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 07/01 , 2013, and ending 06/30, 20 14

Name of foundation: THE STATEN ISLAND FOUNDATION

A Employer identification number: 13-3993115

Number and street (or P O box number if mail is not delivered to street address): 260 CHRISTOPHER LANE

Room/suite: 3B

B Telephone number (see instructions): (718) 697-2832

City or town, state or province, country, and ZIP or foreign postal code: STATEN ISLAND, NY 10314

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 78,882,083.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	1,070,000.			
2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	227,588.	227,588.		ATCH 1
4	Dividends and interest from securities	1,555,522.	1,555,522.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	3,528,210.			
b	Gross sales price for all assets on line 6a 28,692,015.				
7	Capital gain net income (from Part IV, line 2)		3,528,210.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	6,381,320.	5,311,320.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	172,849.	5,185.		167,664.
14	Other employee salaries and wages	148,392.			148,392.
15	Pension plans, employee benefits	48,401.	1,452.		46,949.
16a	Legal fees (attach schedule)	4,782.			4,782.
b	Accounting fees (attach schedule) ATCH 3	42,250.	18,820.		23,430.
c	Other professional fees (attach schedule) *	431,566.	391,491.		40,075.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	107,401.	22,401.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy	88,476.			88,476.
21	Travel, conferences, and meetings	2,018.			2,018.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	61,768.			61,768.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,107,903.	439,349.		583,554.
25	Contributions, gifts, grants paid	3,474,190.			3,524,190.
26	**Total expenses and disbursements** Add lines 24 and 25	4,582,093.	439,349.	0	4,107,744.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,799,227.			
b	**Net investment income** (if negative, enter -0-)		4,871,971.		
c	**Adjusted net income** (if negative, enter -0-)				

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*ATCH 4

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,371,010.	4,264,296.	4,264,296.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) **	5,309,192.	4,263,570.	4,263,570.
	b Investments - corporate stock (attach schedule) ATCH 8	52,687,209.	58,009,629.	58,009,629.
	c Investments - corporate bonds (attach schedule) ATCH 9	3,995,193.	3,255,367.	3,255,367.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 10	8,510,652.	8,998,105.	8,998,105.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ ATCH 11)	114,837.	91,116.	91,116.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	71,988,093.	78,882,083.	78,882,083.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	50,000.		
	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)	50,000.	0	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	71,938,093.	78,882,083.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	71,938,093.	78,882,083.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	71,988,093.	78,882,083.	

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	71,938,093.
2	Enter amount from Part I, line 27a	2	1,799,227.
3	Other increases not included in line 2 (itemize) ▶ ATCH 12	3	5,144,763.
4	Add lines 1, 2, and 3	4	78,882,083.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	78,882,083.

**ATCH 7

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 PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	3,528,210.
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	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	3,815,953.	69,858,681.	0.054624
2011	3,215,082.	68,716,623.	0.046788
2010	3,433,292.	72,717,200.	0.047214
2009	3,495,304.	70,558,959.	0.049537
2008	4,006,182.	68,025,911.	0.058892

2	**Total** of line 1, column (d)	2	0.257055
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	0.051411
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	74,278,814.
5	Multiply line 4 by line 3	5	3,818,748.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48,720.
7	Add lines 5 and 6	7	3,867,468.
8	Enter qualifying distributions from Part XII, line 4	8	4,107,744.

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 ▶ [X] and enter 1% of Part I, line 27b	1	48,720.
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	48,720.
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	48,720.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 85,507.		
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	85,507.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached	8	6.
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	36,781.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 36,781. **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) ▶ NEW YORK			
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)*

			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 ▶ WWW.THESTATENISLANDFOUNDATION.ORG			
14	The books are in care of ▶ THE FOUNDATION Telephone no ▶ (718)697-2832 Located at ▶ 260 CHRISTOPHER LANE, SUITE 3B, STATEN ISLAND, NY ZIP+4 ▶ 10314			
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			
			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.		**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		
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		X
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 [X]

(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 [X]

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes [ ] No [X]

(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 [X]

(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 [X]

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 [X]

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

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 [X]

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
ATCH 13		172,849.	23,254.	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 14		148,392.	12,480.	0

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ATCH 15		391,491.
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 ▶	**NONE**

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	62,921,506.
b	Average of monthly cash balances	1b	3,882,608.
c	Fair market value of all other assets (see instructions)	1c	8,605,849.
d	**Total** (add lines 1a, b, and c)	1d	75,409,963.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	75,409,963.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,131,149.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	74,278,814.
6	**Minimum investment return.** Enter 5% of line 5	6	3,713,941.

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	3,713,941.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	48,720.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	48,720.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,665,221.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,665,221.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3,665,221.

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	4,107,744.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	***Qualifying distributions.*** *Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4*	4	4,107,744.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,107,744.

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				3,665,221.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only				
b	Total for prior years 20____,20____,20____				
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ...... 632,648.				
b	From 2009				
c	From 2010				
d	From 2011				
e	From 2012 ...... 390,032.				
f	**Total** of lines 3a through e	1,022,680.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 4,107,744.				
a	Applied to 2012, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2013 distributable amount				3,665,221.
e	Remaining amount distributed out of corpus	442,523.			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	1,465,203.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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)				
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	632,648.			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	832,555.			
10	Analysis of line 9				
a	Excess from 2009				
b	Excess from 2010				
c	Excess from 2011				
d	Excess from 2012 ... 390,032.				
e	Excess from 2013 ... 442,523.				

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 ▶ ☐ 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

ATCH 16

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

ATCH 16A

c Any submission deadlines

ATCH 16A

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

ATCH 16B

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*				
ATTACHMENT 17A				3,524,190.
Total . . . . ▶ **3a**				3,524,190.
b *Approved for future payment*				
ATTACHMENT 17A				775,000.
Total . . . . ▶ **3b**				775,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
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			14	227,588.	
4 Dividends and interest from securities			14	1,555,522.	
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	3,528,210.	
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)				5,311,320.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 5,311,320.

(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.)

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
	N/A		N/A

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

Signature of officer or trustee: [signature] Date: 10/23/14 Title: Chairman

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
JAMES J REILLY	[signature]	OCT 2 0 2014		P00183769

Firm's name ▶ CONDON O'MEARA MCGINTY & DONNELLY L — Firm's EIN ▶ 13-3628255

Firm's address ▶ ONE BATTERY PARK PLAZA NEW YORK, NY 10004-1405 — Phone no 212-661-7777

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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
THE STATEN ISLAND FOUNDATION

Employer identification number
13-3993115

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(03) (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).

Name of organization THE STATEN ISLAND FOUNDATION

Employer identification number 13-3993115

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	UNITED WAY OF NEW YORK 205 EAST 42ND STREET NEW YORK, NY 10017	$ 70,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
2	AMERICAN RED CROSS 2025 EAST STREET, NW WASHINGTON, DC 20006	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization THE STATEN ISLAND FOUNDATION

Employer identification number 13-3993115

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization THE STATEN ISLAND FOUNDATION

Employer identification number 13-3993115

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. See instructions.) ▶ $

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

(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

(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

(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

THE STATEN ISLAND FOUNDATION 13-3993115

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
28,692,015.		25,163,805.					3,528,210.	
TOTAL GAIN(LOSS)							3,528,210.	

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST ON SAVINGS & TEMPORARY CASH INVESTMENTS	227,588.	227,588.
TOTAL	227,588.	227,588.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS FROM SECURITIES	1,555,522.	1,555,522.
TOTAL	1,555,522.	1,555,522.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CONDON O'MEARA MCGINTY & DONNELLY LLP - AUDIT & TAX SERVICES	23,050.	9,220.		13,830.
BTQ FINANCIAL - ACCOUNTING SERVICES	19,200.	9,600.		9,600.
TOTALS	42,250.	18,820.		23,430.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IDB BANK OF NEW YORK - INVESTMENT MANAGEMENT FEES	298,968.	298,968.	
JPMORGAN CHASE BANK - CUSTODIAN AND INVESTMENT MANAGEMENT FEES	92,523.	92,523.	
CONSULTING FEES	37,575.		37,575.
IT FEES	2,500.		2,500.
TOTALS	431,566.	391,491.	40,075.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES		85,000.	
FOREIGN TAX WITHHELD		22,401.	22,401.
	TOTALS	107,401.	22,401.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATIONARY AND SUPPLIES	1,592.	1,592.
POSTAGE	369.	369.
DUES AND SUBSCRIPTIONS	2,023.	2,023.
INSURANCE	11,326.	11,326.
OTHER OFFICE EXPENSES	21,902.	21,902.
BUSINESS MEALS	1,381.	1,381.
MAINTENANCE CONTRACTS	9,171.	9,171.
FILING FEES	2,158.	2,158.
COMPUTER EXPENSE	10,056.	10,056.
OTHER EXPENSES	1,790.	1,790.
TOTALS	61,768.	61,768.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT AND AGENCY OBLIGATIONS	471,351.	471,351.
US OBLIGATIONS TOTAL	471,351.	471,351.
MUNICIPAL BONDS	3,792,219.	3,792,219.
STATE OBLIGATIONS TOTAL	3,792,219.	3,792,219.
US AND STATE OBLIGATIONS TOTAL	4,263,570.	4,263,570.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MF - FIXED INCOME -- SEE 8A	6,870,448.	6,870,448.
MF - EQUITY -- SEE 8B	10,711,407.	10,711,407.
FI - COMMODITIES -- SEE 8C	710,921.	710,921.
ETF -- SEE 8D	15,367,969.	15,367,969.
EQ - COMMON STOCK -- SEE 8E	22,842,184.	22,842,184.
EQ - REIT -- SEE 8F	1,254,510.	1,254,510.
PS - GE CAPITAL FINANCIAL CORP	252,190.	252,190.
TOTALS	58,009,629.	58,009,629.

Attachment Legend
MF - Mutual Fund
FI - Fixed Income
ETF - Exchange Traded Funds
EQ - Equities
PS - Preferred Stock

Note· [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	1,974,558 30	1,974,558 30	1,974,558 30		592 35 51 12	0 03 % [1]
US Fixed Income							
HARBOR HIGH YIELD BOND-INST 411511-55-3	11 07	54,806 82	606,711 48	594,653 97	12,057 51	34,583 10	5 70 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 99	164,444 44	1,807,244 44	1,850,000 00	(42,755 56)	92,417 77	5 11 %
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 91	99,358 97	1,084,006 41	1,085,000 00	(993 59)	8,942 30 794 87	0 82 %
JPM MULTI SECTOR INC FD - SEL FUND 2130 48121A-29-0	10 39	159,752 14	1,659,824 76	1,612,783 20	47,041 56	40,896 54 3,514 55	2 46 %
JPM FLOAT RATE INC FD - SEL FUND 2808 48121L-51-0	10 11	87,666 59	886,309 25	858,612 97	27,696 28	35,767 96 2,980 66	4 04 %
RIDGEWORTH INTERMED BOND-I 76628T-70-2	9 85	40,185 01	395,822.34	409,887 09	(14,064.75)	5,545 53	1 40 %
Total US Fixed Income			$6,439,918.68	$6,410,937.23	$28,981.45	$218,153.20 $7,290.08	3.39 %

A

ATTACHMENT 8A

STATEN ISLAND FOUNDATION-COMB A/C

For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income							
TEMPLETON GLOBAL BOND FD-AD 880208-40-0	13 31	32,346 31	430,529 41	431,818 24	(1,288 83)	15,623 26	3 63 %

A

SUM OF A=$6,870,448

ATTACHMENT 8A

STATEN ISLAND FOUNDATION-COMB A/C

For the Period 6/1/14 to 6/30/14

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	16 02	140,239 840 B	2,246,642 24	2,105,000 00	141,642 24	15,145 90	0 67 %
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	39 58	69,245.630	2,740,742 04	1,868,507 82	872,234 22	38,085 09	1 39 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	195 72	11,921 000	2,333,178 12	1,538,934 58	794,243 54	42,665 25	1 83 %
Total US Large Cap Equity			$7,320,562 40	$5,512,442.40	$1,808,120.00	$95,896.24	1.31 %
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	49.35	37,245 800 B	1,838,080 23	1,685,000 00	153,080 23	2,271 99	0 12 %
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	143 08	15,068 000	2,155,929 44	1,429,021 02	726,908 42	26,549 81	1 23 %
Total US Mid Cap Equity			$3,994,009.67	$3,114,021.02	$879,988.65	$28,821 80	0.72 %
EAFE Equity							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	46 44	27,712 264 B	1,286,957.54	1,175,000 00	111,957.54	19,260 02	1 50 %
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	68 37	33,810 000	2,311,589.70	1,957,684.31	353,905 39	75,328 68	3 26 %

ATTACHMENT 8B

	Price	Quantity		Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
EAFE Equity								
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26 90	82,571 237	B	2,221,166 28	1,980,000 00	241,166 28	36,001 05	1 62 %
Total EAFE Equity				$5,819,713.52	$5,112,684 31	$707,029 21	$130,589.75	2.24 %
European Large Cap Equity								
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	59 95	7,180 000		430,441 00	417,160 15	13,280 85	16,535 54	3 84 %
Japanese Large Cap Equity								
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10 49	42,814 961	B	449,128 94	435,000 00	14,128 94		
Asia ex-Japan Equity								
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 30	88,662 671	B	1,090,550 85	1,071,045 06	19,505 79	13,299 40	1 22 %
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	62 69	7,038 000		441,212 22	392,616 94	48,595.28	7,382 86	1 67 %

ATTACHMENT 8B

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	16 28	41,995 063	683,679 63	549,584 58	134,095 05	20,409 60	2 99 %
Total Asia ex-Japan Equity			$2,215,442.70	$2,013,246.58	$202,196 12	$41,091.86	1.86 %
Emerging Market Equity							
NEUBERGER BERMAN EQUITY FDS GCHINA EQ INST 64122Q-46-5 NCEI X	11 29	49,358 342 B	557,255 68	500,000 00	57,255 68		
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	43 13	16,120 000	695,255 60	694,580 41	675 19	17,474 08	2 51 %
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	10 37	98,517 343 B	1,021,624 85	1,005,000 00	16,624 85	10,836 90	1 06 %
Total Emerging Market Equity			$2,274,136.13	$2,199,580 41	$74,555 72	$28,310 98	1.24 %

SUM OF B=$10,711,407

ATTACHMENT 8B

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc / Accrued Div	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	25,659 00	2,247,797 72		2,240,800 47	68,175 96	3 04 %

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets			C		
JPM LEVERAGED CBEN WTI CRUDE 1/7/15 LNKD TO CL1 80% BARRIER - 2XLEV - 5%CPN 10%CAP- 20%MAXRTN INITIAL LEVEL-11/01/13 CL1.94 61 48126N-TD-9	112 17	400,000 000	448,680 00	400,000.00	

ATTACHMENT 8C

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets			C		
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11 52	22,764 072	262,242 11	251,543 00	2,822 74
SPDR GOLD TRUST 78463V-10-7 GLD	128 04	2,262 000	289,626 48	351,385 54	
Total Hard Assets			$1,000,548.59	$1,002,928.54	$2,822.74

SUM OF C=$710,921

ATTACHMENT 8C

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Large Cap Equity							
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	16 02	140,239 840	2,246,642 24	2,105,000 00	141,642 24	15,145 90	0 67 %
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	39 58	69,245 630 D	2,740,742 04	1,868,507 82	872,234 22	38,085 09	1 39 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	195 72	11,921 000	2,333,178 12	1,538,934 58	794,243 54	42,665 25	1 83 %
Total US Large Cap Equity			$7,320,562.40	$5,512,442.40	$1,808,120.00	$95,896.24	1 31 %
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	49 35	37,245 800	1,838,080 23	1,685,000 00	153,080 23	2,271 99	0 12 %
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	143 08	15,068 000 D	2,155,929 44	1,429,021 02	726,908 42	26,549 81	1 23 %
Total US Mid Cap Equity			$3,994,009.67	$3,114,021.02	$879,988 65	$28,821.80	0.72 %
EAFE Equity							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	46 44	27,712 264	1,286,957 54	1,175,000 00	111,957 54	19,260 02	1 50 %
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	68.37	33,810 000	2,311,589 70	1,957,684 31	353,905 39	75,328 68	3 26 %

ATTACHMENT 8D

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26 90	82,571 237	2,221,166 28	1,980,000 00	241,166 28	36,001.05	1 62 %
Total EAFE Equity			$5,819,713.52	$5,112,684.31	$707,029.21	$130,589.75	2 24 %
European Large Cap Equity			D				
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	59 95	7,180 000	430,441 00	417,160 15	13,280 85	16,535 54	3 84 %
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10 49	42,814 961	449,128 94	435,000 00	14,128 94		
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 30	88,662 671	1,090,550 85	1,071,045 06	19,505 79	13,299 40	1 22 %
			D				
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	62.69	7,038 000	441,212 22	392,616 94	48,595 28	7,382 86	1 67 %

ATTACHMENT 8D

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
Asia ex-Japan Equity			D				
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	16 28	41,995 063	683,679 63	549,584 58	134,095 05	20,409 60	2 99%
Total Asia ex-Japan Equity			$2,215,442.70	$2,013,246.58	$202,196.12	$41,091.86	1.86%
Emerging Market Equity							
NEUBERGER BERMAN EQUITY FDS GCHINA EQ INST 64122Q-46-5 NCEI X	11 29	49,358 342	557,255 68 D	500,000 00	57,255 68		
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	43.13	16,120 000	695,255 60	694,580 41	675 19	17,474 08	2 51%
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	10 37	98,517 343	1,021,624 85	1,005,000 00	16,624 85	10,836 90	1 06%
Total Emerging Market Equity			$2,274,136.13	$2,199,580.41	$74,555.72	$28,310 98	1 24%

ATTACHMENT 8D

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc / Accrued Div	Yield
Real Estate & Infrastructure				D		
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	25,659 00	2,247,797.72		2,240,800 47	68,175 96	3 04 %

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
JPM LEVERAGED CBEN WTI CRUDE 1/7/15 LNKD TO CL1 80% BARRIER - 2XLEV - 5%CPN 10%CAP- 20%MAXRTN INITIAL LEVEL-11/01/13 CL1.94 61 48126N-TD-9	112.17	400,000 000	448,680 00	400,000 00	

ATTACHMENT 8D

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11 52	22,764 072	262,242 11	251,543 00	2,822 74
SPDR GOLD TRUST 78463V-10-7 GLD	128 04	2,262 000	D 289,626 48	351,385 54	
Total Hard Assets			$1,000,548.59	$1,002,928.54	$2,822.74

ATTACHMENT 8D

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FIXED INCOME						
KEYSTONE PA CENT SCH DIST BDS 1.9% 02/15/2018	A+	250,000.000	248,092.50 99.24	250,000.00 1,907.50-	4,750.00 1,794.44	1.91
MERCK & CO INC NEW NOTE 2.25% 01/15/2016	AA	250,000.000	256,862.50 102.75	262,072.50 5,210.00-	5,625.00 2,593.75	2.19
MUSKEGO-NORWAY WI SCHOOL DISTRICT 1.65% 04/01/2018		245,000.000	243,583.90 99.42	245,000.00 1,416.10-	4,042.50 1,010.63	1.66
NEW YORK CITY NY HOUSING DEVELOPMENT CORP MULTI FAMILY HOUSING REVENUE 2.271% 11/01/2019	AA	250,000.000	249,260.00 99.70	253,592.50 4,332.50-	5,677.50 946.25	2.28
OREGON STATE DEPARTMENT OF TRANSPORTATION SENIOR LIEN 1.906% 11/15/2018	AAA	250,000.000	252,327.50 100.93	254,552.50 2,225.00-	4,765.00 608.86	1.89
PEPSICO INC SENIOR NOTE 1.25% 08/13/2017	A-	250,000.000	250,825.00 100.33	249,470.00 1,355.00	3,125.00 1,197.92	1.25
PROCTER & GAMBLE CO SENIOR NOTE 4.7% 02/15/2019	AA-	200,000.000	225,882.00 112.94	199,351.27 26,530.73	9,400.00 3,551.11	4.16
ROCKDALE CNTY GA AUTH TAX REF BDS 2013 1.79% 07/01/2019		250,000.000	244,867.50 97.95	250,000.00 5,132.50-	4,475.00 2,237.50	1.83
ROSEMONT IL CORPORATE PURPOSE GENERAL OBLIGATION 2.389% 12/01/2017-2012	AA	250,000.000	254,682.50 101.87	251,680.00 3,002.50	5,972.50 497.71	2.35
PENNSYLVANIA STATE PUB SCH BLDG AUTH 2.354% 09/15/2014		255,000.000	255,606.90 100.24	262,476.60 6,869.70-	6,002.70 1,767.46	2.35
UNION BANK MEDIUM TERM SR NOTE 2.125% 06/16/2017	A+	250,000.000	255,557.50 102.22	259,877.50 4,320.00-	5,312.50 221.35	2.08
WESTERVILLE OH SCHOOL DISTRICT REF 2012 1.54% 12/01/2017	AA-	250,000.000	252,412.50 100.97	250,000.00 2,412.50	3,850.00 320.83	1.53
WILMINGTON DE 1.661% 11/01/2015	AA-	250,000.000	253,467.50 101.39	256,257.50 2,790.00-	4,152.50 692.08	1.64
TOTAL FIXED INCOME			7,771,127.10	7,790,142.06 19,014.96-	184,915.20 55,354.06	2.38

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ALTERNATIVE INVESTMENTS						
ISHARES GSCI COMMODITY INDEXED TRUST	GSG	17,800.000	603,776.00 33.92	D 580,146.50 23,629.50		
SPDR GOLD SHARES	GLD	3,450.000	441,738.00 128.04	534,197.65 92,459.65-		
TOTAL ALTERNATIVE INVESTMENTS			1,045,514.00	1,114,344.15 68,830.15-	0.00 0.00	0.00

D

SUM OF D=$15,367,969

ATTACHMENT 8D

ACCOUNT NUMBER:
STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO D...

DESCRIPTION	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
NORTHERN PRIME OBLIGATION CLASS .022%	2,161,693.66 1.00	2,161,693.66 0.00	475.58 39.64	0.02
CASH	2,356.05-	2,356.05- 0.00		
TOTAL CASH AND EQUIVALENTS	2,159,337.61	2,159,337.61 0.00	475.58 39.64	0.02

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AIA GROUP LTD SPONSORED ADR	AAGIY	3,069.000	61,809.66 20.14	57,516.89 4,292.77	592.32	0.96
AMC NETWORKS INC CL A	AMCX	594.000	36,525.06 61.49	41,928.92 5,403.86-		
ABBOTT LABS	ABT	2,580.000	105,522.00 40.90	102,144.53 3,377.47	2,270.40	2.15
ABBVIE INC	ABBV	1,840.000	103,849.60 56.44	96,576.63 7,272.97	3,091.20	2.98
ACADIA RLTY TR	AKR	2,725.000	76,545.25 28.09	74,008.51 2,536.74	2,507.00 626.75	3.28
AGILENT TECHNOLOGIES INC	A	1,442.000	82,828.48 57.44	71,379.00 11,449.48	761.38 190.34	0.92
AIR METHODS CORP COM	AIRM	810.000	41,836.50 51.65	21,746.75 20,089.75		
AIR LEASE CORP	AL	3,136.000	120,985.88 38.58	86,240.22 34,746.66	376.32 94.08	0.31
AKZO NOBEL NV SPONSORED ADR	AKZOY	4,363.000	108,856.85 24.95	91,200.23 17,656.62	2,347.29	2.16
ALEXANDER & BALDWIN INC NEW		1,605.000	66,527.25 41.45	62,112.95 4,414.30	256.80	0.39
ALEXANDRIA REAL EST EQUITY INC EQUITY	ARE	1,162.000	90,217.68 77.64	79,249.53 10,968.15	3,346.56 836.64	3.71
ALEXION PHARMACEUTICALS INC	ALXN	221.000	34,531.25 156.25	19,887.68 14,643.57		
ALLIANCE DATA SYSTEMS CORP	ADS	266.000	74,812.50 281.25	29,279.74 45,532.76		
ALLIANT ENERGY CORP #US0188021085	LNT	785.000	47,775.10 60.86	44,564.37 3,210.73	1,601.40	3.35
AMBEV SA SPONS ADR	ABEV	2,332.000	16,417.28 7.04	16,276.43 140.85	379.79	2.28

ATTACHMENT 8E

ACCOUNT NUMBER:
STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AMERICAN CAMPUS COMMUNITIES	ACC	2,412.000	92,234.88 38.24	80,484 69 11,750 19	3,666.24	3,97
AMERICAN INTERNATIONAL GROUP INC	AIG	1,550.000	84 599.00 54.58	65,605 09 18,993.91	775.00	0,92
AMERICAN TOWER CORP REIT	AMT	1,265 000	113,824 70 89.98	95,379.74 18,444.96	1,720.40 430.10	1.51
AMERISAFE INC	AMSF	560,000	22,775 20 40.67	19,804.24 2,970.96	268.80	1,18
AMGEN INC	AMGN	840,000	99,430.80 118.37	99,372.00 58.80	2,049 60	2,06
ANALOG DEVICES INC	ADI	1,436.000	77,644.52 54.07	76,632.83 1,011.69	2,125.28	2,74
ANALOGIC CORP	ALOG	420.000	32,860.80 78.24	37,935.03 5,074.23-	168.00	0 51
APARTMENT INVESTMENT & MGMT	AIV	1,339.000	43,209.53 32.27	34,692.68 8,516.85	1,499.68 374.92	3.47
APPLE INC	AAPL	3,157.000	293,380.01 92.93	223,804.52 69,575.49	5,935.16	2.02
ASPEN TECHNOLOGY INC	AZPN	2,173.000	100,827.20 46.40	74,512.94 26,314.26		
ATLAS COPCO AB SPONSORED ADR A	ATLKY	2,515.000	73,111.05 29.07	68,372.30 4,738.75	1,473.79	2.02
ATWOOD OCEANICS INC	ATW	659.000	34,584.32 52.48	33,094.91 1,489.41		
AVALONBAY COMMUNITIES	AVB	861.000	122,425.59 142.19	113,009.17 9,416.42	3,995 04 998.76	3.26
AVERY DENNISON CORP	AVY	1,060.000	54,325.00 51.25	50,318.10 4,006.90	1,484.00	2,73
AXA SA SPONSORED ADR	AXAHY	660,000	15,826.80 23 98	11,506.20 4,320.60	615.12	3.89
BASF SE SPONSORED ADR	BASFY	325.000	37,862.50 116.50	24,434.75 13,427.75	883 68	2,33
BG GROUP PLC ADR	BRGYY	3,514.000	75,023.90 21.35	70,154.79 4,869.11	1,006.52	1 34
BNP PARIBAS SPONSORED ADR	BNPQY	2,103.000	71,554 58 34.03	66,791.68 4,762.90	1,503.65	2.10
BT GROUP PLC ADR	BT	418.000	27,433.34 65.63	18,044.77 9,388.57	741.11	2.70
BAXTER INTERNATIONAL INC	BAX	2,257.000	163,181.10 72.30	146,002.00 17,179.10	4,694.56 1,173.64	2.88

ATTACHMENT 8E

ACCOUNT NUMBER:
STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
BAYER A G SPONSORED ADR	BAYRY	737.000	104,115.99 141.27	70,072.87 34,043.12	1,555.31	1.49
BERKSHIRE HATHAWAY INC CLASS B NEW	BRK.B	564.000	71,379.84 126.56	53,673.01 17,706.83		
BHP BILLITON LTD ADR	BHP	1,300.000	88,985.00 68.45	94,823.52 5,838.52-	3,068.00	3.45
BIOMED REALTY TRUST INC	BMR	1,477.000	32,242.91 21.83	27,985.36 4,257.55	1,477.00 369.25	4.58
BLACKBAUD INC	BLKB	1,375.000	49,142.50 35.74	35,447.84 13,694.66	660.00	1.34
BLACKROCK INC CL A	BLK	310.000	99,076.00 319.60	73,079.54 25,996.46	2,393.20	2.42
BOOZ ALLEN HAMILTON HOLDING CORP CL A	BAH	1,692.000	35,938.08 21.24	33,767.59 2,170.49	744.48	2.07
BOSTON PROPERTIES	BXP	611.000	72,207.98 118.18	65,633.64 6,574.34	1,588.60 397.15	2.20
BRANDYWINE REALTY TRUST	BDN	2,870.000	44,772.00 15.60	44,668.27 103.73	1,722.00	3.85
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	BTI	500.000	59,540.00 119.08	41,821.90 17,718.10	2,373.00	3.99
BROCADE COMMUNICATIONS SYS INC	BRCD	4,968.000	45,705.60 9.20	29,797.44 15,908.16	695.52 173.88	1.52
BROOKFIELD ASSET MANAGEMENT	BAM	450.000	19,809.00 44.02	12,971.02 6,837.98	288.00	1.45
CBS CORP CL B	CBS	1,077.000	66,924.78 62.14	61,792.98 5,131.80	516.96 129.24	0.77
CLECO CORP	CNL	1,000.000	58,950.00 58.95	27,759.78 31,190.22	1,600.00	2.71
CABOT CORP	CBT	1,001.000	58,047.99 57.99	38,422.50 19,625.49	880.88	1.52
CAMERON INTL CORP	CAM	876.000	59,313.96 67.71	49,298.30 10,015.66		
CANADIAN NATIONAL RAILWAY COMPANY	CNI	1,050.000	68,271.00 65.02	39,018.10 29,252.90	952.35	1.39
CANADIAN NATURAL RESOURCES LTD	CNQ	1,875.000	86,081.25 45.91	70,348.58 15,732.67	1,558.13 389.51	1.81
CANADIAN PACIFIC RAILWAY LTD	CP	610.000	110,495.40 181.14	38,462.06 72,033.34	778.97 194.81	0.70
CANTEL MEDICAL CORP	CMN	725.000	26,549.50 36.62	22,917.95 3,631.55	65.25	0.25

ATTACHMENT 8E

ACCOUNT NUMBER.
STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
CARDTRONICS INC	CATM	1,000.000	34,080.00 34.08	27,443.40 6 636.60		
CAVIUM INC	CAVM	730 000	36,251.80 49.66	29,386.68 6,865 12		
CENOVUS ENERGY INC	CVE	1,393 000	45,091.41 32.37	42,321 45 2,769.96	1,355.39	3 01
CEPHEID	CPHD	925.000	44,344 50 47.94	36,597.25 7,747.24		
CHEVRON CORP	CVX	1,560.000	203,658.00 130.55	184,544 57 19,113.43	6,676.80	3.28
CLARCOR INC	CLC	800 000	49,480.00 61.85	28,299 75 21,180 25	544 00	1.10
CLIFFS NATURAL RESOURCES INC	CLF	1,554 000	23,387.70 15.05	59,490.49 36,102.79-	932.40	3.99
COGNEX CORP	CGNX	1,450 000	55,680.00 38.40	13,781.86 41,898.14	319.00	0.57
COHEN & STEERS INC	CNS	1,075.000	46,633.50 43.38	24,599 41 22,034 09	946.00	2.03
COHU INC	COHU	1,225.000	13,107 50 10.70	16,662.63 3,555.13-	294.00 73.50	2.24
COLGATE PALMOLIVE	CL	1,510.000	102,951 80 68.18	83,241.45 19,710.35	2,174.40	2.11
COMCAST CORP NEW CL A	CMCSA	1,480.000	79,446.40 53.68	79,099 94 346.46	1,332 00 333.00	1.68
COMERICA INC	CMA	1,255.000	62,950.80 50.16	46,071.05 16,879.75	1,004 00 251.00	1.59
COMPASS GROUP PLC SPONSORED ADR	CMPGY	1,344.000	23,802 24 17.71	15,235.38 8,566.86	1,757.55 176.56	7 39
COMPASS MINERALS INTL INC	CMP	290.000	27,764 60 95.74	21,811.79 5,952.81	696.00	2.51
COMPUTERSHARE LTD SPONS ADR	CMSQY	3,157.000	37,442.02 11.86	33,584.20 3,857.82	839.76	2.24
CONVERSANT INC	CNVR	1,213.000	30,810.20 25.40	23,920.96 6,889 24		
CORESITE REALTY CORP	COR	1,265.000	41,833.55 33.07	39,866 72 1,966.83	1,771.00 442.75	4.23
CORPORATE EXECUTIVE BOARD CO	CEB	750.000	51,165.00 68.22	41,006.75 10,158.25	787.50	1.54
CORPORATE OFFICE PPTYS REIT TR	OFC	2,587.000	71,944.47 27 81	81,186.48 9,242.01-	2,845.70 711.43	3.96

ATTACHMENT 8E

ACCOUNT NUMBER

STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
COSTAR GROUP INC	CSGP	175 000	27,679.75 158.17	12,539.37 15,140.38		
CROWN CASTLE INTL CORP	CCI	1,350,000	100,251.00 74.26	81,487 89 18,763 11	1,890.00	1.89
CUBESMART	CUBE	2,585,000	47,357.20 18.32	40,992.15 6,365.05	1,344 20 336 05	2 84
DBS GROUP HOLDINGS LTD SPONSORED ADR	DBSDY	1,228.000	66,250.60 53.95	57,005 12 9,245.48	2,219 00 1,149.34	3 35
DCT INDUSTRIAL TRUST	DCT	7,060,000	57,962.60 8.21	50,008.88 7,953.72	1,976.80	3.41
DDR CORP		2,268.000	39,984.84 17.63	31,545.05 8,439 79	1,406.16 351.54	3 52
DANAHER CORP	DHR	2,982,000	234,772.86 78.73	201,071.18 33,701 68	1,192.80 298.20	0.51
DANONE SPONSORED ADR	DANOY	4,263.000	63,646.59 14.93	54,195 94 9,450.65	1,091.33	1.71
DASSAULT SYSTEMS S A SPONSORED ADR	DASTY	469.000	60,421.27 128.83	42,772.85 17,648.42	370.51 373 88	0.61
DENSO CORP ADR	DNZOY	4,794.000	114,480.72 23 88	94,122.42 20,358.30	1,965.54	1.72
DIAGEO PLC SPONSORED ADR	DEO	400.000	50,908.00 127.27	30,897.19 20,010.81	1,280 00	2.51
DILLARDS INC	DDS	401.000	46,760.61 116.61	34,970.22 11,790 39	96.24 24 06	0.21
DISNEY WALT CO	DIS	1,960 000	162,050 40 85.74	112,242.19 55,808 21	1,685.60	1 00
DISCOVER FINANCIAL SERVICES	DFS	1,896.000	117,514.08 61.98	68,979.14 48,534.94	1,820.16	1 55
DISCOVERY COMMUNICATIONS SERIES A	DISCA	670.000	49,767.60 74.28	44,290.67 5,476.93		
DOLLAR GENERAL CORP	DG	1,318.000	75,600 48 57.36	69,048.70 6,551.78		
DOMTAR CORP	UFS	814.000	34,879.90 42.85	45,660.52 10,780.62-	1,221.00 305.25	3.50
DRIL-QUIP INC	DRQ	390.000	42,603.60 109.24	22,204.92 20,398.68		
DUPONT FABROS TECHNOLOGY INC	DFT	1,813.000	48,878.48 26.96	42,698.34 6,180.14	2,538 20	5 19
EOG RESOURCES INC	EOG	684 000	79,932.24 116.86	58,843.88 21,088.36	342.00	0.43

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ENTERTAINMENT PROPERTIES TRUST	EPR	502.000	28,046 74 55.87	25,390 61 2,656.13	1,716.84 143.07	6.12
EASTGROUP PROPERTY INC	EGP	923.000	59,284 29 64.23	40,177.14 19,107.15	1,993.68	3.36
EBAY INC	EBAY	1,810 000	90,608.60 50.06	94,335.26 3,726.66-		
EDUCATION REALTY TRUST INC	EDR	3,409.000	36,612.66 10.74	36,346.15 266.51	1,499.96	4.10
ENERGIZER HLDGS INC	ENR	740 000	90,302.20 122.03	71,137 67 19,164 53	1,480.00	1.64
ENSIGN ENERGY SERVICES INC	ESVIF	440.000	6,846.40 15 56	5,879.46 966.94	189 64 47.42	2.77
EPAM SYSTEMS INC	EPAM	600.000	26,250 00 43.75	21,549 27 4,700.73		
EQUIFAX INC	EFX	841 000	61,006 14 72.54	45,726.59 15,279 55	841 00	1.38
EQUINIX INC NEW	EQIX	218,000	45,799 62 210.09	21,540.20 24,259.42		
EQUITY LIFESTYLE PROPERTIES INC	ELS	660.000	29,145.60 44.16	25,073.33 4,072.27	858.00 214 50	2.94
ERICSSON ADR	ERIC	3,912.000	47,256.96 12.08	44,110.61 3,146.35	1,177.51	2.49
ESSEX PROPERTY REIT	ESS	438.000	80,990.58 184.91	67,873.10 13,117.48	2,277 60 569 40	2.81
FEI CO	FEIC	775 000	70,315 75 90.73	31,893.81 38,421.94	775.00	1.10
FNB CORP	FNB	4,891 000	62,702.62 12.82	64,489.52 1,786.90-	2,347.68	3.74
FASTENAL CO	FAST	1,256.000	62,159.44 49.49	60,932.73 1,226.71	1,256.00	2 02
FEDERAL REALTY INVT	FRT	462.000	55,865.04 120.92	49,956.47 5,908 57	1,441.44 360 36	2 58
FIFTH THIRD BANCORP	FITB	2,926.000	62,470 10 21.35	37,648.20 24,821.90	1,521.52 380.38	2.44
FINNING INTERNATIONAL INC NEW	FINGF	85.000	2,378 30 27.98	2,346 00 32.30	55.59	2.34
FIRST INDUSTRIAL REALTY TRUST	FR	660.000	12,434 40 18.84	12,322.13 112.27	270.60 67.65	2.18
FIRST REPUBLIC BANK SAN FRAN CA	FRC	1,772.000	97,442.29 54.99	73,803 80 23,638.48	992.32	1 02

ACCOUNT NUMBER:

STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
FLOTEK INDUSTRIES	FTK	1,175.000	37,788.00 32.16	18,835.14 18,952.86		
FLUOR CORP	FLR	707.000	54,368.30 76.90	39,867.26 14,501.04	593.88 148.47	1.09
FOOT LOCKER INC	FL	1,009.000	51,176.48 50.72	34,780.28 16,396.20	887.92	1.74
FOREST CITY ENTERPRISES INC CL A	FCE-A	5,367.000	106,642.29 19.87	94,091.63 12,550.66		
FORUM ENERGY TECHNOLOGIES INC	FET	1,550.000	56,466.50 36.43	45,006.56 11,459.94		
GDF SUEZ SPONSORED ADR	GDFZY	2,577.000	71,331.36 27.68	57,606.96 13,724.40	3,589.76	5.03
GENERAL GROWTH PROPERTIES INC	GGP	3,005.000	70,797.80 23.56	61,030.03 9,767.77	1,803.00	2.55
GILDAN ACTIVEWEAR INC	GIL	995.000	58,585.60 58.88	49,635.38 8,950.22	429.84	0.73
GLACIER BANCORP INC NEW	GBCI	1,825.000	51,793.50 28.38	26,090.59 25,702.91	1,241.00	2.40
GLAXOSMITHKLINE PLC SPONSORED ADR	GSK	1,420.000	75,941.60 53.48	68,220.17 7,721.43	3,633.78 908.65	4.78
GLOBUS MEDICAL INC CL A NEW	GMED	1,500.000	35,880.00 23.92	35,765.15 114.85		
GOODYEAR TIRE & RUBBER CO	GT	1,771.000	49,198.38 27.78	41,193.28 8,005.10	354.20	0.72
GOOGLE INC	GOOGL	275.000	160,784.25 584.67	142,242.37 18,541.88		
GOOGLE INC CL C	GOOG	233.000	134,040.24 575.28	108,141.06 25,899.18		
GRAND CANYON ED INC	LOPE	1,700.000	78,149.00 45.97	28,226.70 49,922.30		
GROUP 1 AUTOMOTIVE INC	GPI	825.000	69,555.75 84.31	34,243.17 35,312.58	561.00	0.81
GUIDEWIRE SOFTWARE INC	GWRE	1,759.000	71,520.94 40.66	80,599.59 9,078.65-		
HDFC BANK LTD ADR	HDB	819.000	38,345.58 46.82	27,145.72 11,199.86	270.27	0.70
HMS HOLDINGS CORP	HMSY	950.000	19,389.50 20.41	14,872.91 4,516.59		
HSBC HOLDINGS PLC SPONSORED ADR NEW	HSBC	2,431.000	123,494.80 50.80	123,781.96 287.16-	5,955.95 1,215.50	4.82

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
HALLIBURTON CO	HAL	1,058 000	75,128.58 71.01	61,067.76 14,060 82	634 80	0.84
HANGER INC NEW	HGR	950 000	29,877.50 31.45	22,448.32 7,429 18		
HARRIS CORP	HRS	678.000	51,358.50 75.75	47,019.24 4,339.26	1,139.04	2 22
HATTERAS FINL CORP	HTS	1,688 000	33,439.28 19.81	45,179.98 11,740 70-	3,376.00 844 00	10.10
HEALTHCARE SERVICES GROUP INC	HCSG	1,388.000	40,862.72 29.44	20,427 73 20,434.99	957.72	2 34
HEARTLAND EXPRESS INC	HTLD	2,450.000	52,283.00 21.34	36,448.30 15,834.70	196.00 49.00	0.37
HIBBETT SPORTS INC	HIBB	850.000	46,044.50 54.17	28,044 36 18,000.14		
HIGHWOODS PROPERTIES INC	HIW	1,393.000	58,436.35 41.95	56,685.77 1,750.58	2,368.10	4.05
HITACHI LTD ADR	HTHIY	639 000	46,896.21 73.39	47,309.74 413.53-	569.99	1.22
HITTITE MICROWAVE CORP	HITT	625 000	48,718.75 77.95	26,284.96 22,433.79	375.00	0.77
HOLLYFRONTIER CORP	HFC	605 000	26,432.45 43.69	32,739 30 6,306.85-	774.40	2.93
HOLOGIC INC	HOLX	5,998.000	152,049 30 25.35	128,941 57 23,107.73		
HOME DEPOT INC	HD	1,200.000	97,152.00 80.96	94,049.95 3,102.05	2,256.00	2.32
HONDA MOTOR LTD AMERN ADR	HMC	2,873.000	100,526.27 34.99	106,398.93 5,872.66-	2,080.05	2.07
HONEYWELL INTERNATIONAL INC	HON	2,622 000	243,714.90 92.95	194,128.71 49,586.19	4,719.60	1 94
HOSPIRA INC	HSP	2,426.000	124,623 62 51.37	90,342.08 34,281.54		
HOST HOTELS & RESORT	HST	2,807.000	61,782.07 22.01	45,053.75 16,728.32	1,684.20 421.05	2 73
HUMANA INC	HUM	632 000	80,719.04 127.72	49,405.76 31,313.28	707.84 176.96	0.88
HUNTINGTON INGALLS INDS INC	HII	533.000	50,416.47 94.59	54,280.72 3,864.25-	426 40	0.85
HUTCHISON WHAMPOA LTD ADR	HUWHY	4,119.000	112,860.60 27.40	80,977.19 31,883 41	2,137.76	1.89

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ICU MED INC	ICUI	725.000	44,087.25 60.81	25,849.47 18,237.78		
IPC THE HOSPITALIST CO INC	IPCM	815.000	36,039.30 44.22	38,211.61 2,172.31-		
IBERIABANK CORP	IBKC	760.000	52,584.40 69.19	43,837.68 8,746.72	1,033.60 258.40	1.97
ITT CORP NEW EX DISTRIBUTION	ITT	2,181.000	104,906.10 48.10	80,984.70 23,921.40	959.64 239.91	0.91
IHS INC CL A	IHS	718.000	97,411.06 135.67	79,421.66 17,989.40		
INDUSTRIA DE DISENO TEXTIL IND ADR	IDEXY	946.000	29,203.02 30.87	30,757.02 1,554.00-	367.05	1.25
INFINEON TECHNOLOGIES AG SPONSORED ADR	IFNNY	4,186.000	52,140.60 12.45	35,705.92 16,434.68	624.01	1.20
ING GROEP NV SPONSORED ADR	ING	4,271.000	59,879.42 14.02	48,249.64 11,629.78		
INTERMUNE INC	ITMN	708.000	31,258.20 44.15	8,572.18 22,686.02		
JPMORGAN CHASE & CO	JPM	4,215.000	242,868.30 57.62	209,801.25 33,067.05	6,744.00	2.78
JOHNSON & JOHNSON	JNJ	481.000	50,322.22 104.62	49,499.66 822.56	1,345.80	2.68
JULIUS BAER GROUP LTD ADR	JBAXY	2,773.000	22,710.87 8.19	25,767.83 3,056.96-	302.26	1.33
KAPSTONE PAPER & PACKAGING CORP	KS	1,200.000	39,756.00 33.13	31,265.16 8,490.84		
KDDI CORP ADR	KDDIY	5,326.000	81,221.50 15.25	50,335.19 30,886.31	1,368.78	1.69
KINDER MORGAN INC	KMI	2,730.000	98,989.80 36.26	100,720.75 1,730.95-	4,586.40	4.63
LKQ CORP	LKQ	5,108.000	136,332.52 26.69	120,808.53 15,523.99		
LI & FUNG LTD ADR	LFUGY	19,590.000	57,006.90 2.91	64,510.85 7,503.95-	2,037.36	3.57
L'OREAL CO ADR	LRLCY	496.000	17,097.12 34.47	17,234.40 137.28-	263.38	1.54
LVMH MOET HENNESSEY LOU VUITTON ADR	LVMUY	1,418.000	54,706.44 38.58	43,656.39 11,050.05	886.25	1.62
LASALLE HOTEL PROPERTIES	LHO	1,282.000	45,241.78 35.29	32,713.27 12,528.51	1,923.00 480.75	4.25

ATTACHMENT 8E

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
LAUDER ESTEE INC CL A	EL	2,220.000	164,857.20 74.26	152,432.70 12,424.50	1,776.00	1.08
LIBERTY PROPERTY TRUST	LRY	1,729.000	65,580.97 37 93	64,370.24 1,210.73	3,285 10 821.28	5.01
LIFE TIME FITNESS INC	LTM	365.000	17,790.10 48.74	14,671 40 3,118 70		
LINCOLN NATIONAL CORP	LNC	1,399.000	71,964 56 51.44	36,939 27 35,025.29	895 36	1.24
LORILLARD INC	LO	758,000	46,215 26 60.97	41,060 78 5,154.48	1,864.68	4.03
MGM RESORTS INTERNATIONAL	MGM	2,031.000	53,618.40 26 40	22,706.37 30,912.03		
MACYS INC	M	2,159 000	125,265 18 58.02	104,077 96 21,187.23	2,698 75 674 69	2 15
MANULIFE FINL CORP	MFC	875 000	17,386 25 19.87	13,113.96 4,272.29	420.00	2 42
MARKETAXESS HOLDINGS INC	MKTX	1,150 000	62,169.00 54.06	28,945.07 33,223.93	736.00	1.18
MARSH & MCLENNAN COS INC	MMC	2,020.000	104,676.40 51 82	79,068.83 25,607.57	2,262.40	2.16
MATADOR RESOURCES CO	MTDR	1,485.000	43,480 80 29.28	32,616.36 10,864.44		
MCGRAW HILL FINANCIAL INC	MHFI	691.000	57,373.73 83.03	48,549.59 8,824 14	829 20	1 45
MEDIDATA SOLUTIONS INC	MDSO	675.000	28,896.75 42.81	12,929.59 15,967 16		
METTLER TOLEDO INTERNATIONAL	MTD	441.000	111,652.38 253.18	92,709 73 18,942.65		
MICROSOFT CORP	MSFT	3,334 000	139,027.80 41.70	116,432 19 22,595.61	3,734.08	2.69
MIDDLEBY CORP	MIDD	690.000	57,076.80 82.72	10,555.98 46,520.82		
MITSUBISHI UFJ FINANCIAL GRP INC SPONSORED ADR	MTU	11,725.000	72,108.75 6.15	61,971.99 10,136 76	1,489.08	2.07
MOBILE MINI INC	MINI	925.000	44,298.25 47.89	27,666.85 16,631.40	629.00	1.42
MONRO MUFFLER BRAKE INC	MNRO	377.000	20,052.63 53.19	11,475.07 8,577.56	196 04	0.98
MONSANTO CO	MON	850 000	106,029.00 124 74	90,957.07 15,071.93	1,462.00	1.38

ATTACHMENT 8E

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
MYLAN INC	MYL	1,162.000	59,912 72 51 56	32,006.90 27,905,82		
NATIONAL FUEL GAS CO	NFG	466.000	36,487 80 78.30	28,157.77 8,330,03	717.64 179,41	1.97
NATIONAL HEALTH INVESTMENT INC	NHI	545 000	34,095 20 62 56	24,033.32 10,061,88	1,678.60 419.65	4.92
NESTLE S A SPONSORED ADR	NSRGY	3,907.000	303,456.69 77.67	236,137.30 67,319.39	7,519.49	2 61
NEXTERA ENERGY INC	NEE	1,060.000	108,628.80 102.48	97,423.22 11,205,58	3,074.00	2 83
NORTHWESTERN CORP (NEW)	NWE	1,100 000	57,409 00 52.19	42,773.37 14,635,63	1,760,00	3 07
NOVARTIS A G SPONSORED ADR	NVS	2,079.000	188,211 87 90.53	129,286,91 58,924.96	4,860,70	2,58
O'REILLY AUTOMOTIVE INC NEW	ORLY	210.000	31,626.00 150.60	17,960.90 13,665.10		
OLD DOMINION FREIGHT LINES INC	ODFL	926.000	58,967 68 63.68	43,633,12 15,334.56		
OMNICARE INC	OCR	829.000	55,186.53 66.57	32,315.67 22,870.86	663 20	1.20
OMEGA HEALTHCARE INVESTMENT INC	OHI	940.000	34,648.40 36.86	29,045.91 5,602 49	1,880.00	5 43
ORACLE CORP	ORCL	3,890.000	157,661.70 40.53	133,169 59 24,492.11	1,867.20	1.18
OXFORD INDUSTRIES INC	OXM	425.000	28,334 75 66.67	31,134 21 2,799.46-	357 00	1 26
PALL CORP	PLL	626.000	53,454.14 85 39	43,355 67 10,098.47	688.80	1.29
PARKER HANNIFIN CORP	PH	473 000	59,470.29 125.73	39,778.63 19,691 66	908.16	1.53
PEBBLEBROOK HOTEL TRUST	PEB	1,250 000	46,200.00 36.96	31,171.53 15,028.47	1,150 00 287.50	2.49
PEPSICO INC	PEP	1,185.000	105,867.90 89.34	86,292.47 19,575 43	3,104,70	2.93
PERNOD RICARD SA ADR	PDRDY	2,415.000	58,080.75 24.05	57,787.16 293 59	813.86	1.40
PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR	PBR	3,742 000	54,745.46 14.63	52,739.38 2,006 08	400 39	0.73
PHILIP MORRIS INTERNATIONAL INC	PM	1,705.000	143,748.55 84.31	148,967.23 5,218.68-	6,410.80 1,602.70	4.46

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
PIER 1 IMPORTS INC	PIR	1,500 000	23,115.00 15.41	34,001.21 10,886.21-	360 00	1.56
PORTFOLIO RECOVERY ASSOCIATES	PRAA	850.000	50,600.50 59 53	15,642.73 34,957.77		
POST PROPERTIES INC	PPS	1,384.000	73,988.64 53.46	68,685 46 5,303.18	2,214.40 553.60	2.99
POTASH CORP SASK INC	POT	2,375 000	90,155.00 37.96	87,410.07 2,744 93	3,325 00	3.69
POWER INEGRATIONS INC	POWI	860.000	49,484.40 57.54	32,358.32 17,126.08	344.00	0 70
PRECISION CASTPARTS CORP	PCP	380 000	95,912.00 252.40	78,552 43 17,359.57	45.60	0 05
PRIMORIS SVCS CORP	PRIM	1,050 000	30,282.00 28.84	30,544.50 262.50-	147.00 36.75	0.49
PROASSURANCE CORP	PRA	800.000	35,520.00 44 40	21,207.61 14,312.39	960.00 240.00	2.70
PROLOGIS INC	PLD	2,480.000	101,903.20 41.09	99,595.07 2,308.13	3,273 60	3.21
PROS HOLDINGS INC	PRO	1,150.000	30,406 00 26.44	13,257 57 17,148.43		
PROTECTIVE LIFE CORP	PL	985 000	68,290.05 69 33	51,467.63 16,822 42	945.60	1.38
PROTO LABS INC	PRLB	590.000	48,332.80 81.92	29,137.40 19,195.40		
PRUDENTIAL FINANCIAL INC	PRU	1,770.000	157,122.90 88.77	158,082.78 959.88-	3,752.40	2 39
QUALCOMM INC	QCOM	1,275.000	100,980.00 79.20	92,628.71 8,351 29	2,142.00	2.12
RBC BEARINGS INC	ROLL	750.000	48,037.50 64.05	31,587.60 16,449 90		
RECKITT BENCKISER GROUP PLC ADR	RBGLY	3,763.000	65,852.50 17.50	45,280.52 20,571 98	1,595.51	2.42
RED HAT INC	RHT	1,132.000	62,565 64 55.27	55,605 03 6,960.61		
REED ELSEVIER N V SPONSORED ADR NEW	ENL	1,281.000	58,849 14 45.94	54,915.57 3,933.57	1,489.80	2.53
REGAL BELOIT CORP	RBC	615.000	48,314.40 78.56	44,556.75 3,757.65	541.20 135.30	1.12
REINSURANCE GROUP AMER INC	RGA	1,148.000	90,577.20 78 90	76,313.19 14,264.01	1,377.60	1.52

ATTACHMENT 8E

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
RIO TINTO PLC SPONSORED ADR	RIO	3,822.000	207,458 16 54.28	204 205 88 3,252.28	7,407.04	3 57
RITCHIE BROS AUCTIONEERS INC	RBA	1,725.000	42,521.25 24.65	34,902.62 7,618 63	897 00	2.11
ROCHE HOLDINGS LTD SPONSORED ADR	RHHBY	2,036.000	75,942.80 37.30	48,167 83 27,774.97	1,882.54	2.48
ROFIN SINAR TECHNOLOGIES INC	RSTI	950.000	22,838.00 24.04	20,631.91 2,206.09		
ROPER INDS INC	ROP	759.000	110,821.59 146.01	87,430.15 23,391.44	607.20	0.55
ROVI CORP	ROVI	1,689.000	40,468.44 23.96	33,148.14 7,320.30		
ROYAL BANK SCOTLAND GROUP PLC SPONSORED ADR	RBS	4,289.000	48,422.81 11.29	47,897.11 525.70		
ROYAL DUTCH SHELL PLC SPONSORED ADR A	RDS.A	1,855.000	152,796.35 82.37	117,138.13 35,658.22	5,928.58	3.88
RYLAND GROUP INC	RYL	1,250.000	49,300.00 39.44	35,302.19 13,997.81	150.00	0.30
SBA COMMUNICATIONS CORP	SBAC	564.000	57,697.20 102.30	44,341.54 13,355.66		
SANDISK CORP	SNDK	610.000	63,702.30 104.43	29,530 99 34,171.31	549.00	0.86
SCHLUMBERGER	SLB	3,057.000	360,573 15 117.95	235,369.13 125,204.02	4,891 20 1,222.80	1.36
SCHNEIDER ELECTRIC SA ADR	SBGSY	2,017.000	37,919 60 18.80	33,582.37 4,337.23	605.10	1.60
SCIQUEST INC NEW	SQI	1,275.000	22,554.75 17.69	26,519.15 3,964.40-		
SEVEN & I HOLDINGS LTD ADR	SVNDY	522.000	44,035.92 84.36	33,435.00 10,600.92	585.18	1.33
SIEMENS A G SPONSORED ADR	SIEGY	1,024.000	135,362.56 132.19	111,195.32 24,167.24	3,085.31	2.28
SILGAN HOLDINGS INC	SLGN	915.000	46,500.30 50.82	25,472.72 21,027.58	549.00	1.18
SIMON PROPERTY GROUP INC	SPG	798.000	132,691 44 166.28	104,273.75 28,417.69	4,149.60	3.13
SKYWORK SOLUTIONS INC	SWKS	1,531.000	71,895.76 46.96	35,275.40 36,620.36	673.64	0.94
J M SMUCKER CO	SJM	597.000	63,622 29 106.57	54,556 70 9,065.59	1 385.04	2.18

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
SOLERA HOLDINGS INC	SLH	670.000	44,990 50 67.15	28,227.49 16,763.01	455 60	1.01
STAG INDUSTRIAL INC	STAG	1,410.000	33,854.10 24 01	33,293.49 560.61	1,861.20 148.05	5.50
STARWOOD HOTELS & RESORTS WRLDWD	HOT	1,230.000	99,408.60 80 82	94,172.26 5,236 34	1,722 00	1.73
STERICYCLE INC	SRCL	921.000	109,064.82 118 42	90,854.92 18,209.90		
STIFEL FINANCIAL CORP	SF	1,045.000	49,480.75 47.35	33,678.36 15,802 39		
SUMITOMO MITSUI FINANCIAL GROUP SPONSORED ADR	SMFG	9,433 000	79,897.51 8.47	68,828.90 11,068.61	2,150.72	2.69
SUNCOR ENERGY	SU	2,475.000	105,509.25 42.63	84,430.00 21,079.25	2,123.55	2 01
SUPERVALU INC	SVU	5,462.000	44,897.64 8.22	38,534.05 6,363.59	1,911.70	4 26
SUSSER HLDGS CORP	SUSS	675.000	54,486.00 80.72	43,162 96 11,323.04		
SYMRISE AG ADR	SYIEY	3,854.000	52,452 94 13.61	28,956.29 23,496.65	608.93	1.16
TJX COS INC NEW	TJX	1,337.000	71,061.55 53.15	64,879.85 6,181.70	935.90	1 32
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	2,187.000	46,779 93 21.39	27,742.04 19,037.89	876 99	1.87
TALISMAN ENERGY INC	TLM	1,475.000	15,635 00 10.60	21,158 84 5,523.84-	398.25	2.55
TANGER FACTORY OUTLET CENTERS	SKT	1,655.000	57,875.35 34.97	54,301.03 3,574.32	1,588.80	2.75
TAUBMAN CENTERS	TCO	661.000	50,110.41 75.81	50,960.12 849.71-	1,427.76	2.85
TECHNE CORP	TECH	718.000	66,465.26 92.57	62,580.36 3,884.90	890.32	1.34
TECHNIP NEW SPONSORED ADR	TKPPY	1,573.000	43,108 07 27.41	37,333.23 5,774 84	843.13	1.96
TECK RESOURCES LTD CL B	TCK	675.000	15,410.25 22.83	20,293.38 4,883.13-	550 80 275 44	3.57
TELECOM ITALIA SPA SPONSORED ADR	TI	1,139.000	14,374.18 12.62	13,713 64 660.54	236.91	1.65
TELEFONICA BRASIL SA SPONSORED ADR EACH REPRESENTING 1 SHR PFD	VIV	849 000	17,412.99 20 51	16,342.81 1,070.18	639 30	3.67

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
TENARIS S A SPONSORED ADR	TS	2,000,000	94,300.00 47.15	86,887 93 7,412.07	1,720.00	1.82
TERRENO RLTY CORP	TRNO	1,820.000	35,180.60 19.33	32,778.08 2,402.52	1,019.20	2.90
TEXAS CAPITAL BANCSHARES	TCBI	675.000	36,416 25 53.95	41,116.33 4,700.08-		
TEXAS ROADHOUSE INC	TXRH	1,850.000	48,100.00 26.00	29,138.70 18,961.30	1,110.00 277.50	2.31
THERMO FISHER SCIENTIFIC INC	TMO	1,330,000	156,940.00 118.00	102,194 44 54,745.56	798.00 199.50	0.51
TIME INC	TIME	190.000	4,601.80 24.22	3,929 13 672.67	241 30	5.24
TIME WARNER INC	TWX	1,525.000	107,131.25 70.25	93,392.60 13,738.65	1,936.75	1.81
TOKIO MARINE HOLDINGS INC ADR	TKOMY	910.000	30,075 50 33.05	27,663.76 2,411 74	523.34	1.74
TORO CO	TTC	745.000	47,382.00 63.60	17,517.66 29,864.34	596.00 149.00	1.26
TOWERS WATSON & CO	TW	437,000	45,548.51 104.23	26,878 20 18,670.31	244.72 61.18	0.54
TREEHOUSE FOODS INC	THS	1,501.000	120,185.07 80.07	95,021 30 25,163.77		
TUMI HOLDINGS INC	TUMI	1,600.000	32,208.00 20.13	31,223.52 984 48		
TUPPERWARE CORP	TUP	470.000	39,339.00 83.70	21 345.73 17,993.27	1,278.40 319.60	3.25
ADR TURKCELL ILETISIM HIZMETLERI	TKC	2,301.000	35,895.60 15.60	29,275 97 6,619 63	1,359.89	3.73
TYLER TECHNOLOGIES INC	TYL	675,000	61,566.75 91.21	28,061.13 33,505.62		
URS CORP	URS	1,068.000	48,967.80 45.85	39,422.02 9,545.78	939.84 234.96	1.92
UMPQUA HOLDINGS CORP	UMPQ	5,228.000	93,685.76 17.92	84,436 57 9,249.19	3,136.80 784.20	3.35
UNILEVER NV ADR NEW	UN	1,100.000	48,136.00 43.76	35,498.94 12,637.16	1,384.90	2.88
UNION PACIFIC CORP	UNP	1,640.000	163,590.00 99.75	138,177.79 25,412.21	2,984.80 746.20	1.82
UNITED TECHNOLOGIES CORP	UTX	1,300.000	150,085.00 115.45	120,028.87 30,055 13	3,068 00	2.04

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
UNITED THERAPEUTICS CORP	UTHR	624 000	55,217.76 88.49	26,341 35 28,876 41		
UNITEDHEALTH GROUP INC	UNH	1,305.000	106,683.75 81.75	97,029.90 9,653 85	1,957.50	1 83
UNIVERSAL FOREST PRODUCTS INC	UFPI	575.000	27,755.25 48.27	20,273 44 7,481 81	241.50	0.87
UNUMPROVIDENT CORP	UNM	1,673 000	58,153.48 34.76	41,239 45 16,914.03	970 34	1.67
US ECOLOGY INC	ECOL	750 000	36,712.50 48.95	11,191 52 25,520 98	540.00	1 47
VF CORP	VFC	1,724.000	108,612.00 63.00	79,633.27 28,978.73	1,810.20	1.67
VALE SA ADR	VALE	4,650 000	61,519.50 13.23	94,380.13 32,860 63-	1,822.80	2.96
VALMONT INDUSTRIES INC	VMI	281 000	42,697.85 151.95	44,781 88 2,083.93-	421.50 105.33	0.99
VARIAN MEDICAL SYSTEMS INC	VAR	456 000	37,911.84 83.14	30,709.15 7,202.69		
VENTAS INC.	VTR	815.000	52,241.50 64.10	51,234.88 1,006 62	2,363.50	4.52
VIEWPOINT FINANCIAL GROUP INC	VPFG	1,500 000	40,365.00 26.91	33,270.52 7,094 48	720.00	1.78
VISA INC CL A	V	1,206.000	254,116.26 210 71	199,402.23 54,714.03	1,929 60	0.76
VODAFONE GROUP PLC NEW SPONSORED ADR	VOD	1,047.000	34,959.33 33.39	62,852.81 27,893.48-	2,390.30	6.84
VORNADO REALTY TRUST	VNO	614.000	65,532.22 106.73	52,199.71 13,332.51	1,792.88	2.74
WD-40 CO	WDFC	455.000	34,225.10 75.22	14,820.23 19,404.87	618.80	1.81
WABCO HOLDINGS INC	WBC	716.000	76,483.12 106.82	64,591.41 11,891.71		
WPP PLC ADR	WPPGY	612.000	66,701.88 108.99	63,894.94 2,806.94	1,718.50	2.58
WADDELL & REED FINANCIAL INC CL A	WDR	931.000	58,271.29 62.59	28,618.20 29,653 09	1,266.16	2.17
WASHINGTON PRIME GROUP INC	WPG	399.000	7,477.26 18.74	6,636.89 840 37	2,074.80	27.75
WEINGARTEN REALTY	WRI	1,280.000	42,035.20 32.84	35,644 29 6,390.91	1,664.00	3.96

ATTACHMENT 8E

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
WELLS FARGO & CO COMPANY NEW	WFC	2,145.000	112,741.20 52.56	82,935.07 29,806.13	3,003.00	2.66
WENDYS CO	WEN	3,763.000	32,098.39 8.53	22,163.32 9,935 07	752.60	2.34
WESCO INTERNATIONAL INC	WCC	595 000	51,396.10 86.38	44,229.39 7,166.71		
WEST PHARMACEUTICAL SERVICES INC	WST	1,350,000	56,943.00 42.18	25,857 85 31,085 15	540.00	0.95
WESTPAC BANKING CORP SPONSORED ADR	WBK	2,390.000	76,766.80 32.12	57,610.12 19,156.68	3,828.78	4.99
WEYERHAEUSER COMPANY	WY	1,225.000	40,535.25 33.09	35,759 41 4,775.84	1,078.00	2.66
WHIRLPOOL CORP	WHR	364.000	50,676.08 139.22	27,092 49 23,583.59	1,092.00	2 15
WHITING PETE CORP NEW	WLL	2,533,000	203,273.25 80 25	139,348 24 63,925 01		
WILLIAMS COS INC	WMB	3,835.000	223,235.35 58 21	132,110.47 91,124.88	6,519.50	2 92
WINDSTREAM HOLDINGS CORP	WIN	4,708.000	46,891.68 9.96	40,441 25 6,450 43	4,708.00 1,177.00	10.04
YARA INTERNATIONAL ASA SPONSORED ADR	YARIY	75.000	3,753 75 50 05	3,386.35 367.40	105.38	2.81
YUM BRANDS INC	YUM	1,315.000	106,778.00 81 20	91,414.93 15,363.07	1,946.20	1.82
ZIONS BANCORPORATION	ZION	854.000	25,167.38 29 47	26,280 74 1,113 36-	136.64	0.54
ZURICH INSURANCE GROUP LTD SPONSORED ADR	ZURVY	1,145 000	34,464 50 30.10	31,326 36 3,138 14	2,063 29	5.99
ALLEGION PLC	ALLE	275.000	15,587.00 56.68	7,211.55 8,375.45	88.00	0 56
EATON CORP PLC	ETN	800.000	61,744.00 77.18	48,306.42 13,437.58	1,568.00	2.54
ENSCO PLC CL A	ESV	775 000	43,066.75 55.57	44,201 29 1,134.54-	2,131 25	4.95
INGERSOLL RAND PLC	IR	800.000	50,008.00 62.51	26,986.17 23,021.83	800.00	1.60
WEATHERFORD INTERNATIONAL PLC ORD	WFT	5,700.000	131,100.00 23.00	96,158.18 34,941 82		
NABORS INDUSTRIES	NBR	5,257.000	154,398.09 29.37	97,181 90 57,216.19	841.12	0.54

BANK

INVESTMENT MANAGEMENT & TRUST

ACCOUNT NUMBER:

STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

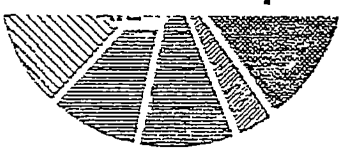
DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
NOBLE CORP	NE	2,350.000	78,866.00 33.56	85,512.19 6,646.19-	2,937.50	3.72
PARTNERRE LTD	PRE	175.000	19,111.75 109.21	14,755.35 4,356.40	469.00	2.45
PERRIGO CO PLC	PRGO	955.000	139,200.80 145.76	106,710.78 32,490.02	401.10	0.29
ACE LTD	ACE	955.000	99,033.50 103.70	89,608.91 9,424.59	2,483.00	2.51
UBS AG SHS	UBS	6,160.000	112,851.20 18.32	105,833.85 7,017.35	1,737.12	1.54
CONSTELLIUM HOLDCO B V	CSTM	1,742.000	55,848.52 32.06	49,250.00 6,598.52		
CORE LABORATORIES	CLB	130.000	21,717.80 167.06	10,369.30 11,348.50	260.00	1.20
LYONDELLBASELL INDUSTRIES N	LYB	1,035.000	101,067.75 97.65	67,998.85 33,068.90	2,898.00	2.87
NXP SEMICONDUCTORS N V	NXPI	1,279.000	84,644.22 66.18	73,419.98 11,224.24		
STEINER LEISURE LTD ORD	STNR	435.000	18,831.15 43.29	20,598.14 1,766.99-		
TOTAL EQUITIES			24,096,693.17	19,372,466.11 4,724,227.06	433,247.30 33,380.09	1.80

BOND QUALITY SUMMARY

Total Equities =$24,096,693

Less:Total per Attachment F=$1,254,510

Total per Attachment =$22,842,184



A-	717,390.00	9.2%
BBB+	258,067.50	3.3%
NOT RATED	1,195,720.30	15.4%
Total	7,771,127.10	100.0%

ATTACHMENT 8E

BANK

INVESTMENT MANAGEMENT & TRUST

ACCOUNT NUMBER:

STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL

DESCRIPTION	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
CASH AND EQUIVALENTS				
NORTHERN PRIME OBLIGATION CLASS 022%	2,161,693.66 1.00	2,161,693.66 0.00	475.53 39.64	0.02
CASH	2,356.05-	2,356.05- 0.00		
TOTAL CASH AND EQUIVALENTS	2,159,337.61	2,159,337.61 0.00	475.53 39.64	0.02

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AIA GROUP LTD SPONSORED ADR	AAGIY	3,069.000	61,809.66 20.14	57,516.89 4,292.77	592.32	0.96
AMC NETWORKS INC CL A	AMCX	594.000	36,525.06 61.49	41,928.92 5,403.86-		
ABBOTT LABS	ABT	2,580.000	105,522.00 40.90	102,144.53 3,377.47	2,270.40	2.15
ABBVIE INC	ABBV	1,840.000	103,849.60 56.44	96,576.63 7,272.97	3,091.20	2.98
ACADIA RLTY TR	AKR	2,725.000	76,545.25 28.09	74,008.51 2,536.74	2,507.00 626.75	3.28
AGILENT TECHNOLOGIES INC	A	1,442.000	82,828.48 57.44	71,379.00 11,449.48	761.38 190.34	0.92
AIR METHODS CORP CCM	AIRM	810.000	41,836.50 51.65	21,746.75 20,089.75		
AIR LEASE CORP	AL	3,136.000	120,986.88 38.58	86,240.22 34,746.66	376.32 94.08	0.31
AKZO NOBEL NV SPONSORED ADR	AKZOY	4,363.000	108,856.85 24.95	91,200.23 17,656.62	2,347.29	2.16
ALEXANDER & BALDWIN INC NEW		1,605.000	66,527.25 41.45	62,112.95 4,414.30	256.80	0.39
ALEXANDRIA REAL EST EQUITY INC EQUITY	ARE	1,162.000	90,217.68 77.64	79,249.53 10,968.15	3,346.56 836.64	3.71
ALEXION PHARMACEUTICALS INC	ALXN	221.000	34,531.25 156.25	19,887.68 14,643.57		
ALLIANCE DATA SYSTEMS CORP	ADS	266.000	74,812.50 281.25	29,279.74 45,532.76		
ALLIANT ENERGY CORP #US0188021085	LNT	785.000	47,775.10 60.86	44,564.37 3,210.73	1,601.40	3.35
AMBEV SA SPONS ADR	ABEV	2,332.000	16,417.28 7.04	16,276.43 140.85	370.79	2.26

ATTACHMENT 8F

ACCOUNT NUMBER

STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
AMERICAN CAMPUS COMMUNITIES	ACC	2,412.000	92,234.88 38.24	80,484 69 11,750 19	3,666 24	3.97
AMERICAN INTERNATIONAL GROUP INC	AIG	1,550.000	84 599 00 54.58	65,605 09 18,993.91	775 00	0.92
AMERICAN TOWER CORP REIT	AMT	1,265 000 F	113,824.70 89 98	95,379.74 18,444.96	1,720.40 430.10	1.51
AMERISAFE INC	AMSF	560 000	22,775 20 40.67	19,804.24 2,970 96	268 80	1.18
AMGEN INC	AMGN	840.000	99,430.80 118.37	99,372.00 58.80	2,049 60	2.06
ANALOG DEVICES INC	ADI	1,436.000	77,644.52 54.07	76,632.83 1,011 69	2,125 28	2.74
ANALOGIC CORP	ALOG	420.000	32,860.80 78.24	37,935.03 5,074.23-	168.00	0.51
APARTMENT INVESTMENT & MGMT	AIV	1,339.000	43,209 53 32.27	34,692.68 8,516.85	1,499.68 374.92	3.47
APPLE INC	AAPL	3,157.000	293,380.01 92.93	223,804.52 69,575.49	5,935.16	2.02
ASPEN TECHNOLOGY INC	AZPN	2,173.000	100,827.20 46 40	74,512.94 26,314.26		
ATLAS COPCO AB SPONSORED ADR A	ATLKY	2,515.000	73,111.05 29.07	68,372 30 4,738.75	1,473.79	2.02
ATWOOD OCEANICS INC	ATW	659.000	34,584.32 52.48	33,094.91 1,489.41		
AVALONBAY COMMUNITIES	AVB	861.000	122,425 59 142.19	113,009.17 9,416.42	3,995 04 998.76	3 26
AVERY DENNISON CORP	AVY	1,060 000	54 325.00 51.25	50,318.10 4,006.90	1,464.00	2.73
AXA SA SPONSORED ADR	AXAHY	660.000	15,826.80 23.98	11,506.20 4,320 60	615.12	3.89
BASF SE SPONSORED ADR	BASFY	325 000	37,862.50 116.50	24,434.75 13,427.75	883 63	2.33
BG GROUP PLC ADR	BRGYY	3,514.000	75,023.90 21.35	70,154.79 4,869.11	1,006 52	1.34
BNP PARIBAS SPONSORED ADR	BNPQY	2,103 000	71,554.58 34 03	66,791.68 4,762.90	1,503 65	2.10
BT GROUP PLC ADR	BT	418.000	27,433.34 65.63	18,044.77 9,388.57	741.11	2.70
BAXTER INTERNATIONAL INC	BAX	2,257.000	163,181.10 72.30	146,002.00 17,179.10	4,694.56 1,173.64	2.88

ATTACHMENT 8F

ACCOUNT NUMBER:

STATEMENT PERIOD: JUNE 01, 2014 THROUGH JUNE 30, 2014

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
BAYER A G SPONSORED ADR	BAYRY	737.000	104,115 99 141 27	70,072.67 34,043.12	1,555.81	1.49
BERKSHIRE HATHAWAY INC CLASS B NEW	BRK.B	564 000	71,373 84 126.56	53,673.01 17,706.83		
BHP BILLITON LTD ADR	BHP	1,300.000	88,985.00 68.45	94,823.52 5,838.52-	3,068.00	3.45
BIOMED REALTY TRUST INC	BMR	1,477.000	F 32,242.91 21 83	27,985.36 4,257.55	1,477 00 369.25	4 58
BLACKBAUD INC	BLKB	1,375.000	49,142 50 35.74	35,447 84 13,694.66	660 00	1.34
BLACKROCK INC CL A	BLK	310 000	99,076.00 319.60	73,079 54 25,996.46	2,393.20	2.42
BOOZ ALLEN HAMILTON HOLDING CORP CL A	BAH	1,692 000	35,938.08 21 24	33,767 59 2,170.49	744.48	2.07
BOSTON PROPERTIES	BXP	611.000	72,207.98 118.18	65,633.64 6,574 34	1,588.60 397.15	2.20
BRANDYWINE REALTY TRUST	BDN	2,870.000	F 44,772.00 15.60	44,668.27 103.73	1,722.00	3.85
BRITISH AMERICAN TOBACCO PLC SPONSORED ADR	BTI	500.000	59,540.00 119 08	41,821.90 17,718 10	2,373.00	3.99
BROCADE COMMUNICATIONS SYS INC	BRCD	4,968 000	45,705.60 9.20	29,797.44 15,908.16	695.52 173.88	1.52
BROOKFIELD ASSET MANAGEMENT	BAM	450.000	19,809.00 44.02	12,971.02 6,837.98	288.00	1.45
CBS CORP CL B	CBS	1,077.000	66,924.78 62.14	61,792.98 5,131.80	516.96 129.24	0.77
CLECO CORP	CNL	1,000.000	58,950.00 58.95	27,759.78 31,190.22	1,600.00	2.71
CABOT CORP	CBT	1,001.000	58,047.99 57.99	38,422.50 19,625.49	880.88	1.52
CAMERON INTL CORP	CAM	875.000	59,313.96 67.71	49,298.30 10,015.66		
CANADIAN NATIONAL RAILWAY COMPANY	CNI	1,050.000	68,271.00 65.02	39,018.10 29,252.90	952.35	1.39
CANADIAN NATURAL RESOURCES LTD	CNQ	1,875.000	86,081 25 45.91	70,348.58 15,732.67	1,558.13 389.61	1.81
CANADIAN PACIFIC RAILWAY LTD	CP	610.000	110,495.40 181 14	38,462.06 72,033.34	773.97 194.81	0.70
CANTEL MEDICAL CORP	CMN	725.000	26,549.50 36 62	22,917.95 3,631.55	65.25	0.25

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
CARDTRONICS INC	CATM	1,000.000	34,080.00 34.08	27,443.40 6,636.60		
CAVIUM INC	CAVM	730.000	36,251.80 49.66	29,386.68 6,865.12		
CENOVUS ENERGY INC	CVE	1,393.000	45,091.41 32.37	42,321.45 2,769.96	1,355.39	3.01
CEPHEID	CPHD	925.000	44,344.50 47.94	36,597.26 7,747.24		
CHEVRON CORP	CVX	1,560.000	203,658.00 130.55	184,544.57 19,113.43	6,676.80	3.28
CLARCOR INC	CLC	800.000	49,480.00 61.85	28,299.75 21,180.25	544.00	1.10
CLIFFS NATURAL RESOURCES INC	CLF	1,554.000	23,387.70 15.05	59,490.49 36,102.79-	932.40	3.99
COGNEX CORP	CGNX	1,450.000	55,680.00 38.40	13,781.86 41,898.14	319.00	0.57
COHEN & STEERS INC	CNS	1,075.000	46,633.50 43.38	24,599.41 22,034.09	946.00	2.03
COHU INC	COHU	1,225.000	13,107.50 10.70	16,662.63 3,555.13-	294.00 73.50	2.24
COLGATE PALMOLIVE	CL	1,510.000	102,951.80 68.18	83,241.45 19,710.35	2,174.40	2.11
COMCAST CORP NEW CL A	CMCSA	1,480.000	79,446.40 53.68	79,099.94 346.46	1,332.00 333.00	1.68
COMERICA INC	CMA	1,255.000	62,950.80 50.16	46,071.05 16,879.75	1,004.00 251.00	1.59
COMPASS GROUP PLC SPONSORED ADR	CMPGY	1,344.000	23,802.24 17.71	15,235.38 8,566.86	1,757.95 176.56	7.39
COMPASS MINERALS INTL INC	CMP	290.000	27,764.60 95.74	21,811.79 5,952.81	696.00	2.51
COMPUTERSHARE LTD SPONS ADR	CMSQY	3,157.000	37,442.02 11.86	33,584.20 3,857.82	839.75	2.24
CONVERSANT INC	CNVR	1,213.000	30,810.20 25.40	23,920.96 6,889.24		
CORESITE REALTY CORP	COR	1,265.000 P	41,833.55 33.07	39,866.72 1,966.83	1,771.00 442.75	4.23
CORPORATE EXECUTIVE BOARD CO	CEB	750.000	51,165.00 68.22	41,006.75 10,158.25	787.50	1.54
CORPORATE OFFICE PPTYS REIT TR	OFC	2,587.000 P	71,944.47 27.81	81,186.48 9,242.01-	2,845.70 711.43	3.96

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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
COSTAR GROUP INC	CSGP	175 000	27,679.73 158.17	12,539.37 15,140 38		
CROWN CASTLE INTL CORP	CCI	1,350.000	100,251.00 74.26	81,487 89 18,763 11	1,890 00	1.89
CUBESMART	CUBE	2,585.000	47,357.20 18.32	40,992.15 6,365 05	1,344 20 336 05	2.84
DBS GROUP HOLDINGS LTD SPONSORED ADR	DBSDY	1,228 000	66,250.60 53.95	57,005 12 9,245 48	2,219 00 1,149 34	3.35
DCT INDUSTRIAL TRUST	DCT	7,060.000 F	57,962.60 8.21	50,008.88 7,953.72	1,976.80	3.41
DDR CORP		2,268,000 F	39,984.84 17.63	31,545.05 8,439 79	1,406.16 351.54	3.52
DANAHER CORP	DHR	2,982.000	234,772.86 78.73	211,071.18 23,701 68	1,192.80 298.20	0.51
DANONE SPONSORED ADR	DANOY	4,263.000	63,646.59 14.93	54,195.94 9,450 65	1,091.33	1.71
DASSAULT SYSTEMS S A SPONSORED ADR	DASTY	469.000	60,421.27 128.83	42,772 85 17,648.42	370 51 373.88	0.61
DENSO CORP ADR	DNZOY	4,794.000	114,480.72 23.88	94,122.42 20,358.30	1,965 54	1.72
DIAGEO PLC SPONSORED ADR	DEO	400 000	50,908.00 127.27	30,897.19 20,010.81	1,280 00	2.51
DILLARDS INC	DDS	401.000	46,760.61 116.61	34,970 22 11,790.39	96.24 24 06	0.21
DISNEY WALT CO	DIS	1,960.000	168,050 40 85.74	112,242 19 55,808.21	1,685 60	1.00
DISCOVER FINANCIAL SERVICES	DFS	1,896.000	117,514 08 61 98	68,979.14 48,534.94	1,820.16	1.55
DISCOVERY COMMUNICATIONS SERIES A	DISCA	670.000	49,767 60 74.28	44,290.67 5,476.93		
DOLLAR GENERAL CORP	DG	1,318.000	75,600.48 57.36	69,048.70 6,551.78		
DOMTAR CORP	UFS	814.000	34,879.90 42.85	45,660.52 10,780.62-	1,221 00 305.25	3.50
DRIL-QUIP INC	DRQ	390.000	42,603.60 109.24	22,204.92 20,398.68		
DUPONT FABROS TECHNOLOGY INC	DFT	1,813.000	48,878.48 26.96	42,698.34 6,180.14	2,538 20	5.19
EOG RESOURCES INC	EOG	684 000	79,932.24 116.86	58,843.88 21,088.36	342.00	0.43

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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ENTERTAINMENT PROPERTIES TRUST	EPR	502 000 P	28,045.74 55,87	25,390 61 2,656 13	1,716 84 143.07	6.12
EASTGROUP PROPERTY INC	EGP	923 000 P	59,284 29 64 23	40,177.14 19,107.15	1,993.68	3.36
EBAY INC	EBAY	1,810.000	90,608 60 50 06	94,335.26 3,726.66-		
EDUCATION REALTY TRUST INC	EDR	3,409 000 P	36,612.66 10.74	36,546.15 266.51	1,499.96	4.10
ENERGIZER HLDGS INC	ENR	740.000	90,302 20 122.03	71,137.67 19,164 53	1,480.00	1.64
ENSIGN ENERGY SERVICES INC	ESVIF	440.000	6,846.40 15.56	5,879.46 966.94	189.64 47.42	2.77
EPAM SYSTEMS INC	EPAM	500.000	26,250 00 43.75	21,549 27 4,700.73		
EQUIFAX INC	EFX	841.000	61,006 14 72.54	45,726.59 15,279.55	841.00	1.38
EQUINIX INC NEW	EQIX	218 000	45,799 62 210.09	21,540.20 24,259.42		
EQUITY LIFESTYLE PROPERTIES INC	ELS	660.000	29,145.60 44.16	25,073 33 4,072.27	858.00 214 50	2.94
ERICSSON ADR	ERIC	3,912.000	47,256.96 12.08	44,110.61 3,146 35	1,177.51	2.49
ESSEX PROPERTY REIT	ESS	438.000 P	80,990.58 134.91	67,873 10 13,117.48	2,277.60 569.40	2 81
FEI CO	FEIC	775 000	70,315.75 90.73	31,893.81 38,421.94	775.00	1.10
FNB CORP	FNB	4,891.000	62,702.62 12.82	64,489 52 1,786.90-	2,347.68	3.74
FASTENAL CO	FAST	1,256.000	62,159 44 49 49	60,932.73 1,226.71	1,256.00	2 02
FEDERAL REALTY INVT	FRT	462.000	55,865.04 120 92	49,956 47 5,908.57	1,441.44 360.36	2.58
FIFTH THIRD BANCORP	FITB	2,926.000	62,470 10 21 35	37,648.20 24,821.90	1,521.52 380.38	2.44
FINNING INTERNATIONAL INC NEW	FINGF	85.000	2,378 30 27.98	2,346 00 32.30	55.59	2.34
FIRST INDUSTRIAL REALTY TRUST	FR	660.000 P	12,434.40 18 84	12,322.13 112.27	270.60 67.65	2.18
FIRST REPUBLIC BANK SAN FRAN CA	FRC	1,772.000	97,442.28 54.99	73,803.80 23,638.48	992 32	1 02

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
FLOTEK INDUSTRIES	FTK	1,175.000	37,788.00 32.16	18,835.14 18,952.86		
FLUOR CORP	FLR	707.000	54,368.30 76.90	39,867.26 14,501.04	593.88 148.47	1.09
FOOT LOCKER INC	FL	1,009.000	51,176.48 50.72	34,780.28 16,396.20	887.92	1.74
FOREST CITY ENTERPRISES INC CL A	FCE/A	5,367.000	106,642.29 19.87	94,091.63 12,550.66		
FORUM ENERGY TECHNOLOGIES INC	FET	1,550.000	56,466.50 36.43	45,006.56 11,459.94		
GDF SUEZ SPONSORED ADR	GDFZY	2,577.000	71,331.36 27.68	57,606.96 13,724.40	3,589.76	5.03
GENERAL GROWTH PROPERTIES INC	GGP	3,005.000 (F)	70,797.80 23.56	61,030.03 9,767.77	1,803.00	2.55
GILDAN ACTIVEWEAR INC	GIL	995.000	58,585.60 58.88	49,635.38 8,950.22	429.84	0.73
GLACIER BANCORP INC NEW	GBCI	1,825.000	51,793.50 28.38	26,090.59 25,702.91	1,241.00	2.40
GLAXOSMITHKLINE PLC SPONSORED ADR	GSK	1,420.000	75,941.60 53.48	68,220.17 7,721.43	3,633.78 908.85	4.78
GLOBUS MEDICAL INC CL A NEW	GMED	1,500.000	35,880.00 23.92	35,765.15 114.85		
GOODYEAR TIRE & RUBBER CO	GT	1,771.000	49,198.38 27.78	41,193.28 8,005.10	354.20	0.72
GOOGLE INC	GOOGL	275.000	160,784.25 584.67	142,242.37 18,541.88		
GOOGLE INC CL C	GOOG	233.000	134,040.24 575.28	108,141.06 25,899.18		
GRAND CANYON ED INC	LOPE	1,700.000	78,149.00 45.97	28,226.70 49,922.30		
GROUP 1 AUTOMOTIVE INC	GPI	825.000	69,555.75 84.31	34,243.17 35,312.58	561.00	0.81
GUIDEWIRE SOFTWARE INC	GWRE	1,759.000	71,520.94 40.66	80,599.59 9,078.65-		
HDFC BANK LTD ADR	HDB	819.000	38,345.58 46.82	27,145.72 11,199.86	270.27	0.70
HMS HOLDINGS CORP	HMSY	950.000	19,389.50 20.41	14,872.91 4,516.59		
HSBC HOLDINGS PLC SPONSORED ADR NEW	HSBC	2,431.000	123,494.80 50.80	123,781.96 287.16-	5,955.95 1,215.50	4.82

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DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
HALLIBURTON CO	HAL	1,058.000	75,128.58 71.01	61,067.76 14,060.32	634.80	0.84
HANGER INC NEW	HGR	950.000	29,877.50 31.45	22,448.32 7,429.18		
HARRIS CORP	HRS	678.000	51,358.50 75.75	47,019.24 4,339.26	1,139.04	2.22
HATTERAS FINL CORP	HTS	1,688 000	33,439.28 19.81	45,179 98 11,740.70-	3,376.00 844.00	10 10
HEALTHCARE SERVICES GROUP INC	HCSG	1,388 000	40,862.72 29.44	20,427.73 20,434.99	957.72	2.34
HEARTLAND EXPRESS INC	HTLD	2,450.000	52,283.00 21.34	36,448.30 15,834 70	196 00 49.00	0.37
HIBBETT SPORTS INC	HIBB	850.000	46,044.50 54.17	28,044 36 18,000 14		
HIGHWOODS PROPERTIES INC	HIW	1,393.000 (F)	58,436.35 41.95	56,685 77 1,750.58	2,368.10	4.05
HITACHI LTD ADR	HTHIY	639.000	46,896.21 73.39	47,309 74 413.53-	569.99	1.22
HITTITE MICROWAVE CORP	HITT	625.000	48,718.75 77.95	26,284 96 22,433.79	375.00	0.77
HOLLYFRONTIER CORP	HFC	605 000	26,432.45 43.69	32,739 30 6,306.85-	774 40	2.93
HOLOGIC INC	HOLX	5,998.000	152,049.30 25.35	128,941 57 23,107.73		
HOME DEPOT INC	HD	1,200.000	97,152.00 80.96	94,049.95 3,102.05	2,256.00	2.32
HONDA MOTOR LTD AMERN ADR	HMC	2,873.000	100,526.27 34.99	106,398.93 5,872.66-	2,080.05	2.07
HONEYWELL INTERNATIONAL INC	HON	2,622.000	243,714 90 92.95	194,128.71 49,586.19	4,719 60	1 94
HOSPIRA INC	HSP	2,426.000	124,623 62 51.37	90,342.08 34,281.54		
HOST HOTELS & RESORT	HST	2,807.000	61,782.07 22.01	45,053.75 16,728.32	1,684.20 421.05	2 73
HUMANA INC	HUM	632.000	80,719.04 127.72	49,405.76 31,313.28	707.84 176.96	0.88
HUNTINGTON INGALLS INDS INC	HII	533.000	50,416.47 94.59	54,280.72 3,864.25-	426.40	0.85
HUTCHISON WHAMPOA LTD ADR	HUWHY	4,119.000	112,860.60 27 40	80,977.19 31,883.41	2,137.76	1.89

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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
ICU MED INC	ICUI	725.000	44,087.25 60.81	25,849.47 18,237.78		
IPC THE HOSPITALIST CO INC	IPCM	815.000	36,039.30 44.22	38,211.61 2,172.31-		
IBERIABANK CORP	IBKC	760.000	52,584.40 69.19	43,837.68 8,746.72	1,033.60 258.40	1.97
ITT CORP NEW EX DISTRIBUTION	ITT	2,181.000	104,906.10 48.10	80,984.70 23,921.40	959.64 239.91	0.91
IHS INC CL A	IHS	718.000	97,411.06 135.67	79,421.66 17,989.40		
INDUSTRIA DE DISENO TEXTIL IND ADR	IDEXY	946.000	29,203.02 30.87	30,757.02 1,554.00-	367.05	1.26
INFINEON TECHNOLOGIES AG SPONSORED ADR	IFNNY	4,188.000	52,140.60 12.45	35,705.92 16,434.68	624.01	1.20
ING GROEP NV SPONSORED ADR	ING	4,271.000	59,879.42 14.02	48,249.64 11,629.78		
INTERMUNE INC	ITMN	708.000	31,258.20 44.15	8,572.18 22,686.02		
JPMORGAN CHASE & CO	JPM	4,215.000	242,868.30 57.62	209,801.25 33,067.05	6,744.00	2.78
JOHNSON & JOHNSON	JNJ	481.000	50,322.22 104.62	49,499.66 822.56	1,346.80	2.68
JULIUS BAER GROUP LTD ADR	JBAXY	2,773.000	22,710.87 8.19	25,767.83 3,056.96-	302.25	1.33
KAPSTONE PAPER & PACKAGING CORP	KS	1,200.000	39,756.00 33.13	31,265.16 8,490.84		
KDDI CORP ADR	KDDIY	5,326.000	81,221.50 15.25	50,335.19 30,886.31	1,368.78	1.69
KINDER MORGAN INC	KMI	2,730.000	98,989.80 36.26	100,720.75 1,730.95-	4,586.40	4.63
LKQ CORP	LKQ	5,108.000	136,332.52 26.69	120,808.53 15,523.99		
LI & FUNG LTD ADR	LFUGY	19,590.000	57,006.90 2.91	64,510.85 7,503.95-	2,037.36	3.57
L'OREAL CO ADR	LRLCY	496.000	17,097.12 34.47	17,234.40 137.28-	263.38	1.54
LVMH MOET HENNESSEY LOU VUITTON ADR	LVMUY	1,418.000	54,706.44 38.58	43,656.39 11,050.05	886.25	1.62
LASALLE HOTEL PROPERTIES	LHO	1,282.000 (F)	45,241.78 35.29	32,713.27 12,528.51	1,923.00 480.75	4.25

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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
LAUDER ESTEE INC CL A	EL	2,220.000	164,857.20 74.26	152,432.70 12,424.50	1,776.00	1.08
LIBERTY PROPERTY TRUST	LRY	1,729.000 (P)	65,580.97 37.93	64,370.24 1,210.73	3,285.10 821.28	5.01
LIFE TIME FITNESS INC	LTM	365.000	17,790.10 48.74	14,671.40 3,118.70		
LINCOLN NATIONAL CORP	LNC	1,399.000	71,964.56 51.44	36,939.27 35,025.29	895.36	1.24
LORILLARD INC	LO	758.000	46,215.26 60.97	41,060.78 5,154.48	1,864.68	4.03
MGM RESORTS INTERNATIONAL	MGM	2,031.000	53,618.40 26.40	22,706.37 30,912.03		
MACYS INC	M	2,159.000	125,265.18 58.02	104,077.96 21,187.22	2,698.75 674.69	2.15
MANULIFE FINL CORP	MFC	875.000	17,386.25 19.87	13,113.96 4,272.29	420.00	2.42
MARKETAXESS HOLDINGS INC	MKTX	1,150.000	62,169.00 54.06	28,945.07 33,223.93	736.00	1.18
MARSH & MCLENNAN COS INC	MMC	2,020.000	104,676.40 51.82	79,068.83 25,607.57	2,262.40	2.16
MATADOR RESOURCES CO	MTDR	1,485.000	43,480.80 29.28	32,616.36 10,864.44		
MCGRAW HILL FINANCIAL INC	MHFI	691.000	57,373.73 83.03	48,549.59 8,824.14	829.20	1.45
MEDIDATA SOLUTIONS INC	MDSO	675.000	28,896.75 42.81	12,929.59 15,967.16		
METTLER TOLEDO INTERNATIONAL	MTD	441.000	111,652.38 253.18	92,709.73 18,942.65		
MICROSOFT CORP	MSFT	3,334.000	139,027.80 41.70	116,432.19 22,595.61	3,734.08	2.69
MIDDLEBY CORP	MIDD	690.000	57,076.80 82.72	10,555.98 46,520.82		
MITSUBISHI UFJ FINANCIAL GRP INC SPONSORED ADR	MTU	11,725.000	72,108.75 6.15	61,971.99 10,136.76	1,489.08	2.07
MOBILE MINI INC	MINI	925.000	44,298.25 47.89	27,666.85 16,631.40	629.00	1.42
MONRO MUFFLER BRAKE INC	MNRO	377.000	20,052.63 53.19	11,475.07 8,577.56	196.04	0.98
MONSANTO CO	MON	850.000	106,029.00 124.74	90,957.07 15,071.93	1,462.00	1.38

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
MYLAN INC	MYL	1,162.000	59,912.72 51.56	32,006.90 27,905.82		
NATIONAL FUEL GAS CO	NFG	466.000	36,487.80 78.30	28,157.77 8,330.03	717.64 179.41	1.97
NATIONAL HEALTH INVESTMENT INC	NHI	545.000	34,095.20 62.56	24,033.32 10,061.88	1,673.60 419.65	4.92
NESTLE S A SPONSORED ADR	NSRGY	3,907.000	303,456.69 77.67	236,137.30 67,319.39	7,919.49	2.61
NEXTERA ENERGY INC	NEE	1,060.000	108,628.80 102.48	97,423.22 11,205.58	3,074.00	2.83
NORTHWESTERN CORP (NEW)	NWE	1,100.000	57,409.00 52.19	42,773.37 14,635.63	1,750.00	3.07
NOVARTIS A G SPONSORED ADR	NVS	2,079.000	188,211.87 90.53	129,286.91 58,924.96	4,[illegible].70	2.58
O'REILLY AUTOMOTIVE INC NEW	ORLY	210.000	31,626.00 150.60	17,960.90 13,665.10		
OLD DOMINION FREIGHT LINES INC	ODFL	926.000	58,967.68 63.68	43,633.12 15,334.56		
OMNICARE INC	OCR	829.000	55,186.53 66.57	32,315.67 22,870.86	663.20	1.20
OMEGA HEALTHCARE INVESTMENT INC	OHI	940.000	34,648.40 36.86	29,045.91 5,602.49	1,880.00	5.43
ORACLE CORP	ORCL	3,890.000	157,661.70 40.53	133,169.59 24,492.11	1,867.20	1.18
OXFORD INDUSTRIES INC	OXM	425.000	28,334.75 66.67	31,134.21 2,799.46-	357.00	1.26
PALL CORP	PLL	626.000	53,454.14 85.39	43,355.67 10,098.47	688.60	1.29
PARKER HANNIFIN CORP	PH	473.000	59,470.29 125.73	39,778.63 19,691.66	908.16	1.53
PEBBLEBROOK HOTEL TRUST	PEB	1,250.000 F	46,200.00 36.96	31,171.53 15,028.47	1,150.00 287.50	2.49
PEPSICO INC	PEP	1,185.000	105,867.90 89.34	86,292.47 19,575.43	3,104.70	2.93
PERNOD RICARD SA ADR	PDRDY	2,415.000	58,080.75 24.05	57,787.16 293.59	813.86	1.40
PETROLEO BRASILEIRO SA PETROBR SPONSORED ADR	PBR	3,742.000	54,745.46 14.63	52,739.38 2,006.08	400.39	0.73
PHILIP MORRIS INTERNATIONAL INC	PM	1,705.000	143,746.56 84.31	148,957.23 5,210.68-	6,410.80 1,602.70	4.46

ACCOUNT NUMBER:
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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
PIER 1 IMPORTS INC	PIR	1,500 000	23,115.00 15.41	34,001.21 10,886 21-	360.00	1.56
PORTFOLIO RECOVERY ASSOCIATES	PRAA	850.000	50,600.50 59.53	15,642 73 34,957 77		
POST PROPERTIES INC	PPS	1,384 000	73,968.64 53.46	68,665 46 5,303.18	2,214 40 553.60	2.99
POTASH CORP SASK INC	POT	2,375.000	90,155.00 37.96	87,410.07 2,744.93	3,325.00	3 69
POWER INEGRATIONS INC	POWI	860.000	49,484.40 57.54	32,358.32 17,126.08	344.00	0.70
PRECISION CASTPARTS CORP	PCP	380.000	95,912.00 252.40	78,552.43 17,359.57	45.60	0 05
PRIMORIS SVCS CORP	PRIM	1,050.000	30,282.00 28.84	30,544.50 262.50-	147.00 36.75	0.49
PROASSURANCE CORP	PRA	800 000	35,520.00 44.40	21,207.61 14,312.39	960.00 240.00	2.70
PROLOGIS INC	PLD	2,480.000	101,903.20 41.09	99,595.07 2,308.13	3,273.60	3.21
PROS HOLDINGS INC	PRO	1,150 000	30,406.00 26.44	13,257.57 17,148.43		
PROTECTIVE LIFE CORP	PL	985 000	68,290.05 69 33	51,467.63 16,822.42	945.60	1.38
PROTO LABS INC	PRLB	590.000	48,332.80 81.92	29,137 40 19,195.40		
PRUDENTIAL FINANCIAL INC	PRU	1,770.000	157,122.90 88.77	158,082.78 959.88-	3,752 40	2.39
QUALCOMM INC	QCOM	1,275.000	100,980.00 79.20	92,628.71 8,351 29	2,142 00	2.12
RBC BEARINGS INC	ROLL	750.000	48,037.50 64.05	31,587.50 16,449 90		
RECKITT BENCKISER GROUP PLC ADR	RBGLY	3,763.000	65,852.50 17.50	45,280.52 20,571.98	1,595.51	2.42
RED HAT INC	RHT	1,132.000	62,565.64 55.27	55,605.03 6,960.61		
REED ELSEVIER N V SPONSORED ADR NEW	ENL	1,281.000	58,849 14 45.94	54,915.57 3,933.57	1,489.80	2.53
REGAL BELOIT CORP	RBC	615.000	48,314.40 78.56	44,556.75 3,757.65	541.20 135.30	1.12
REINSURANCE GROUP AMER INC	RGA	1,148.000	90,577.20 78.90	76,313.19 14,264.01	1,377.60	1.52

ATTACHMENT 8F

ACCOUNT NUMBER:

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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
RIO TINTO PLC SPONSORED ADR	RIO	3,822.000	207,458.16 54.28	204,205.88 3,252.28	7,467.04	3.57
RITCHIE BROS AUCTIONEERS INC	RBA	1,725.000	42,521.25 24.65	34,902.62 7,618.63	897.00	2.11
ROCHE HOLDINGS LTD SPONSORED ADR	RHHBY	2,036.000	75,942.80 37.30	48,167.83 27,774.97	1,362.54	2.45
ROFIN SINAR TECHNOLOGIES INC	RSTI	950.000	22,838.00 24.04	20,631.91 2,206.09		
ROPER INDS INC	ROP	759.000	110,821.59 146.01	87,430.15 23,391.44	607.20	0.55
ROVI CORP	ROVI	1,689.000	40,468.44 23.96	33,148.14 7,320.30		
ROYAL BANK SCOTLAND GROUP PLC SPONSORED ADR	RBS	4,289.000	48,422.81 11.29	47,897.11 525.70		
ROYAL DUTCH SHELL PLC SPONSORED ADR A	RDS.A	1,855.000	152,796.35 82.37	117,138.13 35,658.22	5,923.58	3.88
RYLAND GROUP INC	RYL	1,250.000	49,300.00 39.44	35,302.19 13,997.81	150.00	0.30
SBA COMMUNICATIONS CORP	SBAC	564.000	57,697.20 102.30	44,341.54 13,355.66		
SANDISK CORP	SNDK	610.000	63,702.30 104.43	29,530.99 34,171.31	549.00	0.86
SCHLUMBERGER	SLB	3,057.000	360,573.15 117.55	235,369.13 125,204.02	4,891.20 1,222.80	1.36
SCHNEIDER ELECTRIC SA ADR	SBGSY	2,017.000	37,919.60 18.80	33,582.37 4,337.23	605.10	1.60
SCIQUEST INC NEW	SQI	1,275.000	22,554.75 17.69	26,519.15 3,964.40-		
SEVEN & I HOLDINGS LTD ADR	SVNDY	522.000	44,035.92 84.36	33,435.00 10,600.92	525.36	1.19
SIEMENS A G SPONSORED ADR	SIEGY	1,024.000	135,362.56 132.19	111,195.32 24,167.24	3,085.31	2.28
SILGAN HOLDINGS INC	SLGN	915.000	46,500.30 50.82	25,472.72 21,027.58	549.00	1.18
SIMON PROPERTY GROUP INC	SPG	798.000	132,691.44 166.28	104,273.75 28,417.69	4,149.60	3.13
SKYWORK SOLUTIONS INC	SWKS	1,531.000	71,895.76 46.96	35,275.40 36,620.36	673.64	0.94
J M SMUCKER CO	SJM	597.000	63,622.29 106.57	54,556.70 9,065.59	1,385.04	2.18

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
SOLERA HOLDINGS INC	SLH	670.000	44,990 50 67 15	28,227.49 16,763.01	455 60	1 01
STAG INDUSTRIAL INC	STAG	1,410.000	33,854.10 24.01	33,293 49 560.61	1,861.20 148.05	5 50
STARWOOD HOTELS & RESORTS WRLDWD	HOT	1,230 000	99,408.60 80.82	94,172.26 5,236 34	1,722 00	1.73
STERICYCLE INC	SRCL	921.000	109,064.82 118.42	90,854.92 18,209.90		
STIFEL FINANCIAL CORP	SF	1,045.000	49,480.75 47.35	33,678 36 15,802.39		
SUMITOMO MITSUI FINANCIAL GROUP SPONSORED ADR	SMFG	9,433 000	79,897 51 8 47	68,828.90 11,068.61	2,150.72	2.69
SUNCOR ENERGY	SU	2,475.000	105,509.25 42.63	84,430 00 21,079.25	2,123 55	2.01
SUPERVALU INC	SVU	5,462.000	44,897.64 8.22	38,534.05 6,363.59	1,911.70	4.26
SUSSER HLDGS CORP	SUSS	675.000	54,486.00 80.72	43,162 96 11,323.04		
SYMRISE AG ADR	SYIEY	3,854.000	52,452.94 13.61	28,956.29 23,496.65	608.93	1.16
TJX COS INC NEW	TJX	1,337 000	71,061.55 53.15	64,879.85 6,181.70	935.90	1.32
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	TSM	2,187.000	46,779 93 21.39	27,742.04 19,037.89	876.99	1.87
TALISMAN ENERGY INC	TLM	1,475.000	15,635.00 10.60	21,158.84 5,523.84-	398.25	2.55
TANGER FACTORY OUTLET CENTERS	SKT	1,655.000	57,875.35 34.97	54,301.03 3 574.32	1,589.80	2.75
TAUBMAN CENTERS	TCO	661.000	50,110.41 75 81	50,960.12 849.71-	1,427.76	2.85
TECHNE CORP	TECH	718.000	66,465 26 92.57	62,580.36 3,884.90	890.32	1.34
TECHNIP NEW SPONSORED ADR	TKPPY	1,573.000	43,108 07 27.41	37,333 23 5,774.84	843.13	1.96
TECK RESOURCES LTD CL B	TCK	675.000	15,410.25 22.83	20,293.38 4,883.13-	550.80 275 44	3.57
TELECOM ITALIA SPA SPONSORED ADR	TI	1,139.000	14,374.18 12.62	13,713.64 660.54	236.91	1 65
TELEFONICA BRASIL SA SPONSORED ADR EACH REPRESENTING 1 SHR PFD	VIV	849.000	17,412.99 20.51	16,342.81 1,070.18	639 30	3 67

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
TENARIS S A SPONSORED ADR	TS	2,000.000	94,300.00 47.15	86,887.93 7,412.07	1,720.00	1.82
TERRENO RLTY CORP	TRNO	1,820.000	35,180.60 19.33	32,778.08 2,402.52	1,319.20	2.90
TEXAS CAPITAL BANCSHARES	TCBI	675.000	36,416.25 53.95	41,116.33 4,700.08-		
TEXAS ROADHOUSE INC	TXRH	1,850.000	48,100.00 26.00	29,138.70 18,961.30	1,110.00 277.50	2.31
THERMO FISHER SCIENTIFIC INC	TMO	1,330.000	156,940.00 118.00	102,194.44 54,745.56	798.00 199.50	0.51
TIME INC	TIME	190.000	4,601.80 24.22	3,929.13 672.67	241.30	5.24
TIME WARNER INC	TWX	1,525.000	107,131.25 70.25	93,392.60 13,738.65	1,936.75	1.81
TOKIO MARINE HOLDINGS INC ADR	TKOMY	910.000	30,075.50 33.05	27,663.76 2,411.74	322.34	1.74
TORO CO	TTC	745.000	47,382.00 63.60	17,517.66 29,864.34	596.00 149.00	1.26
TOWERS WATSON & CO	TW	437.000	45,548.51 104.23	26,878.20 18,670.31	244.72 61.18	0.54
TREEHOUSE FOODS INC	THS	1,501.000	120,185.07 80.07	95,021.30 25,163.77		
TUMI HOLDINGS INC	TUMI	1,600.000	32,208.00 20.13	31,223.52 984.48		
TUPPERWARE CORP	TUP	470.000	39,339.00 83.70	21,345.73 17,993.27	1,278.40 319.60	3.25
ADR TURKCELL ILETISIM HIZMETLERI	TKC	2,301.000	35,895.60 15.60	29,275.97 6,619.63	1,359.89	3.79
TYLER TECHNOLOGIES INC	TYL	675.000	61,566.75 91.21	28,061.13 33,505.62		
URS CORP	URS	1,068.000	48,967.80 45.85	39,422.02 9,545.78	939.84 234.96	1.92
UMPQUA HOLDINGS CORP	UMPQ	5,223.000	93,685.76 17.92	84,436.57 9,249.19	3,136.80 784.20	3.35
UNILEVER NV ADR NEW	UN	1,100.000	48,136.00 43.76	35,498.84 12,637.16	1,334.90	2.89
UNION PACIFIC CORP	UNP	1,640.000	163,590.00 99.75	138,177.79 25,412.21	2,984.80 746.20	1.82
UNITED TECHNOLOGIES CORP	UTX	1,300.000	150,085.00 115.45	120,028.87 30,056.13	3,068.00	2.04

ATTACHMENT 8F

ACCOUNT NUMBER:

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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
UNITED THERAPEUTICS CORP	UTHR	624.000	55,217.76 88.49	26,341.35 28,876.41		
UNITEDHEALTH GROUP INC	UNH	1,305.000	106,683.75 81.75	97,029.90 9,653.85	1,957.50	1.83
UNIVERSAL FOREST PRODUCTS INC	UFPI	575.000	27,735.25 48.27	20,273.44 7,461.81	241.50	0.87
UNUMPROVIDENT CORP	UNM	1,673.000	58,153.48 34.76	41,239.45 16,914.03	970.34	1.67
US ECOLOGY INC	ECOL	750.000	36,712.50 48.95	11,191.52 25,520.98	540.00	1.47
VF CORP	VFC	1,724.000	108,612.00 63.00	79,633.27 28,978.73	1,810.20	1.67
VALE SA ADR	VALE	4,650.000	61,519.50 13.23	94,380.13 32,860.63-	1,822.80	2.96
VALMONT INDUSTRIES INC	VMI	281.000	42,697.95 151.95	44,781.88 2,083.93-	421.50 105.38	0.99
VARIAN MEDICAL SYSTEMS INC	VAR	456.000	37,911.84 83.14	30,709.15 7,202.69		
VENTAS INC.	VTR	815.000	52,241.50 64.10	51,234.88 1,006.62	2,363.50	4.52
VIEWPOINT FINANCIAL GROUP INC	VPFG	1,500.000	40,365.00 26.91	33,270.52 7,094.48	720.00	1.78
VISA INC CL A	V	1,206.000	254,116.26 210.71	199,402.23 54,714.03	1,929.60	0.76
VODAFONE GROUP PLC NEW SPONSORED ADR	VOD	1,047.000	34,959.33 33.39	62,252.81 27,293.48-	2,390.30	6.84
VORNADO REALTY TRUST	VNO	614.000 F	65,532.22 106.73	52,199.71 13,332.51	1,792.88	2.74
WD-40 CO	WDFC	455.000	34,225.10 75.22	14,820.23 19,404.87	618.80	1.81
WABCO HOLDINGS INC	WBC	716.000	76,483.12 106.82	64,591.41 11,891.71		
WPP PLC ADR	WPPGY	612.000	66,701.88 108.99	63,894.94 2,806.94	1,718.50	2.58
WADDELL & REED FINANCIAL INC CL A	WDR	931.000	58,271.29 62.59	28,618.20 29,653.09	1,256.18	2.17
WASHINGTON PRIME GROUP INC	WPG	399.000	7,477.26 18.74	6,636.89 840.37	2,074.80	27.75
WEINGARTEN REALTY	WRI	1,280.000 P	42,035.20 32.84	35,644.29 6,390.91	1,664.00	3.96

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PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
WELLS FARGO & CO COMPANY NEW	WFC	2,145.000	112,741.20 52.56	82,935.07 29,806.13	3,003.00	2.66
WENDYS CO	WEN	3,763.000	32,098.39 8.53	22,163.32 9,935.07	752.60	2.34
WESCO INTERNATIONAL INC	WCC	595.000	51,396.10 86.38	44,229.39 7,166.71		
WEST PHARMACEUTICAL SERVICES INC	WST	1,350.000	56,943.00 42.18	25,857.85 31,085.15	540.00	0.95
WESTPAC BANKING CORP SPONSORED ADR	WBK	2,390.000	76,766.80 32.12	57,610.12 19,156.68	3,828.78	4.99
WEYERHAEUSER COMPANY	WY	1,225.000	40,535.25 33.09	35,759.41 4,775.84	1,078.00	2.66
WHIRLPOOL CORP	WHR	364.000	50,676.08 139.22	27,092.49 23,583.59	1,092.00	2.15
WHITING PETE CORP NEW	WLL	2,533.000	203,273.25 80.25	139,348.24 63,925.01		
WILLIAMS COS INC	WMB	3,835.000	223,235.35 58.21	132,110.47 91,124.88	6,519.50	2.92
WINDSTREAM HOLDINGS CORP	WIN	4,708.000	46,891.68 9.96	40,441.25 6,450.43	4,708.00 1,177.00	10.04
YARA INTERNATIONAL ASA SPONSORED ADR	YARIY	75.000	3,753.75 50.05	3,386.35 367.40	105.38	2.81
YUM BRANDS INC	YUM	1,315.000	106,778.00 81.20	91,414.93 15,363.07	1,946.20	1.82
ZIONS BANCORPORATION	ZION	854.000	25,167.38 29.47	26,280.74 1,113.36-	136.64	0.54
ZURICH INSURANCE GROUP LTD SPONSORED ADR	ZURVY	1,145.000	34,464.50 30.10	31,325.36 3,138.14	2,063.29	5.99
ALLEGION PLC	ALLE	275.000	15,587.00 56.68	7,211.55 8,375.45	88.00	0.56
EATON CORP PLC	ETN	800.000	61,744.00 77.18	48,306.42 13,437.58	1,568.00	2.54
ENSCO PLC CL A	ESV	775.000	43,066.75 55.57	44,201.29 1,134.54-	2,131.25	4.95
INGERSOLL RAND PLC	IR	800.000	50,008.00 62.51	26,986.17 23,021.83	800.00	1.60
WEATHERFORD INTERNATIONAL PLC ORD	WFT	5,700.000	131,100.00 23.00	96,158.18 34,941.82		
NABORS INDUSTRIES	NBR	5,257.000	154,398.09 29.37	97,181.90 57,216.19	841.12	0.54

ATTACHMENT 8F

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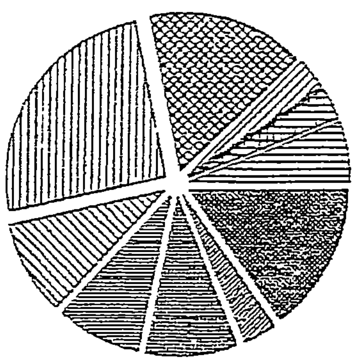
PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
EQUITIES						
NOBLE CORP	NE	2,350.000	78,866 00 33.56	85,512 19 6,646 19-	2,937.50	3 72
PARTNERRE LTD	PRE	175 000	19 111.75 109.21	14,755.35 4,356.40	469.00	2 45
PERRIGO CO PLC	PRGO	955 000	139,200.80 145.76	106,710.78 32,490.02	401.10	0.29
ACE LTD	ACE	955.000	99,033.50 103.70	89,608.91 9,424.59	2,483 00	2.51
UBS AG SHS	UBS	6,160.000	112,851.20 18.32	105,833 85 7,017.35	1,737.12	1.54
CONSTELLIUM HOLDCO B V	CSTM	1,742 000	55,848.52 32.06	49,250.00 6,598.52		
CORE LABORATORIES	CLB	130.000	21,717.80 167 06	10,369.20 11,348.60	260.00	1 20
LYONDELLBASELL INDUSTRIES N	LYB	1,035.000	101,067.75 97.65	67,998.85 33,068.90	2,898.00	2.87
NXP SEMICONDUCTORS N V	NXPI	1,279.000	84,644.22 66.18	73,419.98 11,224.24		
STEINER LEISURE LTD ORD	STNR	435.000	18,831.15 43.29	20,598 14 1,766.99-		
TOTAL EQUITIES			24,096,693.17	19,372,466.11 4,724,227.06	433,247.30 28,333.09	1.80

BOND QUALITY SUMMARY



S & P QUALITY RATING	MARKET VALUE	PERCENT
TREASURY / AGENCY	471, 351, 00	6. 1%
AAA	252, 327, 50	3. 2%
AA+	253, 180, 00	3. 3%
AA	1, 224, 939, 50	15 8%
AA-	1, 967, 161, 00	25. 3%
A+	755, 985, 00	9. 7%
A	675, 005, 30	8. 7%
A-	717, 390, 00	9. 2%
BBB+	[illegible] 50	3. 3%
NOT RATED	[illegible]	
Total		

SUM OF F=$1,254,510

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FI - COPORATE BONDS -- SEE 9A	3,255,367.	3,255,367.
TOTALS	3,255,367.	3,255,367.

Attachment Legend
FI - Fixed Income

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FIXED INCOME						
ATLANTIC CITY NJ PENSION REFUNDING 4.556% 04/01/2020	AA	200,000.000	212,322.00 106.41	219,358.00 7,036.00-	9,112.00 2,278.00	4.29
BANK OF AMERICA CORP NOTE 4.75% 08/01/2015	A-	200,000.000 C	208,710.00 104.36	203,034.74 5,675.26	9,500.00 3,958.33	4.55
CENTER LINE MI PUB SCH BLDG BONDS 2012 2.25% 05/01/2017	A	160,000.000	158,932.80 99.33	161,683.20 2,750.40-	3,600.00 600.00	2.27
CISCO SYSTEMS INC SENIOR NOTE 3.15% 03/14/2017	AA-	250,000.000 C	263,912.50 105.57	269,942.50 6,030.00-	7,875.00 2,340.63	2.98
COLGATE PALMOLIVE CO MEDIUM TERM NOTES 1.3% 01/15/2017	AA-	250,000.000 C	252,660.00 101.06	249,740.00 2,920.00	3,250.00 1,498.61	1.29
COOK COUNTY IL SCHOOL DISTRICT #155 1.95% 12/01/2015	A+	250,000.000	252,335.00 100.93	250,000.00 2,335.00	4,875.00 406.25	1.93
COOK COUNTY IL SCH DIST NO 169 GO BDS 2013B 2.375% 12/01/2014	AA	250,000.000	251,312.50 100.53	253,502.50 2,190.00-	5,937.50 494.79	2.36
CUYAHOGA COUNTY OH ECONOMIC DE TAXABLE REV 3.3% 06/01/2016	AA-	200,000.000	205,704.00 102.85	213,562.00 7,858.00-	6,600.00 550.00	3.21
DU PONT E I DE NEMOURS & CO NOTE 1.95% 01/15/2016	A	250,000.000 C	255,485.00 102.19	257,660.00 2,175.00-	4,875.00 2,247.92	1.91
FFCB 3.15% 01/12/2018	AA+	250,000.000	268,285.00 107.31	250,661.52 17,623.48	7,875.00 3,696.88	2.94
FHLB 2.4% 05/10/2016	AA+	100,000.000	103,588.00 103.59	102,024.73 1,563.27	2,400.00 340.00	2.32
FHLMC 1% 08/07/2017-2014	AA+	100,000.000	99,478.00 99.48	100,000.00 522.00-	1,000.00 400.00	1.01
FRESNO COUNTY CA PENSION OBLIGATION 4.408% 06/15/2015	AA-	250,000.000	257,340.00 102.94	264,930.00 7,590.00-	11,020.00 4,163.11	4.28
GE CAPITAL FINANCIAL INC CD 1.35% 09/14/2016		250,000.000	252,190.00 100.88	250,000.00 2,190.00	3,375.00 999.66	1.34
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE 1.625% 07/02/2015	AA+	250,000.000 C	253,180.00 101.27	254,155.00 975.00-	4,062.50 2,019.97	1.60
GOLDMAN SACHS GROUP INC MTN 3.7% 08/01/2015	A-	250,000.000 C	257,855.00 103.14	265,407.50 7,552.50-	9,250.00 3,854.17	3.59
HEWLETT PACKARD CO GLOBAL NOTE 2.65% 06/01/2016	BBB+	250,000.000 C	258,067.50 103.23	256,735.00 1,332.50	6,625.00 552.08	2.57
INTERNATIONAL BUSINESS MACHINES 2% 01/05/2016	AA-	250,000.000 C	255,782.50 102.31	258,312.50 2,530.00-	5,000.00 2,444.44	1.95
JPMORGAN CHASE & CO 3.15% 07/05/2016	A	250,000.000 C	260,587.50 104.24	263,332.50 2,745.00-	7,875.00 3,850.00	3.02
JERSEY CITY NJ GO REF BDS 2013A 1.829% 09/01/2017		200,000.000	199,472.00 99.74	201,270.00 1,798.00-	3,658.00 1,279.33	1.83

ATTACHMENT 9A

PORTFOLIO DETAIL (CONTINUED)

DESCRIPTION	RATING	PAR VALUE	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
FIXED INCOME						
KEYSTONE PA CENT SCH DIST BDS 1.9% 02/15/2018	A+	250,000.000	248,092.50 99.24	250,000.00 1,907.50-	4,750.00 1,794.44	1.91
MERCK & CO INC NEW NOTE 2.25% 01/15/2016	AA	250,000.000	C 256,862.50 102.75	262,072.50 5,210.00-	5,625.00 2,593.75	2.19
MUSKEGO-NORWAY WI SCHOOL DISTRICT 1.65% 04/01/2018		245,000.000	243,583.90 99.42	245,000.00 1,416.10-	4,042.50 1,010.63	1.66
NEW YORK CITY NY HOUSING DEVELOPMENT CORP MULTI FAMILY HOUSING REVENUE 2.271% 11/01/2019	AA	250,000.000	249,260.00 99.70	253,592.50 4,332.50-	5,677.50 946.25	2.28
OREGON STATE DEPARTMENT OF TRANSPORTATION SENIOR LIEN 1.906% 11/15/2018	AAA	250,000.000	252,327.50 100.93	254,552.50 2,225.00-	4,765.00 608.85	1.89
PEPSICO INC SENIOR NOTE 1.25% 08/13/2017	A-	250,000.000	C 250,825.00 100.33	249,470.00 1,355.00	3,125.00 1,197.92	1.25
PROCTER & GAMBLE CO SENIOR NOTE 4.7% 02/15/2019	AA-	200,000.000	C 225,882.00 112.94	199,351.27 26,530.73	9,400.00 3,551.11	4.16
ROCKDALE CNTY GA AUTH TAX REF BDS 2013 1.79% 07/01/2019		250,000.000	244,867.50 97.95	250,000.00 5,132.50-	4,475.00 2,237.50	1.83
ROSEMONT IL CORPORATE PURPOSE GENERAL OBLIGATION 2.389% 12/01/2017-2012	AA	250,000.000	254,682.50 101.87	251,680.00 3,002.50	5,972.50 497.71	2.35
PENNSYLVANIA STATE PUB SCH BLDG AUTH 2.354% 09/15/2014		255,000.000	255,606.90 100.24	262,476.60 6,869.70-	6,002.70 1,767.46	2.35
UNION BANK MEDIUM TERM SR NOTE 2.125% 06/16/2017	A+	250,000.000	C 255,557.50 102.22	259,877.50 4,320.00-	5,312.50 221.35	2.08
WESTERVILLE OH SCHOOL DISTRICT REF 2012 1.54% 12/01/2017	AA-	250,000.000	252,412.50 100.97	250,000.00 2,412.50	3,850.00 320.83	1.53
WILMINGTON DE 1.661% 11/01/2015	AA-	250,000.000	253,467.50 101.39	256,257.50 2,790.00-	4,152.50 692.08	1.64
TOTAL FIXED INCOME			7,771,127.10	7,790,142.06 19,014.96-	184,915.20 55,354.06	2.38

DESCRIPTION	TICKER	SHARES	MARKET VALUE/ PRICE	TAX COST/ UNREALIZED GAIN/LOSS	EST ANNUAL INCOME/ ACCRUED INC	CURRENT YIELD
ALTERNATIVE INVESTMENTS						
ISHARES GSCI COMMODITY INDEXED TRUST	GSG	17,900.000	603,776.00 33.92	580,146.50 23,629.50		
SPDR GOLD SHARES	GLD	3,450.000	441,738.00 128.04	534,197.65 92,459.65-		
TOTAL ALTERNATIVE INVESTMENTS			1,045,514.00	1,114,344.15 68,830.15-	0.00 0.00	0.00

SUM OF C=$3,255,367

ATTACHMENT 9A

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BRIDGEWATER PRIVATE INVESTORS OFFSHORE LTD CL A 03-12	776,027.	776,027.
JPM ACCESS MULTI-STRAT FUND II RIC ENDOWMENTS & FOUNDATIONS	5,546,954.	5,546,954.
SOUTHPAW CREDIT OPPORTUNITY FUND LTD CL C	469,113.	469,113.
BRAHMAN PARTNERS II OFFSHORE-CLASS H	547,122.	547,122.
THIRD POINT OFFSHORE FUND LTD CL F	810,659.	810,659.
YORK CREDIT OPPORTUNITIES	837,641.	837,641.
GSO PRIVATE INVESTORS OFFSHORE LP CLASS A	10,589.	10,589.
TOTALS	8,998,105.	8,998,105.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INTEREST RECEIVABLE	91,116.	91,116.
TOTALS	91,116.	91,116.

ATTACHMENT 12

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

DESCRIPTION		AMOUNT
UNREALIZED GAIN DUE TO CHANGE IN FAIR VALUE OF INVESTMENTS		5,144,763.
	TOTAL	5,144,763.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ELIZABETH A. DUBOVSKY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	EXECUTIVE DIRECTOR 40 HRS/WK	172,849.	23,254.	0
ALLAN WEISSGLASS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	CHAIRMAN 1-3 HRS/WK	0	0	0
KATHRYN KRAUSE ROONEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	VICE CHAIR 1-3 HRS/WK	0	0	0
LENORE PULEO 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	TREASURER 1-3 HRS/WK	0	0	0
JILL O'DONNELL-TORMEY 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	SECRETARY 1-3 HRS/WK	0	0	0
DENIS P. KELLEHER 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DANIEL L. MASTER, JR. 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0
DOLORES N. MORRIS 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0
ALICE DIAMOND 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3HRS/WK	0	0	0
ALFRED C. CERULLO, III 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	DIRECTOR 1-3 HRS/WK	0	0	0
	GRAND TOTALS	172,849.	23,254.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 14

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	
MARIE PAYNE 260 CHRISTOPHER LANE, SUITE 3B STATEN ISLAND, NY 10314	GRANTS MANAGER 40 HRS/WK	61,178.	6,500.	0
LAURA JEAN WATTERS 260 CHRISTOPHER LANE STATEN ISLAND, NY 10314	PROGRAM OFFICER 40 HRS/WK	87,214.	5,980.	0
	TOTAL COMPENSATION	148,392.	12,480.	

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
IDB BANK OF NEW YORK 201 EDWARD CURRY AVENUE, SUITE 204 STATEN ISLAND, NY 10314	INVEST MGMT	298,968.
JPMORGAN CHASE BANK 270 PARK AVENUE NEW YORK, NY 10017	CUST & INVEST MGMT	92,523.
TOTAL COMPENSATION		391,491.

ATTACHMENT 16

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

ELIZABETH A. DUBOVSKY
260 CHRISTOPHER LANE, SUITE 3B
STATEN ISLAND, NY 10314
718-697-2832

APPLICATIONS ARE ONLY ACCEPTED ELECTRONICALLY (SUBMITTED VIA THE FOUNDATIONS WEBSITE): WWW.THESTATENISLANDFOUNDATION.ORG

Foundation Grant Process

Step One: Look at Our Guidelines

The Staten Island Foundation focuses its funding in a number of key areas to make a positive impact on the lives of Staten Island residents. The Grant Investment Guidelines can be found here. **It will also be helpful to review the *Outcomes-Based Approach* and *Defining Project Results***

If you are not sure if you meet the criteria, the eligibility questions that are part of the on-line application will help you assess your proposal against the criteria Please call us if you are uncertain that your application will meet our requirements.

Step Two: Call and Speak to a Staff Member

The Staten Island Foundation's grantmaking is a process that includes a dialogue That dialogue begins with a phone conversation that allows us to discuss current Foundation funding priorities, the appropriateness of the proposed request in relation to the current priorities a timeline for making a request, and any outstanding reports required before another request can be considered.

Please contact us at 718-697-2831 A phone call will help potential applicants prepare strong proposals or know when requests do not meet Foundation requirements

Step Three. Applications and Deadlines

If your proposal aligns with Foundation guidelines and you are encouraged to submit an application, you will be given the link to the appropriate online application to complete. Email a draft of the application for review and feedback

Application Assistance

For assistance with your application, we recommend that you make use of the following worksheets and workbooks in order to develop a strong application:

To help you Define Strong Results for a Direct Service Application, click here

To help you Define Strong Results for a Capacity Building Application, click here

To help you Define Strong Results for a Capital Improvement Application, click here

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application

ATTACHMENT 16A

Within the application, you will be asked to define milestones that you will use to track progress, the critical steps you will take to accomplish each milestone and a timeline of when those milestones will be achieved We recommend that you make use of the following workbooks for this section

To help you identify milestones and critical steps for a Direct Service Application, click here

To help you identify milestones and critical steps for a Capacity Building Application, click here

To help you identify milestones and critical steps for a Capital Improvement Application, click here

You can fill in your answers and then copy and paste into the appropriate section of the IGAM application

It is strongly recommend that you email a draft of your application before final submission The application will be reviewed and feedback will be provided Changes to the application cannot be made once it has been submitted Please note that failure to send a draft for review could delay the application process

Required Attachments

You will need to attach a budget form for the funding request as well as the supplemental financial form* and a cover letter signed by the chief executive Additional required attachments are the current organizational budget the Board of Directors List; the Audited Financial Statement, and, the IRS Determination Letter

* Arts and Cultural organizations please attach your Cultural Data Project Funder Report in lieu of the supplemental financial form.

Step Four Notification of Receipt

Applicants will receive an email notification within approximately 1-2 weeks of receipt of the application If you have not received notification of receipt please contact the Foundation Those organizations or proposals that do not qualify will receive a declination email.

Step Five: Review Process

As stated previously, The Foundation's review process is a dialogue that does not end with the submission of the application The process may include a site visit or requests for additional information Only complete applications are eligible for final review

The Foundation Board makes grant decisions at quarterly Board meetings (usually held in January, April, June And October) Grant decisions are shared promptly

Step Six: Grant Agreements

Organizations that are approved for a Foundation grant receive a grant agreement letter This agreement, which outlines the requirements, must be signed by the chief executive and returned to the Foundation before a check can be forwarded In cases where the amount of the grant differs from the request made, a revised grant expense budget must be submitted

Step Seven: Declined Proposals

Organizations receiving declinations can call the Foundation to discuss the reasons as well as proposal or project areas that may need to be strengthened This can assist the applicant in developing stronger applications to other funding sources as well as to The Staten Island Foundation

Step Eight: Administration and Reports

Should your organization be unable to proceed with the activities outlined in the grant agreement, please inform The Foundation as soon as possible

The Staten Island Foundation requires grant recipients to submit an online six month progress report as well as an online report upon completion of the grant period

Final reports will demonstrate outcomes anticipated in the original proposal that have been achieved and what has been learned The evidence that has been used to verify the actual outcomes should be available upon request An accounting of the expenditure of funds is required In cases where the anticipated outcomes have not been achieved or unexpected circumstances arose, please explain A final report must be received for future funding to be considered

Once you have established an account **please make a record for your files of your User ID and password** The Foundation does not have access to IDs and passwords

(Photos from left to right courtesy of Food Bank for NYC, The Staten Island Foundation, Great Kills Little League)

What We Do and Do Not Fund

The mission of The Staten Island Foundation is to improve the quality of life on Staten Island, particularly for the least advantaged, with a focus on strengthening the community, and improving education, health, and the arts Strategies to accomplish the mission include financial support through grants, providing leadership for the community; convening and collaborating with grantee partners, funders, and other entities in order to share best practices, and building the capacity of local organizations to better fulfill their missions All organizations and the individuals working with them learn continually from the results of their activities and services. Applying that learning in order to improve is of particular interest to the Foundation In our grant making, we look to fund opportunities that educate Staten Island organizations and individuals in a way that leads to their learning we define learning as a positive change in behavior Our grants are an investment in these changes Our definition of a successful investment includes strong results for program participants and strong learnings for the organizations we invest in Mindful of the wisest use of Foundation dollars and looking for the highest return on our investments The Staten Island Foundation reviews each proposal with respect to available dollars and responses to three questions

- **1. What will be the result from this proposed grant and how will we know it has been achieved?** Results are the positive changes in behavior or condition for community members as a result of the grant project
- **2. How likely is it that the results can be achieved?** Our focus is on such factors as past success of the partner and its programs, validity of the proposed program approach, organizational capability and key personnel leading the project
- **3. Is this the best possible use of The Staten Island Foundation funds given the results we seek to achieve?** We consider the cost relative to the gain – not just for our funds, but all monies going into a project or program

What We Fund

In determining where to invest, The Staten Island Foundation **funds** projects with the following characteristics·

- Projects that clearly and directly benefit the Staten Island community
- Projects that demonstrate their commitment to the inclusion of vulnerable or under-served populations
- Projects designed to produce measurable, long-term results
- Projects that can be effectively implemented and ultimately continued without our funding
- Projects that are replicable and can be shared with other organizations looking to produce similar results

Please click on a focus area below to learn about the 3 types of investments The Staten Island Foundation makes to organizations working in these focus areas·

- Education
- Health

ATTACHMENT 16A

- Arts & Culture
- Community Services
- Community Recovery

What We Do Not Fund

- Renovations/repairs to places of worship
- In response to solicitors on behalf of an organization (response to organizational leaders only)
- Fundraising event sponsorships, journal ads, or yearbook ads
- Private foundations or individuals
- Political causes, candidates or lobbying efforts
- Medical research
- Cemetery associations
- Animal welfare groups
- Fraternal and veterans organizations
- Business, professional and civic associations or clubs
- Memorial fundraising
- Tickets to events

(Photo courtesy of The College of Staten Island)

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE MADE FOR THE BENEFIT OF STATEN ISLAND 501(C)(3) ORGANIZATIONS AND PRESELECTED CHARITIES IN THE AREAS OF EDUCATION, HEALTH, ARTS & CULTURE, AND COMMUNITY SERVICES.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ATTACHMENT 17A	ATTACHMENT 17A	ATTACHMENT 17A	3,524,190.
		TOTAL CONTRIBUTIONS PAID	3,524,190.

The Staten Island Foundation

13-3993115

Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Academy of St. Dorothy 1305 Hylan Boulevard Staten Island, NY 10305 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$100	$100	$0
African Refuge Inc. 185 Parkhill Ave., Suite LB Staten Island, NY 10304 *African Refuge Inc - Young Entrepreneur Program (A Drug Prevention Model)*	501(c)(3) PC	$15,000	$0	$15,000	$0
Archdiocese of NY, Department of Education 1011 First Avenue New York, NY 10022 *2013 Litearcy Grant the GRACE Initiative (Generating Resources for Academics and Catholic Ethos)*	501(c)(3) PC	$0	$25,000	$25,000	$0
Blessed Sacrament School 830 Delafield Avenue Staten Island, NY 10310 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$2,000	$2,000	$0
Camp Good Grief of Staten Island, Inc. P.O. Box 141046 Staten Island, NY 10314 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$100	$100	$0
The Center for Arts Education 266 West 37th Street, 9th Floor New York, NY 10018 *Staten Island Parents As Arts Partners*	501(c)(3) PC	$0	$50,000	$50,000	$0
Christ Church 76 Franklin Avenue Staten Island, NY 10301 *Community afterschool arts enrichment program*	501(c)(3) PC	$0	$10,000	$10,000	$0
Citizens Committee for New York City 77 Water Street, Suite 202 New York, NY 10005 *Staten Island Initiative*	501(c)(3) PC	$0	$20,000	$20,000	$0
City Harvest, Inc. 6 E 32nd Street, 5th Floor New York, NY 10016 *Stapleton Mobile Market*	501(c)(3) PC	$0	$50,000	$50,000	$0

ATTACHMENT 17A

The Staten Island Foundation

13-3993115

Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
City Parks Foundation 830 Fifth Avenue New York, NY 10021 *SWIM FOR LIFE Program*	501(c)(3) PC	$10,000	$0	$10,000	$0
Classroom, Inc. 245 5th Avenue, 20th floor New York, NY 10016 *Support to help close the academic achievement gap in financially-challenged schools on SI*	501(c)(3) PC	$50,000	$0	$50,000	$0
College of Staten Island Foundation 2800 Victory Blvd. 1A - Rm 401 Staten Island, NY 10314 *SEEK/Strategies for Success Program. Continuation and Expansion of the Covey Philosophy/Curriculum*	501(c)(3) PC	$0	$50,000	$50,000	$0
Community Health Action of Staten Island 56 Bay Street Staten Island, NY 10301 *Support for health assessment, screening and linkage to health insurance, health care and mental health services*	501(c)(3) PC	$0	$150,000	$150,000	$0
Community Health Center of Richmond 235 Port Richmond Avenue Staten Island, NY 10302 *Integration of Electronic Dental and Medical Records Project*	501(c)(3) PC	$75,000	$0	$75,000	$0
Community Resources 3450 Victory Boulevard Staten Island, NY 10314 *Cafeteria/Independent Living Suite Renovation and Expansion Project*	501(c)(3) PC	$50,000	$0	$50,000	$0
Council on Foundations 2121 Crystal Drive Arlington, VA 22202 *Membership contribution for 2013*	501(c)(3) PC	$0	$8,190	$8,190	$0
Council on the Arts & Humanities for SI 1000 Richmond Terrace Staten Island, NY 10301 *Arts Investment Regrants for Schools*		$0	$50,000	$50,000	$0
Curtis High School	501(c)(3) PC	$0	$70,000	$70,000	$0

ATTACHMENT 17A

The Staten Island Foundation

13-3993115

Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
105 Hamilton Avenue Staten Island, NY 10301 *Forward P A.S S. After School Program*					
Eden II School for Autistic Children, Inc. 150 Granite Avenue Staten Island, NY 10303 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$10,000	$10,000	$0
Eden II School for Autistic Children, Inc. 150 Granite Avenue Staten Island, NY 10303 *Eden II Strategic Planning program*	501(c)(3) PC	$0	$60,000	$60,000	$0
Elias Bernstein Intermediate School- IS 7 1270 Huguenot Avenue Staten Island, NY 10312 *2013 Literacy Grant The Leader in Me at I.S 7*	501(c)(3) PC	$65,000	$0	$65,000	$0
The Foundation Center 79 Fifth Avenue New York, NY 10003-3076 *Produce an analysis and report of the philanthropic response to Hurricane Sandy, which struck the Eastern Seaboard in late October 2012*	501(c)(3) PC	$0	$5,000	$5,000	$0
The Foundation Center 79 Fifth Avenue New York, NY 10003-3076 *Support to build capacity of Staten Island and the Greater New York Nonprofit Sector*	501(c)(3) PC	$0	$5,000	$5,000	$0
Freshkills Park Alliance Inc. 49-51 Chambers Street New York, NY 10007 *Uncommon Pages- Field notebooks from Freshkills Park invasive species Program*	501(c)(3) PC	$0	$5,000	$5,000	$0
Friends of Alice Austen House 2 Hylan Boulevard Staten Island, NY 10305 *Fundraising Implementation Program*	501(c)(3) PC	$0	$30,000	$30,000	$0
Friends of Blue Heron Park 48 Poillon Avenue Staten Island, NY 10312 *Installation of a sprinkler system for all garden areas, including the newly installed Tot Lot*	501(c)(3) PC	$0	$5,000	$5,000	$0

ATTACHMENT 17A

Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Friends of Carmel Richmond, Inc. 88 Old Town Road Staten Island, NY 10304 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$200	$200	$0
Friends of Thirteen, Inc. 825 Eighth Avenue, 14th Floor New York, NY 10019-7435 *A forum to facilitate open communication, collaboration, and concrete next steps to help students access the "grit" necessary to complete both high school and baccalaureate degrees*	501(c)(3) PC	$0	$10,000	$10,000	$0
Fund For Public Health, Inc. 22 Cortlandt Street 11th Floor New York, NY 10007 *DOHMH has developed a media campaign to address the epidemic of opioid analgesic misuse and overdose, targeting Staten Island residents.*	501(c)(3) PC	$0	$25,000	$25,000	$0
Generation Citizen Inc. 175 Varick St. New York, NY 10014 *Generation Citizen NYC Action Civics Program*	501(c)(3) PC	$0	$5,000	$5,000	$0
Global Kids 137 East 25th Street New York, NY 10010 *Curtis High School Teen Action Program*	501(c)(3) PC	$45,000	$0	$45,000	$0
Grantmakers in Health 1100 Connecticut Avenue, NW, Suite 1200 Washington, DC 20036 *Membership support for 2013*	501(c)(3) PC	$0	$2,500	$2,500	$0
Grants Managers Network 1666 K Street, NW Suite 440 Washington, DC, DC 20006 *Membership support for 2013*	501(c)(3) PC	$0	$1,500	$1,500	$0
Greenbelt Conservancy, Inc. 200 Nevada Avenue Staten Island, NY 10306 *Greenbelt Conservancy Constituent Outreach and Development Initiative*	501(c)(3) PC	$0	$15,000	$15,000	$0
Habitat for Humanity - New York City	501(c)(3) PC	$0	$40,000	$0	$40,000

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
111 John Street, 23rd Floor New York, NY 10038 *Habitat NYC Home Rehabilitation on Staten Island*					
Harbor Lights Theater Company 38 Westervelt Avenue Staten Island, NY 10301 *Strategic Planning*	501(c)(3) PC	$0	$10,000	$10,000	$0
Hillel at the College of Staten Island 2800 Victory Boulevard Staten Island, NY 10314 *HIPP The Hillel Initiative for Purpose & Peace*	501(c)(3) PC	$0	$10,000	$10,000	$0
Historic Tappen Park Community Partnership 37 Tappen Court Staten Island, NY 10304 *Peas & Carrots Horticulture Program*	501(c)(3) PC	$0	$5,000	$5,000	$0
IlluminArt Productions 29 Putters Court Staten Island, NY 10301 *Making Our Voices Heard Project*	501(c)(3) PC	$0	$5,000	$5,000	$0
International Rescue Committee, Inc. 263 West 38th Street, 6th Floor New York, NY 10018 *Parent Engagement Project*	501(c)(3) PC	$0	$30,000	$30,000	$0
Jewish Board of Family & Children's Services 135 W 50th Street New York, NY 10020 *The Engaging Treatment-Reluctant Individuals in Mental Health Services Project*	501(c)(3) PC	$0	$50,000	$0	$50,000
Jewish Community Center of Staten Island 1466 Manor Road Staten Island, NY 10314 *Provide psychosocial support for victims of Hurricane Sandy through individual, family and group counseling*	501(c)(3) PC	$0	$200,000	$200,000	$0
Jewish Community Center of Staten Island 1466 Manor Road Staten Island, NY 10314 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$10,000	$10,000	$0
John W. Lavelle Preparatory Charter School	501(c)(3) PC	$0	$20,000	$20,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
1 Teleport Drive, 3rd Fl. Staten Island, NY 10311 *2013 Literacy Grant Lavelle Prep Targeted Literacy Intervention Program Expansion*					
Katrina Reconstruction Resource Center 3321 Tulane Avenue, Room 101 New Orleans, LA 70119 *Staten Island Neighborhood Recovery Project*	501(c)(3) PC	$0	$40,000	$40,000	$0
Korean American Senior Citizens Association 1271 Rockland Ave Staten Island, NY 10314 *SARAMBANG PROGRAM*	501(c)(3) PC	$0	$5,000	$5,000	$0
Leadership through Sports, Inc. 9 Davis Court Staten Island, NY 10310 *Coach-Mentor Initiative*	501(c)(3) PC	$0	$25,000	$25,000	$0
Legal Services for New York City Staten Island 36 Richmond Terrace, Ste 205 Staten Island, NY 10301 *Disaster Recovery Project*	501(c)(3) PC	$0	$20,000	$20,000	$0
Make the Road New York 301 Grove Street Brooklyn, NY 11237 *SI Adult Education, Employment and Training Program*	501(c)(3) PC	$0	$50,000	$50,000	$0
Meals on Wheels of Staten Island 304 Port Richmond Avenue Staten Island, NY 10302 *Meals on Wheels of Staten Island New Facility*	501(c)(3) PC	$0	$250,000	$125,000	$125,000
Neighborhood Housing Services 770 Castleton Avenue Staten Island, NY 10310 *Assist 20 - 25 residents with home repairs or health and safety mitigation during the coming year by providing grants in the $1,000-$5,000 range*	501(c)(3) PC	$0	$50,000	$50,000	$0
New World Preparatory Charter School 26 Sharpe Avenue Staten Island, NY 10302 *2013 Literacy Grant Literacy Leadership Program*	501(c)(3) PC	$0	$17,000	$17,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
New World Preparatory Charter School 26 Sharpe Avenue Staten Island, NY 10302 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$10,000	$10,000	$0
New York Urban League 204 West 136th Street New York, NY 10030 *Absolute Success College Access Program*	501(c)(3) PC	$0	$50,000	$0	$50,000
Habitat for Humanity - New York, Inc. 111 John Street, 23rd floor New York, NY 10038-3109 *Carter Work Project Superstorm Sandy Rebuilding Initiative*	501(c)(3) PC	$0	$5,000	$5,000	$0
Noble Maritime Collection 1000 Richmond Terrace, Building D Staten Island, NY 10301 *Daily Life at Sailors' Snug Harbor Exhibition*	501(c)(3) PC	$0	$35,000	$35,000	$0
Northfield Community Local Development Corp 160 Heberton Avenue Staten Island, NY 10302 *Staten Island ROCK Initiative*	501(c)(3) PC	$0	$60,000	$0	$60,000
Notre Dame Academy 90 Howard Avenue Staten Island, NY 10301-4498 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$100	$100	$0
Notre Dame Academy 90 Howard Avenue Staten Island, NY 10301-4498 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$500	$500	$0
NYC Junior Golf Club 995 Sheldon Avenue Staten Island, NY 10309 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$250	$250	$0
Philanthropy New York 79 Fifth Avenue New York, NY 10003-3076 *Annual contribution for 2013-2014*	501(c)(3) PC	$0	$4,850	$4,850	$0
On Your Mark 645 Forest Avenue Staten Island, NY 10310	501(c)(3) PC	$0	$150,000	$50,000	$100,000

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Community Center Pool/Locker Room Restoration					
Police Athletic League 34 1/2 East 12th Street New York, NY 10003 *PS14/78 After School PAL SMARTS*	501(c)(3) PC	$0	$50,000	$50,000	$0
Partnership for a Drug-Free America, Inc. 352 Park Avenue South, 9th Floor New York, NY 10010 *Support of the local Alliance program to help raise awareness of substance abuse on SI*	501(c)(3) PC	$0	$10,000	$10,000	$0
Partnership with Children 299 Broadway, Suite 1300 New York, NY 10007 *Open Heart-Open Mind Program (OHOM 2013)*	501(c)(3) PC	$50,000	$0	$50,000	$0
Partnership with Children 299 Broadway, Suite 1300 New York, NY 10007 *Open Heart-Open Mind Program (OHOM 2014)*	501(c)(3) PC	$0	$50,000	$0	$50,000
Paulo Intermediate School - IS 75R 455 Huguenot Avenue Staten Island, NY 10312 *2013 Literacy Grant "Teaching Literacy Through Content Common Core/TC Approach*	501(c)(3) PC	$0	$20,000	$20,000	$0
Philharmonic-Symphony Society of New York 10 Lincoln Center Plaza New York, NY 10023-6970 *School Partnership Program with PS 50 and PS 78*	501(c)(3) PC	$0	$25,000	$25,000	$0
Project Hospitality 1546 Castleton Avenue Staten Island, NY 10302 *El Centro Hurricane Relief Program*	501(c)(3) PC	$0	$50,000	$50,000	$0
Project Hospitality 1546 Castleton Avenue Staten Island, NY 10302 *Director of Community Initiatives Project*	501(c)(3) PC	$0	$50,000	$0	$50,000
Public School 1 58 Summit Street Staten Island, NY 10307 *The Music and Dance Initiative*	501(c)(3) PC	$0	$10,000	$10,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Public School 13 191 Vermont Avenue Staten Island, NY 10305 *2013 Literacy Grant "Next Steps towards Achieve3000ment"*	501(c)(3) PC	$0	$15,000	$15,000	$0
Public School 19 780 Post Avenue Staten Island, NY 10310 *2013 Literacy Grant The Leader in Me Program*	501(c)(3) PC	$0	$20,000	$20,000	$0
Public School 26 4108 Victory Boulevard Staten Island, NY 10314 *2013 Literacy Grant: The Leader in Me Program*	501(c)(3) PC	$0	$20,000	$20,000	$0
Public School 3 80 South Goff Avenue Staten Island, NY 10309 *2013 Literacy Grant Growing Great Readers*	501(c)(3) PC	$0	$10,000	$10,000	$0
Public School 38 421 Lincoln Avenue Staten Island, NY 10306 *2013 Literacy Grant: TCRWP Schoolwide Literacy*	501(c)(3) PC	$0	$20,000	$20,000	$0
Public School 4 200 Nedra Lane Staten Island, NY 10312 *2013 Literacy Grant· Increasing Reading Achievement Through Sensory-Cognitive Instruction Year 2*	501(c)(3) PC	$0	$20,000	$20,000	$0
Public School 5 348 Deisius Street Staten Island, NY 10312 *2013 Literacy Grant Literacy and Technology*	501(c)(3) PC	$0	$10,000	$10,000	$0
Public School 52 450 Buel Avenue Staten Island, NY 10306 *Dancing Classrooms Project 2013-2014*	501(c)(3) PC	$0	$10,000	$10,000	$0
Public School 53 330 Durant Avenue Staten Island, NY 10308 *2013 Literacy Grant. The Leader in Me Program*	501(c)(3) PC	$0	$20,000	$20,000	$0
Public School 54 1060 Willowbrook Road	501(c)(3) PC	$0	$20,000	$20,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Staten Island, NY 10314 *2013 Literacy Grant The Leader In Me Program*					
Public School 55 54 Osborne Street Staten Island, NY 10312 *2013 Literacy grant. Pathway to College/Career Readiness, Close Reading/Oral Language Initiative*	501(c)(3) PC	$0	$15,000	$15,000	$0
Public School 8 100 Lindenwood Road Staten Island, NY 10308 *2013 Literacy Grant "Continuing Our Voyage to Success"*	501(c)(3) PC	$0	$10,000	$10,000	$0
Reach Out and Read of Greater NY 30 East 33rd Street, 6th Floor New York, NY 10016 *Preparing Children on Staten Island for Reading*	501(c)(3) PC	$0	$5,000	$5,000	$0
Reading Excellence and Discovery Foundation 80 Maiden Lane, 11th floor New York, NY 10038 *2013 Staten Island Summer Reading Program*	501(c)(3) PC	$50,000	$0	$50,000	$0
Reading Excellence and Discovery Foundation 80 Maiden Lane, 11th floor New York, NY 10038 *2014 Staten Island Summer Reading Program*	501(c)(3) PC	$0	$50,000	$0	$50,000
Research Foundation/City University of NY 230 West 41st Street 7th Floor New York, NY 10036 *Develop a community of Teacher/Bloggers on SI*	501(c)(3) PC	$0	$5,000	$5,000	$0
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 *Executive Director and staff of the Richmond University Medical Center Foundation*	501(c)(3) PC	$150,000	$0	$75,000	$75,000
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$1,000	$1,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Richmond Medical Center 355 Bard Avenue Staten Island, NY 10310 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$6,000	$6,000	$0
Richmond Senior Services, Inc. 500 Jewett Avenue Staten Island, NY 10302 *Repair of Homes*	501(c)(3) PC	$0	$200,000	$200,000	$0
Safe Horizon, Inc. 2 Lafayette Street, 3rd Floor New York, NY 10007 *Child and Family Traumatic Stress Intervention at Safe Horizon's SI Child Advocacy Center*	501(c)(3) PC	$50,000	$0	$50,000	$0
Sisters of Charity Housing Development Corp. 150 Brielle Avenue Staten Island, NY 10314-6400 *Markham Gardens Manor Project*	501(c)(3) PC	$0	$25,000	$25,000	$0
Snug Harbor Cultural Center/Botanical Garden 1000 Richmond Terrace Staten Island, NY 10301-1199 *Resource Development Initiative*	501(c)(3) PC	$0	$50,000	$50,000	$0
St. Adalbert School 355 Morningstar Road Staten Island, NY 10303 *Music To My Ears 2*	501(c)(3) PC	$0	$10,000	$10,000	$0
St. Christopher School 15 Lisbon Place Staten Island, NY 10306 *Fitness and Nutrition Initiative*	501(c)(3) PC	$0	$7,000	$7,000	$0
St. George Theatre Restoration, Inc. 35 Hyatt Street Staten Island, NY 10301 *Getting Our Ducks in a Row· A Strategic Planning Project*	501(c)(3) PC	$0	$50,000	$50,000	$0
St. John's University 300 Howard Avenue Staten Island, NY 10301 *Plus Books Math & Literature After-School Program*	501(c)(3) PC	$0	$50,000	$0	$50,000
St. Joseph Hill Academy High School	501(c)(3) PC	$0	$2,000	$2,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
850 Hylan Boulevard Staten Island, NY 10305 *Director/Employee Matching Gift*					
St. Peter's Boys High School 200 Clinton Avenue Staten Island, NY 10301 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$100	$100	$0
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$2,500	$2,500	$0
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$10,000	$10,000	$0
Staten Island Academy 715 Todt Hill Road Staten Island, NY 10304 *Singapore Math Implementation and Professional Development Initiative*	501(c)(3) PC	$0	$5,000	$5,000	$0
Staten Island Ballet Theater, Inc. 3081 Richmond Road Staten Island, NY 10306 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$200	$200	$0
Staten Island Children's Museum 1000 Richmond Terrace Staten Island, NY 10301-1181 *Marketing Through Technology Project*	501(c)(3) PC	$0	$50,000	$50,000	$0
Staten Island Historical Society 441 Clarke Avenue Staten Island, NY 10306-1198 *Kruser-Finley House Protective Canopy Construction Project*	501(c)(3) PC	$0	$10,000	$10,000	$0
Staten Island Historical Society 441 Clarke Avenue Staten Island, NY 10306-1198 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$100	$100	$0
Staten Island Institute of Arts and Sciences 75 Stuyvesant Place Staten Island, NY 10301-1998	501(c)(3) PC	$0	$50,000	$50,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Building the Fundraising Capacity for the Larger Operation of the Staten Island Museum Initiative					
Staten Island Mental Health Society 669 Castleton Avenue Staten Island, NY 10301 *Food, beverages, and volunteer supplies for building of a Playground on July 27, 2013 for for Hurricane Sandy children, organized by by KaBOOM, underwritten by BPN Paribas and designed by kids.*	501(c)(3) PC	$0	$3,000	$3,000	$0
Staten Island Mental Health Society 669 Castleton Avenue Staten Island, NY 10301 *Home and community-based provision of mental health/substance treatment for youth impacted by the Superstorm who are using or at high risk of abusing alcohol, prescrition drugs or other*	501(c)(3) PC	$0	$250,000	$250,000	$0
Staten Island Mental Health Society 669 Castleton Avenue Staten Island, NY 10301 *SIMHS Board Development Training*	501(c)(3) PC	$0	$5,000	$5,000	$0
SI Partnership for Community Wellness 444 St Marks Place, 3rd Floor Staten Island, NY 10301 *TYSA Infrastructure Development*	501(c)(3) PC	$0	$150,000	$150,000	$0
SI Partnership for Community Wellness 444 St Marks Place, 3rd Floor Staten Island, NY 10301 *SIPCW Backbone Building Initiative*	501(c)(3) PC	$0	$50,000	$50,000	$0
Staten Island Reading Association PO Box 140449 Staten Island, NY 10314 *Improving Literacy Through Professional Development Initiative*	501(c)(3) PC	$0	$5,000	$5,000	$0
SI School of Civic Leadership PS/IS 861 280 Regis Drive Staten Island, NY 10314 *Staten Island Ballet Dance Residency Program*	501(c)(3) PC	$0	$10,000	$10,000	$0

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Organization	Tax Status	Beginning Balance	Newly Allocated	Amount Paid	Ending Balance
Staten Island YMCA 3911 Richmond Avenue Staten Island, NY 10312 *Free programming and YMCA scholarships to those affected by Hurricane Sandy*	501(c)(3) PC	$0	$150,000	$150,000	$0
Staten Island YMCA 3911 Richmond Avenue Staten Island, NY 10312 *Teen Co-Occurring Project*	501(c)(3) PC	$0	$75,000	$0	$75,000
Stephen Siller Tunnel to Towers Foundation 2361 Hylan Boulevard Staten Island, NY 10306 *Support of Yellow Boots in connection with their proposed Staten Island Recovery Project*	501(c)(3) PC	$0	$60,000	$60,000	$0
Sundog Theatre 370 St Marks Pl Staten Island, NY 10301 *3-D LITERACY*	501(c)(3) PC	$0	$45,000	$45,000	$0
Teachers and Writers Collaborative 520 Eighth Avenue, Suite 2020 New York, NY 10018 *Student Learning through a Creative Writing*	501(c)(3) PC	$10,000	$0	$10,000	$0
Unity Games, Inc. 2052 Richmond Road Staten Island, NY 10306 *2014 Unity Games*	501(c)(3) PC	$0	$5,000	$5,000	$0
Wagner College One Campus Road Staten Island, NY 10301 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$5,000	$5,000	$0
Wagner College One Campus Road Staten Island, NY 10301 *Director/Employee Matching Gift*	501(c)(3) PC	$0	$5,000	$5,000	$0
Grand Totals (123 Grants)		**$620,000**	**$3,679,190**	**$3,524,190**	**$775,000**

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