INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation: A Z WELLS FOUNDATION

A Employer identification number: 91-6026580

Number and street (or P O box number if mail is not delivered to street address): BANK OF AMERICA, N.A. P.O. BOX 831041

Room/suite:

B Telephone number (see instructions): 800-357-7094

City or town, state or province, country, and ZIP or foreign postal code: DALLAS, TX 75283-1041

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] 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) ▶ $ 18,970,903.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____ (Part I, column (d) must be on cash basis.)

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

ENVELOPE POSTMARK DATE NOV 10 2014

SCANNED NOV 13 2014

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc, received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	433,978.	422,499.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	571,482.			
	b	Gross sales price for all assets on line 6a 18,659,132.				
	7	Capital gain net income (from Part IV, line 2)		571,482.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)		1,622.		STMT 2
	12	**Total** Add lines 1 through 11	1,005,460.	995,603.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	105,504.	63,302.		42,202.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	2,050.	NONE	NONE	2,050.
	c	Other professional fees (attach schedule) STMT 4	20,848.	20,348.		500.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	29,826.	7,642.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	12,744.	21,554.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	170,972.	112,846.	NONE	44,777.
	25	Contributions, gifts, grants paid	859,774.			859,774.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,030,746.	112,846.	NONE	904,551.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-25,286.			
	b	**Net investment income** (if negative, enter -0-)		882,757.		
	c	**Adjusted net income** (if negative, enter -0-)				

GA Ine

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	796,725.	803,227.	803,227.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	16,209,178.	14,036,026.	15,757,577.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	239,951.	2,358,394.	2,410,099.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,245,854.	17,197,647.	18,970,903.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	17,245,854.	17,197,647.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	17,245,854.	17,197,647.	
31	**Total liabilities and net assets/fund balances** (see instructions)	17,245,854.	17,197,647.	

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	17,245,854.
2	Enter amount from Part I, line 27a	2	-25,286.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	28,173.
4	Add lines 1, 2, and 3	4	17,248,741.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	51,094.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,197,647.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	17,400,019.		16,812,078.	587,941.
b	1,257,707.		1,274,166.	-16,459.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				587,941.
b				-16,459.
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 } 2 571,482.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	875,691.	17,273,586.	0.050695
2011	833,677.	17,091,827.	0.048776
2010	885,994.	16,089,971.	0.055065
2009	951,442.	14,646,466.	0.064961
2008	1,017,286.	17,288,739.	0.058841

2	**Total** of line 1, column (d)	2	0.278338
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.055668
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	18,147,299.
5	Multiply line 4 by line 3	5	1,010,224.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,828.
7	Add lines 5 and 6	7	1,019,052.
8	Enter qualifying distributions from Part XII, line 4	8	904,551.

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	17,655.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	17,655.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	17,655.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 14,123.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 3,573.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	17,696.
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	41.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 41. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	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.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (206)358-0912
Located at ▶ 800 5TH AVE, 33RD FL, SEATTLE, WA ZIP+4 ▶ 98104-3176

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . . ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . **6b** X (No)

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		105,504.		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over $50,000 . . . . . ▶ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	17,491,265.
b	Average of monthly cash balances	1b	932,389.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	18,423,654.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,423,654.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	276,355.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,147,299.
6	**Minimum investment return.** Enter 5% of line 5	6	907,365.

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	907,365.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	17,655.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	17,655.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	889,710.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	889,710.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	889,710.

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	904,551.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	904,551.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	904,551.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				889,710.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ... 162,683.				
b	From 2009 ... 216,792.				
c	From 2010 ... 108,798.				
d	From 2011 ... 18,378.				
e	From 2012 ... 52,781.				
f	**Total** of lines 3a through e	559,432.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 904,551.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				889,710.
e	Remaining amount distributed out of corpus	14,841.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	574,273.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	162,683.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	411,590.			
10	Analysis of line 9:				
a	Excess from 2009 ... 216,792.				
b	Excess from 2010 ... 108,798.				
c	Excess from 2011 ... 18,378.				
d	Excess from 2012 ... 52,781.				
e	Excess from 2013 ... 14,841.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 18				859,774.
Total . . . . . . ▶ **3a**				859,774.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	433,978.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	571,482.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,005,460.	

13 Total Add line 12, columns (b), (d), and (e) . . . 13 1,005,460.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	NOT APPLICABLE

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.

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Karen J Kiser | 10/22/2014 | TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,365.	2,365.
FOREIGN DIVIDENDS	56,595.	56,595.
NONDIVIDEND DISTRIBUTIONS	13,804.	
DOMESTIC DIVIDENDS	100,289.	100,289.
OTHER INTEREST	25,444.	25,444.
FOREIGN INTEREST	1,900.	1,900.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	6,410.	6,410.
NON-TAXABLE FOREIGN INCOME	-2,325.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	859.	859.
MARKET DISCOUNT ¿‰OTHER INTEREST	64.	64.
US GOVERNMENT INTEREST REPORTED AS QUALI	826.	826.
NONQUALIFIED FOREIGN DIVIDENDS	20,360.	20,360.
NONQUALIFIED DOMESTIC DIVIDENDS	207,387.	207,387.
TOTAL	433,978.	422,499.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		1,622.
TOTALS		1,622.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	2,050.			2,050.
TOTALS	2,050.	NONE	NONE	2,050.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	20,348.	20,348.	
OTHER PROFESSIONAL FEES - CHAR	500.		500.
TOTALS	20,848.	20,348.	500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	4,710.	4,710.
EXCISE TAX - PRIOR YEAR	8,184.	
EXCISE TAX ESTIMATES	14,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,633.	1,633.
FOREIGN TAXES ON NONQUALIFIED	1,299.	1,299.
TOTALS	29,826.	7,642.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER INVESTMENT FEE	401.	401.	
STATE FILING FEE	25.		25.
DIVIDEND INVESTMENT EXPENSE -	12,318.	12,318.	
PARTNERSHIP EXPENSES		8,835.	
TOTALS	12,744.	21,554.	25.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2012	10,904.
PARTNERSHIP ADJUSTMENT	10,315.
PURCHASED ACCRUED INTEREST - 2012	2,753.
DISALLOWED WASH SALE ADJUSTMENT - 2012	634.
NET FACTORING ADJUSTMENT AND ROUNDING	3,567.
TOTAL	28,173.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
MUTUAL FUND ADJUSTMENT - 2013	17,608.
BASIS ADJUSTMENT - SALES UPDATES	12,938.
YEAR-END SALES ADJUSTMENT - 2013	1,616.
YEAR-END SALES ADJUSTMENT - 2012	3,579.
PURCHASED ACCRUED INTEREST - 2013	2,917.
CTF TIMING ADJUSTMENT	1,874.
ROC BASIS ADJUSTMENT - VANGUARD	7,205.
DISALLOWED WASH SALE ADJUSTMENT - 2013	1,577.
COST BASIS ADJUSTMENTS	1,780.
TOTAL	51,094.

A Z WELLS FOUNDATION 91-6026580

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
1039.493 EMERGING MARKETS STOCK COMMON TRUST FUND	05/24/2013	10/25/2013	50,000.00	49,826.00	174.00
5899.933 EMERGING MARKETS STOCK COMMON TRUST FUND	05/24/2013	12/13/2013	275,000.00	281,553.00	-6,553.00
3442. POWERSHARES DB COMMODITY INDEX	09/07/2012	01/29/2013	96,781.00	98,604.00	-1,823.00
1388. POWERSHARES DB COMMODITY INDEX	10/01/2012	01/29/2013	39,027.00	39,436.00	-409.00
3590. POWERSHARES DB COMMODITY INDEX	08/13/2012	01/29/2013	100,943.00	98,923.00	2,020.00
1910. POWERSHARES DB COMMODITY INDEX	09/18/2013	10/17/2013	50,022.00	49,357.00	665.00
24757. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	06/25/2013	10/17/2013	648,375.00	619,206.00	29,169.00
776. POWERSHARES DB COMMODITY INDEX	06/25/2013	10/24/2013	19,976.00	19,409.00	567.00
1752.526 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND	06/30/2013	09/20/2013	20,000.00	17,852.00	2,148.00
TOTAL OTHER GAINS AND LOSSES			1,300,124.00	1,274,166.00	25,958.00
Totals			1,300,124.00	1,274,166.00	25,958.00

JSA
3F0971 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-33,669.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-33,669.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	1,567.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-10,315.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		-8,748.00

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, N.A.
ADDRESS:
P.O. BOX 24565
SEATTLE, WA 98124
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 105,504.

OFFICER NAME:
RAYMOND TAYLOR
ADDRESS:
9 SOUTH WENATCHEE AVE
WENATCHEE, WA 98801-2210
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
RICHARD HALLBERG
ADDRESS:
30 S WENATCHEE AVE
WENATCHEE, WA 98801-2211
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
T W SMALL
ADDRESS:
P.O. BOX 880
WENATCHEE, WA 98807-0880
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
LEO SAX
ADDRESS:
620 LAMBERT ST
WENATCHEE, WA 98801-3159
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
ARDY LOW, C/O KEY BANK
ADDRESS:
P.O. BOX 1301
WENATCHEE, WA 98807-1301
TITLE:
COMMITTEE MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION: 105,504.

RECIPIENT NAME:
CENTRAL WASHINGTON HOSPITAL
ADDRESS:
PO BOX 1887
WENATCHEE, WA 98807-1887
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
WENATCHEE VALLEY YMCA
ADDRESS:
P. O. BOX 1974
WENATCHEE, WA 98807-1974
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 103,173.

RECIPIENT NAME:
CAMP FIRE USA
NORTH CENTRAL WA COUNCIL
ADDRESS:
P. O. BOX 1734
WENATCHEE, WA 98807-1734
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 77,379.

RECIPIENT NAME:
WENATCHEE VALLEY YWCA
ADDRESS:
212 1ST ST
WENATCHEE, WA 98801-2216
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 60,184.

RECIPIENT NAME:
OKANOGAN CO PUB HOSP DIST #3
MID VALLEY HOSPITAL
ADDRESS:
P. O. BOX 793
OMAK, WA 98841-0793
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
COMMUNITY COLLEGE DIST 15
WENATCHEE VALLEY COLLEGE
ADDRESS:
1300 5TH ST
WENATCHEE, WA 98801-1741
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 51,586.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHELAN CO PUB HOSP DIST #1
CASCADE MEDICAL CENTER
ADDRESS:
P. O. BOX 330
LEAVENWORTH, WA 98826-0330
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
CHELAN CO PUB HOSP DIST #2
LAKE CHELAN COMMUNITY HOSPITAL
ADDRESS:
P. O. BOX 908
CHELAN, WA 98816-0908
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
OKANOGAN CO PUB HOSP DIST #4
NORTH VALLEY HOSPITAL
ADDRESS:
203 S WESTERN AVE
TONASKET, WA 98855-8803
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
GRAND COLUMBIA COUNCIL
ADDRESS:
12 N 10TH AVE
YAKIMA, WA 98902-3015
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 77,379.

RECIPIENT NAME:
DOUG GRANT LINC OKANOGAN PUB 6
COULEE COMMUNITY HOSPITAL ASSOC
ADDRESS:
411 FORTUYN ROAD
GRAND COULEE, WA 99133-8718
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
OKANOGAN-DOUGLAS COUNTY
HOSPITAL DISTRICT 1
ADDRESS:
P. O. BOX 577
BREWSTER, WA 98812-0577
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
GRANT CO PUB HOSP DIST #1
SAMARITAN HEALTH CARE HOSPITAL
ADDRESS:
801 E WHEELER RD
MOSES LAKE, WA 98837-1820
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
GRANT CO PUB HOSP DIST #3
COLUMBIA BASIN HOSPITAL
ADDRESS:
200 NAT WASHINGTON WAY
EPHRATA, WA 98823-1982
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

RECIPIENT NAME:
GRANT CO PUB HOSP DIST #2
QUNICY VALLEY MEDICAL CENTER
ADDRESS:
908 10TH AVE SW
QUINCY, WA 98848-1376
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 38,690.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THE SALVATION ARMY
ADDRESS:
P. O. BOX 594
WENATCHEE, WA 98807-0594
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 103,173.

TOTAL GRANTS PAID: 859,774.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

A Z WELLS FOUNDATION
91-6026580
Balance Sheet
12/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	803227.190	803,227 19	803,227 19
00130H105	AES CORP	362 000	4,502 99	5,252 62
00206R102	AT&T INC	329 000	8,009 64	11,567 64
002824100	ABBOTT LABS	2026 000	75,321 87	77,656.58
00287Y109	ABBVIE INC	522 000	8,139 89	27,566 82
003881307	ACACIA RESH CORP	155 000	3,369 66	2,253 70
00404A109	ACADIA HEALTHCARE CO INC	280.000	9,764 99	13,252 40
004225108	ACADIA PHARMACEUTICALS INC	424 000	8,514 77	10,595.76
00507V109	ACTIVISION BLIZZARD INC	250 000	4,059 32	4,457 50
00846U101	AGILENT TECHNOLOGIES INC	268 000	13,099 08	15,326 92
009363102	AIRGAS INC	106 000	10,836 33	11,856 10
015351109	ALEXION PHARMACEUTICALS INC	33 000	2,091 27	4,385 17
017175100	ALLEGHANY CORP DEL	20 000	7,023 11	7,999 20
018490102	ALLERGAN INC	625 000	60,256 66	69,425 00
018581108	ALLIANCE DATA SYS CORP	23 000	3,277 77	6,047 39
018802108	ALLIANT CORP	88 000	3,787 70	4,540 80
01882B205	ALLIANZ GLOBAL INVS FIXED	11841 000	152,370 04	144,341 79
01882B304	ALLIANZ GLOBAL INVS MANAGED	12569 000	130,616 54	132,980 02
020002101	ALLSTATE CORP	56 000	2,878 05	3,054 24
021441100	ALTERA CORP	255 000	8,790 74	8,290 31
02208R106	ALTRA INDL MOTION CORP	63 000	1,992 77	2,155 86
02209S103	ALTRIA GROUP INC	314.000	5,128 75	12,054 46
023135106	AMAZON COM INC	158 000	39,131 73	63,008 82
023608102	AMEREN CORP	121 000	3,744 24	4,375 36
025537101	AMERICAN ELEC PWR INC	294 000	10,651 48	13,741 56
025676206	AMERICAN EQUITY INVT LIFE HLDG	254 000	4,626 54	6,700 52
025816109	AMERICAN EXPRESS CO	452 000	25,936 44	41,009 96
03027X100	AMERICAN TOWER CORP	587 000	42,500 05	46,854 34
03073E105	AMERISOURCEBERGEN CORP	531 000	29,106 95	37,334 61
031100100	AMETEK INC NEW	109 000	5,721 32	5,741 03
031162100	AMGEN INC	206 000	13,046 14	23,500 48
032095101	AMPHENOL CORP NEW	121 000	8,702 86	10,790 78
032654105	ANALOG DEVICES INC	165 000	6,898 52	8,403.45
032657207	ANALOGIC CORP	73 000	5,824 31	6,464 88

A Z WELLS FOUNDATION
91-6026580
Balance Sheet
12/31/2013

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Cusip	Asset	Units	Basis	Market Value
035290105	ANIXTER INTL INC	40 000	3,273.98	3,593 60
03674X106	ANTERO RES CORP	64 000	3,415 42	4,060 16
037411BD6	APACHE CORP	13000 000	12,647 87	12,052 95
03834A103	APPROACH RES INC	162 000	4,433 59	3,126 60
039670104	ARCTIC CAT INC	90 000	4,924 14	5,128 20
042068106	ARM HLDGS PLC	612 000	17,029 52	33,495 37
042735100	ARROW ELECTRS INC	164 000	6,411 69	8,897 00
043436104	ASBURY AUTOMOTIVE GROUP INC	69 000	3,122 45	3,708 06
046353AB4	ASTRAZENECA PLC	16000.000	19,169 56	18,295 52
04685W103	ATHENAHEALTH INC	229 000	22,439 04	30,800 50
053015103	AUTOMATIC DATA PROCESSING INC	182 000	6,490 27	14,705 42
05379B107	AVISTA CORP	123 000	3,518 53	3,467 37
053807103	AVNET INC	161 000	5,266 65	7,101 71
05463D100	AXIALL CORP	101.000	4,384 17	4,791 44
054937107	BB&T CORP	278 000	8,423 01	10,374.96
05565QBH0	BP CAPITAL MARKETS PLC	12000 000	12,752 02	12,483 60
058498106	BALL CORP	51 000	2,018 47	2,634 66
05874B107	BALLY TECHNOLOGIES INC	50 000	3,536 75	3,922 50
063904106	BANK OF THE OZARKS INC	204.000	9,936 54	11,544 36
064159AM8	BANK NOVA SCOTIA B C	12000.000	12,649 81	12,445.32
067383109	BARD C R INC	115.000	13,316 06	15,403 10
067806109	BARNES GROUP INC	174 000	5,737 50	6,665 94
06846N104	BARRETT BILL CORP	250 000	5,816 49	6,695.00
073685109	BEACON ROOFING SUPPLY INC	102 000	4,163 32	4,108 56
073730103	BEAM INC	113 000	6,928 76	7,690 78
075896100	BED BATH & BEYOND INC	247 000	18,763 66	19,834 10
077454106	BELDEN INC	60 000	3,467 26	4,227 00
084664BS9	BERKSHIRE HATHAWAY FIN CORP	13000 000	13,236 54	13,125 32
08579W103	BERRY PLASTICS GROUP INC	171 000	3,781.83	4,068 09
09061G101	BIOMARIN PHARMACEUTICAL INC	467 000	29,570 69	32,853 45
09062X103	BIOGEN IDEC INC	146 000	21,699 83	40,817 51
092113109	BLACK HILLS CORP	89 000	4,634 53	4,673 39
09247X101	BLACKROCK INC	43 000	6,744 99	13,608 21
095180105	BLOUNT INTL INC NEW	363 000	4,722 71	5,252 61

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097023105	BOEING CO	179 000	11,667 38	24,431 71
09739D100	BOISE CASCADE CO DEL	165 000	4,656 99	4,864 20
101137107	BOSTON SCIENTIFIC CORP	269 000	3,161 83	3,233 38
109696104	BRINKS CO	47 000	1,252 15	1,604 58
110122108	BRISTOL MYERS SQUIBB CO	497 000	14,647.78	26,415 55
110394103	BRISTOW GROUP INC	134 000	9,204 63	10,058.04
111621306	BROCADE COMMUNICATIONS SYS INC	482 000	2,952 56	4,272.93
117043109	BRUNSWICK CORP	159 000	4,413 17	7,323 54
124857202	CBS CORP	150 000	4,443.29	9,561 00
12504L109	CBRE GROUP INC	693 000	16,762 22	18,225 90
125509109	CIGNA CORP	128 000	7,122 54	11,197 44
12561W105	CLECO CORP NEW	171.000	8,306 97	7,972 02
12572Q105	CME GROUP INC	144 000	7,012 58	11,298 24
125896100	CMS ENERGY CORP	192.000	4,131 07	5,139 84
126650100	CVS CAREMARK CORP	539 000	25,538 30	38,576 23
129603106	CALGON CARBON CORP	298 000	5,322 12	6,129 86
13342B105	CAMERON INTL CORP	288 000	15,369 25	17,144 64
136385AK7	CANADIAN NAT RES LTD	17000 000	19,847 68	19,104 94
14149Y108	CARDINAL HEALTH INC	74 000	4,620 49	4,943 94
14161H108	CARDTRONICS INC	264 000	7,888.04	11,470.80
14170T101	CAREFUSION CORP	434.000	14,657 78	17,281 88
142339100	CARLISLE COS INC	37 000	2,576 60	2,937 80
147448104	CASELLA WASTE SYS INC	763 000	3,647 05	4,425 40
147528103	CASEYS GEN STORES INC	127 000	8,538 47	8,921 75
14912L4E8	CATERPILLAR FINL SVCS CORP	10000 000	12,901 22	12,292 30
149205106	CATO CORP NEW	198 000	5,452 70	6,296 40
151020104	CELGENE CORP	201 000	23,618 21	33,962 57
15670R107	CEPHEID	152 000	5,491 97	7,094 14
156782104	CERNER CORP	833 000	31,709 69	46,431 42
157210105	CEVA INC	182 000	3,713 03	2,770 04
165240102	CHESAPEAKE LODGING TR	78 000	1,947 47	1,972 62
166764100	CHEVRON CORP	379 000	34,956 38	47,340 89
168905107	CHILDRENS PL RETAIL STORES INC	69 000	3,822.86	3,930 93
169656105	CHIPOTLE MEXICAN GRILL INC	20 000	7,795 89	10,655 60

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171232101	CHUBB CORP	143 000	9,475 95	13,818 09
171340102	CHURCH & DWIGHT INC	116 000	7,416 78	7,688 48
17243V102	CINEMARK HLDGS INC	143 000	4,214 43	4,766 19
17275R102	CISCO SYS INC	670 000	14,717 83	15,028 10
17275RAE2	CISCO SYS INC	11000.000	12,863 88	12,373 13
172967FF3	CITIGROUP INC	11000 000	12,767 96	12,514 04
179895107	CLARCOR INC	88 000	4,850 97	5,662 80
184496107	CLEAN HBRS INC	92 000	5,188 02	5,516 32
191216100	COCA COLA CO	890 000	36,585 67	36,765 90
19122T109	COCA-COLA ENTERPRISES INC	364 000	11,128.30	16,063 32
192479103	COHERENT INC	82 000	5,138 02	6,099 98
194162103	COLGATE PALMOLIVE CO	519 000	30,287 54	33,843 99
20030N101	COMCAST CORP	182 000	8,836 28	9,457 63
20030N200	COMCAST CORP	550 000	18,738 50	27,434 00
20030NAU5	COMCAST CORP	11000.000	13,304 57	12,811 04
200340107	COMERICA INC	143 000	5,024 54	6,798 22
204166102	COMMVAULT SYS INC	55 000	4,348 49	4,117 41
20825C104	CONOCOPHILLIPS	183 000	12,553 00	12,928 95
20825CAR5	CONOCOPHILLIPS	11000.000	13,375 95	12,702 47
21036P108	CONSTELLATION BRANDS INC	178 000	7,016 71	12,527 64
21925Y103	CORNERSTONE ONDEMAND INC	132 000	5,857 08	7,037 18
22160K105	COSTCO WHSL CORP NEW	383 000	42,004 20	45,584 66
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	12000 000	12,832 54	12,537 36
228368106	CROWN HLDGS INC	234 000	9,020 75	10,429 38
229669106	CUBIC CORP	38 000	1,982 37	2,001 08
231561101	CURTISS WRIGHT CORP	78 000	2,540 99	4,853 94
23283R100	CYRUSONE INC	198 000	4,155 10	4,421 34
235851102	DANAHER CORP DEL	211 000	11,695 59	16,289 20
23918K108	DAVITA HEALTHCARE PARTNERS INC	43 000	1,781 15	2,724 91
243537107	DECKERS OUTDOOR CORP	91 000	5,654 52	7,685 86
24422ERR2	DEERE JOHN CAP CORP	16000 000	16,425 30	15,965 76
252131107	DEXCOM INC COM	195 000	4,444 52	6,904 95
25243Q205	DIAGEO PLC	108 000	12,182 26	14,301 36
253393102	DICKS SPORTING GOODS INC	111 000	5,571 03	6,449.10

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254543101	DIODES INC	175 000	4,722 62	4,123.00
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	12000 000	13,199 15	12,606 12
254687106	DISNEY WALT CO	212 000	10,861 87	16,196 80
25468PCW4	DISNEY WALT CO NEW	14000 000	13,568 65	12,720 26
254709108	DISCOVER FINL SVCS	199 000	6,602 18	11,134 05
25470F104	DISCOVERY COMMUNICATIONS INC	87 000	4,185 59	7,866 54
256677105	DOLLAR GEN CORP	245 000	13,458.17	14,778 40
25746U109	DOMINION RES INC VA NEW	83 000	4,163 90	5,369 27
258278100	DORMAN PRODS INC	57 000	2,766 14	3,194 34
260003108	DOVER CORP	233 000	11,687 85	22,493 82
26138E109	DR PEPPER SNAPPLE INC	48 000	2,097.90	2,338 56
262037104	DRIL-QUIP INC	255 000	27,265 57	28,032 15
263534109	DU PONT E I DE NEMOURS & CO	243 000	10,959 34	15,787 71
26441C204	DUKE ENERGY CORP	71 000	4,613 06	4,899 71
26613Q106	DUPONT FABROS TECHNOLOGY INC	137 000	3,193 79	3,385 27
268648102	EMC CORP	831 000	22,235 29	20,899 65
26884L109	EQT CORP	68 000	3,866 65	6,105 04
270321102	EARTHLINK INC	953 000	6,008 22	4,830 76
27579R104	EAST WEST BANCORP INC	312.000	7,395 18	10,910 64
278642103	EBAY INC	594 000	28,066 44	32,589 81
278865100	ECOLAB INC	72 000	6,853.67	7,507 44
281020107	EDISON INTL	126 000	5,219 89	5,833 80
28140H104	EDUCATION RLTY TR INC	520.000	5,103 84	4,586 40
28257U104	EINSTEIN NOAH RESTAURANT GROUP	85 000	1,430 69	1,232 50
283677854	EL PASO ELEC CO	148 000	5,237 01	5,196 28
29099J109	EMERGING MARKETS STOCK	13388 359	632,798 70	626,576 54
291011104	EMERSON ELEC CO	124 000	6,042 10	8,702 32
29265N108	ENERGEN CORP	97 000	5,775 51	6,862 75
29266S106	ENDOLOGIX INC	329 000	5,081 56	5,737 76
29355X107	ENPRO INDS INC	93 000	5,298.00	5,361 45
29379VAP8	ENTERPRISE PRODS OPER LLC	11000 000	12,798 61	12,236 18
29414B104	EPAM SYS INC	144 000	5,056 38	5,031 36
294429105	EQUIFAX INC	86 000	3,797.28	5,941 74
29444U502	EQUINIX INC	278 000	53,081.02	49,331 10

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296315104	ESCO TECHNOLOGIES INC	188 000	6,766 08	6,440 88
29977A105	EVERCORE PARTNERS INC	73 000	3,145 04	4,363 94
30161NAD3	EXELON CORP	12000 000	13,020.11	12,651.60
30212P303	EXPEDIA INC DEL	71 000	3,880 46	4,945 86
30219G108	EXPRESS SCRIPTS HLDG CO	268 000	17,398 94	18,824 32
30231G102	EXXON MOBIL CORP	744 000	59,149.60	75,292 80
302520101	FNB CORP PA	371 000	4,770 24	4,682 02
302941109	FTI CONSULTING INC	70 000	2,574 68	2,879 80
311900104	FASTENAL CO	544 000	23,131 16	25,845 44
3128M7L46	FEDERAL HOME LN MTG CORP	25492 611	27,379 11	26,986 73
3128M9D25	FEDERAL HOME LN MTG CORP	4404.355	4,766 73	4,742 52
3128MJTL4	FEDERAL HOME LN MTG CORP	6956 450	7,141 23	6,910 19
3128MJTQ3	FEDERAL HOME LN MTG CORP	69770 100	73,229 65	71,724 36
31292K4D6	FEDERAL HOME LN MTG CORP	30410.385	32,520 11	31,252.45
312936PP6	FEDERAL HOME LN MTG CORP	4990.822	5,343 31	5,283 48
3135G0VA8	FEDERAL NATL MTG ASSN	19000 000	19,005 50	18,979 48
31368HNG4	FEDERAL NATL MTG ASSN	2830 770	3,046.61	3,131 57
31368HNM1	FEDERAL NATL MTG ASSN	1226 507	1,318 88	1,299 23
3137EADP1	FEDERAL HOME LN MTG CORP	26000 000	25,702 42	25,256 14
3138A2BE8	FEDERAL NATL MTG ASSN	13760 362	14,163 50	13,684 40
3138A36V4	FEDERAL NATL MTG ASSN	17994 523	19,046 08	18,534 54
3138ANC84	FEDERAL NATL MTG ASSN	2890 082	3,106 39	3,063 51
3138ASSD5	FEDERAL NATL MTG ASSN	18030 755	19,425 32	19,109 53
3138AW3J0	FEDERAL NATL MTG ASSN	1597 176	1,639 10	1,647 87
3138M6PK7	FEDERAL NATL MTG ASSN	20981 569	22,074 90	19,939 83
3138MBMB9	FEDERAL NATL MTG ASSN	21123 283	21,324 03	20,075 57
3138MLGC2	FEDERAL NATL MTG ASSN	13778 812	14,467 75	13,096 49
3138WQAX0	FEDERAL NATL MTG ASSN	7977 506	7,867 82	7,581 50
3138WVDL2	FEDERAL NATL MTG ASSN	7831 180	7,858 11	7,443 93
3138XFDJ1	FEDERAL NATL MTG ASSN	13818 250	14,180 98	13,741 14
31417CDR3	FEDERAL NATL MTG ASSN	48869 912	52,035 92	48,596 24
31417CXQ3	FEDERAL NATL MTG ASSN	18740 966	19,906 41	18,636 20
31419BCW3	FEDERAL NATL MTG ASSN	9050 469	9,221 57	9,593 77
31620M106	FIDELITY NATL INFORMATION SVCS	199 000	8,723 70	10,682.32

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Cusip	Asset	Units	Basis	Market Value
316645100	FIFTH & PAC COS INC	291 000	7,285 41	9,332.37
316773100	FIFTH THIRD BANCORP	882 000	14,450 73	18,548 46
317485100	FINANCIAL ENGINES INC	107 000	5,171 28	7,434 36
32020R109	FIRST FINL BANKSHARES	59 000	3,682.96	3,900 49
32054K103	FIRST INDUSTRIAL REALTY TRUST	113 000	1,937.29	1,971 85
320867104	FIRST MIDWEST BANCORP DEL	232 000	3,657 50	4,066 96
33616C100	FIRST REP BK SAN FRANCISCO	174 000	6,785 16	9,108 90
337932107	FIRSTENERGY CORP	61.000	1,986.13	2,011 78
33829M101	FIVE BELOW INC	110 000	5,024 57	4,751 78
339041105	FLEETCOR TECHNOLOGIES INC	63 000	5,849 17	7,381 71
343412102	FLUOR CORP	76.000	4,379 83	6,102 04
34354P105	FLOWSERVE CORP	179 000	8,020 47	14,110.57
344849104	FOOT LOCKER INC	117 000	4,042 10	4,848 48
34959E109	FORTINET INC	210 000	4,219 77	4,017 30
351793104	FRANCESCAS HLDGS CORP	167 000	4,302 36	3,072 80
353514102	FRANKLIN ELEC INC	117 000	4,457 90	5,222 88
354613101	FRANKLIN RES INC	582 000	28,599 85	33,598 86
359694106	FULLER H B CO	225 000	8,528 31	11,709 00
361268105	G & K SVCS INC	63 000	3,462.30	3,920 49
361448103	GATX CORP	141 000	6,240 40	7,355 97
36237H101	G-III APPAREL GROUP LTD	137 000	7,048.91	10,131 97
369604103	GENERAL ELEC CO	1472 000	36,284 80	41,260 16
36962G3P7	GENERAL ELEC CAP CORP	16000.000	18,839 06	18,225 76
370334104	GENERAL MLS INC	547 000	21,659 51	27,300 77
371559105	GENESEE & WYO INC	40 000	3,787 95	3,842 00
375558103	GILEAD SCIENCES INC	592 000	37,662 05	44,459 20
37940X102	GLOBAL PMTS INC	58 000	3,039 87	3,769 42
38141EA58	GOLDMAN SACHS GROUP INC	11000 000	12,384 54	12,233 43
38141G104	GOLDMAN SACHS GROUP INC	197 000	23,520 03	34,920 22
38259P508	GOOGLE INC	108 000	80,391 85	121,036 68
384109104	GRACO INC	143 000	9,903 74	11,171 16
384802104	GRAINGER W W INC	32 000	6,640.09	8,173 44
388689101	GRAPHIC PACKAGING HLDG CO	1111 000	7,452 51	10,665 60
391164100	GREAT PLAINS ENERGY INC	162 000	3,576 33	3,926 88

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39153L106	GREATBATCH INC	227 000	8,377 82	10,042 48
393122106	GREEN MOUNTAIN COFFEE	152 000	10,701 87	11,482 08
40171V100	GUIDEWIRE SOFTWARE INC	71 000	3,389 53	3,483.97
402629208	GULFMARK OFFSHORE INC	207 000	10,062 38	9,755 91
40425J101	HMS HLDGS CORP	342 000	8,468 11	7,763 40
405024100	HAEMONETICS CORP	168.000	7,664 68	7,077 84
405217100	HAIN CELESTIAL GROUP INC	192 000	14,394 20	17,429.76
413875105	HARRIS CORP DEL	57 000	2,673 81	3,979 17
415864107	HARSCO CORP	216 000	5,775 66	6,054 48
421906108	HEALTHCARE SVCS GROUP INC	123.000	3,094.89	3,489 51
421946104	HEALTHCARE RLTY TR	265 000	6,710.17	5,647 15
428236BW2	HEWLETT PACKARD CO	12000 000	12,140 37	12,192 60
428291108	HEXCEL CORP NEW	130.000	4,576 39	5,809.70
428567101	HIBBETT SPORTS INC	59.000	3,298.88	3,961 97
437076102	HOME DEPOT INC	403 000	8,739 58	33,183 02
437076AU6	HOME DEPOT INC	12000 000	14,209 44	12,990 96
43739Q100	HOMEAWAY INC	87 000	3,233 69	3,556 56
438516106	HONEYWELL INTL INC	521 000	29,310 62	47,603 77
443510201	HUBBELL INC	128 000	12,896 57	13,939 20
446150104	HUNTINGTON BANCSHARES INC	658 000	4,022 72	6,349 70
446413106	HUNTINGTON INGALLS INDS INC	95 000	4,683 26	8,550 95
447462102	HURON CONSULTING GROUP INC	79.000	3,725 40	4,950 93
44919P508	IAC / INTERACTIVECORP	35 000	1,531 43	2,402 78
45321L100	IMPERVA INC	121 000	5,642 72	5,823 73
45666Q102	INFORMATICA CORP	99 000	3,856 54	4,108 50
45672H104	INFOBLOX INC	100 000	3,000 62	3,302 00
45784P101	INSULET CORP	118 000	3,878 52	4,377 80
458140100	INTEL CORP	682 000	9,925 76	17,701 31
45866F104	INTERCONTINENTALEXCHANGE	68 000	11,203 44	15,294 56
459200101	INTERNATIONAL BUSINESS MACHS	226.000	31,218 60	42,390 82
459506101	INTERNATIONAL	110 000	8,758 89	9,457 80
460146103	INTERNATIONAL PAPER CO	113 000	4,410 76	5,540 39
464287507	ISHARES CORE S&P MID CAP ETF	4049 000	499,387 47	541,796 69
464287655	ISHARES RUSSELL 2000 ETF	4221 000	442,322 51	486,934 56

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466001864	IVY ASSET STRATEGY FUND	6786 742	190,000 00	219,076 03
46625H100	J P MORGAN CHASE & CO	1422 000	63,172 88	83,158 56
46625HCE8	JP MORGAN CHASE	24000.000	25,716 69	25,109 28
466367109	JACK IN THE BOX INC	159 000	6,165 02	7,953 18
47760A108	JIVE SOFTWARE INC	445.000	6,768 06	5,006 25
478160104	JOHNSON & JOHNSON	701 000	46,909 16	64,204 59
478366107	JOHNSON CTLS INC	892 000	31,707 45	45,759 60
48203R104	JUNIPER NETWORKS INC	1221 000	25,571 51	27,557 97
482480100	KLA-TENCOR CORP	166 000	9,350 83	10,700 36
489170100	KENNAMETAL INC	196 000	8,444 84	10,205 72
492914106	KEY ENERGY SVCS INC	683 000	5,802 72	5,395 70
494368103	KIMBERLY CLARK CORP	153 000	10,868 16	15,982 38
498904200	KNOLL INC	229 000	3,868 19	4,192 99
499064103	KNIGHT TRANSN INC	298 000	5,143 04	5,465 32
500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	12000 000	12,772 76	12,006 48
50060P106	KOPPERS HLDGS INC	138 000	5,222 24	6,313 50
50076QAE6	KRAFT FOODS GROUP INC	13000 000	12,975.29	12,815 27
501014104	KRISPY KREME DOUGHNUTS INC	179.000	3,472 42	3,452.91
501797104	L BRANDS INC	256 000	13,815 86	15,833 60
502161102	LSI CORP	777 000	5,721 02	8,574 19
518439104	LAUDER ESTEE COS INC	520 000	34,155 14	39,166 40
521865204	LEAR CORP	198 000	11,057 60	16,032 06
52602E102	LENDER PROCESSING SVCS INC	117 000	3,502 99	4,373 46
535678106	LINEAR TECHNOLOGY CORP	144 000	5,831 52	6,559.20
53578A108	LINKEDIN CORP	160 000	20,028 49	34,692 80
539830109	LOCKHEED MARTIN CORP	312 000	28,689 51	46,381 92
540424108	LOEWS CORP	131 000	5,720.63	6,319 44
544147101	LORILLARD INC	724 000	28,019 51	36,692 32
552848103	MGIC INVT CORP WIS	658 000	5,113 44	5,553 52
55354G100	MSCI INC	314 000	11,173.00	13,728 08
55616P104	MACYS INC	437 000	17,911 64	23,335 80
556269108	MADDEN STEVEN LTD	106 000	3,624 01	3,878 54
559079207	MAGELLAN HEALTH SVCS INC	97 000	5,766 20	5,811 27
55973B102	MAGNUM HUNTER RES CORP DEL	972 000	4,175 30	7,105 32

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Cusip	Asset	Units	Basis	Market Value
55973B110	MAGNUM HUNTER RES CORP DEL	86.000	0 00	147 29
563571108	MANITOWOC INC	155 000	3,129 95	3,614 60
56418H100	MANPOWERGROUP INC	109.000	6,590 09	9,358 74
565849106	MARATHON OIL CORP	105 000	3,439 86	3,706 50
56585A102	MARATHON PETE CORP	41 000	3,371 42	3,760 93
571748102	MARSH & MCLENNAN COS INC	479 000	16,454 79	23,164 44
571903202	MARRIOTT INTL INC NEW	118.000	4,897 50	5,823 42
574599106	MASCO CORP	208 000	3,224 16	4,736 16
577128101	MATTHEWS INTL CORP	93 000	3,636 77	3,962.73
580135101	MCDONALDS CORP	254 000	16,562 81	24,645 62
580645109	MCGRAW HILL FINL INC	75 000	3,875 23	5,865 00
58155Q103	MCKESSON CORP	184 000	26,192 03	29,697 60
582839106	MEAD JOHNSON NUTRITION CO	296 000	21,744 75	24,792 96
58501N101	MEDIVATION INC	148 000	8,417.41	9,445 36
58502B106	MEDNAX INC	68 000	3,304 65	3,629 84
58933Y105	MERCK & CO INC	454 000	16,111 89	22,722 70
59156R108	METLIFE INC	694 000	25,805 69	37,420 48
592688105	METTLER TOLEDO INTERNATIONAL	15 000	3,369 51	3,638 85
594901100	MICROS SYS INC	106 000	5,174 00	6,081 22
594918104	MICROSOFT CORP	809 000	21,412 30	30,264 69
59522J103	MID-AMER APT CMNTYS INC	62 000	4,123 24	3,765 88
603158106	MINERALS TECHNOLOGIES INC	176 000	7,331 96	10,572 32
609207105	MONDELEZ INTL INC	1063 000	32,962 78	37,523 90
610236101	MONRO MUFFLER BRAKE INC	98 000	4,389.95	5,523 28
61166W101	MONSANTO CO	335 000	29,893 89	39,044 25
615369105	MOODYS CORP	42 000	1,842 31	3,295.74
61747YDT9	MORGAN STANLEY	11000 000	11,991 74	12,004 52
625453105	MULTIMEDIA GAMES HLDG CO INC	111 000	4,055 74	3,480 96
631103108	NASDAQ OMX GROUP	308 000	11,701 84	12,258 40
637071101	NATIONAL OILWELL VARCO INC	205 000	15,937 35	16,303 65
641069406	NESTLE S A	395 000	26,108 30	29,002 48
64110D104	NETAPP INC	69 000	2,784 38	2,838 66
651229106	NEWELL RUBBERMAID INC	279 000	6,433.91	9,042 39
65339F101	NEXTERA ENERGY INC	95 000	4,962 14	8,133 90

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654106103	NIKE INC	433 000	27,394 83	34,051 12
655044105	NOBLE ENERGY INC	66 000	3,248.77	4,495 26
655664100	NORDSTROM INC	62 000	3,222 24	3,831 60
668074305	NORTHWESTERN CORP	157 000	6,615 06	6,801 24
674599105	OCCIDENTAL PETE CORP DEL	638 000	54,857 20	60,673 80
675232102	OCEANEERING INTL INC	308 000	15,732 52	24,295 04
681904108	OMNICARE INC	254 000	9,392 38	15,331 44
681919106	OMNICOM GROUP INC	75 000	4,092 95	5,577 75
682159108	ON ASSIGNMENT INC	117.000	3,539 19	4,085 64
682189105	ON SEMICONDUCTOR CORP	594 000	4,304 26	4,894 56
68389X105	ORACLE CORP	674 000	20,770 42	25,787 24
690768403	OWENS ILL INC	197 000	4,819 13	7,048 66
69331C108	PG&E CORP	58.000	2,367 54	2,336 24
693390841	PIMCO HIGH YIELD FD	48402 258	460,000 00	465,145 70
693475105	PNC FINL SVCS GROUP INC	184 000	8,550 03	14,274 72
693506107	PPG INDS INC	46 000	5,276 20	8,724 36
69360J107	PS BUSINESS PKS INC CALIF	72 000	5,491 18	5,502 24
693656100	PVH CORP	117 000	14,148 88	15,914 34
695263103	PACWEST BANCORP DEL	137.000	4,873 38	5,784 14
698354107	PANDORA MEDIA INC	236 000	4,575 91	6,277 60
69840W108	PANERA BREAD CO	39 000	6,566 23	6,890 91
698813102	PAPA JOHNS INTL INC	86 000	2,958 40	3,904 40
701094104	PARKER HANNIFIN CORP	150 000	10,517 60	19,296 00
713448108	PEPSICO INC	420 000	35,910 94	34,834 80
714046109	PERKINELMER INC	131.000	4,870 26	5,401 13
714199106	PERMANENT PORTFOLIO	3302 687	158,045 38	142,213 70
716768106	PETSMART INC	161 000	11,097 43	11,712 75
716933106	PHARMACYCLICS INC	29 000	2,437 13	3,067 62
717081103	PFIZER INC	2528 000	52,835 76	77,432 64
717081DB6	PFIZER INC	16000 000	19,817 59	18,966.88
718172109	PHILIP MORRIS INTL INC	1148 000	87,156 43	100,025 24
718546104	PHILLIPS 66	128 000	7,863.11	9,872 64
71BB59993	EXCELSIOR PRIVATE MARKETS FUND	8 250	8,250 00	8,250 00
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	42131 253	459,294 00	417,099 40

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723664108	PIONEER ENERGY SVCS CORP	379 000	2,801.32	3,035 79
729132100	PLEXUS CORP	185 000	6,221 09	8,008 65
73935S105	POWERSHARES DB COMMODITY	29742 000	754,441 52	763,179 72
74005P104	PRAXAIR INC	259 000	26,959 88	33,677 77
740189105	PRECISION CASTPARTS CORP	174 000	28,053 49	46,858 20
74144T108	PRICE T ROWE GROUP INC	261 000	13,818 47	21,863 97
741503403	PRICELINE COM INC	54 000	39,015 47	62,769 60
742718109	PROCTER & GAMBLE CO	663 000	49,404 15	53,974 83
743312100	PROGRESS SOFTWARE CORP	246 000	6,357 02	6,354.18
743424103	PROOFPOINT INC	249 000	6,178 89	8,259 33
744320102	PRUDENTIAL FINL INC	208 000	11,678 39	19,181 76
74460D109	PUBLIC STORAGE INC	42 000	5,461 00	6,321 84
74733T105	QLIK TECHNOLOGIES INC	195 000	6,024 59	5,192 85
747525103	QUALCOMM INC	1101 000	66,303 45	81,749 25
74758T303	QUALYS INC	172.000	3,810 45	3,974 92
74762E102	QUANTA SVCS INC	203 000	5,748 65	6,406 68
749685103	RPM INTL INC	257 000	5,694.64	10,668.07
751212101	RALPH LAUREN CORP	165 000	27,891 92	29,134 05
754730109	RAYMOND JAMES FINL INC	192 000	6,982 44	10,020 48
755111507	RAYTHEON CO	193 000	8,342 58	17,505 10
75689M101	RED ROBIN GOURMET BURGERS INC	103 000	6,088 40	7,574 62
75886F107	REGENERON PHARMACEUTICALS	19 000	5,190 06	5,229 56
759351604	REINSURANCE GROUP AMER INC	98 000	6,375 15	7,586 18
761248103	RESPONSYS INC	226 000	3,604 43	6,194 66
761283100	RESTORATION HARDWARE HLDGS INC	115 000	7,483 61	7,739 50
770323103	ROBERT HALF INTL INC	253 000	7,731 07	10,623 47
772739207	ROCK-TENN CO	28 000	1,674 88	2,940 28
776696106	ROPER INDS INC NEW	28 000	3,700 17	3,883 04
777779307	ROSETTA RES INC	68.000	2,872 49	3,266 72
780259206	ROYAL DUTCH SHELL PLC	185 000	11,793 65	13,184 95
781846209	RUSH ENTERPRISES INC	188 000	4,652 72	5,574.20
78388J106	SBA COMMUNICATIONS CORP	192 000	14,100.42	17,249 28
784117103	SEI INVESTMENTS CO	178 000	4,599 67	6,181 94
78442P106	SLM CORP	481 000	10,124 03	12,640 68

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78467J100	SS&C TECHNOLOGIES HLDGS INC	136 000	5,012 20	6,019 36
790849103	ST JUDE MED INC	192 000	8,103 68	11,894.40
79466L302	SALESFORCE COM INC	1143 000	43,406 02	63,082 17
806407102	SCHEIN HENRY INC	85.000	8,879 66	9,712.10
806857108	SCHLUMBERGER LTD	577 000	42,649 81	51,993 47
808513105	SCHWAB CHARLES CORP NEW	1045 000	13,791.46	27,170 00
811065101	SCRIPPS NETWORKS INTERACTIVE INC	109 000	7,998.34	9,418 69
816300107	SELECTIVE INS GROUP INC	269 000	6,691 18	7,279 14
816850101	SEMTECH CORP	89 000	3,003 28	2,249 92
816851109	SEMPRA ENERGY	75.000	4,125 71	6,732 00
81762P102	SERVICENOW INC	64 000	3,386 46	3,584 64
822582AW2	SHELL INTL FIN B V	13000 000	13,065 89	12,922 52
824348106	SHERWIN WILLIAMS CO	141 000	15,730 06	25,873 50
82481R106	SHIRE PLC	49 000	5,333 94	6,923 21
82669G104	SIGNATURE BK NEW YORK N Y	44 000	4,145 85	4,726 48
828336107	SILVER WHEATON CORP	744.000	26,920 61	15,021 36
828806109	SIMON PPTY GROUP INC NEW	45 000	7,049 56	6,847 20
82966C103	SIRONA DENTAL SYS INC	65 000	4,680 44	4,563 00
845467109	SOUTHWESTERN ENERGY CO	74 000	2,537 26	2,910.42
84760C107	SPECTRANETICS CORP	208 000	3,890 11	5,200 00
848637104	SPLUNK INC	414 000	18,607 98	28,429.38
85254C305	STAGE STORES INC	252 000	5,912 39	5,599 44
854502101	STANLEY BLACK & DECKER INC	38 000	2,547 30	3,066 22
855244109	STARBUCKS CORP	931.000	44,079 73	72,981 09
857477103	STATE STR CORP	647 000	43,001 75	47,483 33
863667101	STRYKER CORP	291 000	20,629 05	21,865 74
867914103	SUNTRUST BKS INC	189 000	5,065 29	6,957 09
871237103	SYKES ENTERPRISES INC	242 000	4,259 70	5,278 02
871503108	SYMANTEC CORP	210 000	3,508 67	4,951 80
87151Q106	SYMETRA FINL CORP	123 000	1,672 50	2,332 08
87157B103	SYNCHRONOSS TECHNOLOGIES INC	169 000	5,081 89	5,250 83
87236Y108	TD AMERITRADE HLDG CORP	415 000	9,069 86	12,715 60
872540109	TJX COS INC NEW	642 000	29,789 82	40,914 66
87264S106	TRW AUTOMOTIVE HLDGS CORP	99 000	5,561 74	7,364 61

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87311L104	TW TELECOM INC	297 000	8,818.55	9,049 59
87612E106	TARGET CORP	286 000	18,042 45	18,095 22
880349105	TENNECO INC	53 000	2,770 26	2,998 21
881609101	TESORO CORP	68 000	3,841.24	3,978 00
882508104	TEXAS INSTRS INC	288 000	9,140 63	12,646.08
883556102	THERMO FISHER SCIENTIFIC CORP	247 000	14,757 22	27,503 45
885175307	THORATEC CORP	139 000	4,677 69	5,087 40
88579Y101	3M CO	156 000	14,569 99	21,879 00
88632Q103	TIBCO SOFTWARE INC	195 000	4,695 92	4,383 60
886547108	TIFFANY & CO NEW	429.000	32,092 01	39,802 62
88706M103	TIM HORTONS INC	150 000	8,671 85	8,757 00
887317303	TIME WARNER INC	285 000	9,633 29	19,870 20
887317AG0	TIME WARNER INC	12000 000	13,395 48	12,740 28
887389104	TIMKEN CO	48 000	2,597 46	2,643 36
891027104	TORCHMARK CORP	123 000	6,521 54	9,612 45
891092108	TORO CO	114 000	5,572 33	7,250 40
891894107	TOWERS WATSON & CO	74 000	5,345 43	9,443 14
891906109	TOTAL SYS SVCS INC	74 000	2,318 29	2,462 72
89233P6S0	TOYOTA MTR CR CORP	13000 000	12,960 02	12,761 84
89417E109	TRAVELERS COS INC	321 000	23,062 67	29,063 34
89469A104	TREEHOUSE FOODS INC	209 000	14,615 84	14,404 28
896215209	TRIMAS CORP	103 000	3,840 18	4,108 67
896818101	TRIUMPH GROUP INC NEW	67 000	5,502 08	5,096.69
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	802 331	1,331,701 98	1,313,288 28
902494103	TYSON FOODS INC	180 000	5,002 66	6,022 80
902788108	UMB FINL CORP	94 000	5,640 81	6,042 32
902973304	US BANCORP DEL	459 000	12,214 56	18,543 60
904214103	UMPQUA HLDGS CORP	328.000	5,538 54	6,277 92
909907107	UNITED BANKSHARES INC WEST VA	100 000	2,866 74	3,145 00
911312106	UNITED PARCEL SVC INC	699 000	57,544 95	73,450 92
911312AH9	UNITED PARCEL SVC INC	11000 000	13,025 49	12,582 90
912810EY0	UNITED STATES TREAS BD	25000.000	35,448 35	33,390 75
912810FR4	UNITED STATES TREAS NT	14869 200	18,461 65	17,091 40
912810PZ5	UNITED STATES TREAS BD	20669 520	27,288 98	24,289 99

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912828KQ2	UNITED STATES TREAS NT	16000 000	18,180 00	17,050 08
912828QN3	UNITED STATES TREAS NT	72000 000	76,833 80	75,054.24
912828QV5	UNITED STATES TREAS NT	50778 700	56,287 35	51,544 44
912828RC6	UNITED STATES TREAS NT	20000.000	19,485 94	19,375 00
912828RR3	UNITED STATES TREAS NT	24000 000	24,025.22	22,906 80
912828SS0	UNITED STATES TREAS NTS	12000 000	12,150 94	11,964 36
912828TE0	UNITED STATES TREAS NT	35548 460	36,557.65	34,051 51
912828TK6	UNITED STATES TREAS NT	47000 000	46,933 99	46,981 67
912828TM2	UNITED STATES TREAS NT	33000 000	32,721 87	32,381 25
912828TW0	UNITED STATES TREAS NT	50000 000	49,723 87	49,094 00
912828UF5	UNITED STATES TREAS NT	32000 000	31,074 38	30,222 40
912828UN8	UNITED STATES TREAS NT	22000 000	21,959 44	20,408 52
912828UZ1	UNITED STATES TREAS NT	40000 000	38,677 91	38,575 20
912828VS6	UNITED STATES TREAS NT	26000.000	25,558 18	24,968 06
913004107	UNITED STATIONERS INC	88 000	3,620 58	4,038 32
913017109	UNITED TECHNOLOGIES CORP	300 000	21,008 01	34,140 00
918204108	V F CORP	108 000	4,562.24	6,732 72
920355104	VALSPAR CORP	44 000	3,074 93	3,136 76
921943858	VANGUARD FTSE DEVELOPED	18375 000	669,743 90	765,870 00
922042858	VANGUARD FTSE EMERGING MKTS	15250 000	632,421 11	627,385 00
92210H105	VANTIV INC	155 000	4,318 71	5,054 55
922908553	VANGUARD REIT	17330 000	1,141,373 33	1,118,824 80
92343V104	VERIZON COMMUNICATIONS INC	1233.000	51,520 26	60,589 62
92343VBT0	VERIZON COMMUNICATIONS INC	11000 000	12,337 10	12,869 56
92345Y106	VERISK ANALYTICS INC	484 000	22,876 50	31,808.48
92532F100	VERTEX PHARMACEUTICALS INC	110 000	8,661 98	8,173 00
92826C839	VISA INC	354 000	48,809 53	78,828 72
928563402	VMWARE INC	294 000	24,847 82	26,374 74
92857W209	VODAFONE GROUP PLC	664.000	21,958.26	26,101 84
929903DT6	WACHOVIA CORP	11000 000	12,974.69	12,547 70
930427109	WAGEWORKS INC	108 000	3,633 57	6,419 52
931142103	WAL-MART STORES INC	115 000	6,678 01	9,049 35
931142DF7	WAL-MART STORES INC	19000 000	18,928.03	18,439 50
94106L109	WASTE MGMT INC DEL	153 000	4,724 93	6,865 11

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94946T106	WELLCARE GROUP INC	70 000	4,333 12	4,929 40
949746101	WELLS FARGO & CO	2582 000	98,775 65	117,222.80
95082P105	WESCO INTL INC	76.000	4,211 03	6,921.32
95709T100	WESTAR ENERGY INC	332 000	9,672 96	10,680 44
958102105	WESTERN DIGITAL CORP	132 000	5,278 96	11,074 80
966387102	WHITING PETE CORP	148.000	7,570 01	9,156 76
966837106	WHOLE FOODS MKT INC	411 000	23,141 75	23,768.13
969904101	WILLIAMS SONOMA INC	60 000	2,381 72	3,496 80
976657106	WISCONSIN ENERGY CORP	120 000	4,101.75	4,960 80
980745103	WOODWARD INC	82 000	3,471 28	3,740 02
983793100	XPO LOGISTICS INC	234 000	5,208 04	6,151 86
983919101	XILINX INC	300 000	12,739 56	13,776 00
989207105	ZEBRA TECHNOLOGIES CORP	120 000	5,576 74	6,489 60
98978V103	ZOETIS INC	124 000	3,768 84	4,053 56
989817101	ZUMIEZ INC	113 000	2,993 87	2,938 00
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	367 114	264,000 00	325,380 97
99Z466197	INTERNATIONAL FOCUSED EQUITY	162840 933	1,704,371 17	1,889,427 06
G02602103	AMDOCS LTD	190 000	6,402 28	7,835 60
G0450A105	ARCH CAP GROUP LTD	49 000	1,950 47	2,924 81
G0464B107	ARGO GROUP INTL HLDGS LTD	143 000	6,395 19	6,648 07
G0692U109	AXIS CAP HLDGS LTD	140 000	5,439 35	6,659 80
G1151C101	ACCENTURE PLC	735 000	48,229 96	60,431 70
G2554F113	COVIDIEN PLC	258 000	16,120 65	17,569 80
G27823106	DELPHI AUTOMOTIVE PLC	231 000	7,319 72	13,890 03
G3157S106	ENSCO PLC	64 000	3,540 53	3,659 52
G3323L100	FABRINET	324 000	4,800 64	6,661 44
G4388N106	HELEN OF TROY LTD	90 000	3,906 24	4,444 20
G4705A100	ICON PLC	86 000	2,236 91	3,475 78
G5315B107	KOSMOS ENERGY LLC	224 000	2,417 40	2,504.32
G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	163 000	5,378 64	5,781 61
G7945M107	SEAGATE TECH	117 000	2,817 02	6,570 72
H0023R105	ACE LTD	727 000	56,273 44	75,266 31
H84989104	TE CONNECTIVITY LTD	79 000	2,660 58	4,353 69
H89128104	TYCO INTL LTD	487 000	13,755 52	19,986 48

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M0854Q105	ALLOT COMMUNICATIONS LTD	310 000	4,548 92	4,690 30
M51363113	MELLANOX TECHNOLOGIES LTD	118 000	4,415 68	4,716 46
N22717107	CORE LABORATORIES N V	26 000	4,101 88	4,964 70
N47279109	INTERXION HLDG NV	126 000	3,364 25	2,974 86
N53745100	LYONDELLBASELL INDUSTRIES NV	115.000	7,272 71	9,232 20
N7902X106	SENSATA TECH HLDG NV	335 000	12,520 63	12,987 95
Y0486S104	AVAGO TECHNOLOGIES LTD	111.000	5,381 37	5,869 57
Y2573F102	FLEXTRONICS	731 000	4,751 87	5,679 87
		Totals	17,197,646 40	18,970,903 11