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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: CARYLON FOUNDATION

A Employer identification number: 36-6033583

Number and street (or P O box number if mail is not delivered to street address): 2500 W. ARTHINGTON STREET

Room/suite:

B Telephone number: 312-666-7700

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60612

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 25,547,738.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	896,500.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	117,729.	117,729.		STATEMENT 1
	4 Dividends and interest from securities	300,302.	300,302.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	221,672.			
	b Gross sales price for all assets on line 6a 11,892,754.				
	7 Capital gain net income (from Part IV, line 2)		221,672.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,506.	1,506.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,537,709.	641,209.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	198,649.	198,649.		0.
	17 Interest				
	18 Taxes STMT 5	18,651.	9,716.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	40.	25.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	217,340.	208,390.		15.
	25 Contributions, gifts, grants paid	1,086,690.			1,086,690.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,304,030.	208,390.		1,086,705.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	233,679.			
	b **Net investment income** (if negative, enter -0-)		432,819.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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12400220 311101 21042.000 2013.05060 CARYLON FOUNDATION 21042.01

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	104,364.	126,096.	126,096.
	2 Savings and temporary cash investments	814,264.	2,875,912.	2,875,912.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less. allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	856,495.	1,027,997.	1,034,984.
	b Investments - corporate stock STMT 8	11,799,458.	10,550,555.	12,725,586.
	c Investments - corporate bonds STMT 9	4,044,301.	2,991,856.	3,060,449.
	11 Investments - land buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 10	0.	342,961.	339,013.
	13 Investments - other STMT 11	4,963,420.	4,889,607.	5,367,513.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ PREPAID EXCISE TAX)	17,120.	18,185.	18,185.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	22,599,422.	22,823,169.	25,547,738.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	22,599,422.	22,823,169.	
	30 **Total net assets or fund balances**	22,599,422.	22,823,169.	
	31 **Total liabilities and net assets/fund balances**	22,599,422.	22,823,169.	

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	22,599,422.
2	Enter amount from Part I, line 27a	2	233,679.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	22,833,101.
5	Decreases not included in line 2 (itemize) ▶ EFFECT OF CHANGE IN COST BASIS METHOD	5	9,932.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	22,823,169.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS			
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	11,889,377.		11,671,082.	218,295.
b	3,377.			3,377.
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				218,295.
b				3,377.
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	221,672.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? [X] 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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	8,656.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	8,656.
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	8,656.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 18,185.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 5,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	23,185.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	14,529.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 14,529. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	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? N/A	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) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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)*

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.CARYLONCORP.COM

14 The books are in care of ▶ MARCIE HEMMELSTEIN Telephone no. ▶ 312-666-7700

Located at ▶ 2500 ARTHINGTON STREET, CHICAGO, IL ZIP+4 ▶ 60612

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16		X

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

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | 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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JULIUS HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR 1.00	0.	0.	0.
MARCIE HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NOT APPLICABLE	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NOT APPLICABLE	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	22,260,562.
b	Average of monthly cash balances		1b	1,960,318.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	24,220,880.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	24,220,880.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	363,313.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	23,857,567.
6	**Minimum investment return.** Enter 5% of line 5		6	1,192,878.

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	1,192,878.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 8,656.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	8,656.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,184,222.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,184,222.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	1,184,222.

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	1,086,705.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,086,705.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,086,705.

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				1,184,222.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,079,731.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 1,086,705.				
a Applied to 2012, but not more than line 2a			1,079,731.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				6,974.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,177,248.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a 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
2 a 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).)

JULIUS HEMMELSTEIN

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:

MARCIE HEMMELSTEIN
2500 W. ARTHINGTON ST, CHICAGO, IL 60612

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

IN WRITING, INCLUDE PURPOSE OF CONTRIBUTION

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			CHARITY	989,150.
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			EDUCATION	83,350.
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			RELIGIOUS	14,190.
Total			▶ 3a	1,086,690.
b Approved for future payment NONE				
Total			▶ 3b	0.

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
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	117,729.	
4 Dividends and interest from securities			14	300,302.	
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			01	1,506.	
8 Gain or (loss) from sales of assets other than inventory			18	221,672.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		641,209.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	641,209.

(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).
	NOT APPLICABLE

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

Sign Here

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

▶ Marvin B. Wennstein 12/26/15 ▶ DIRECTOR

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DANIELLE M. WINKLE	DANIELLE M. WINKL	02/20/15		P00079656

Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD. Firm's EIN ▶ 36-2938874

Firm's address ▶ 455 N CITYFRONT PLAZA DR, SUITE 1500 CHICAGO, IL 60611 Phone no. 312-670-7444

Form **990-PF** (2013)

323622
10-10-13

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	Employer identification number
CARYLON FOUNDATION	36-6033583

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ _____

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

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

323451
10-24-13

Name of organization	Employer identification number
CARYLON FOUNDATION	36-6033583

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	ACE PIPE CLEANING INC. 4000 TRUMAN RAOD KANSAS CITY, MO 64127	$ 95,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	BEARY PROPERTIES INC. 2500 WEST ARTHINGTON CHICAGO, IL 60612	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	BIONOMIC SERVICES INC. 516 ROUNDTREE ROAD CHARLOTTE, NC 28217	$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	DEEP SOUTH INDUSTRIAL SERVICES 515 INDUSTRIAL DR ROCKMART, GA 30153	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
5	DEEP SOUTH SOLUTIONS 515 INDUSTRIAL DR ROCKMART, GA 30153	$ 1,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
6	JULIUS HEMMELSTEIN 2500 WEST ARTHINGTON CHICAGO, IL 60612	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: CARYLON FOUNDATION

Employer identification number: 36-6033583

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
7	METROPOLITAN ENVIRONMENTAL SERVICES 5055 NIKE DRIVE HILLIARD, OH 43026	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
8	NATIONAL INDUSTRIAL MAINTENANCE, INC. 4530 BARING AVENUE EAST CHICAGO, IN 46312	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
9	NATIONAL INDUSTRIAL MAINTENANCE - MI 4400 STECKER DEARBORN, MI 48126	$ 20,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
10	NATIONAL PLANT SERVICES, INC. 4530 BARING AVENUE EAST CHICAGO, IN 46312	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
11	ODESCO INDUSTRIAL SERVICES, INC. 100 WASHINGTON SOUTH ROXANA, IL 62087	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
12	SPECIALIZED MAINTENANCE SERVICES, INC. 4533 PASADENA PASADENA, TX 77503	$ 15,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
CARYLON FOUNDATION	36-6033583

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
13	VIDEO INDUSTRIAL SERVICES, INC. 7721 2ND AVENUE NORTH BIRMINGHAM, AL 35206	$ 40,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
14	VIDEO PIPE SERVICES, INC. 1566 HARDING HIGHWAY NEWFIELD, NJ 08344	$ 60,000.	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	Employer identification number
CARYLON FOUNDATION	36-6033583

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: CARYLON FOUNDATION

Employer identification number: 36-6033583

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BARCLAYS #70759	506.	506.	
BARCLAYS #70760	8.	8.	
BARCLAYS #70761	4.	4.	
BARCLAYS #70762	5,502.	5,502.	
BARCLAYS #70763	37,679.	37,679.	
BARCLAYS #70764	69.	69.	
BARCLAYS #70765	15.	15.	
BARCLAYS #70766	10.	10.	
BARCLAYS #70766	8.	8.	
BARCLAYS #70767	21.	21.	
BARCLAYS #70768	10.	10.	
BARCLAYS #70795	6.	6.	
BARCLAYS #70796	21.	21.	
BARCLAYS #70797	73,279.	73,279.	
BARCLAYS #70798	8.	8.	
BARCLAYS #73965	12.	12.	
STATE OF ISRAEL BOND	571.	571.	
TOTAL TO PART I, LINE 3	117,729.	117,729.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BARCLAYS #70760	28,183.	3,303.	24,880.	24,880.	
BARCLAYS #70764	43,737.	0.	43,737.	43,737.	
BARCLAYS #70765	23,279.	74.	23,205.	23,205.	
BARCLAYS #70766	76,873.	0.	76,873.	76,873.	
BARCLAYS #70767	17,847.	0.	17,847.	17,847.	
BARCLAYS #70768	20,181.	0.	20,181.	20,181.	
BARCLAYS #70795	24,328.	0.	24,328.	24,328.	
BARCLAYS #70796	37,523.	0.	37,523.	37,523.	
BARCLAYS #70798	6,151.	0.	6,151.	6,151.	
BARCLAYS #73965	2,132.	0.	2,132.	2,132.	
BARCLAYS #73966	12,771.	0.	12,771.	12,771.	
VANGUARD INTERNATIONAL EXPLORER FUND	10,674.	0.	10,674.	10,674.	
TO PART I, LINE 4	303,679.	3,377.	300,302.	300,302.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME - SECURITIES LITIGATION SETTLEMENTS	1,506.	1,506.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,506.	1,506.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	198,649.	198,649.		0.
TO FORM 990-PF, PG 1, LN 16C	198,649.	198,649.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	8,935.	0.		0.
FOREIGN TAXES	9,716.	9,716.		0.
TO FORM 990-PF, PG 1, LN 18	18,651.	9,716.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	25.	25.		0.
IL FILING FEES	15.	0.		15.
TO FORM 990-PF, PG 1, LN 23	40.	25.		15.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS #70797		X	542,303.	547,814.
BARCLAYS #70797	X		485,694.	487,170.
TOTAL U.S. GOVERNMENT OBLIGATIONS			485,694.	487,170.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			542,303.	547,814.
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,027,997.	1,034,984.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD INT'L EXPLORER	362,341.	456,476.
BARCLAYS #70764	1,579,157.	2,021,599.
BARCLAYS #70765	1,387,057.	2,076,163.
BARCLAYS #70766	925,781.	1,144,633.
BARCLAYS #70767	842,065.	1,093,402.
BARCLAYS #70768	892,654.	1,085,601.
BARCLAYS #70795	716,844.	796,252.
BARCLAYS #70796	931,087.	1,009,049.
BARCLAYS #70798	981,108.	1,052,064.
BARCLAYS #73965	966,732.	963,289.
BARCLAYS #73966	965,729.	1,027,058.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,550,555.	12,725,586.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE OF ISRAEL BONDS	20,000.	20,000.
BARCLAYS #70797	2,971,856.	3,040,449.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,991,856.	3,060,449.

FORM 990-PF MORTGAGE LOANS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS #70797	342,961.	339,013.
TOTAL TO FORM 990-PF, PART II, LINE 12	342,961.	339,013.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS #70761	COST	4,536,339.	5,008,139.
BARCLAYS #70797	COST	353,268.	359,374.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,889,607.	5,367,513.

Carylon Foundation
Donations
Year ending June 30, 2014

Description	Purpose	Amount
American Friends Of Israel War Disabled	Charity	5,000.00
American Friends Of IASA	Charity	100,000.00
Anchor Cross Society	Charity	5,000.00
Anshe Sholom B'nai Israel	Religious	3,750.00
Antioch Baptist Church	Religious	300.00
Birthright Israel	Religious	1,000.00
Blitstein Institute	Education	10,000.00
Central Synagogue	Religious	5,000.00
Cheder Lubavitch Day School	Education	600.00
Chicago Loop Synagogue	Religious	500.00
Chicago Public Library Foundation	Charity	2,500.00
Chicago Youth Centers	Charity	1,500.00
Eyaht College	Education	250.00
Goodman Theatre	Charity	1,000.00
Greater Chicago Food Depository	Charity	500.00
Holocaust Community Services	Charity	5,000.00
Jewish Foundation for the Righteous	Charity	250 00
Jewish Learning Institute JLI	Education	50,000.00
Jewish National Fund	Charity	25,000 00
JUF	Charity	225,000.00
Jewish War Veterans	Charity	250.00
Jewish Women's Foundation	Charity	25,000 00
John Howard Association	Charity	25,000.00
Komen For The Cure	Charity	1,500.00
Lurie Children's Hospital	Charity	1,000.00
Lyric Opera	Charity	5,000.00
Macular Degeneration	Charity	250.00
MADD	Charity	500.00
March of Dimes	Charity	500.00
Meals on Wheels	Charity	1,000.00
Mercy Home For Boys & Girls	Charity	250 00
Misericordia	Charity	21,500.00
NACOEJ	Charity	750.00
North Shore U Health System Foundation	Charity	250.00
ORT	Education	200.00
Paralyzed Veterans of America	Charity	250.00
Prevent Child Abuse	Charity	250.00
Rush University Medical Center	Charity	275,000.00
Ryan Licht Sang Bipolar Foundation	Charity	500.00
Shalva	Charity	2,000.00
Shomrim Society of Illinois	Charity	50 00
Shriners Childrens Hospital	Charity	250.00
Silent Stars	Education	1,800.00
Spertus Society	Charity	250.00
St. Judes Childrens Hospital	Charity	1,000.00
Temple Beth El	Religious	1,140.00
UIC Chabad	Religious	2,500.00
US Holocaust Museum	Charity	250,000.00
World Jewish Congress	Charity	250.00
Wounded Warrior Project	Charity	250.00
WTTW	Education	500.00
Yad Vashem	Charity	500.00
Yeshivat Chovevei Torah	Education	20,000 00
Yiddish Book Center	Charity	5,000.00
Young Israel of Rogers Park	Charity	100.00
		1,086,690.00

HOLDINGS

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Equities

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Note: Trade price may include any applicable local taxes and fees.

Limited partnerships	Total Subscriptions D	Total Redemptions L	Total Contributions M	Estimated Value	Value in Excess of Net Contributions	Pending Cash E	Comments
BARCLAYS WEALTH ADVISOR SERIES INTERNATIONAL VALUE EQUITY LTD. ADV Product Ref. 91501700/USD	650,000 00		650,000 00	$ 844,614 83	194,614 83		Initial Subscription Date: 01 Feb 2013 Units 5,032 NAV 168

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 May 2014		844,615		
Current Estimated Value	30 Jun 2014		844,615		

BARCLAYS WEALTH ADVISOR SERIES INTERNATIONAL GROWTH EQUITY LTD. ADV Product Ref. 91501730/USD	1,680,276 50	830,276 50	1,680,276 50	1,022,852 57	172,852 57		Initial Subscription Date: 01 Feb 2013 Units 7,383 NAV 139

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 May 2014		1,022,853		
Current Estimated Value	30 Jun 2014		1,022,853		

Total USD Limited partnerships				$ 1,867,467 40			
Total Equities				$ 1,867,467 40			

D Total Subscriptions represent a cumulative amount invested into the fund since Initial Subscription Date less placement fee collected as a part of subscription

E Pending Cash balance represents net balance of payments not yet collected from and/or not yet distributed to the investor's funding account or payments collected from the investor's funding account and not yet invested.

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F Value amounts represent activity contribution in calculation of the Estimated Value.

G Pending Cash amounts represents activity contribution in calculation of Pending Cash balance

L Total Redemptions represent a cumulative amount redeemed since Initial Subscription Date

M Total Contributions represent a cumulative amount contributed since Initial Subscription Date inclusive of placement fee collected as a part of subscription

Alternative investments

The information reflected in this section is for informational purposes only and does not replace or supercede your Alternative Investment account statement. These positions may reflect the valuation as of a prior period and are derived from external sources. These positions are not held in custody by Barclays Capital Inc. and are not subject to SIPC. Please also note that the totals may differ from the sum on individual components due to rounding.

Limited partnerships	Total Subscriptions D	Total Redemptions L	Total Contributions M	Estimated Value	Value in Excess of Net Contributions	Pending Cash E	Comments
FINISTERRE GLOBAL OPPORTUNITY CLASS BD OFFSHORE ADV Product Ref. BT110850/USD	250,000 00	271,953.58	250,000 00		21,953.58		Initial Subscription Date 01 Feb 2013

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 Mar 2014		271,954		
Redemption	01 Apr 2014	271,954	271,954	271,954	
Redemption Payment	21 Apr 2014	271,954		271,954	
Current Estimated Value	30 Jun 2014				

OWL CREEK ASIA FUND LTD ADV DB2 RESTRICTED Product Ref. 91508230/USD	250,000.00		250,000 00	306,341 14	56,341 14		Initial Subscription Date 01 Feb 2013 Units 250 NAV 1

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 May 2014		306,341		
Current Estimated Value	30 Jun 2014		306,341		

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Alternative investments

Limited partnerships	Total Subscriptions D	Total Redemptions L	Total Contributions M	Estimated Value	Value in Excess of Net Contributions	Pending Cash E	Comments
ALTERNATIVEFOCUS HALCYON PARTNERS OFFSHORE LTD ADV UNRESTRICTED Product Ref: 91508210/USD	250,000 00		250,000.00	265,043.17	15,043 17		Initial Subscription Date 01 Feb 2013 Units: 2,273 NAV: 142

ACTIVITY	Effective Date	Amount	Value	Pending Cash G	Notes
Capital Statement Value	31 May 2014		265,043		
Current Estimated Value	**30 Jun 2014**		**265,043**		

ESG CROSS BORDER OFFSHORE FUND LTD ADV Product Ref: 91502410/USD	500,000 00		500,000 00	534,657 17	34,657 17		Initial Subscription Date 01 Feb 2013 Units: 5,947 NAV: 1

ACTIVITY	Effective Date	Amount	Value	Pending Cash G	Notes
Capital Statement Value	31 May 2014		534,657		
Current Estimated Value	**30 Jun 2014**		**534,657**		

BARCLAYS WEALTH ADVISOR SERIESSTRATEGIC COMMODITIES FUND LTD. ADV Product Ref: 91501710/USD	1,000,000.00	438,000 00	1,000,000 00	483,588 39	78,411 61		Initial Subscription Date 01 Feb 2013 Units: 5,263 NAV: 97

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 May 2014		483,588		
Current Estimated Value	**30 Jun 2014**		**483,588**		

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Alternative Investments

Limited partnerships	Total Subscriptions D	Total Redemptions L	Total Contributions M	Estimated Value	Value in Excess of Net Contributions	Pending Cash E	Comments
ALTERNATIVE FOCUS HBK FUND II L.P. ADV Product Ref. 8T111200/USD	250,000 00		250,000 00	254,793 44	4,793 44		Initial Subscription Date 01 Mar 2014

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 May 2014		254,793		
Current Estimated Value	30 Jun 2014		254,793		

MKP OPPORTUNITY OFFSHORE LTD ADV Product Ref.: 8T113000/USD	250,000 00		250,000 00	248,090 00	1,910 00		Initial Subscription Date 28 Feb 2014

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 Mar 2014		248,090		
Current Estimated Value	30 Jun 2014		248,090		

GLG EUROPEAN LONG SHORT OFFSHORE FUND LTD ADV Product Ref.: 8T113250/USD	250,000 00[2]		250,000 00[2]	250,000 00[2]			Initial Subscription Date 28 Feb 2014

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Subscription Payment	25 Feb 2014	250,000		250,000	
Subscription	28 Feb 2014	250,000	250,000	250,000	
Current Estimated Value	30 Jun 2014		250,000		

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Alternative investments

Limited partnerships	Total Subscriptions D	Total Redemptions L	Total Contributions M	Estimated Value	Value in Excess of Net Contributions	Pending Cash E	Comments
MIDOCEAN CREDIT OPPORTUNITY OFFSHORE FUND, LTD. ADV Product Ref 8T111560/USD	250,000 00		250,000 00	252,620 12	2,620 12		Initial Subscription Date 28 Feb 2014

ACTIVITY	Effective Date	Amount	Value	Pending Cash G	Notes
Capital Statement Value	31 Mar 2014		252,620		
Current Estimated Value	**30 Jun 2014**		**252,620**		

HG VORA SPECIAL OPPORTUNITIES FUND, LTD. ADV 2 Product Ref 8T112340/USD	275,000 00[2]		275,000 00[2]	275,000 00[2]			Initial Subscription Date 01 May 2014

ACTIVITY	Effective Date	Amount	Value	Pending Cash G	Notes
Subscription Payment	28 Apr 2014	275,000		275,000	
Subscription	01 May 2014	275,000	275,000	275,000	
Current Estimated Value	**30 Jun 2014**		**275,000**		

Total USD Other limited partnerships	**$2,870,133 43**

2 Estimate based on preliminary activity information and may be revised upon the issuance of the next Capital Account Statement

3 Estimate based on the latest Capital Account Statement adjusted by preliminary activity information since such statement and may be revised upon the issuance of the next Capital Account Statement

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Alternative Investments

Hedge Fund Limited partnerships	Total Subscriptions D	Total Redemptions L	Total Contributions M	Estimated Value	Value in Excess of Net Contributions	Pending Cash E	Comments
ONE WILLIAM STREET CAPITAL FUND, LTD SERIES INITIAL SERIES (0408) CLASS AA Product Ref. 9L412540/USD	250,000 00		250,000.00	$ 270,538 20	20,538 20		Initial Subscription Date 01 Feb 2013

ACTIVITY	Effective Date	Amount	Value F	Pending Cash G	Notes
Capital Statement Value	31 May 2014		270,538		
Current Estimated Value	30 Jun 2014		270,538		

	Market value (USD)
Total Alternative Investments	**$ 3,140,671.63**

D Total Subscriptions represent a cumulative amount invested into the fund since Initial Subscription Date less placement fee collected as a part of subscription

E Pending Cash balance represents net balance of payments not yet collected from and/or not yet distributed to the investor's funding account or payments collected from the investor's funding account and not yet invested

F Value amounts represent activity contribution in calculation of the Estimated Value

G Pending Cash amounts represents activity contribution in calculation of Pending Cash balance

L Total Redemptions represent a cumulative amount redeemed since Initial Subscription Date

M Total Contributions represent a cumulative amount contributed since Initial Subscription Date inclusive of placement fee collected as a part of subscription

Cash, cash equivalents & other

Money Market Preferred, SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Upon your request, funds on deposit through the Insured Network Deposit Program and the BBNY Uninsured Deposit Program may be withdrawn, and shares of a MMF may be liquidated, and the proceeds deposited in your securities account or remitted to you. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash, cash equivalents, and other.

Cash Investments	Quantity	Market value / Accrued income	Comment
INSURED NETWORK DEPOSIT	1.91	$ 1.91	
FDIC INSURED UP TO APPLICABLE LIMITS NOT COVERED BY SIPC			

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HOLDINGS

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Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
***ACCENTURE PLC IRELAND (ACN) SHS CL A	1,365	$ 72 97	$ 99,603 73	$ 80 840	$ 110,346 60	$ 10,742 87	2.301	2,538 90	In cash account
***TE CONNECTIVITY LTD (TEL)	1,160	39.92	46,304 30	61 840	71,734 40	25,430 10	1.876	1,345 60	In cash account
AMERICAN EXPRESS COMPANY (AXP)	950	61 84	58,752.07	94 870	90,126 50	31,374 43	1.096	988 00	In cash account
AMERISOURCEBERGEN CORP (ABC)	1,185	48 17	57,077 16	72.660	86,102.10	29,024 94	1 294	1,113.90	In cash account
BANK NEW YORK MELLON CORP (BK)	2,960	27.49	81,370 40	37 480	110,940 80	29,570 40	1 814	2,012 80	In cash account
BERKSHIRE HATHAWAY INC DEL (BRKB) CL B	820	93 36	76,553 80	126 560	103,779.20	27,225 40			In cash account
CINTAS CORP (CTAS)	705	42.51	29,968 19	63 540	44,795.70	14,827 51	1.212	542 85	In cash account
COMERICA INC (CMA)	1,685	35.14	59,205 20	50 160	84,519 60	25,314 40	1.595	1,348 00	In cash account
***DANONE (DANOY) SPONSORED ADR	6,795	13.98	94,973 88	14 930	101,449 35	6,475.47	1 715	1,739 52	In cash account
DEVON ENERGY CORPORATION NEW (DVN)	1,380	56 90	78,516 40	79 400	109,572 00	31,055 60	1.209	1,324.80	In cash account
EXPEDITORS INTERNATIONAL OF (EXPD) WASHINGTON INC	1,480	42 10	62,308 08	44 160	65,356 80	3,048 72	1.449	947 20	In cash account
***GLAXOSMITHKLINE PLC (GSK) SPONSORED ADR(FRM GLAXO WELL)	730	45 45	33,178 50	53 480	39,040 40	5,861 90	4 785	1,868 07	In cash account
ILLINOIS TOOL WORKS INC (ITW)	870	62.51	54,380 71	87 560	76,177 20	21,796 49	1.919	1,461 60	In cash account
MICROSOFT CORP (MSFT)	1,815	30 31	55,006 88	41 700	75,685 50	20,678.62	2.686	2,032 80	In cash account
***NESTLE SA SPONSORED ADR (NSRGY) REPSTG REGD ORD (SF 10 PAR)	995	70 04	69,685 29	77.670	77,281 65	7,596 36	2 610	2,016 87	In cash account
PACCAR INC (PCAR)	1,140	50 66	57,749.04	62,830	71,626 20	13,877 16	1.401	1,003 20	In cash account
***POTASH CORP OF SASKATCHEWAN (POT) INC CANADIAN LISTED	3,815	34.80	132,778 03	38 042	145,132 37	12,354 33	3.680	5,341 00	In cash account Shares denominated in Canadian Dollar. CAD
PROGRESSIVE CORP-OHIO (PGR)	2,680	25 12	67,330.50	25 360	67,964 80	634 30	1 944	1,321 24	In cash account
ROSS STORES INC (ROST)	853	67 84	57,870 35	66 130	56,408 89	1,461 46	1.210	682.40	In cash account
***SCHLUMBERGER LTD (SLB)	970	57 15	55,434 46	117 950	114,411 50	58,977 04	1 357	1,552 00	In cash account
3M COMPANY (MMM)	610	102 96	62,804 31	143 240	87,376 40	24,572 09	2.388	2,086 20	In cash account

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Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
TIME WARNER INC (TWX)	915	43 05	39,386 87	70 250	64,278 75	24,891 88	1.808	1,162 05	In cash account
UNILEVER PLC (UL) SPONSORED ADR	1,315	40 55	53,327 40	45.310	59,582.65	6,255 25	3 258	1,940 94	In cash account
UNITEDHEALTH GROUP INC (UNH)	1,320	72 42	95,591.00	81.750	107,910 00	12,319.00	1 835	1,980 00	In cash account
Total USD Common stocks					$ 2,021,599.36	$ 442,442.80		$ 38,349.94	
Total Equities					$ 2,021,599.36	$ 442,442.80		$ 38,349.94	

Cash, cash equivalents & other

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Gain/Loss information also excludes cash, cash equivalents, and other.

Cash balance	Value
CASH ACCOUNT	$ 459 80

Cash Investments	Quantity	Market value / Accrued income	Comment
INSURED NETWORK DEPOSIT FDIC INSURED UP TO APPLICABLE LIMITS/NOT COVERED BY SIPC	269,061 81	$ 269,061 81	

	Market value (USD) / Accrued Income (USD)
Total Cash, cash equivalents & other	$ 269,521 61
	$ 0.00
	$ 269,521.61

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HOLDINGS

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Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
***COVIDIEN PLC (COV)	525	$ 56.87	$ 29,857.60	$ 90.180	$ 47,344.50	$ 17,486.90	1.419	672.00	In cash account
***WEATHERFORD INTERNATIONAL (WFT) PLC USD0.001	6,702	13.02	87,253.86	23.000	154,146.00	66,892.14			In cash account
***PENTAIR PLC (PNR) SHS	500	50.19	25,095.00	72.120	36,060.00	10,965.00	1.387	500.00	In cash account
***SEAGATE TECHNOLOGY PLC (STX)	1,474	33.70	49,673.80	56.820	83,752.68	34,078.88	3.027	2,535.28	In cash account
***TE CONNECTIVITY LTD (TEL)	1,298	39.62	51,420.68	61.840	80,268.32	28,847.64	1.876	1,505.68	In cash account
***TYCO INTERNATIONAL LTD (TYC)	1,329	30.17	40,100.35	45.600	60,602.40	20,502.05	1.579	956.88	In cash account
ADT CORPORATION (ADT) COM	525	48.02	25,209.50	34.940	18,343.50	-6,866.00	2.290	420.00	In cash account
AMC NETWORKS INC (AMCX) CL A	300	57.12	17,136.00	61.490	18,447.00	1,311.00			In cash account
ANADARKO PETROLEUM CORP (APC)	1,000	83.56	83,555.22	109.470	109,470.00	25,914.78	0.987	1,080.00	In cash account
AUTODESK INC (ADSK)	1,065	38.20	40,682.87	56.380	60,044.70	19,361.83			In cash account
BIOGEN IDEC INC (BIIB)	299	133.57	39,938.75	315.310	94,277.69	54,338.94			In cash account
BROADCOM CORP (BRCM) CL A	1,859	30.90	57,451.69	37.120	69,006.08	11,554.39	1.293	892.32	In cash account
CABLEVISION SYSTEMS CORP CL A (CVC) CABLEVISION NY GROUP COM	3,475	14.44	50,177.47	17.650	61,333.75	11,156.28	3.399	2,085.00	In cash account
CITRIX SYSTEMS INC (CTXS)	661	65.08	43,021.07	62.550	41,345.55	-1,675.52			In cash account
COMCAST CORPORATION (CMCSK) NEW SPL CLASS A	2,463	36.73	90,474.27	53.330	131,351.79	40,877.52	1.688	2,216.70	In cash account
CREE INC (CREE)	925	44.04	40,738.64	49.950	46,203.75	5,465.11			In cash account
DIRECTV (DTV) COM	624	50.54	31,539.56	85.010	53,046.24	21,506.68			In cash account
DOLBY LABORATORIES INC (DLB) CL A	442	31.50	13,924.26	43.200	19,094.40	5,170.14			In cash account
FLUOR CORP NEW (FLR)	775	64.27	49,809.16	76.900	59,597.50	9,788.34	1.092	651.00	In cash account
FOREST LABORATORIES INC (FRX)	1,351	35.35	47,764.09	99.000	133,749.00	85,984.91			In cash account

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Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
FREEPORT MCMORAN COPPER & GOLD (FCX) INC	700	35 62	24,934 99	36 500	25,550 00	615 01	3 425	875 00	In cash account
IMMUNOGEN INC (IMGN)	1,358	14 40	19,554 27	11 850	16,092 30	3,461 97			In cash account
ISIS PHARMACEUTICALS INC (ISIS)	1,125	14 39	16,191.00	34 450	38,756 25	22,565 25			In cash account Barclays 1-O/POS
L-3 COMMUNICATIONS HOLDINGS (LLL) INC	875	76 44	66,881.25	120 750	105,656 25	38,775 00	1 988	2,100.00	In cash account
LIBERTY INTERACTIVE (LINTA) CORPORATION INTERACTIVE SER A	1,575	20 87	32,870 91	29 360	46,242 00	13,371 09			In cash account
LIBERTY MEDIA CORP DELAWARE (LMCA) CL A	224	98 65	22,098.30	136 680	30,616 32	8,518 02			In cash account
NATIONAL OILWELL VARCO INC (NOV)	499	71 07	35,462 22	82.350	41,092 65	5,630 43	2 234	918.16	In cash account
NOW INC (DNOW)	124	30 90	3,831 48	36 210	4,490 04	658 56			In cash account
NUANCE COMMUNICATIONS INC (NUAN)	546	15 93	8,699 21	18 770	10,248 42	1,549 21			In cash account
NUCOR CORP (NUE)	1,075	46 26	49,729 50	49 250	52,943 75	3,214 25	3.005	1,591 00	In cash account
PALL CORP (PLL)	725	67 48	48,919 64	85.390	61,907 75	12,988.11	1 288	797 50	In cash account
SANDISK CORP (SNDK)	774	49.95	38,660 81	104 430	80,828 82	42,168 01	0 862	696.60	In cash account
STARZ (STRZA) SERIES A COMMON STOCK	524	14 37	7,528 94	29 790	15,609 96	8,081.02			In cash account
UNITEDHEALTH GROUP INC (UNH)	1,529	49 76	76,083 94	81 750	124,995.75	48,911 81	1 835	2,293.50	In cash account
VERTEX PHARMACEUTICALS INC (VRTX)	461	45 09	20,786 51	94.680	43,647 48	22,860.97			In cash account
Total USD Common stocks					$ 2,076,162.59	$ 689,105.78		$ 22,786.62	
Total Equities					**$ 2,076,162.59**	**$ 689,105.78**		**$ 22,786.62**	

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Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
AT&T INC (T)	1,280	$ 31.74	$ 40,630.24	$ 35.360	$ 45,260.80	$ 4,630.56	5.204	2,355.20	In cash account
ABBVIE INC (ABBV)	257	39.07	10,040.80	56.440	14,505.08	4,464.28	2.977	431.76	In cash account
ALTRIA GROUP INC (MO)	1,186	25.01	29,658.74	41.940	49,740.84	20,082.10	4.578	2,277.12	In cash account
AMERICAN ELECTRIC POWER CO INC (AEP)	224	44.60	9,990.06	55.770	12,492.48	2,502.42	3.586	448.00	In cash account
**BCE INC NEW (BCE)	268	44.26	11,862.24	45.373	12,160.12	297.87	4.970	604.34	In cash account. Shares denominated in Canadian Dollar, CAD
**BP P L C SPONSORED ADR (BP) (FRM BP AMOCO PLC)	814	39.29	31,980.95	52.750	42,938.50	10,957.55	4.436	1,904.76	In cash account
BRISTOL MYERS SQUIBB CO (BMY)	215	36.60	7,869.06	48.510	10,429.65	2,560.59	2.968	309.60	In cash account
CHEVRON CORPORATION (CVX)	102	106.12	10,824.07	130.550	13,316.10	2,492.03	3.278	436.56	In cash account
COCA COLA COMPANY (KO) (THE)	243	38.78	9,423.55	42.360	10,293.48	869.93	2.880	296.46	In cash account
CONOCOPHILLIPS (COP)	666	57.85	38,529.31	85.730	57,096.18	18,566.87	3.219	1,838.16	In cash account
DOMINION RESOURCES INC VA NEW (D)	348	54.69	19,033.17	71.520	24,888.96	5,855.79	3.356	835.20	In cash account
DUKE ENERGY CORPORATION (DUK) HOLDING COMPANY	513	69.16	35,478.44	74.190	38,059.47	2,581.03	4.205	1,600.56	In cash account
**GLAXOSMITHKLINE PLC (GSK) SPONSORED ADR (FRM GLAXO WELL)	754	47.07	35,490.49	53.480	40,323.92	4,833.43	4.785	1,929.49	In cash account
HCP INC (HCP)	570	39.28	22,388.38	41.380	23,586.60	1,198.22	5.268	1,242.60	In cash account
HEALTH CARE REIT INC (HCN)	325	61.70	20,053.06	62.670	20,367.75	314.69	5.074	1,033.50	In cash account
JOHNSON & JOHNSON (JNJ)	352	58.33	20,532.51	104.620	36,826.24	16,293.73	2.676	985.60	In cash account
KIMBERLY CLARK CORP (KMB)	240	91.13	21,870.39	111.220	26,692.80	4,822.41	3.021	806.40	In cash account
KRAFT FOODS GROUP INC (KRFT) COM	777	45.71	35,516.12	59.950	46,581.15	11,065.03	3.503	1,631.70	In cash account
ELI LILLY & CO (LLY)	183	53.68	9,822.84	62.170	11,377.11	1,554.27	3.153	358.68	In cash account
LORILLARD INC (LO)	500	37.07	18,534.02	60.970	30,485.00	11,950.98	4.035	1,230.00	In cash account
MCDONALDS CORP (MCD)	365	93.75	34,217.64	100.740	36,770.10	2,552.46	3.216	1,182.60	In cash account

VOID PANTOGRAPH ANTI-FRAUD PROTECTION

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
MERCK & CO INC (MRK)	750	41 61	31,211 01	57 850	43,387 50	12,176 49	3 042	1,320.00	In cash account
***NATIONAL GRID PLC NEW (NGG) SPONSORED ADR	612	54 54	33,378 62	74 380	45,520 56	12,141.94	4 638	2,111.40	In cash account
PPL CORPORATION (PPL)	801	30 30	24,269.70	35.530	28,459 53	4,189 83	4 194	1,193 49	In cash account
PEPSICO INC (PEP)	132	73 00	9,635 64	89.340	11,792 88	2,157 24	2 933	345 84	In cash account
PHILIP MORRIS INTERNATIONAL (PM) INC	561	82.09	46,052 94	84.310	47,297 91	1,244.97	4 460	2,109 36	In cash account
PROCTER & GAMBLE CO (PG)	148	63 60	9,412 68	78.590	11,631 32	2,218 64	3 275	380 95	In cash account
REALTY INCOME CORP (O)	302	42 69	12,892 77	44 420	13,414 84	522 07	4 937	662.29	In cash account
REYNOLDS AMERICAN INC (RAI)	761	42.39	32,256 39	60.350	45,926 35	13,669 96	4 441	2,039 48	In cash account
***ROYAL DUTCH SHELL PLC (RDSB) SPONSORED ADR REPSTG B SHS	546	69 53	37,965 77	87 010	47,507 46	9,541 69	4 321	2,052 96	In cash account
SENIOR HSG PPTYS TR (SNH) SH BEN INT	614	24.73	15,183 98	24 290	14,914 06	269 92	6 422	957 84	In cash account
SOUTHERN CO (SO)	780	43 80	34,164 89	45 380	35,396 40	1,231 51	4 628	1,638 00	In cash account
***TOTAL S A (TOT) 1 ADR REPRESENTING 1 ORD SHS	742	52 05	38,623 68	72.200	53,572 40	14,948.72	3 784	2,027.14	In cash account
***UNILEVER PLC (UL) SPONSORED ADR	480	42 02	20,169 64	45 310	21,748 80	1,579 16	3 258	708 48	In cash account
VENTAS INC (VTR)	327	61 20	20,013.46	64 100	20,960 70	947 24	4 524	948 30	In cash account
VERIZON COMMUNICATIONS (VZ)	838	44 41	37,214 69	48.930	41,003 34	3,788.65	4.333	1,776.56	In cash account
***VODAFONE GROUP PLC (VOD) SPONSORED ADR NO PAR	622	41.45	25,779 51	33.390	20,768 58	5,010 93	6 837	1,420.03	In cash account
WILLIAMS COMPANIES INC (WMB)	638	37.32	23,809 37	58 210	37,137.98	13,328 61	2 920	1,084 60	In cash account
Total USD Common stocks					$ 1,144,632.94	$ 218,852.11		$ 46,515.01	
Total Equities					$ 1,144,632.94	$ 218,852.11		$ 46,515.01	

VOID FANTOSMAPH ANTIFRAUD PROTECTION

HOLDINGS

*In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities. *** appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding. Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.*

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research. Clients may access Barclays research at www.barclays.com/wealth/americas/clientaccess/disclaimers or by calling 1-800-253-4626. A complete description of Barclays ratings may be found on Page 2 of your statement.

Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
***ASSURED GUARANTY LTD (AGO)	1,325	$ 18 65	$ 24,711 25	$ 24 500	$ 32,462 50	$ 7,751 25	1 796	583 00	In cash account
ASHLAND INC (ASH)	224	79 40	17,785 32	108 740	24,357 76	6,572 44	1 251	304 64	In cash account
BANKUNITED INC (BKU)	990	30.63	30,327 65	33 480	33,145 20	2,817 55	2.509	831 60	In cash account
BROOKDALE SR LIVING INC (BKD)	1,335	27 54	36,765 98	33 340	44,508 90	7,742 92			In cash account
CNO FINANCIAL GROUP INC (CNO)	1,365	10 10	13,785 14	17 800	24,297 00	10,511 86	1 348	327 60	In cash account
CASEYS GENERAL STORES INC (CASY)	451	61 58	27,771 61	70 290	31,700 79	3,929 18	1 138	360 80	In cash account
CINTAS CORP (CTAS)	650	42 53	27,646 42	63 540	41,301 00	13,654 58	1.212	500 50	In cash account
CIVEO CORP (CVEO) COM	1,230	Not available		25 030	30,786 90				In cash account
CROWN HOLDINGS INC (CCK)	815	39 32	32,049 71	49 760	40,554 40	8,504 69			In cash account
DARLING INGREDIENTS INC (DAR)	1,835	17 12	31,409 89	20 900	38,351 50	6,941 61			In cash account
DOMTAR CORP (UFS)	790	43 75	34,563 73	42 850	33,851 50	712 23	3.501	1,185 00	In cash account
FLUOR CORP-NEW (FLR)	295	65 01	19,178 02	76.900	22,685 50	3,507 48	1.092	247.80	In cash account
GENWORTH FINANCIAL INC (GNW) COM CL A	2,560	8.90	22,784 00	17.400	44,544 00	21,760 00			In cash account
HERTZ GLOBAL HLDGS INC (HTZ)	1,610	18 47	29,736 89	28 030	45,128.30	15,391.41			In cash account
IRON MOUNTAIN INC (IRM)	720	28 59	20,582 89	35 450	25,524 00	4,941 11	3.047	777 60	In cash account
KLA-TENCOR CORP (KLAC)	380	57.02	21,667 59	72 640	27,603.20	5,935 61	2.478	684 00	In cash account
KEYCORP NEW (KEY)	2,155	9 52	20,515 60	14 330	30,881 15	10,365 55	1 814	560 30	In cash account
LIVE NATION ENTERTAINMENT INC (LYV)	1,645	11 08	18,228 71	24 690	40,615 05	22,386 34			In cash account
MBIA INC (MBI)	2,580	13 61	35,107 59	11 040	28,483 20	6,624 39			In cash account
MANPOWERGROUP (MAN)	245	52.67	12,904 15	84 850	20,788 25	7,884 10	1 155	240 10	In cash account
MEADWESTVACO CORP (MWV)	805	31 60	25,436 57	44 260	35,629 30	10,192 73	2 259	805 00	In cash account
OCWEN FINANCIAL CORPORATION (OCN)	658	33 04	21,741 87	37 100	24,411 80	2,669 93			Barclays 2 E/POS In cash account
OIL STATES INTERNATIONAL INC (OIS)	525	68 70	36,066 64	64 090	33,647 25	2,419 39			In cash account
OMEGA HEALTHCARE INVESTORS INC (OHI)	670	25 58	17,138 60	36 860	24,696 20	7,557 60	5 426	1,340 00	In cash account

Equities

Common stocks (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
ONEOK INC (OKE)	385	41.11	15,826.75	68.080	26,210.80	10,384.05	3.290	862.40	In cash account
OWENS ILLINOIS INC NEW (OI)	1,365	24.38	33,283.22	34.640	47,283.60	14,000.38			In cash account
QUESTAR CORP (STR)	1,375	22.88	31,466.37	24.800	34,100.00	2,633.63	3.065	1,045.00	In cash account
REDWOOD TRUST INC (RWT)	1,210	19.45	23,537.05	19.470	23,558.70	21.65	5.752	1,355.20	In cash account
SBA COMMUNICATIONS CORP (SBAC) CL A	395	70.38	27,798.61	102.300	40,408.50	12,609.89			In cash account
TIDEWATER INC (TDW)	599	49.68	29,758.07	56.150	33,633.85	3,875.78	1.781	599.00	In cash account
VERISK ANALYTICS INC (VRSK) CL A	620	54.69	33,908.65	60.020	37,212.40	3,303.75			In cash account
WPX ENERGY INC (WPX)	1,590	15.50	24,647.57	23.910	38,016.90	13,369.33			In cash account
XYLEM INC (XYL) COM	845	27.90	23,575.36	39.080	33,022.60	9,447.24	1.310	432.64	In cash account
Total USD Common stocks					$ 1,093,402.00	$ 242,076.25		$ 13,042.18	
Total Equities					$ 1,093,402.00	$ 242,076.25		$ 13,042.18	

Cash, cash equivalents & other

Money Market Preferred, SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Upon your request, funds on deposit through the Insured Network Deposit Program and the BBNY Uninsured Deposit Program may be withdrawn, and shares of a MMF may be liquidated, and the proceeds deposited in your securities account or remitted to you. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash, cash equivalents, and other

Cash balance	Value
CASH ACCOUNT	-$ 12,020.67

Cash investments	Quantity	Market value / Accrued income	Comment
INSURED NETWORK DEPOSIT FDIC INSURED UP TO APPLICABLE LIMITS/NOT COVERED BY SIPC	62,023.72	$ 62,023.72	

Total Cash, cash equivalents & other	Market value (USD) / Accrued income (USD)
	$ 50,003.05
	$ 0.00
	$ 50,003.05

VOID PANTOGRAPH ANTIFRAUD PROTECTION

HOLDINGS

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Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

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Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
ACTUANT CORPORATION (ATU) CL A	380	$ 38.62	$ 14,676.54	$ 34.570	$ 13,136.60	$ 1,539.94	0.116	15.20	In cash account
AIR LEASE CORPORATION (AL) CL A	520	28.02	14,569.57	38.580	20,061.60	5,492.03	0.311	62.40	In cash account
ALERE INC (ALR)	310	35.85	11,114.00	37.420	11,600.20	486.20			In cash account
ALLETE INC (ALE)	240	46.55	11,171.65	51.350	12,324.00	1,152.35	3.817	470.40	In cash account
AMERICAN EQUITY INVESTMENT (AEL) LIFE HOLDING CO	510	18.66	9,515.39	24.600	12,546.00	3,030.61	0.732	91.80	In cash account
BANCORPSOUTH INC (BXS)	520	16.93	8,801.78	24.570	12,776.40	3,974.62	0.814	104.00	In cash account
BONANZA CREEK ENERGY INC (BCEI)	340	49.07	16,682.48	57.190	19,444.60	2,762.12			In cash account
BROADRIDGE FINANCIAL SOLUTIONS (BR) INC	620	23.48	14,558.60	41.640	25,816.80	11,258.20	2.017	520.80	In cash account
C&J ENERGY SERVICES INC (CJES)	330	31.17	10,285.01	33.780	11,147.40	862.39			In cash account
CBOE HOLDINGS INC (CBOE)	270	34.23	9,241.39	49.210	13,286.70	4,045.31	1.463	194.40	In cash account
CST BRANDS INC (CST) COM	430	31.34	13,476.88	34.500	14,835.00	1,358.12	0.725	107.50	In cash account
CAPITOL FEDERAL FINANCIAL INC (CFFN)	1,190	11.70	13,923.00	12.160	14,470.40	547.40	2.467	357.00	In cash account, Barclays 1-O/NEU
CHEMTURA CORP (CHMT)	810	23.50	19,031.22	26.130	21,165.30	2,134.08			In cash account
CIRCOR INTL INC (CIR)	240	41.57	9,976.76	77.130	18,511.20	8,534.44	0.194	36.00	In cash account
DELTIC TIMBER CORP (DEL)	190	71.16	13,519.84	60.420	11,479.80	2,040.04	0.662	76.00	In cash account
DENNYS CORPORATION (DENN)	1,800	5.29	9,517.79	6.520	11,736.00	2,218.21			In cash account
DIEBOLD INC (DBD)	310	34.94	10,831.37	40.170	12,452.70	1,621.33	2.863	356.50	In cash account
DINEEQUITY INC (DIN)	200	73.65	14,730.69	79.490	15,898.00	1,167.31	3.774	600.00	In cash account
ENPRO INDUSTRIES INC (NPO)	270	44.56	12,031.02	73.160	19,753.20	7,722.18			In cash account
ESCO TECHNOLOGIES INC (ESE)	160	35.05	5,608.78	34.640	5,542.40	66.38	0.924	51.20	In cash account
ETD COMPANIES INC (EFD)	180	30.55	5,498.80	31.790	5,722.20	223.40			In cash account

VOID PANTOGRAPH ANTI-FRAUD PROTECTION

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann yield (%)	Est annual income ($)	Comment / Research rating
FAIRCHILD SEMICONDUCTOR (FCS) INTERNATIONAL INC	960	14 08	13,512 33	15 600	14,976 00	1,463 67			In cash account
FEDERAL-MOGUL HOLDINGS (FDML) CORPORATION	1,290	17.80	22,958 97	20 230	26,096 70	3,137 73			In cash account
FIRST AMERICAN FINANCIAL (FAF) CORPORATION	650	24 04	15,626.00	27 790	18,063 50	2,437 50	3.454	624 00	In cash account
FIRSTMERIT CORP (FMER)	510	15.04	7,668 06	19 750	10,072 50	2,404 44	3.241	326 40	In cash account
FLOWERS FOODS INC (FLO)	880	18 52	16,297.60	21 080	18,550 40	2,252 80	2.277	422 40	In cash account
FORESTAR GROUP INC (FOR)	680	18.92	12,864.29	19 090	12,981 20	116 91			In cash account
FORTUNE BRANDS HOME & SEC INC (FBHS)	200	32.68	6,536 62	39 930	7,986 00	1,449.38	1.202	96 00	In cash account
L B FOSTER CO CL A (FSTR)	190	43 38	8,242.64	54 120	10,282 80	2,040.16	0 222	22 80	In cash account
GAMING & LEISURE PROPERTIES (GLPI) INC	300	36 54	10,962.53	33 970	10,191 00	771 53	6 123	624 00	In cash account
GENERAC HOLDINGS INC (GNRC)	360	38 57	13,886 68	48.740	17,546 40	3,659 72			In cash account
GENESEE & WYOMING INC CL A (GWR)	130	83 93	10,910.90	105 000	13,650 00	2,739 10			In cash account
HANGER INC (HGR)	280	35 49	9,936 72	31.450	8,806 00	1,130.72			In cash account Barclays: 1-O/POS
HANOVER INSURANCE GROUP INC (THG) (THE)	350	41 39	14,485 45	63 150	22,102 50	7,617 05	2.344	518 00	In cash account
HARSCO CORP (HSC)	610	25 94	15,824 45	26 630	16,244.30	419 85	3 079	500.20	In cash account
HELIX ENERGY SOLUTIONS GROUP (HLX) INC	590	23 06	13,606 17	26 310	15,522 90	1,916 72			In cash account
HILL ROM HOLDINGS INC (HRC) COM	450	33.96	15,281.93	41 510	18,679 50	3,397 57	1.470	274.50	In cash account
HILLENBRAND INC (HI)	560	28 65	16,042 51	32 620	18,267 20	2,224 69	2.422	442.40	In cash account
IBERIABANK CORP (IBKC)	240	51 52	12,365.08	69.190	16,605 60	4,240 52	1.966	326.40	In cash account
ITT CORPORATION (ITT)	510	26 13	13,324 06	48 100	24,531 00	11,206.94	0.915	224.40	In cash account
JOHN BEAN TECHNOLOGIES CORP (JBT)	400	18 31	7,324 41	30 990	12,396 00	5,071 59	1 162	144 00	In cash account
KAISER ALUMINUM CORPORATION (KALU)	250	62 86	15,715 81	72 870	18,217 50	2,501 69	1.921	350 00	In cash account
KAPSTONE PAPER AND PACKAGING (KS) CORPORATION	600	27 63	16,578.36	33 130	19,878 00	3,299.64			In cash account
KNOWLES CORPORATION (KN)	510	32.09	16,365 47	30.740	15,677 40	688.07			In cash account
NORTHWEST BANCSHARES INC MD (NWBI)	1,090	12 30	13,411 61	13 570	14,791 30	1,379.69	3.832	566.80	In cash account
NORTHWESTERN CORPORATION (NWE)	310	37 14	11,512.77	52 190	16,178 90	4,666 13	3.066	496.00	In cash account
ONE GAS INC (OGS) COM	290	36 39	10,552 70	37 750	10,947 50	394 80	2 967	324.80	In cash account
PNM RESOURCES INC (PNM) COM	380	21 40	8,131 30	29 330	11,145 40	3,014 10	2 523	281.20	In cash account
PENSKE AUTOMOTIVE GROUP INC (PAG)	360	32 43	11,673 82	49.500	17,820 00	6,146 18	1 535	273 60	In cash account
PROVIDENT FINANCIAL SERVICES (PFS) INC	940	18 63	17,511 97	17.320	16,280 80	1,231 17	3 464	564 00	In cash account

VOID FANTOGRAPH ANTIFRAUD PROTECTION

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
REGAL-BELOIT CORP (RBC)	230	74 02	17,025 75	78 560	18,068 80	1,043 05	1 120	202 40	In cash account
**RITCHIE BROS AUCTIONEERS (RBA) INC	680	22 74	15,463 17	24.655	16,765.73	1,302 56	2 109	353 60	In cash account Shares denominated in Canadian Dollar - CAD
RYMAN HOSPITALITY PPTYS INC (RHP) COM	420	43 15	18,123 16	48 150	20,223 00	2,099 84	4 569	924.00	In cash account
SABRA HEALTH CARE REIT INC (SBRA)	540	24 97	13,481 91	28 710	15,503 40	2,021 49	5.294	820.80	In cash account
SALLY BEAUTY HOLDINGS INC (SBH)	500	26 78	13,389.30	25.080	12,540.00	849 30			In cash account
SANCHEZ ENERGY CORPORATION (SN)	670	22 35	14,972 19	37.590	25,185.30	10,213 11			In cash account
SENSIENT TECHNOLOGIES CORP (SXT)	100	54.64	5,463 91	55.720	5,572 00	108.09	1 795	100 00	In cash account
A O SMITH CORPORATION (AOS)	330	34 88	11,510 32	49.580	16,361 40	4,851.08	1 210	198 00	In cash account
SPIRIT REALTY CAPITAL INC (SRC)	1,315	10.11	13,292 61	11.360	14,938 40	1,645 79	5 854	874 48	In cash account
TRI POINTE HOMES INC (TPH) COM	770	17 73	13,650.30	15.720	12,104.40	1,545 90			In cash account
TRIANGLE PETROLEUM CORP (TPLM)	1,030	10.11	10,408.41	11.750	12,102 50	1,694.09			In cash account
UMB FINANCIAL CORP (UMBF)	320	57.38	18,362 89	63.390	20,284.80	1,921.91	1.420	288 00	In cash account
VAIL RESORTS INC (MTN)	260	53 58	13,930 06	77.180	20,066.80	6,136.74	2 151	431 60	In cash account
VECTREN CORP (VVC)	510	33 05	16,854 77	42.500	21,675.00	4,820 23	3 388	734 40	In cash account
VERINT SYSTEMS INC (VRNT)	390	33.53	13,077 60	49.050	19,129.50	6,051 90			In cash account Barclays 2-E/POS
VIEWPOINT FINANCIAL GROUP INC (VPFG)	670	21.28	14,260 56	26.910	18,029 70	3,769.14	1.784	321.60	In cash account
WADDELL & REED FINANCIAL INC (WDR) CL A	310	41.01	12,711 81	62.590	19,402 90	6,691 09	2 173	421 60	In cash account
WEX INC (WEX)	240	72.32	17,355 91	104.970	25,192.80	7,836 89			In cash account
WINTRUST FINANCIAL CORP (WTFC)	310	36 92	11,445 89	46 000	14,260 00	2,814.11	0 870	124 00	In cash account
Total USD Common stocks					$ 1,085,601.23	$ 192,946.93		$ 16,239.58	
Total Equities					$ 1,085,601.23	$ 192,946.93		$ 16,239.58	

VOID FACSIMILE/ANTIFRAUD PROTECTION

HOLDINGS

*In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities. *** appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding.*
Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research. Clients may access Barclays research at www.barclays.com/wealthamericas/clientaccessdisclaimers or by calling 1-800-253-4626. A complete description of Barclays ratings may be found on Page 2 of your statement.

Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est. annual Income ($)	Comment / Research rating
***DEUTSCHE BANK AG (DB)	419	$ 45 68	$ 19,138.90	$ 35 180	$ 14,740 42	$ 4,398 48	2 902	427 80	In cash account
***MARVELL TECHNOLOGY GROUP (MRVL) LTD	1,007	9.64	9,710 51	14 330	14,430 31	4,719 80	1 675	241 68	In cash account
***UBS AG (UBS)	708	17.24	12,205 92	18 320	12,970 56	764 64	1.539	199 66	In cash account
***ABB LTD (ABB) SPONSORED ADR	688	21 44	14,749.94	23 020	15,837 76	1,087 82	3.341	529 07	In cash account
***AEGON NV (AEG) NY REGISTRY SHS	1,965	7 89	15,501 62	8 770	17,233 05	1,731 43	2 873	495 18	In cash account
***AGRIUM INC (AGU)	172	107 98	18,572 07	91 637	15,761 69	2,810 38	3 274	516 00	In cash account Shares denominated in Canadian Dollar CAD
***ALLIANZ SE (AZSEY) SPONSORED ADR REPSTG 1/10 SH	866	13 89	12,028.74	16 789	14,539 27	2,510.53	3 216	467 64	In cash account
***AMERICA MOVIL S A B DE C V (AMX) SPONSORED ADR REPSTG SER L SHS	792	22.03	17,447.66	20.750	16,434.00	1,013.66	1 663	273 24	In cash account
***ASTRAZENECA PLC (AZN) SPONSORED ADR	231	44 62	10,306 14	74 310	17,165.61	6,859 47	3 768	646 80	In cash account
***BAE SYSTEMS PLC (BAESY) SPONSORED ADR	522	21 18	11,055.96	29.860	15,586 92	4,530.96	4 330	674 95	In cash account
***BASF SE (BASFY) ADR	138	97.61	13,469 76	116.500	16,077.00	2,607.24	2.334	375 22	In cash account
***BP P L C SPONSORED ADR (BP) (FRM BP AMOCO PLC)	318	36 79	11,587 74	52 750	16,774.50	5,028.51	4 436	744 12	In cash account
***BANCO BILBAO VIZCAYA (BBVA) ARGENTARIA S A SPONSORED ADR	1,296	9 71	12,584 55	12.770	16,549 92	3,965.37	2 952	488 59	In cash account
***BANCO SANTANDER S A (SAN) SPONSORED ADR	1,577	6.99	11,022 27	10.420	16,432.34	5,410 07	6.094	1,001.40	In cash account
***BHP BILLITON LTD (BHP) SPONSORED ADR	231	75 66	17,478.38	68.450	15,811 95	1,666 43	3.448	545 16	In cash account
***CNOOC LTD (CEO) SPONSORED ADR REP 100 SHS CL H	99	181.29	17,948 01	179 290	17,749 71	198.30	3 689	654 79	In cash account
CTC MEDIA INC (CTCM)	1,403	10.38	14,558.27	11.010	15,447.03	888 76	6 358	982 10	In cash account

VOID PANTOGRAPH ANTIFRAUD PROTECTION

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Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
***CANON INC (CAJ) ADR REPSTG 5 SHS	510	34.88	17,788.68	32.750	16,702.50	-1,086.18	3.585	598.74	In cash account
***CHINA MOBILE LIMITED (CHL) SPONSORED ADR RPSTG 5 ORD SHS	333	52.96	17,634.41	48.610	16,187.13	-1,447.28	3.954	640.03	In cash account
***COMPANHIA ENERGETICA DE (CIG) MINAS GERAIS CEMIG SPONS ADR NEW	2,266	5.70	12,922.91	7.990	18,105.34	5,182.43	9.537	1,726.69	In cash account
***CREDIT SUISSE GROUP (CS) SPONSORED ADR	549	28.86	15,843.37	28.370	15,575.13	-268.24	2.771	431.51	In cash account
***ETABLISSEMENTS DELHAIZE (DEG) FRERES ET CIE LE LION S A SPONSORED ADR	884	12.30	10,875.05	16.860	14,904.24	4,029.19	2.242	334.15	In cash account
***GAZPROM O A O (OGZPY) SPONSORED ADR	1,951	6.71	13,096.21	8.715	17,002.97	3,906.76	3.867	657.49	In cash account
***HSBC HOLDINGS PLC (HSBC) SPONSORED ADR	272	55.64	15,133.52	50.800	13,817.60	-1,315.92	4.823	666.40	In cash account
***INFOSYS LIMITED (INFY) SPONS ADR REPSTG 1 ORD SHRS	310	43.69	13,543.37	53.770	16,668.70	3,125.33	1.845	307.52	In cash account
***ING GROEP NV SPONSORED ADR (ING)	1,078	8.93	9,630.63	14.020	15,113.56	5,482.93			In cash account
***ITAU UNIBANCO BANCO HOLDING (ITUB) S A SPONSORED ADR REPSTG 500 PFD	1,287	13.25	17,053.67	14.380	18,507.06	1,453.39	0.494	91.38	In cash account
***KB FINANCIAL GROUP INC (KB) SPONSORED ADR REPSTG 1 COM SH	480	34.18	16,405.51	34.760	16,684.80	279.29	1.085	180.96	In cash account
***KINROSS GOLD CORP (KGC)	1,747	8.27	14,447.67	4.143	7,238.91	-7,208.77	3.861	279.52	In cash account Shares denominated in Canadian Dollar - CAD
***KOMATSU LTD (KMTUY) SPONSORED ADR	754	24.75	18,661.21	23.230	17,515.42	-1,145.79	2.023	354.38	In cash account
***MITSUBISHI UFJ FINANCIAL (MTU) GROUP INC ADS	2,650	5.65	14,982.90	6.150	16,297.50	1,314.60	2.065	336.55	In cash account
***NIPPON TELEGRAPH AND (NTT) TELEPHONE CORPORATION AMERICAN DEPOSITARY SHARES	565	21.02	11,876.30	31.210	17,633.65	5,757.35	2.397	422.62	In cash account
***NOMURA HOLDINGS INC (NMR) SPONSORED ADR	2,305	6.05	13,935.36	7.030	16,204.15	2,268.79	2.290	371.11	In cash account
***OIL CO LUKOIL SPONSORED ADR (LUKOY)	280	64.66	18,105.77	59.820	16,749.60	1,356.17	4.637	776.72	In cash account
***PETROLEO BRASILEIRO SA (PBR) PETROBRAS SPONSORED ADR	1,137	15.21	17,296.22	14.630	16,634.31	-661.91			In cash account
***ROYAL DUTCH SHELL PLC (RDSA) SPONSORED ADR REPSTG A SHS	203	67.95	13,793.24	82.370	16,721.11	2,927.87	3.880	648.79	In cash account
***SK TELECOM CO LTD (SKM) SPONSORED ADR	715	18.79	13,432.38	25.940	18,547.10	5,114.72	2.833	525.53	In cash account

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est. annual income ($)	Comment / Research rating
***SIEMENS AG (SIEGY) AMERICAN DEPOSITARY SHARES	113	104.48	11,806 24	132.190	14,937.47	3,131 23	2 279	340 47	In cash account
***SMITH & NEPHEW P L C (SNN) SPONSORED ADR	197	55.38	10,909 25	89 280	17,588 16	6,678 91	1.501	263 98	In cash account
***SOCIETE GENERALE (SCGLY) SPONSORED ADR	1,409	8.92	12,566 44	10 480	14,766 32	2,199 88	2 013	297 30	In cash account
***STATOIL ASA (STO) SPONSORED ADR	525	25 27	13,267 33	30.830	16,185 75	2,918 42	2 858	462 53	In cash account
***SUMITOMO MITSUI FINL GROUP (SMFG) INC SPONSORED ADR	1,659	8.19	13,581 69	8 470	14,051 73	470 04	2 692	378 25	In cash account
***SUNCOR ENERGY INC (SU)	417	32.67	13,625 41	42 654	17,787 10	4,161 69	2.011	357 79	In cash account Shares denominated in Canadian Dollar - CAD
***TATA MOTORS LTD (TTM) SPONSORED ADR	429	26 83	11,508 93	39 060	16,756 74	5,247 81	0 341	57 06	In cash account
***TELEFONICA SA (TEF) SPONSORED ADR	965	13.63	13,152 95	17 160	16,559.40	3,406 45	4.586	759 46	In cash account
***TESCO PLC SPONSORED ADR (TSCDY)	1,082	16 64	18,006 16	14 650	15,851.30	2,154 86	4.778	757 40	In cash account
***TEVA PHARMACEUTICAL (TEVA) INDUSTRIES LIMITED ADR	324	37.86	12,266.64	52 420	16,984 08	4,717 44	2 179	370 01	In cash account
***TOTAL S A (TOT) 1 ADR REPRESENTING 1 ORD SHS	249	52 59	13,095 56	72.200	17,977 80	4,882.24	3 784	680.27	In cash account
***VALE S A (VALE) SPONSORED ADR	1,271	17 26	21,931 25	13 230	16,815.33	5,115 92	2 963	498 23	In cash account
***YAMANA GOLD INC (AUY)	928	16 32	15,142 80	8.230	7,638.36	7,504 44	1 822	139.20	In cash account Shares denominated in Canadian Dollar - CAD
Total USD Common stocks					$ 796,252.36	$ 79,408.63		$ 23,975.44	
Total Equities					$ 796,252.36	$ 79,408.63		$ 23,975.44	

VOID PANTOGRAPH ANTI-FRAUD PROTECTION

HOLDINGS

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Equities

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Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income ($)	Comment / Research rating
ALEXANDRIA REAL ESTATE (ARE) EQUITIES INC	485	$ 72 50	$ 35,162.21	$ 77 640	$ 37,655.40	$ 2,493 19	3.709	1,396.80	In cash account
ALTISOURCE RESIDENTIAL (RESI) CORPORATION COMMON STOCK	185	26 28	4,861.69	26 030	4,815 55	-46 14	6.915	333.00	In cash account
AMERICAN HOMES 4 RENT (AMH) CL A	290	15 83	4,591 81	17 760	5,150 40	558 59	1.126	58 00	In cash account
AMREIT INC (AMRE) COMMON STOCK	1,165	17 34	20,196 26	18 300	21,319 50	1,123.24	4.372	932 00	In cash account
APARTMENT INVESTMENT & (AIV) MANAGEMENT CO-CL A	780	27.73	21,629 23	32 270	25,170 60	3,541 37	3.471	873 60	In cash account
ASSOCIATED ESTATES REALTY CORP (AEC)	1,170	16.25	19,009 24	18 020	21,083 40	2,074.16	4.218	889.20	In cash account
AVALONBAY COMMUNITIES INC (AVB)	195	128.45	25,047 75	142 190	27,727 05	2,679.30	3 263	904 80	In cash account
BOSTON PROPERTIES INC (BXP)	240	103.91	24,938 40	118 180	28,363 20	3,424 80	2 200	624 00	In cash account
BRANDYWINE REALTY TRUST-SBI (BDN)	1,690	13 18	22,273 79	15 600	26,364 00	4,090.21	3 846	1,014 00	In cash account
CBL & ASSOCIATES PROPERTIES (CBL) INC	965	22 15	21,370 09	19 000	18,335 00	3,035 09	5.158	945 70	In cash account
CAMDEN PROPERTY TRUST-SBI (CPT)	385	68.51	26,377 37	71 150	27,392.75	1,015.38	3 710	1,016.40	In cash account
DIGITAL REALTY TRUST INC (DLR)	435	65.35	28,428 53	58 320	25,369.20	-3,059 33	5.693	1,444 20	In cash account
DOUGLAS EMMETT INC (DEI)	1,015	23 55	23,899 96	28 220	28,643.30	4,743 34	2.835	812 00	In cash account
EPR PROPERTIES (EPR) COMMON SHARES OF BENEFICIAL INTEREST	630	47 59	29,980 55	55 870	35,198 10	5,217 55	6.121	2,154.60	In cash account
EASTGROUP PROPERTIES INC (EGP)	435	57 16	24,866 00	64 230	27,940 05	3,074 05	3.363	939.60	In cash account
EQUITY LIFESTYLE PROPERTIES (ELS) INC	390	36 82	14,359 18	44 160	17,222 40	2,863.22	2 944	507.00	In cash account
EQUITY ONE INC (EQY)	435	22.93	9,974 94	23.590	10,261.65	286 71	3.730	382 80	In cash account
ESSEX PROPERTY TRUST INC (ESS)	165	153 54	25,334 30	184 910	30,510 15	5,175.85	2.812	858.00	In cash account
FEDERAL REALTY INVT TRUST (FRT) SHS BEN INTEREST	240	106 38	25,530.67	120 920	29,020 80	3,490 13	2.580	748 80	In cash account

VOID PANTOGRAPH ANTI-FRAUD PROTECTION

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
GEO GROUP INC NEW (GEO) COM	440	33.76	14,854.78	35.730	15,721.20	866.42	6.381	1,003.20	In cash account
HCP INC (HCP)	485	45.83	22,226.55	41.380	20,069.30	2,157.25	5.268	1,057.30	In cash account
HEALTH CARE REIT INC (HCN)	480	61.54	29,539.20	62.670	30,081.60	542.40	5.074	1,526.40	In cash account
HOSPITALITY PROPERTIES TRUST (HPT) SBI	1,405	26.40	37,096.84	30.400	42,712.00	5,615.16	6.447	2,753.80	In cash account
HOST HOTELS & RESORTS INC (HST)	2,075	17.13	35,540.53	22.010	45,670.75	10,130.22	2.726	1,245.00	In cash account
LTC PROPERTIES INC (LTC)	480	37.07	17,793.41	39.040	18,739.20	945.79	5.225	979.20	In cash account
LEXINGTON REALTY TRUST (LXP)	2,225	10.86	24,173.66	11.010	24,497.25	323.59	6.176	1,513.00	In cash account
MONMOUTH REAL ESTATE INVT CORP (MNR) CL A	870	10.70	9,308.16	10.040	8,734.80	573.36	5.976	522.00	In cash account
NATIONAL RETAIL PROPERTIES INC (NNN)	680	32.54	22,127.82	37.190	25,289.20	3,161.38	4.356	1,101.60	In cash account
PUBLIC STORAGE (PSA)	390	157.95	61,600.97	171.350	66,826.50	5,225.53	3.268	2,184.00	In cash account
REALTY INCOME CORP (O)	630	43.47	27,385.74	44.420	27,984.60	598.86	4.937	1,381.59	In cash account
SENIOR HSG PPTYS TR (SNH) SH BEN INT	825	24.37	20,103.89	24.290	20,039.25	-64.64	6.422	1,287.00	In cash account
SILVER BAY RLTY TR CORP (SBY) COM	293	15.61	4,574.80	16.320	4,781.76	206.96	0.735	35.16	In cash account
SIMON PROPERTY GROUP INC (SPG)	485	152.39	73,911.29	166.280	80,645.80	6,734.51	3.127	2,522.00	In cash account
TANGER FACTORY OUTLET CENTERS (SKT) INC	820	35.69	29,263.20	34.970	28,675.40	-587.80	2.745	787.20	In cash account
VENTAS INC (VTR)	385	66.15	25,467.63	64.100	24,678.50	-789.13	4.524	1,116.50	In cash account
VORNADO REALTY TRUST (VNO)	165	89.74	14,807.89	106.730	17,610.45	2,802.56	2.736	481.80	In cash account
WASHINGTON PRIME GROUP INC (WPG) COM	240	19.34	4,641.82	18.740	4,497.60	144.22			In cash account
WEINGARTEN REALTY INVESTORS (WRI) SBI	725	29.52	21,400.48	32.840	23,809.00	2,408.52	3.959	942.50	In cash account
WEYERHAEUSER CO (WY)	920	Not available		33.090	30,442.80	N/A	2.659	809.60	In cash account Barclays T-O/POS
Total USD Common stocks					$ 1,009,049.46	$ 74,956.03		$ 40,083.35	
Total Equities					$ 1,009,049.46	$ 74,956.03		$ 40,083.35	

VOID PANTOGRAPH ANTIFRAUD PROTECTION

HOLDINGS

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Fixed Income

Yield information is provided for informational purposes only. Barclays makes reasonable efforts to ensure its accuracy but should not be held responsible for errors or omissions.

Corporate bonds	Par	Unit cost / Adj unit cost	Total cost / Adj total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield-to-maturity(%)	Comment
***SBC COMMUNICATIONS INC GLOBAL NT DUE 15 SEP 2014 @ 5.100% ISIN. US78387GAP81 DATED DATE 03 NOV 2004	38,000	$ 106.838 100.913	$ 40,598 36 38,346 98	100 871	$ 38,330 98 565 25	$ 16 00	0.90	In cash account Moody's A3 S&P A-
PFIZER INC NT DUE 15 MAR 2015 @ 5.350% ISIN US717081DA89 DATED DATE 24 MAR 2009	50,000	109 534 103 283	54,767 21 51,641 44	103 423	51,712 00 780 21	70 56	0 50	In cash account Moody's A1 S&P AA-
COMCAST CORP DUE 15 NOV 2015 @ 5.850% ISIN: US20030NAJ00 DATED DATE 14 NOV 2005	55,000	113 318 106 779	62,324 76 58,728.61	107 159	58,937.47 402 19	208 86	0 61	In cash account Moody's A3 S&P A-
ORACLE CORP / OZARK HLDG INC NT DUE 15 JAN 2016 @ 5.250% ISIN. US68402LAC81 DATED DATE 13 JAN 2006	60,000	112 880 106.915	67,727.90 64,148.74	107.098	64,259 10 1,443 75	110.37	0.62	In cash account Moody's A1 S&P A+
CISCO SYS INC SR NT DUE 22 FEB 2016 @ 5.500% ISIN. US17275RAC60 DATED DATE 22 FEB 2006	60,000	113 895 107.646	68,337.24 64,587 34	108.067	64,840 23 1,173.33	252.90	0.56	In cash account Moody's A1 S&P AA-
MORGAN STANLEY DUE 25 FEB 2016 @ 1 750% ISIN. US61746BDG86 DATED DATE 25 FEB 2013	60,000	100 457 100.256	60,274 41 60,153 80	101.420	60,852.00 364 58	698 20	0 88	In cash account Moody's Baa2 S&P A-
DIRECTV HLDGS LLC / FING INC DUE 01 MAR 2016 @ 3 500% ISIN. US25459HAY18 DATED DATE 10 MAR 2011	60,000	106 009 103 362	63,605 31 62,017 40	104 186	62,511.64 694 17	494.25	0.97	In cash account Moody's Baa2 S&P BBB

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Fixed income

Corporate bonds	Par	Unit cost / Adj. unit cost	Total cost / Adj. total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield to maturity(%)	Comment
MARATHON PETE CORP SR NT 3 5%16 DUE 01 MAR 2016 @ 3 500% ISIN US56585AAE29 DATED DATE 01 SEP 2011	108,000	105.817 103.766	114,282 36 112,066 90	104 429	112,783 32 1,249 50	716 42	0 82	In cash account Moody's Baa2 S&P BBB
GENERAL ELECTRIC CAPITAL CORP DUE 09 MAY 2016 @ 2 950% ISIN US36962G5C40 DATED DATE 09 MAY 2011	39,000	105 859 103.404	41,285 14 40,327 71	104 114	40,604 46 162 99	276 75	0 72	In cash account Moody's A1 S&P AA+
AMERICAN INTL GROUP INC NT DUE 22 MAR 2017 @ 3.800% ISIN US026874CS46 DATED DATE 22 MAR 2012	45,000	108 224 105.546	48,700 80 47,495 66	106 756	48,040 36 465 50	544 71	1 27	In cash account Moody's Baa1 S&P A-
AMERICAN EXPRESS CREDIT SR UNSECURED DUE 24 MAR 2017 @ 2 375% ISIN US0258M0DD89 DATED DATE 26 MAR 2012	40,000	104 091 102 748	41,636 40 41,099 12	103 220	41,288 18 253 33	189 07	1 17	In cash account Moody's A2 S&P A-
ANHEUSER BUSCH INBEV WORLDWIDE INC SR UNSECURED DUE 15 JUL 2017 @ 1 375% ISIN US03523TBN72 DATED DATE 16 JUL 2012	56,000	100.807 100.564	56,451 94 56,315 84	100 336	56,188.16 1352 92	127 68	1 26	In cash account Moody's A2 S&P A
NORTHWESTERN UNIV DUE 01 DEC 2017 @ 1 470% ISIN US668444AG75 DATED DATE 29 OCT 2013	130,000	100 000 100.000	130,000 00 130,000 00	102.201	132,861 87 153.94	2,861 87	0.82	In cash account Int rate eff 06/01/2014 Moody's Aaa S&P AAA
INTEL CORP SR UNSECURED DUE 15 DEC 2017 @ 1 350% ISIN US458140AL48 DATED DATE 11 DEC 2012	117,000	98.745 99 008	115,531 65 115,839 90	100 028	117,032 76 65.81	1,192 86	1 34	In cash account Moody's A1 S&P A+
AMERICAN INTL GROUP INC MEDIUM TERM NOTES DUE 16 JAN 2018 @ 5 850% ISIN US02687QDG01 DATED DATE 12 DEC 2007	89,000	113 934 111.152	101,401 26 98,925 25	114 024	101,481 36 2,371 85	2,556 11	1 75	In cash account Moody's Baa1 S&P A-
JPMORGAN CHASE & CO DUE 25 JAN 2018 @ 1 800% ISIN US46625HJG65 DATED DATE 25 JAN 2013	56,000	101 544 101 174	56,864 64 56,657 23	100 275	56,154 44 434 00	502 79	1 72	In cash account Moody's A3 S&P A
WAL MART STORES INC DUE 11 APR 2018 @ 1 125% ISIN US931142DF70 DATED DATE 11 APR 2013	50,000	100 301 100 228	50,150 50 50,114 11	98 795	49,397 73 123 44	716 38	1 45	In cash account Moody's Aa2 S&P AA

VOID PANTOGRAPH ANTIFRAUD PROTECTION

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Fixed income

Corporate bonds	Par	Unit cost / Adj unit cost	Total cost / Adj total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield to maturity(%)	Comment
CITIGROUP INC DUE 01 MAY 2018 @ 1 750% ISIN US172967GS42 DATED DATE 01 MAY 2013	50,000	100 238 100 184	50,119 00 50,092 13	99 239	49,619.50 143 40	-472 63	1 96	In cash account Moody's Baa2 S&P A-
APPLE INC DUE 03 MAY 2018 @ 1 000% ISIN US037833AJ95 DATED DATE 03 MAY 2013	35,000	100 112 100 086	35,039 20 35,030 24	97 970	34,289 85 55 42	-740.39	1 55	In cash account Moody's Aa1 S&P AA+
PEPSICO INC SR NTS DUE 01 NOV 2018 @ 7 900% ISIN US713448BJ63 DATED DATE 24 OCT 2008	89,000	128 886 123 916	114,708 54 110,285 65	124 931	111,189.05 1,152 30	903 39	1 88	In cash account Moody's A1 S&P A-
UNITEDHEALTH GROUP INC DUE 15 MAR 2019 @ 1 625% ISIN US91324PCB67 DATED DATE 28 FEB 2013	42,000	100 355 100 280	42,149 10 42,117 52	98 401	41,328.50 199 06	-789 02	1 98	In cash account Moody's A3 S&P A
VERIZON COMMUNICATIONS INC NT DUE 01 APR 2019 @ 6 350% ISIN US92343VAV62 DATED DATE 27 MAR 2009	108,000	117 514 115 355	126,915 12 124,583 05	118 312	127,777 84 1,695 45	3,194 79	2.26	In cash account Moody's Baa1 S&P BBB+
NORFOLK SOUTHERN CORP NOTES DUE 15 JUN 2019 @ 5 900% ISIN US655844BC14 DATED DATE 01 JUN 2009	97,000	118 922 116 051	115,354 34 112,569 81	117 230	113,713.99 238 46	1,144 19	2 21	In cash account Moody's Baa1 S&P BBB+
COMCAST CORP NEW NOTE DUE 01 JUL 2019 @ 5 700% ISIN US20030NAZ42 DATED DATE 18 JUN 2009	100,000	118 296 115 538	118,296 00 115,538 27	117 029	117,029 42 2,834 17	1,491.15	2 10	In cash account Moody's A3 S&P A-
HCP INC SR UNSECURED DUE 01 FEB 2020 @ 2 625% ISIN US40414LAH24 DATED DATE 19 NOV 2012	56,000	100 592 100 484	56,331 38 56,270 91	99 821	55,899 83 608 42	-371.08	2 66	In cash account Next call on 11/01/2019 Call price 100 00 Moody's Baa1 S&P BBB+
SIMON PPTY GROUP L P NT DUE 01 FEB 2020 @ 5 650% ISIN US828807CD77 DATED DATE 25 JAN 2010	98,000	115 127 113 137	112,824 46 110,874 06	116 621	114,288 85 2,291 70	3,414 79	2 45	In cash account Next call on 11/01/2019 Call price 100 00 Moody's A2 S&P A-

VOID PANTONE/INK ANTIFRAUD PROTECTION

Fixed income

Corporate bonds	Par	Unit cost / Adj. unit cost	Total cost / Adj. total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield-to-maturity(%)	Comment
GENERAL ELECTRIC CAPITAL CORP GLOBAL SUB NT DUE 11 FEB 2021 @ 5.300% ISIN US36962 2SM84 DATED DATE 11 FEB 2011	101,000	110.075 108.974	111,175.75 110,064.23	114.229	115,371.99 2,066.85	5,307.76	2.92	In cash account Moody's A2 S&P AA
DIRECTV HLDGS LLC / DIRECTV FING INC SR NT DUE 15 FEB 2021 @ 4.600% ISIN US25459HAW51 DATED DATE 17 AUG 2010	111,000	103.959 103.524	115,394.49 114,911.81	109.311	121,335.57 1,914.75	6,423.77	3.04	In cash account Next call on 11/15/2020 Call price $100.00 Moody's Baa2 S&P BBB
VERIZON COMMUNICATIONS INC NT DUE 01 APR 2021 @ 4.600% ISIN US92343VAX29 DATED DATE 28 MAR 2011	47,000	113.563 111.498	53,374.61 52,403.96	110.048	51,722.97 534.49	-680.99	2.95	In cash account Moody's Baa1 S&P BBB+
CVS CAREMARK CORP SR NT DUE 15 MAY 2021 @ 4.125% ISIN US1266508W98 DATED DATE 12 MAY 2011	110,000	106.993 106.229	117,692.30 116,852.02	108.063	118,869.30 567.19	2,017.28	2.83	In cash account Next call on 02/15/2021 Call price $100.00 Moody's Baa1 S&P BBB+
CAPITAL ONE FINL CORP SENIOR NOTES DUE 15 JUL 2021 @ 4.750% ISIN US14040HAY18 DATED DATE 19 JUL 2011	49,000	113.399 111.442	55,565.27 54,606.56	111.249	54,512.01 1,066.77	-94.55	2.97	In cash account Moody's Baa1 S&P BBB
GOLDMAN SACHS GROUP INC DUE 27 JUL 2021 @ 5.250% ISIN: US38141GGQ10 DATED DATE 27 JUL 2011	38,000	114.000 112.010	43,320.16 42,563.62	112.095	42,596.28 847.88	32.66	3.32	In cash account Moody's Baa1 S&P A-
ECOLAB INC SR UNSECURED DUE 08 DEC 2021 @ 4.350% ISIN US278865AL43 DATED DATE 08 DEC 2011	72,000	106.267 105.963	76,512.24 76,293.14	109.656	78,952.32 191.40	2,659.18	2.90	In cash account Moody's Baa1 S&P BBB+
CITIGROUP INC DUE 14 JAN 2022 @ 4.500% ISIN US172967FT34 DATED DATE 01 NOV 2011	75,000	105.533 105.004	79,149.75 78,752.66	108.947	81,710.98 1,556.25	2,958.32	3.16	In cash account Moody's Baa2 S&P A-
INTERNATIONAL PAPER CO NT DUE 15 FEB 2022 @ 4.750% ISIN US460146CG68 DATED DATE 16 NOV 2011	44,000	112.169 110.558	49,354.16 48,645.44	110.685	48,701.45 783.75	56.01	3.16	In cash account Next call on 11/15/2021 Call price $100.00 Moody's Baa2 S&P BBB

Fixed income

Corporate bonds	Par	Unit cost / Adj unit cost	Total cost / Adj total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield to maturity(%)	Comment
VENTAS RLTY LTD PARTNERSHIP / VENTAS CAP CORP SR NOTES DUE 01 MAR 2022 @ 4 250% ISIN US92276MAX39 DATED DATE 10 FEB 2012	39,000	106 691 105 814	41,609 62 41,267 29	106.227	41,428 53 547 90	161 24	3 32	In cash account Next call on 12/01/2021 Call price $100 00 Moody's Baa1 S&P BBB+
WELLS FARGO & COMPANY SENIOR NOTES DUE 08 MAR 2022 @ 3 500% ISIN US949748FC90 DATED DATE 08 MAR 2012	41,000	104 410 103 819	42,808.10 42,565 70	103 363	42,378 83 446 44	-186 87	3.01	In cash account Moody's A2 S&P A+
***WATSON PHARMACEUTICALS INC SR UNSECURED DUE 01 OCT 2022 @ 3 250% ISIN US942683AF00 DATED DATE 02 OCT 2012	43,000	99.800 99 826	42,914.15 42,925 00	98 248	42,246 64 345 49	-678 36	3 50	In cash account Next call on 07/01/2022 Call price $100 00 Moody's Baa3 S&P BBB-
AETNA INC SR UNSECURED DUE 15 NOV 2022 @ 2.750% ISIN US008117AP87 DATED DATE 07 NOV 2012	57,000	97 772 98.045	55,730 00 55,885.85	97 148	55,374 86 195 94	-510.98	3 14	In cash account Next call on 08/15/2022 Call price $100.00 Moody's Baa2 S&P A-
DOW CHEMICAL CO/ THE DUE 15 NOV 2022 @ 3 000% ISIN US260543CH45 DATED DATE 14 NOV 2012	124,000	94 344 94 837	116,986 56 117,597 35	98.427	122,049 96 465 00	4,452 62	3 22	In cash account Next call on 08/15/2022 Call price $100 00 Moody's Baa2 S&P BBB+
CVS CAREMARK CORP DUE 01 DEC 2022 @ 2 750% ISIN US126650BZ20 DATED DATE 29 NOV 2012	43,000	98 600 98 774	42,398 00 42,472.93	96.588	41,532 84 95 26	-940 09	3 22	In cash account Next call on 09/01/2022 Call price $100 00 Moody's Baa1 S&P BBB+
KINDER MORGAN ENERGY PARTNERS DUE 01 SEP 2023 @ 3 500% ISIN US4945508Q81 DATED DATE 28 FEB 2013	28,000	100.888 100 791	28,248.64 28,221 40	96 523	27,026 66 323 94	1,194.74	3 96	In cash account Next call on 06/01/2023 Call price $100.00 Moody's Baa2 S&P BBB
Total USD Corporate bonds					$ 3,008,224.08 $ 32,224.44	$ 36,367.53		

Governments and agencies	Par	Unit cost / Adj unit cost	Total cost / Adj total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield to maturity(%)	Comment
***UNITED STATES TREASURY NOTE DUE 31 AUG 2015 @ 1 250% ISIN US912828NV87 DATED DATE 31 AUG 2010	75,000	$ 102 340 101 137	$ 76,755 13 75,853 02	101 277	$ 75,958 01 310 80	$ 104 99	0 16	In cash account Moody's Aaa S&P AAA

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Fixed income

Governments and agencies	Par	Unit cost / Adj. unit cost	Total cost / Adj. total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield-to-maturity(%)	Comment
FEDERAL NATIONAL MTG ASSN DUE 15 JUL 2016 @ 5.375% ISIN US31359MS612 DATED DATE 15 JUN 2006	60,000	116.197 109.768	69,718.02 65,860.60	109.926	65,956.10 1,478.12	95.49	0.48	In cash account Moody's Aaa S&P AA+
UNITED STATES TREASURY NOTE DUE 30 NOV 2016 @ 0.875% ISIN US912828RU68 DATED DATE 30 NOV 2011	41,000	101.004 100.653	41,411.74 41,267.79	100.613	41,251.42 29.41	-16.37	0.62	In cash account Moody's Aaa
FEDERAL NATIONAL MTG ASSN DUE 30 JAN 2017 @ 1.250% ISIN US3135G0GY31 DATED DATE 09 JAN 2012	93,000	102.132 101.397	94,982.76 94,298.89	101.313	94,221.19 484.37	-77.70	0.74	In cash account Moody's Aaa S&P AA+
UNITED STATES TREASURY NOTE DUE 31 MAR 2017 @ 1.000% ISIN US912828SM34 DATED DATE 31 MAR 2012	85,000	101.265 100.855	86,074.90 85,726.49	100.598	85,508.38 211.34	-218.11	0.78	In cash account Moody's Aaa
FEDERAL NATIONAL MTG ASSN DUE 27 APR 2017 @ 1.125% ISIN US3135G0JA28 DATED DATE 01 MAR 2012	75,000	101.366 100.926	76,024.20 75,694.78	100.673	75,505.04 147.66	-189.74	0.88	In cash account Moody's Aaa S&P AA+
***UNITED STATES TREASURY NOTE DUE 15 MAY 2020 @ 3.500% ISIN US912828ND89 DATED DATE 15 MAY 2010	42,000	114.473 111.886	48,078.68 46,991.92	109.344	45,924.80 183.75	1,067.12	1.82	In cash account Moody's Aaa
Total USD Governments and agencies					$ 484,324.94 $ 2,845.45	$ 1,368.56		

Municipal bonds	Par	Unit cost / Adj. unit cost	Total cost / Adj. total cost	Market price	Market value / Accrued interest	Unrealized gain/loss	Yield-to-maturity(%)	Comment
NEW JERSEY ECONOMIC DEV AUTH- R SCH FACS CONSTR REF DUE 15 JUN 2016 @ 1.096% ISIN US6459186N82 DATED DATE 06 MAY 2014	130,000	$ 100.000 100.000	$ 130,000.00 130,000.00	99.833	$ 129,782.90 213.72	$ 217.10	1.18	In cash account Int rate eff 12/15/2014 Moody's A2 S&P A
HILLSBOROUGH CNTY FLA AVIATION AUTH TAMPA INTL ARPT SUBORD REV RFDG BDS 2013 A AMT DUE 01 OCT 2016 @ 2.000% ISIN US432308A531 DATED DATE 30 OCT 2013	120,000	102.287 101.749	122,744.40 122,098.29	102.844	123,412.80 593.33	1,314.51	0.72	In cash account Int rate eff 04/01/2014 Moody's A2 S&P A
SAN FRANCISCO CALIF CITY & CNT REV BDS 2013 C DUE 01 MAY 2018 @ 2.380% ISIN US79766DEY13 DATED DATE 31 JUL 2013	115,000	100.221 100.179	115,254.15 115,205.89	102.284	117,626.60 448.56	2,420.71	1.76	In cash account Moody's A1 S&P A+

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Fixed income

Municipal bonds	Par	Unit cost Adj unit cost	Total cost Adj total cost	Market price	Market value Accrued interest	Unrealized gain/loss	Yield-to-maturity(%)	Comment
LOUISVILLE KY REGL ARPT AUTH A REV REF BDS 2014C DUE 01 JUL 2020 @ 2.734% ISIN US546850BU14 DATED DATE 26 JUN 2014	90,000	100 000 100 000	90,000 00 90,000 00	100 617	90,555 30 27 34	555.30	2 62	In cash account Int rate eff 01/01/2015 S&P A+
UNIVERSITY CALIF REVS FOR PREV GEN REV BDS 2011 Y DUE 01 JUL 2041 @ 0.651% ISIN US91412GEZ46 DATED DATE 14 APR 2014 VARIABLE RATE	85,000	100 000 100 000	85,000.00 85,000 00	100.128	85,108.80 44 71	108 80	0.65	In cash account Int rate eff. 05/01/2014 Int paid monthly Next call on 01/01/2017 Call price $100 00 Putable on 07/01/2017 Put price $100.00 Moody's Aa2 S&P AA/A-1
Total USD Municipal bonds					$ 546,486.40 $ 1,327.66	$ 4,182.22		

International bonds	Par	Unit cost Adj unit cost	Total cost Adj total cost	Market price	Market value Accrued interest	Unrealized gain/loss	Yield-to-maturity(%)	Comment
***TOTAL CAPITAL CANADA LTD SR UNSECURED DUE 15 JAN 2018 @ 1 450% ISIN US89153UAE10 DATED DATE 17 JAN 2013	119,000	$ 99.166 99.166	$ 118,007.54 118,007 54	100 013	$ 119,016 07 790 85	$ 1,008 53	1 45	In cash account Moody's Aa1 S&P AA
***TORONTO DOMINION BANK DUE 30 APR 2018 @ 1 400% ISIN US891160AG38 DATED DATE 30 APR 2013	120,000	97.748 97 748	117,297 60 117,297 60	99 150	118,980 24 280.00	1,682 64	1 63	In cash account Moody's Aa1 S&P AA
***BP CAP MKTS P L C UNSECURED DUE 10 MAY 2018 @ 1 375% ISIN US05565QCE61 DATED DATE 10 MAY 2013	121,000	97 490 97 490	117,962.90 117,962 90	99 236	120,075.56 231 08	2,112 66	1 58	In cash account Moody's A2 S&P A
Total USD International bonds					$ 358,071.87 $ 1,301 93	$ 4,803.83		

Mortgage and asset backed securities	Original principal	Factor	Market price	Market value	Stated final maturity	Comment
FEDL HOME LOAN MTG CORP#C09032 DUE 01 FEB 2043 @ 3 500% ISIN US31292SA917 DATED DATE 01 FEB 2013	$ 55,000.00	0 91362	$ 102,899	$ 51,706 49	01 Feb 2043	In cash account Current face $ 50,249 49 Int paid monthly
FNMA GTD PASS THRU POOL#AI1886 DUE 01 MAY 2041 @ 4 500% ISIN US3138AFGY40 DATED DATE 01 MAY 2011	180,000 00	0 54808	109 292	107,824 19	01 May 2041	In cash account Current face $ 98,656 11 Int paid monthly

VOID FAKE DOCUMENT ANTI FRAUD PROTECTION

Fixed income	Original principal	Factor	Market price	Market value	Stated final maturity	Comment
Mortgage and asset backed securities						
FNMA GTD PASS THRU POOL#AH3431 DUE 01 JAN 2026 @ 3.500% ISIN US3138A4Y588 DATED DATE 01 JAN 2011	50,000.00	0.41532	106.318	22,078.44	01 Jan 2026	In cash account Current face $ 20,766.37 Int paid monthly
FNMA GTD PASS THRU POOL#AL1953 DUE 01 JAN 2027 @ 4.500% ISIN US3138EJE385 DATED DATE 01 JUN 2012	25,000.00	0.44575	107.867	12,020.70	01 Jan 2027	In cash account Current face $ 11,143.98 Int paid monthly
FNMA GTD PASS THRU POOL#AJ7689 DUE 01 DEC 2041 @ 4.000% ISIN US3138E0RK74 DATED DATE 01 DEC 2011	100,000.00	0.52247	106.253	55,515.01	01 Dec 2041	In cash account Current face $ 52,247.50 Int paid monthly
FNMA GTD PASS THRU POOL#745355 DUE 01 MAR 2036 @ 5.000% ISIN US31403DBY40 DATED DATE 01 FEB 2006	250,000.00	0.11644	111.337	32,411.70	01 Mar 2036	In cash account Current face $ 29,111.12 Int paid monthly
FNMA GTD PASS THRU POOL#MA1459 DUE 01 JUN 2033 @ 3.000% ISIN US31418ATR94 DATED DATE 01 MAY 2013	60,000.00	0.93691	102.208	57,456.75	01 Jun 2033	In cash account Current face $ 56,215.08 Int paid monthly
Total USD Mortgage and asset backed securities				$ 339,013.28		
				Market value (USD)	Unrealized g/l (USD)	
				$ 4,736,120.57	$ 43,985.02	
				Accrued int. (USD)		
				$ 37,699.48		
Total Fixed income				$ 4,773,820.05		

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VOID WATERMARK ANTI-FRAUD PROTECTION

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HOLDINGS

In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities. "-" appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding. Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research. Clients may access Barclays research at www.barclays.com/wealth/americas/clientaccess/disclaimers or by calling 1-800-253-4626. A complete description of Barclays ratings may be found on Page 2 of your statement.

Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann yield (%)	Est. annual income ($)	Comment / Research rating
ABBOTT LABORATORIES (ABT)	692	$ 38.69	$ 26,772.56	$ 40.900	$ 28,302.80	$ 1,530.24	2.152	608.96	In cash account
AIR PRODUCTS & CHEMICALS INC (APD)	42	112.33	4,717.86	128.620	5,402.04	684.18	2.395	129.36	In cash account
AMERICAN INTERNATIONAL GROUP (AIG) INC	612	48.91	29,932.92	54.580	33,402.96	3,470.04	0.916	306.00	In cash account
APPLE INC (AAPL)	196	77.43	15,176.00	92.930	18,214.28	3,038.28	2.023	368.48	In cash account
BAXTER INTERNATIONAL INC (BAX)	189	68.92	13,025.88	72.300	13,664.70	638.82	2.877	393.12	In cash account
BOSTON SCIENTIFIC CORP (BSX)	1,536	13.03	20,014.08	12.770	19,614.72	-399.36			In cash account
CIMAREX ENERGY CO (XEC)	136	109.88	14,943.68	143.460	19,510.56	4,566.88	0.446	87.04	In cash account
CISCO SYSTEMS INC (CSCO)	801	21.91	17,549.91	24.850	19,904.85	2,354.94	3.058	608.76	In cash account
CITIGROUP INC (C) COM	604	49.68	30,006.72	47.100	28,448.40	-1,558.32	0.085	24.16	In cash account
COMCAST CORP (CMCSA) CL A	375	53.08	19,905.00	53.680	20,130.00	225.00	1.677	337.50	In cash account
DEVON ENERGY CORPORATION NEW (DVN)	444	65.48	29,071.11	79.400	35,253.60	6,182.49	1.209	426.24	In cash account
WALT DISNEY CO (DIS)	256	78.09	19,991.04	85.740	21,949.44	1,958.40	1.003	220.16	In cash account
DOVER CORPORATION (DOV)	254	71.83	18,244.04	90.950	23,101.30	4,857.26	1.649	381.00	In cash account
EOG RES INC (EOG)	274	87.69	24,025.69	116.860	32,019.64	7,993.95	0.428	137.00	In cash account
EXPRESS SCRIPTS HOLDING (ESRX) COMPANY	233	76.19	17,751.19	69.330	16,153.89	-1,597.30			In cash account
FRANKLIN RESOURCES INC (BEN)	283	53.02	15,004.66	57.840	16,368.72	1,364.06	0.830	135.84	In cash account
GANNETT CO INC (GCI)	448	28.44	12,739.02	31.310	14,026.88	1,287.86	2.555	358.40	In cash account
GENERAL MILLS INC (GIS)	297	49.17	14,604.93	52.540	15,604.38	999.45	3.121	487.08	In cash account
ILLINOIS TOOL WORKS INC (ITW)	217	78.26	16,982.42	87.560	19,000.52	2,018.10	1.919	364.56	In cash account
INTERNATIONAL BUSINESS (IBM) MACHINES CORP	110	181.60	19,976.00	181.270	19,939.70	-36.30	2.427	484.00	In cash account
JPMORGAN CHASE & CO (JPM)	519	57.73	29,961.87	57.620	29,904.78	-57.09	2.777	830.40	In cash account
JUNIPER NETWORKS (JNPR)	366	27.31	9,995.46	24.540	8,981.64	-1,013.82			In cash account

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann yield (%)	Est. annual income ($)	Comment / Research rating
KIMBERLY CLARK CORP (KMB)	202	108.69	21,955.93	111.220	22,466.44	510.51	3.021	678.72	In cash account
LINEAR TECHNOLOGY CORP (LLTC)	219	45.73	10,014.87	47.070	10,308.33	293.46	2.294	236.52	In cash account
MARSH & MCLENNAN COMPANIES INC (MMC)	425	47.06	20,000.50	51.820	22,023.50	2,023.00	2.161	476.00	In cash account
MCDONALDS CORP (MCD)	189	95.39	18,028.71	100.740	19,039.86	1,011.15	3.216	612.36	In cash account
MEDTRONIC INC (MDT)	489	56.36	27,560.04	63.760	31,178.64	3,618.60	1.913	596.58	In cash account
METLIFE INC (MET)	256	51.21	13,110.59	55.560	14,223.36	1,112.77	2.520	358.40	In cash account
MICROSOFT CORP (MSFT)	662	37.72	24,970.64	41.700	27,605.40	2,634.76	2.686	741.44	In cash account
MORGAN STANLEY (MS)	999	29.93	29,900.07	32.330	32,297.67	2,397.60	1.237	399.60	In cash account
NOBLE ENERGY INC (NBL)	144	73.31	10,557.32	77.460	11,154.24	596.92	0.930	103.68	In cash account
OCCIDENTAL PETE CORP (OXY)	264	91.89	24,258.96	102.630	27,094.32	2,835.36	2.806	760.32	In cash account
PNC FINANCIAL SVCS GROUP INC (PNC)	279	80.44	22,442.82	89.050	24,844.95	2,402.13	2.156	535.68	In cash account
PARKER HANNIFIN CORP (PH)	170	117.39	19,956.30	125.730	21,374.10	1,417.80	1.527	326.40	In cash account Barclays. 2-E/POS
PEPSICO INC (PEP)	316	79.20	25,027.20	89.340	28,231.44	3,204.24	2.933	827.92	In cash account
PFIZER INC (PFE)	948	31.67	30,023.16	29.680	28,136.64	1,886.52	3.504	985.92	In cash account
PHILIP MORRIS INTERNATIONAL (PM) INC	191	78.62	15,016.42	84.310	16,103.21	1,086.79	4.460	718.16	In cash account
PRAXAIR INC (PX)	41	131.27	5,382.08	132.840	5,446.44	64.36	1.957	106.60	In cash account
PROCTER & GAMBLE CO (PG)	441	77.84	34,327.15	78.590	34,658.19	331.04	3.275	1,135.13	In cash account
PROGRESSIVE CORP-OHIO (PGR)	839	23.77	19,943.03	25.360	21,277.04	1,334.01	1.944	413.63	In cash account
PRUDENTIAL FINANCIAL INC (PRU)	298	83.70	24,942.14	88.770	26,453.46	1,511.32	2.388	631.76	In cash account
SYSCO CORP (SYY)	423	35.40	14,974.20	37.450	15,841.35	867.15	3.097	490.68	In cash account
TJX COMPANIES INC NEW (TJX)	331	60.40	19,992.40	53.150	17,592.65	-2,399.75	1.317	231.70	In cash account
3M COMPANY (MMM)	154	129.86	19,998.44	143.240	22,058.96	2,060.52	2.388	526.68	In cash account
TWENTY FIRST CENTURY FOX INC (FOX) CLASS B	162	33.66	5,452.46	34.230	5,545.26	92.80	0.730	40.50	In cash account
UNITED TECHNOLOGIES CORP (UTX)	310	112.79	34,964.90	115.450	35,789.50	824.60	2.044	731.60	In cash account
VF CORPORATION (VFC)	336	59.78	20,086.08	63.000	21,168.00	1,081.92	1.667	352.80	In cash account
VANTIV INC (VNTV) CL A	394	31.98	12,601.17	33.620	13,246.28	645.11			In cash account
WELLS FARGO & CO (WFC)	437	45.81	20,018.97	52.560	22,968.72	2,949.75	2.664	611.80	In cash account
WHIRLPOOL CORP (WHR)	108	140.83	15,209.72	139.220	15,035.76	173.96	2.155	324.00	In cash account
Total USD Common stocks					$1,052,063.51	$70,955.20		$20,642.64	
Total Equities					$1,052,063.51	$70,955.20		$20,642.64	

VOID FACSIMILIA ANTIFRAUD PROTECTION

HOLDINGS

*In instances where prices of securities are not readily available, securities have no values, securities may not have been actively traded or where other factors prevent the pricing of securities, *** appears in the market price column, the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities. Please also note that totals may differ from the sum on individual components due to rounding. Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.*

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research. Clients may access Barclays research at www.barclays.com/wealthlamericas/clientaccess/disclaimers or by calling 1-800-253-4626. A complete description of Barclays ratings may be found on Page 2 of your statement.

Note: Trade price may include any applicable local taxes and fees.

Common stocks (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann yield (%)	Est. annual income ($)	Comment / Research rating
***ATTUNITY LTD (ATTU)	922	$ 10 04	$ 9,252.38	$ 7 770	$ 7,163 94	$ 2,088 44			In cash account
***ITURAN LOCATION AND CONTROL (ITRN) LTD	176	22.02	3,875.72	24 370	4,289 12	413 40	3 734	160 16	In cash account
***STRATASYS LTD (SSYS)	159	116.12	18,462 63	113 630	18,067 17	395.46			In cash account
***VISTAPRINT NV (VPRT) US LISTED	353	49 93	17,624 87	40 460	14,282 38	3,342 49			In cash account
ACACIA RESEARCH - ACACIA (ACTG) TECHNOLOGIES	810	14 16	11,472 90	17 750	14,377 50	2,904 60	2 817	405 00	In cash account
ACI WORLDWIDE INC (ACIW)	401	56 90	22,816.59	55 830	22,387 83	428 76			In cash account
ADVISORY BOARD CO (ABCO)	314	60 01	18,844 27	51 800	16,265 20	2,579 07			In cash account
AEGERION PHARMACEUTICALS (AEGR) INC	512	42 66	21,843.02	32.090	16,430 08	5,412 94			In cash account
ADVENT SOFTWARE INC (ADVS)	266	30 36	8,076.59	32 570	8,663 62	587 03	1 597	138 32	In cash account
AGILYSYS INC (AGYS)	602	13 29	8,000 12	14 080	8,476 16	476 04			In cash account
BOFI HOLDING INC (BOFI)	235	81 81	19,224.30	73 470	17,265 45	1,958 85			In cash account
BOB EVANS FARMS INC (BOBE)	393	51 36	20,182.64	50.050	19,669 65	512 99	2 478	487 32	In cash account
BRAVO BRIO RESTAURANT GRP INC (BBRG)	1,201	14 54	17,461 45	15 610	18,747 61	1,286 16			In cash account
CENTURY CASINOS INC (CNTY)	1,309	7 22	9,449.95	5 790	7,579 11	1,870 84			In cash account
CEVA INC (CEVA)	933	17 14	15,987 80	14 770	13,780 41	2,207 39			In cash account
CHEESECAKE FACTORY INC (CAKE)	533	44 80	23,879.56	46 420	24,741 86	862 30	1 206	298 48	In cash account
CHEFS WAREHOUSE INC (CHEF)	215	22 93	4,929 12	19 770	4,250 55	678 57			In cash account
CONSTANT CONTACT INC (CTCT)	1,045	27 04	28,260 76	32 110	33,554 95	5,294 19			In cash account
CORPORATE EXECUTIVE BOARD (CEB) COMPANY	510	71 70	36,565.51	68 220	34,792 20	1,773 31	1 539	535 50	In cash account
CUMULUS MEDIA INC-CL A (CMLS)	1,740	6 76	11,765 64	6 590	11,466 60	299 04			In cash account
DEALERTRACK TECHNOLOGIES (TRAK) INC	102	45 83	4,674.66	45 340	4,624 68	49.98			In cash account
DENNYS CORPORATION (DENN)	1,466	6 73	9,873 08	6 520	9,558 32	314 76			In cash account

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VOID PANTOGRAPH ANTIFRAUD PROTECTION

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Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
ECHO GLOBAL LOGISTICS INC (ECHO)	855	16 52	14,122.52	19.170	16,390 35	2,267 83			In cash account
ESTERLINE TECHNOLOGIES CORP (ESL)	345	104.81	36,158.04	115.120	39,716.40	3,558 36			In cash account
FRANKLIN COVEY CO (FC)	255	19 72	5,028 02	20.130	5,133 15	105 13			In cash account
FRESH MARKET INC (TFM)	777	34 92	27,131 52	33 470	26,006 19	1,125 33			In cash account
GAMCO INVESTORS INC (GBL) CLASS A	114	74 49	8,491.91	83.050	9,467 70	975.79	0 289	27.36	In cash account
GFI GROUP INC (GFIG)	1,934	3 76	7,272 07	3 320	6,420 88	851 19	6 024	386 80	In cash account
GEOSPACE TECHNOLOGIES (GEOS) CORPORATION	108	73 39	7,926.18	55.080	5,948 64	1,977 54			In cash account
GRAHAM CORPORATION (GHM)	250	35 23	8,808.38	34.810	8,702 50	105 88	0 460	40.00	In cash account
HAIN CELESTIAL GROUP INC (HAIN)	224	85 03	19,046 51	88.740	19,877 76	831 25			In cash account
HURON CONSULTING GROUP INC (HURN)	334	66.40	22,178 09	70 820	23,653 88	1,475 79			In cash account
ICG GROUP INC (ICGE)	1,418	20.26	28,726 68	20 880	29,607.84	881 16			In cash account
ICONIX BRAND GROUP INC (ICON)	254	39 03	9,912 78	42.940	10,906 76	993 98			In cash account
INTERMUNE INC (ITMN)	558	13.96	7,789.68	44.150	24,635 70	16,846 02			In cash account
J2 GLOBAL INC (JCOM)	254	46 10	11,709 44	50 860	12,918 44	1,209 00	2 123	274 32	In cash account
KYTHERA BIOPHARMACEUTICALS INC (KYTH) COM	178	43.54	7,749 90	38.370	6,829.86	920 04			In cash account
LIFE TIME FITNESS INC (LTM)	487	43.37	21,119 64	48.740	23,736 38	2,616 74			In cash account Barclays 2-E/NEU
LIQUIDITY SERVICES INC (LQDT)	359	24.43	8,771 47	15 760	5,657 84	3,113 63			In cash account
***MDC PARTNERS INC NEW (MDCA) CL A SUBORDINATE VOTING SHARES	1,143	25 06	28,643.58	21.402	24,463 01	4,180 57	3 364	822.96	In cash account Shares denominated in Canadian Dollar CAD
MEDIFAST INC (MED)	713	26 79	19,098 23	30.410	21,682.33	2,584 10			In cash account
***MIX TELEMATICS LIMITED (MIXT) SPONSORED ADR	525	9 59	5,033.93	10 050	5,276 25	242 32			In cash account
NPS PHARMACEUTICALS INC (NPSP)	1,146	37.96	43,500 81	33.050	37,875.30	5,625.51			In cash account Barclays 2-E/POS
NEKTAR THERAPEUTICS (NKTR)	1,512	13 91	21,028 03	12 820	19,383.84	1,644 19			In cash account Barclays 2-E/NEU
NEUSTAR INC (NSR) CL A	516	35 06	18,090 96	26.020	13,426.32	4,664 64			In cash account
ON SEMICONDUCTOR CORP (ONNN)	827	9 19	7,600 13	9.140	7,558 78	41 35			In cash account
***POINTS INTERNATIONAL LTD (PCOM)	465	24 90	11,579 50	22.733	10,571 15	1,008 35			In cash account Shares denominated in Canadian Dollar CAD
POOL CORPORATION (POOL)	368	54 57	20,079.92	56 560	20,814 08	734 16	1 556	323 84	In cash account
QUEST COR PHARMACEUTICALS INC (QCOR)	230	69 50	15,985.00	92.490	21,272 70	5,287 70	1 297	276 00	In cash account

VOID PANTOGRAPH ANTIFRAUD PROTECTION

Equities

Common stocks (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
QUIDEL CORP (QDEL)	760	28 14	21,389 03	22 110	16,803 60	4,585 43			In cash account
SALIX PHARMACEUTICALS LTD (SLXP)	203	101 28	20,559 37	123 350	25,040 05	4,480 68			In cash account
SENOMYX INC (SNMX)	2,309	9 65	22,272 80	8 650	19,972 85	2,299 95			In cash account
SHUTTERFLY INC (SFLY)	692	45 87	31,740 57	43 060	29,797 52	1,943 05			In cash account
SPARTON CORP (SPA)	398	30.30	12,058 55	27.740	11,040 52	1,018 03			In cash account
STAMPS COM INC (STMP)	784	38 90	30,496 07	33 690	26,412 96	4,083 11			In cash account
TELEFLEX INC (TFX)	147	95 31	14,011 02	105 600	15,523 20	1,512 18	1.288	199 92	In cash account
TETRA TECH INC NEW (TTEK)	337	28 71	9,674 44	27 500	9,267 50	406 94	1 018	94 36	In cash account
VAIL RESORTS INC (MTN)	132	69.44	9,166 73	77.180	10,187 76	1,021 03	2.151	219 12	In cash account
**WNS (HOLDINGS) LIMITED (WNS) ADR	567	18 09	10,257 19	19 180	10,875 06	617 87			In cash account
Total USD Common stocks					$ 963,289.44	$ 3,442.81		$ 4,689.46	
Total Equities					$ 963,289.44	$ 3,442.81		$ 4,689.46	

Cash, cash equivalents & other

Money Market Preferred, SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long-term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Upon your request, funds on deposit through the Insured Network Deposit Program and the BBNY Uninsured Deposit Program may be withdrawn, and shares of a MMF may be liquidated, and the proceeds deposited in your securities account or remitted to you. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash, cash equivalents and other

Cash investments	Quantity	Market value / Accrued income	Comment
INSURED NETWORK DEPOSIT FDIC INSURED UP TO APPLICABLE LIMITS/NOT COVERED BY SIPC	38,551.78	$ 38,551 78	
		Market value (USD) / Accrued income (USD)	
Total Cash, cash equivalents & other		$ 38,551.78 / $ 0.00	
		$ 38,551.78	

VOID PANTOGRAPH ANTIFRAUD PROTECTION

HOLDINGS

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Unrealized gain/loss total reflects all positions for which a cost basis is available. Please review the Tax Lot section for details regarding cost basis.

Equities

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Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann yield (%)	Est. annual income ($)	Comment / Research rating
***ACCENTURE PLC IRELAND (ACN) SHS CL A	357	$ 81.15	$ 28,970.55	$ 80.840	$ 28,859.88	$ 110.67	2.301	664.02	In cash account
***WEATHERFORD INTERNATIONAL (WFT) PLC USD0.001	1,229	14.40	17,697.60	23.000	28,267.00	10,569.40			In cash account
***NOBLE CORP PLC (NE) SHS USD	871	31.34	27,297.14	33.560	29,230.76	1,933.62	3.725	1,088.75	In cash account
AES CORP (AES)	2,178	14.32	31,182.16	15.550	33,867.90	2,685.74	1.286	435.60	In cash account
***ADIDAS AG (ADDYY) SPONSORED ADR	496	54.55	27,058.04	50.665	25,129.84	1,928.20	1.463	367.54	In cash account
***ANGLO AMERICAN PLC (AAUKY) ADR	2,014	12.80	25,777.48	12.270	24,711.78	1,065.70	3.056	755.25	In cash account
AUTOLIV INC (ALV)	204	95.24	19,428.55	106.580	21,742.32	2,313.77	2.027	440.64	In cash account
***BASF SE (BASFY) ADR	285	109.52	31,213.20	116.500	33,202.50	1,989.30	2.334	774.92	In cash account
***BANCO SANTANDER S A (SAN) SPONSORED ADR	3,604	8.70	31,337.76	10.420	37,553.68	6,215.92	6.094	2,288.54	In cash account
***BROOKFIELD ASSET MANAGEMENT (BAM) INC CLASS A LTD VTG SHS	673	38.73	26,064.79	44.070	29,659.45	3,594.65	1.452	430.72	In cash account Shares denominated in Canadian Dollar - CAD
***CAMECO CORP (CCJ)	1,305	19.66	25,656.17	19.621	25,605.75	50.43	1.850	473.72	In cash account Shares denominated in Canadian Dollar - CAD
***COMPASS GROUP PLC (CMPGY) SPONSORED ADR	1,900	15.36	29,184.00	17.710	33,649.00	4,465.00	7.386	2,485.20	In cash account
***DBS GROUP HOLDINGS LTD (DBSDY) SPONSORED ADR	484	52.10	25,216.40	53.950	26,111.80	895.40	3.349	874.59	In cash account
***DNB ASA (DNHBY) SPONSORED ADR REPST G 10	159	178.10	28,317.90	183.180	29,125.62	807.72	2.111	614.85	In cash account
***DAIICHI SANKYO CO LTD (DSNKY) SPONSORED ADR	918	16.52	15,165.36	18.690	17,157.42	1,992.06	2.541	436.05	In cash account
***DIAGEO PLC SPONSORED ADR (DEO) REPSTG 4 ORD SHS	206	123.01	25,340.25	127.270	26,217.62	877.37	2.514	659.20	In cash account

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Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income ($)	Comment / Research rating
***ERICSSON (ERIC) ADR CL B SEK 10	2,376	12 53	29,771 28	12 080	28,702 08	1,069 20	2.492	715 18	In cash account
***ERSTE GROUP BANK AG (EBKDY) SPONSORED ADR	1,563	19 32	30,197 16	16 190	25,304 97	4,892 19	0 550	139 11	In cash account
***EXPERIAN PLC (EXPGY) SPONSORED ADR	1,569	18 05	28,320 45	16 820	26,390 58	1,929 87	2.027	535 03	In cash account
***HSBC HOLDINGS PLC (HSBC) SPONSORED ADR	466	52 89	24,646 74	50 800	23,672 80	973 94	4 823	1,141 70	In cash account
***HEINEKEN N V (HEINY) SPONSORED ADR LEVEL 1	958	32 28	30,924 24	35 840	34,334 72	3,410 48	1 328	456 01	In cash account
***IMPERIAL TOBACCO GROUP PLC (ITYBY) SPONSORED ADR	285	74 20	21,147 00	90 410	25,766 85	4,619 85	4.452	1,147 13	In cash account
***KDDI CORPORATION (KDDIY) UNSPONSORED ADR	1,841	13.33	24,540 53	15 250	28,075 25	3,534 72	1 685	473 14	In cash account
***MICHELIN COMPAGNIE GENERALE (MGDDY) DES ETABLISSEMENTS MICHELIN UNSPONSORED ADR REP NOM SHARES	1,234	23.74	29,291 92	23 910	29,504 94	213 02	2.179	642 91	In cash account
***NESTLE SA-SPONSORED ADR (NSRGY) REPSTG REGD ORD (SF 10 PAR)	348	74.71	25,999 08	77 670	27,029 16	1,030 08	2 610	705.40	In cash account
***NIDEC CORPORATION (NJ) SPONSORED ADR	2,678	15 46	41,400 35	15 390	41,214 42	185 93	1 072	441 87	In cash account
***NOVARTIS AG (NVS) AMERICAN DEPOSITARY SHARES	340	81 77	27,801 80	90 530	30,780 20	2,978 40	2 583	794 92	In cash account
***ORIX CORPORATION (IX) SPONSORED ADR	317	76.18	24,148 88	83.040	26,323 68	2,174 80	1 208	317.95	In cash account
***RECKITT BENCKISER PLC (RBGLY) SPONSORED ADR	1,917	16 33	31,304 61	17 500	33,547 50	2,242 89	2.423	812 81	In cash account
***ROYAL DSM NV (RDSMY) SPONSORED ADR	1,339	16 83	22,535 37	18 260	24,450 14	1,914.77	2.596	634 69	In cash account
***SIEMENS AG (SIEGY) AMERICAN DEPOSITARY SHARES	226	128.56	29,054 56	132.190	29,874 94	820 38	2.279	680 94	In cash account
***SWATCH GROUP AG (THE) (SWGAY) UNSPONSORED ADR	838	32.83	27,511 53	30.240	25,341 12	2,170 41	0.817	206 99	In cash account
***TOTAL S A (TOT) 1 ADR REPRESENTING 1-ORD SHS	476	60 00	28,559 89	72.200	34,367.20	5,807.31	3.784	1,300 43	In cash account
***TOYOTA MOTOR CORPORATION (TM) ADS	230	117 59	27,046 49	119.660	27,521 80	475 31	2.451	674 59	In cash account
***UNILEVER N V (UN) YORK SHS ADR	618	37 84	23,385 12	43.760	27,043 68	3,658 56	2 877	778 06	In cash account
***WESTFIELD CORPORATION (WFGPY) SPONSORED ADR REPSTG STAPLED SECS	1,260	18 44	23,234 40	22.000	27,720 00	4,485 60	5.423	1,503 18	In cash account
Total USD Common stocks					$ 1,027,658 35	$ 61,329 58		$ 26,891 63	

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