul 23 13	718.99	-	598 12	120 87
14	WERNER ENTER INC1/04C4_S#1	P	Apr 15 10	Jul 23 13	335 53	-	335 36	0 17
39	WERNER ENTER INC1/04C49	P	Apr 15 10	Aug 2 13	950 79	-	934 22	16 57
48	WERNER ENTER INC2/04C49	P	Jan 6 11	Aug 2 13	1,170 21	-	1,121 58	48 63
66	WERNER ENTER INC3/04C49	P	Feb 7 11	Aug 2 13	1,609 03	-	1,597 28	11 75
16	WESCO INTL INC/04C49_SLD#1	P	Jan 19 11	Apr 12 13	1,107 74	-	868 62	239 12
16	WESCO INTL INC/04C49_SLD#2	P	Jan 19 11	Jul 23 13	1,154 36	-	868 62	285 74
23	WESCO INTL INC/04C49_SLD#3	P	Jan 19 11	Oct 10 13	1,740 33	-	1,248 65	491 68
51	WEST PHARMACTL SVCS/04_S#1	P	Oct 24 12	Nov 6 13	2,376 04	-	1,360 38	1,015 66
172	WSTN DIGITAL CORP/04E47	P	Feb 19 08	Jan 14 13	7,589.97	-	5,105.58	2,484 39
268	WSTN DIGITAL CORP1/04E47	P	Feb 20 08	Jan 14 13	11,826.22	-	8,106 57	3,719 65
13	WSTN DIGITAL CORP2/04E_S#1	P	Feb 21 08	Jan 14 13	573 66	-	410 62	163 04
335	WSTN DIGITAL CORP2/04E47	P	Feb 21 08	Jan 15 13	14,882.72	-	10,581.24	4,301 48
	Misc Cash in Lieu				73.48	-	-	73 48
	Total Long-term				1,765,230 69		1,491,357 26	273,873 43
	TOTAL CAPITAL GAINS				2,171,185 34		1,855,220 73	315,964 61

Part XV Supplementary Information

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
AMERICAN LUNG ASSOCIATION P O Box 2178, Ridgeland, MS 39158			Charitable	2,500
AMERICAN CANCER ASSOCIATION 1380 Livingston Lane, Jackson, MS 39213			Charitable	1,500
AMERICAN HEART ASSOCIATION 4830 McWillie Circle, Jackson, MS 39206			Charitable	500
ANIMAL RESCUE FUND OF MS 395 W Mayes Street, Jackson, MS 39213			Charitable	1,000
BOYS & GIRLS CLUBS P O Box 3194, Jackson, MS 39207			Children Services	5,500
BOYS SCOUTS OF AMERICA 855 Riverside Drive, Jackson, MS 39202			Children Services	22,000
BURIED TREASURES HOME, INC P O Box 720672, Byram, MS 39272			Charitable	1,500
CARA 960 N. Flag Chapel Road, Jackson, MS 39209			Charitable	1,000
COVENANT CHRISTIAN CHURCH P O Box 720357, Byram, MS 39272			Charitable	15,000
CHRISTIAN CHURCH FOUNDATION P O Box 1986, Indianapolis, IN 46206			Charitable	25,000
FRENCH CAMP ACADEMY French Camp, MS 39745			Educational	1,500
HINDS COMM COLLEGE DEVELOPMENT FND P O Box 1100, Raymond, MS 39154-1100			Educational	30,000
HILLCREST CHRISTIAN SCHOOL 4060 South Siwell Road, Jackson, MS 39212			Educational	2,500
JUNIOR LEAGUE OF JACKSON 805 Riverside Drive, Jackson, MS 39202			Charitable	2,500
JUVENILE DIABETES ASSOC 2630 Southerland Drive, Jackson, MS 39216			Charitable	2,500
LEXINGTON THEOLOGICAL SEMINARY 631 South Limestone, Lexington, KY 40508			Educational	30,000
MAGNOLIA SPEECH SCHOOL 733 Flag Chapel Road, Jackson, MS 39209			Educational	4,750
MISSISSIPPI ANIMAL RESCUE LEAGUE 5221 Greenway Drive, Jackson, MS 39209			Charitable	1,000
MISSISSIPPI CHILDREN'S MUSEUM P O Box 55409, Jackson, MS 39296			Charitable	5,000
MISSISSIPPI CHILDREN'S HOME 1900 N West Street, Jackson, MS 39202			Charitable	5,500
MISSISSIPPI STATE UNIVERSITY P O Box 6149, Mississippi State, MS 39762			Educational	30,000
NATIONAL BENEVOLENT ASSOCIATION 149 Weldon Parkway, Suite 115, Maryland Heights, MO 63043-3013			Charitable	2,750
OPERATION SHOESTRING P O Box 11223, Jackson, MS 39283			Charitable	1,500
PALMER HOME FOR CHILDREN P O Box 746, Columbus, MS 39703-0746			Children Services	1,500
SALE OF JUNIOR CHAMPIONS MSU P O Box 9815, MS State, MS 39762			Educational	500
SOUTHERN CHRISTIAN SERVICES 860 East River Place, Suite 104 Jackson, MS 39202			Charitable	40,000
ST DOMINIC HEALTH SERVICE FOUNDATION 969 Lakeland Drive, Jackson, MS 39216			Charitable	5,000
STEWOPOT COMMUNITY SERVICES 1100 W Capitol, Jackson, MS 39203			Charitable	5,000
THE SALVATION ARMY P O Box 31954, Jackson, MS 39286			Charitable	2,500
UNIVERSITY OF SOUTHERN MS 118 College Drive #10026, Hattiesburg, MS 39406			Educational	25,000
UNIVERSITY OF MS MEDICAL CENTER 2500 N State Street, Jackson, MS 39216			Educational	5,000
WILLOWOOD DEVELOPMENT CENTER 1635 Boling Street, Jackson, MS 39213			Charitable	5,000
YMCA			Charitable	5,000
Less Goods and Services Received				(800)
Total			3b	288,700

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH-DIV	93,486.	0.	93,486.	93,486.	
MERRILL LYNCH-INT	63,842.	0.	63,842.	63,842.	
TO PART I, LINE 4	157,328.	0.	157,328.	157,328.	

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER MISC INCOME	262.	262.	
TOTAL TO FORM 990-PF, PART I, LINE 11	262.	262.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LYNETTE FOUNTAIN	25,000.	25,000.		0.
MAY & CO	550.	550.		0.
TO FORM 990-PF, PG 1, LN 16B	25,550.	25,550.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH-CONSULTING FEES	47,153.	47,153.		0.
TO FORM 990-PF, PG 1, LN 16C	47,153.	47,153.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY -TAXES	3,338.	0.		3,338.
FOREIGN TAXES PAID	146.	0.		146.
TO FORM 990-PF, PG 1, LN 18	3,484.	0.		3,484.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	150.	0.		150.
TO FORM 990-PF, PG 1, LN 23	150.	0.		150.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	4,264,942.	5,337,094.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,264,942.	5,337,094.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	571,768.	609,356.
TOTAL TO FORM 990-PF, PART II, LINE 10C	571,768.	609,356.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGERMARGARET B. FOUNTAIN
JAMES B. FOUNTAIN
CHRIS G. FOUNTAIN

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return See instructions	FOUNTAIN FAMILY FOUNDATION	Employer identification number (EIN) or 64-0885557
	Number, street, and room or suite no. If a P O box, see instructions P. O. BOX 10506	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. JACKSON, MS 39289-0506	

Enter the Return code for the return that this application is for (file a separate application for each return)

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CHRIS FOUNTAIN

- The books are in the care of ► **5655 HIGHWAY 18 WEST - JACKSON, MS 39209**

Telephone No ► **601-373-4162**

Fax No ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above The extension is for the organization's return for
► ☒ calendar year **2013** or
► ☐ tax year beginning , and ending

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	\$	4,009.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	\$	4,720.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.