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990-PF

Return of Private Foundation

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

OMB No 1545-0052

2013

Form 990-PF Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

Name of foundation: IR TUW III HERSCHEL JENKINS
Number and street (or P O box number if mail is not delivered to street address): P O BOX 40200, FL9-100-10-19
Room/suite:
City or town, state or province, country, and ZIP or foreign postal code: JACKSONVILLE, FL 32203-0200

A Employer identification number: 58-6346914

B Telephone number (see instructions): 877-446-1410

C If exemption application is pending, check here

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

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

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

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

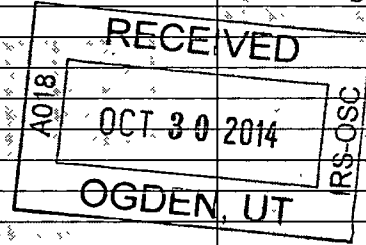
H Check type of organization: [X] Section 501(c)(3) exempt private foundation, [ ] Section 4947(a)(1) nonexempt charitable trust, [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,346,573
J Accounting method: [X] Cash, [ ] Accrual, [ ] Other (specify)

Postmark Missing

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

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	655,634.	144,609.	144,609.
	3	Accounts receivable			
		Less: allowance for doubtful accounts			
	4	Pledges receivable			
		Less: allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less: allowance for doubtful accounts	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	NONE		
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	STMT 7	15,422,296.	15,893,656.	18,201,964.
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)				
15	Other assets (describe )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	16,077,930.	16,038,265.	18,346,573.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
23	<b>Total liabilities</b> (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	14,763,322.	16,038,265.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,314,608.		
30	<b>Total net assets or fund balances</b> (see instructions)	16,077,930.	16,038,265.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	16,077,930.	16,038,265.		

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 16,077,930.
2	Enter amount from Part I, line 27a	2 -146,831.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 8	3 119,545.
4	Add lines 1, 2, and 3	4 16,050,644.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 9	5 12,379.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	6 16,038,265.

**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.)

<b>1a</b> PUBLICLY TRADED SECURITIES			
<b>b</b> OTHER GAINS AND LOSSES			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b> 6,384,843.		5,671,701.	713,142.
<b>b</b> 807,314.		908,243.	-100,929.
<b>c</b>			
<b>d</b>			
<b>e</b>			

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))
<b>a</b>			713,142.
<b>b</b>			-100,929.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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 }	<b>2</b>	612,213.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	708,041.	16,760,150.	0.042246
2011	674,451.	16,258,408.	0.041483
2010	675,523.	16,573,667.	0.040759
2009	691,264.	14,980,776.	0.046143
2008	706,704.	13,749,164.	0.051400

<b>2</b> Total of line 1, column (d)	<b>2</b>	0.222031
<b>3</b> 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	<b>3</b>	0.044406
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	<b>4</b>	17,797,553.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	790,318.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	9,578.
<b>7</b> Add lines 5 and 6	<b>7</b>	799,896.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.	<b>8</b>	1,093,221.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2014 estimated tax.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political activities, tax on political expenditures, reimbursement, IRS reporting, unrelated business income, liquidation, requirements of section 508(e), assets, states reported to, and Form 990-PF distribution.

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) . . . . .			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) . . . . .			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	X		
Website address ▶ N/A				
14	The books are in care of ▶ SEE STATEMENT 13	Telephone no ▶		
Located at ▶ ZIP+4 ▶				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	▶ <input type="checkbox"/>		
and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . .		Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
1b	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)? . . . . .		X
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>			
1c	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? . . . . .		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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .		X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		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? . . . . .		X



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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
<b>Total number of others receiving over \$50,000 for professional services</b>		NONE

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

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	17,588,765.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	479,817.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	18,068,582.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	18,068,582.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	271,029.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	17,797,553.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	889,878.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	889,878.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	9,578.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	9,578.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	880,300.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	880,300.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	880,300.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,093,221.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	1,093,221.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	9,578.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4.	<b>6</b>	1,083,643.

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				880,300.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only . . . . .			366,703.	
<b>b</b> Total for prior years 20 <u>11</u> , 20 <u>  </u> , 20 <u>  </u>		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	NONE			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>1,093,221.</u>				
<b>a</b> Applied to 2012, but not more than line 2a . . . . .			366,703.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				726,518.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2013 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				153,782.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009 . . . . .	NONE			
<b>b</b> Excess from 2010 . . . . .	NONE			
<b>c</b> Excess from 2011 . . . . .	NONE			
<b>d</b> Excess from 2012 . . . . .	NONE			
<b>e</b> Excess from 2013 . . . . .	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2013, Prior 3 years (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include 85% of line 2a, Qualifying distributions from Part XII, line 4, and alternative tests (Assets, Endowment, Support).

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).

N/A

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.

N/A

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

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

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

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
UNITED WAY OF COASTAL EMPIRE PO BOX 2946 SAVANNAH GA 31402-2946	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,040,089.
JENKINS HIGH SCHOOL 1800 E, DE RENNE AVE. SAVANNAH GA 31406-2148	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,000.
V B JENKINS MEM BOYS CLUB PO BOX 14271 SAVANNAH GA 31416-1271	N/A	PC	UNRESTRICTED GENERAL SUPPORT	500.
<b>Total</b> . . . . .				<b>3a</b> 1,041,589.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .				<b>3b</b>

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include categories like Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, etc.

(See worksheet in line 13 instructions to verify calculations )

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

Table with 2 columns: 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.

NOT APPLICABLE

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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

Sign Here: Signature of officer or trustee, Date, Title, May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,410.	1,410.
FOREIGN DIVIDENDS	39,802.	39,802.
NONDIVIDEND DISTRIBUTIONS	8,257.	
DOMESTIC DIVIDENDS	127,838.	127,838.
OTHER INTEREST	39,539.	39,539.
FOREIGN INTEREST	4,257.	4,257.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	7,583.	7,583.
NON-TAXABLE FOREIGN INCOME	-1,140.	
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	529.	529.
MARKET DISCOUNT & OTHER INTEREST	170.	170.
NONQUALIFIED FOREIGN DIVIDENDS	11,291.	11,291.
NONQUALIFIED DOMESTIC DIVIDENDS	240,631.	240,631.
	-----	-----
TOTAL	480,167.	473,050.
	=====	=====

IR TOW III HERSCHEL JENKINS

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FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		529.
	-----	-----
TOTALS	=====	529. =====

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	2,675.			2,675.
TOTALS	2,675.	NONE	NONE	2,675.

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT ADVISORY FEES	19,330.	19,330.
	-----	-----
TOTALS	19,330.	19,330.
	=====	=====

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,256.	2,256.
EXCISE TAX - PRIOR YEAR	4,327.	
EXCISE TAX ESTIMATES	22,358.	
FOREIGN TAXES ON QUALIFIED FOR	793.	793.
FOREIGN TAXES ON NONQUALIFIED	636.	636.
TOTALS	30,370.	3,685.

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FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INVESTMENT FEE	70.	70.
DIVIDEND INVESTMENT EXPENSE -	22,784.	22,784.
PARTNERSHIP EXPENSES		8,722.
TOTALS	22,854.	31,576.

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FORM 990PF, PART II - OTHER INVESTMENTS  
=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	15,422,296.	15,893,656.	18,201,964.
TOTALS		15,422,296.	15,893,656.	18,201,964.

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

DESCRIPTION -----	AMOUNT -----
SALES ADJUSTMENTS	29,960.
ADJUST FOR PRIOR YEAR END SALES	861.
INFLATION INDEX BOND ADJUSTMENT	756.
ACCRUED INT. FROM PRIOR YR.	638.
PARTNERSHIP ADJUSTMENT	60,110.
COMMON TRUST FUND ADJUSTMENT	27,220.
	-----
TOTAL	119,545.
	=====

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

DESCRIPTION -----	AMOUNT -----
COST ADJUSTMENTS	10,709.
ROUNDING	10.
ACCRUED INT. PAID C/O	1,429.
ADJUST FOR CURRENT YEAR END SALES	231.
	-----
TOTAL	12,379.
	=====





GAINS AND LOSSES FROM PASS-THRU ENTITIES  
=====

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

COMMON TRUST FUNDS -19,813.00  
-----

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -19,813.00  
=====

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

COMMON TRUST FUNDS -4.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS -60,110.00  
-----

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) -60,114.00  
=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: BANK OF AMERICA, NA

ADDRESS: P.O. BOX 40200, FL9-100-10-19  
JACKSONVILLE, FL 32203

TELEPHONE NUMBER: (877)446-1410

FEDERAL FOOTNOTES

=====

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

IR TUW III HERSCHEL JENKINS  
58-6346914  
Balance Sheet  
06/30/2014



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	144609.430	144,609.43	144,609.43
00130H105	AES CORP	356.000	4,581.61	5,535.80
00206R102	AT&T INC	267.000	6,439.10	9,441.12
002824100	ABBOTT LABS	564.000	18,884.38	23,067.60
00287Y109	ABBVIE INC	421.000	14,837.36	23,761.24
003881307	ACACIA RESH CORP	147.000	3,238.51	2,609.25
00404A109	ACADIA HEALTHCARE CO INC	213.000	4,543.01	9,691.50
004225108	ACADIA PHARMACEUTICALS INC	326.000	2,528.75	7,364.34
00507V109	ACTIVISION BLIZZARD INC	251.000	4,397.84	5,597.30
00846U101	AGILENT TECHNOLOGIES INC	234.000	10,245.78	13,440.96
009363102	AIRGAS INC	94.000	8,861.71	10,237.54
017175100	ALLEGHANY CORP DEL	16.000	5,604.66	7,009.92
018490102	ALLERGAN INC	171.000	9,932.32	28,936.62
018581108	ALLIANCE DATA SYS CORP	15.000	2,429.54	4,218.75
018802108	ALLIANT CORP	76.000	3,340.73	4,625.36
020002101	ALLSTATE CORP	124.000	6,639.33	7,281.28
02208R106	ALTRA INDL MOTION CORP	112.000	3,590.85	4,075.68
02209S103	ALTRIA GROUP INC	392.000	13,717.95	16,440.48
023135106	AMAZON COM INC	259.000	55,204.24	84,118.02
023608102	AMEREN CORP	69.000	2,148.29	2,820.72
025537101	AMERICAN ELEC PWR INC	252.000	9,335.85	14,054.04
025676206	AMERICAN EQUITY INVT LIFE HLDG	240.000	2,583.71	5,904.00
025816109	AMERICAN EXPRESS CO	169.000	5,565.59	16,033.03
03027X100	AMERICAN TOWER CORP	982.000	75,137.63	88,360.36
03073E105	AMERISOURCEBERGEN CORP	69.000	2,577.34	5,013.54
031100100	AMETEK INC NEW	134.000	6,979.08	7,005.52
031162100	AMGEN INC	187.000	15,938.09	22,135.19
032095101	AMPHENOL CORP NEW	107.000	7,598.59	10,308.38
032654105	ANALOG DEVICES INC	135.000	5,830.34	7,299.45
032657207	ANALOGIC CORP	69.000	5,346.35	5,398.56
035290105	ANIXTER INTL INC	38.000	2,195.75	3,802.66
037411BD6	APACHE CORP	22000.000	21,449.20	21,324.60
037833100	APPLE INC	274.000	22,413.16	25,462.82
03834A103	APPROACH RES INC	156.000	4,301.32	3,545.88

IR TUW III HERSCHEL JENKINS  
58-6346914  
Balance Sheet  
06/30/2014



Cusip	Asset	Units	Basis	Market Value
042068106	ARM HLDGS PLC	1144 000	47,294.84	51,754.56
042735100	ARROW ELECTRS INC	146 000	6,207.76	8,819.86
043436104	ASBURY AUTOMOTIVE GROUP INC	43.000	1,200.44	2,955.82
046353AB4	ASTRAZENECA PLC	28000.000	33,110.03	32,012.68
04685W103	ATHENAHEALTH INC	368 000	46,354.58	46,047.84
04963C209	ATRICURE INC	227 000	4,621.88	4,172.26
053015103	AUTOMATIC DATA PROCESSING INC	149.000	8,194.25	11,812.72
05379B107	AVISTA CORP	115.000	2,648.89	3,854.80
053807103	AVNET INC	151.000	5,487.81	6,690.81
05463D100	AXIALL CORP	97.000	4,102.28	4,585.19
054937107	BB&T CORP	246 000	7,899.89	9,699.78
055622104	BP P L C	122.000	5,776.70	6,435.50
05565QBH0	BP CAPITAL MARKETS PLC	21000.000	22,272.30	21,522.90
063904106	BANK OF THE OZARKS INC	234.000	4,737.07	7,827.30
067383109	BARD C R INC	62.000	6,789.85	8,866.62
067806109	BARNES GROUP INC	166 000	4,051.72	6,397.64
06846N104	BARRETT BILL CORP	209 000	4,383.05	5,597.02
073685109	BEACON ROOFING SUPPLY INC	107 000	3,936.62	3,543.84
077454106	BELDEN INC	58.000	2,879.39	4,533.28
084664BS9	BERKSHIRE HATHAWAY FIN CORP	22000.000	22,414.68	22,346.06
08579W103	BERRY PLASTICS GROUP INC	188.000	4,175.71	4,850.40
09061G101	BIOMARIN PHARMACEUTICAL INC	669.000	42,492.12	41,618.49
092113109	BLACK HILLS CORP	83.000	2,783.75	5,095.37
09247X101	BLACKROCK INC	50.000	10,414.99	15,980.00
094235108	BLOOMIN BRANDS INC	143.000	3,451.87	3,207.49
095180105	BLOUNT INTL INC NEW	341.000	4,538.93	4,811.51
097023105	BOEING CO	146 000	9,134.72	18,575.58
09739D100	BOISE CASCADE CO DEL	168 000	4,956.17	4,811.52
101137107	BOSTON SCIENTIFIC CORP	221.000	2,698.41	2,822.17
109194100	BRIGHT HORIZONS FAMILY SOLUTIONS	99.000	3,651.98	4,251.06
110394103	BRISTOW GROUP INC	128.000	6,254.06	10,319.36
111621306	BROCADE COMMUNICATIONS SYS INC	338.000	2,109.78	3,109.60
116794108	BRUKER CORP	96 000	2,127.81	2,329.92
117043109	BRUNSWICK CORP	144.000	4,448.94	6,066.72

## IR TUW III HERSCHEL JENKINS

58-6346914

## Balance Sheet

06/30/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
124857202	CBS CORP	124.000	4,007.92	7,705.36
12504L109	CBRE GROUP INC	433.000	9,384.98	13,873.32
125509109	CIGNA CORP	82.000	4,337.57	7,541.54
12561W105	CLECO CORP NEW	139.000	5,096.90	8,194.05
12572Q105	CME GROUP INC	120.000	6,472.24	8,514.00
125896100	CMS ENERGY CORP	155.000	3,549.48	4,828.25
126650100	CVS CAREMARK CORP	475.000	24,973.52	35,800.75
129603106	CALGON CARBON CORP	281.000	3,950.14	6,274.73
13342B105	CAMERON INTL CORP	169.000	8,505.86	11,442.99
136385AK7	CANADIAN NAT RES LTD	29000.000	33,505.70	32,481.45
14149Y108	CARDINAL HEALTH INC	72.000	4,656.69	4,936.32
14161H108	CARDTRONICS INC	175.000	4,572.36	5,964.00
14170T101	CAREFUSION CORP	442.000	15,718.84	19,602.70
142339100	CARLISLE COS INC	38.000	2,814.45	3,291.56
147448104	CASELLA WASTE SYS INC	542.000	2,361.28	2,715.42
147528103	CASEYS GEN STORES INC	119.000	5,646.55	8,364.51
14912L4E8	CATERPILLAR FINL SVCS CORP	18000.000	22,977.73	22,160.16
149205106	CATO CORP NEW	128.000	3,525.92	3,955.20
151020104	CELGENE CORP	702.000	45,563.46	60,287.76
15670R107	CEPHEID	136.000	5,194.47	6,519.84
156782104	CERNER CORP	1431.000	66,541.41	73,810.98
157210105	CEVA INC	184.000	2,588.17	2,717.68
165240102	CHESAPEAKE LODGING TR	151.000	3,797.67	4,564.73
166764100	CHEVRON CORP	304.000	31,169.48	39,687.20
168905107	CHILDRENS PLACE INC	77.000	3,641.06	3,821.51
169656105	CHIPOTLE MEXICAN GRILL INC	83.000	42,629.83	49,178.33
171232101	CHUBB CORP	117.000	8,731.71	10,783.89
171340102	CHURCH & DWIGHT INC	103.000	5,821.61	7,204.85
17243V102	CINEMARK HLDGS INC	138.000	3,580.56	4,879.68
17275R102	CISCO SYS INC	544.000	11,929.35	13,518.40
17275RAE2	CISCO SYS INC	19000.000	22,086.25	21,425.54
172967FF3	CITIGROUP INC	22000.000	23,842.62	25,210.68
179895107	CLARCOR INC	84.000	3,622.61	5,195.40
19122T109	COCA-COLA ENTERPRISES INC	145.000	5,687.45	6,928.10

IR TUW III HERSCHEL JENKINS  
 58-6346914  
 Balance Sheet  
 06/30/2014



Cusip	Asset	Units	Basis	Market Value
192422103	COGNEX CORP	99.000	3,585.23	3,801.60
192479103	COHERENT INC	48.000	2,008.32	3,176.16
20030N101	COMCAST CORP	186.000	9,160.19	9,984.48
20030N200	COMCAST CORP	430.000	14,954.45	22,931.90
20030NAU5	COMCAST CORP	17000.000	20,266.63	19,765.39
200340107	COMERICA INC	127.000	4,859.80	6,370.32
204166102	COMMVault SYS INC	110.000	7,334.79	5,408.70
20825C104	CONOCOPHILLIPS	150.000	10,289.36	12,859.50
20825CAR5	CONOCOPHILLIPS	19000.000	22,967.40	22,121.89
21036P108	CONSTELLATION BRANDS INC	101.000	3,096.63	8,901.13
21925Y103	CORNERSTONE ONDEMAND INC	186 000	4,955.37	8,559.72
22160K105	COSTCO WHSL CORP NEW	364.000	37,593.46	41,918.24
22541LAR4	CREDIT SUISSE FIRST BOSTON USA	21000 000	22,503.06	21,510.93
228368106	CROWN HLDGS INC	386.000	16,001.62	19,207.36
231561101	CURTISS WRIGHT CORP	53 000	2,103.72	3,474.68
23283R100	CYRUSONE INC	191 000	3,965 14	4,755.90
235851102	DANAHER CORP DEL	170.000	8,848.48	13,384.10
23918K108	DAVITA HEALTHCARE PARTNERS INC	44 000	2,170.59	3,182 08
24422ERR2	DEERE JOHN CAP CORP	27000.000	27,532 69	27,306.99
25152RXA6	DEUTSCHE BK AG SR UNSECD	22000 000	22,077.00	22,006.60
252131107	DEXCOM INC COM	153 000	1,874 02	6,067 98
25243Q205	DIAGEO PLC	87.000	9,983.98	11,072.49
253393102	DICKS SPORTING GOODS INC	133.000	6,705 43	6,192 48
254543101	DIODES INC	167 000	2,211.94	4,836.32
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	20000 000	21,622.49	22,326.40
254687106	DISNEY WALT CO	172 000	8,188.58	14,747.28
25468PCW4	DISNEY WALT CO NEW	23000 000	22,713.74	22,168.55
254709108	DISCOVER FINL SVCS	184.000	6,677.46	11,404.32
25470F104	DISCOVERY COMMUNICATIONS INC	77.000	5,947.05	5,719.56
256677105	DOLLAR GEN CORP	219.000	11,464.94	12,561.84
25746U109	DOMINION RES INC VA NEW	68.000	3,408.84	4,863 36
258278100	DORMAN PRODS INC	59.000	2,885.52	2,909.88
260003108	DOVER CORP	222.000	12,625.23	20,190.90
262037104	DRIL-QUIP INC	459.000	50,110.63	50,141.16

## IR TUW III HERSCHEL JENKINS

58-6346914

## Balance Sheet

06/30/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
263534109	DU PONT E I DE NEMOURS & CO	199 000	8,466 53	13,022.56
26441C204	DUKE ENERGY CORP	58.000	3,769.01	4,303 02
26613Q106	DUPONT FABROS TECHNOLOGY INC	128.000	2,587.26	3,450.88
268648102	EMC CORP	599.000	15,204.52	15,777.66
26884L109	EQT CORP	63 000	4,252 04	6,734.70
27579R104	EAST WEST BANCORP INC	211.000	5,102.82	7,382.89
281020107	EDISON INTL	112 000	4,917.57	6,508 32
28140H104	EDUCATION RLTY TR INC	494.000	4,873.92	5,305.56
283677854	EL PASO ELEC CO	141.000	4,988 95	5,669.61
29099J109	EMERGING MARKETS STOCK	21927.828	983,593 75	1,084,967.00
291011104	EMERSON ELEC CO	101.000	4,966.17	6,702.36
29265N108	ENERGEN CORP	105.000	7,206.53	9,332.40
29266S106	ENDOLOGIX INC	327.000	4,475.54	4,973 67
29355X107	ENPRO INDS INC	89 000	3,176.71	6,511.24
29379VAP8	ENTERPRISE PRODS OPER LLC	20000 000	22,823 79	22,833.60
294429105	EQUIFAX INC	80 000	4,156 15	5,803.20
29444U502	EQUINIX INC	383.000	69,455.67	80,464 47
296315104	ESCO TECHNOLOGIES INC	179.000	6,434.46	6,200.56
298736109	EURONET WORLDWIDE INC	77.000	3,184.12	3,714.48
29977A105	EVERCORE PARTNERS INC	71.000	1,864.74	4,092 44
30161NAD3	EXELON CORP	21000.000	22,463 15	21,830 34
30212P303	EXPEDIA INC DEL	81.000	5,134.27	6,379 56
30219G108	EXPRESS SCRIPTS HLDG CO	218.000	14,071.31	15,113.94
30231G102	EXXON MOBIL CORP	423 000	30,645.82	42,587.64
302520101	FNB CORP PA	349 000	3,669.91	4,474.18
302941109	FTI CONSULTING INC	58 000	1,989.89	2,193.56
311900104	FASTENAL CO	796.000	35,569 42	39,394 04
3128M6T65	FEDERAL HOME LN MTG CORP	38238.606	40,843.61	41,395.20
3128MJMS6	FEDERAL HOME LN MTG CORP	28809.004	30,573.54	31,194.10
3128MJTQ3	FEDERAL HOME LN MTG CORP	115477.210	121,305.20	122,500.53
3128MJUB4	FEDERAL HOME LN MTG CORP	39562.038	41,020.88	41,968.20
31292LER2	FED HOME LN MTG CORP	57234.948	60,490.19	60,715.98
3132JPJF0	FEDERAL HOME LN MTG CORP	15451.687	16,050.45	16,391.46
3135G0VA8	FEDERAL NATL MTG ASSN	33000.000	32,993.25	33,056.10

## IR TUW III HERSCHEL JENKINS

58-6346914

## Balance Sheet

06/30/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
3137EADP1	FEDERAL HOME LN MTG CORP	45000.000	44,571.28	44,357.40
3138ASSD5	FEDERAL NATL MTG ASSN	43886.407	47,117.61	47,548.73
3138LRWX6	FEDERAL NATL MTG ASSN	18513.174	18,680.94	19,086.90
3138LYML8	FEDERAL NATL MTG ASSN	10440.170	10,782.75	10,325.85
3138MBMB9	FEDERAL NATL MTG ASSN	19250.445	18,624.80	19,039.65
3138WAHH3	FEDERAL NATL MTG ASSN	44220.145	47,377.75	47,910.32
31410LNY4	FEDERAL NATL MTG ASSN	70058.120	76,582.28	77,848.58
31419GYQ1	FEDERAL NATL MTG ASSN	18040.837	18,754.00	18,599.92
31620M106	FIDELITY NATL INFORMATION SVCS	346.000	16,939.38	18,940.04
316773100	FIFTH THIRD BANCORP	720.000	12,259.23	15,372.00
317485100	FINANCIAL ENGINES INC	73.000	1,848.59	3,305.44
32054K103	FIRST INDUSTRIAL REALTY TRUST	217.000	3,761.19	4,088.28
320867104	FIRST MIDWEST BANCORP DEL	222.000	3,487.96	3,780.66
33616C100	FIRST REP BK SAN FRANCISCO	156.000	6,313.65	8,578.44
337932107	FIRSTENERGY CORP	50.000	1,643.22	1,736.00
33829M101	FIVE BELOW INC	259.000	10,593.28	10,336.69
339041105	FLEETCOR TECHNOLOGIES INC	82.000	8,105.87	10,807.60
343412102	FLUOR CORP	63.000	3,721.81	4,844.70
34354P105	FLOWSERVE CORP	177.000	10,025.57	13,159.95
344849104	FOOT LOCKER INC	111.000	4,192.99	5,629.92
351793104	FRANCESCAS HLDGS CORP	193.000	4,593.00	2,844.82
353514102	FRANKLIN ELEC INC	48.000	1,312.24	1,935.84
354613101	FRANKLIN RES INC	355.000	17,895.98	20,533.20
359694106	FULLER H B CO	161.000	5,852.19	7,744.10
361268105	G & K SVCS INC	61.000	1,915.39	3,176.27
361448103	GATX CORP	133.000	5,386.72	8,903.02
36237H101	G-III APPAREL GROUP LTD	130.000	4,487.79	10,615.80
368736104	GENERAC HLDGS INC	67.000	3,151.67	3,265.58
36962G3P7	GENERAL ELEC CAP CORP	27000.000	31,700.23	32,756.40
370334104	GENERAL MLS INC	611.000	26,300.09	32,101.94
371559105	GENESEE & WYO INC	53.000	2,623.24	5,565.00
37940X102	GLOBAL PMTS INC	30.000	1,661.48	2,185.50
38141EA58	GOLDMAN SACHS GROUP INC	20000.000	21,313.71	22,655.60
38141G104	GOLDMAN SACHS GROUP INC	180.000	21,623.34	30,139.20

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Cusip	Asset	Units	Basis	Market Value
38259P706	GOOGLE INC	173.000	74,729.87	99,523.44
384109104	GRACO INC	170.000	11,542.37	13,273.60
384802104	GRAINGER W W INC	57.000	14,436.21	14,493.39
388689101	GRAPHIC PACKAGING HLDG CO	1023.000	7,646.42	11,969.10
391164100	GREAT PLAINS ENERGY INC	135.000	3,092.34	3,627.45
39153L106	GREATBATCH INC	216.000	5,161.68	10,596.96
40171V100	GUIDEWIRE SOFTWARE INC	63.000	3,042.34	2,561.58
402629208	GULFMARK OFFSHORE INC	197.000	6,660.00	8,900.46
40425J101	HMS HLDGS CORP	575.000	12,620.90	11,735.75
405024100	HAEMONETICS CORP	160.000	6,333.70	5,644.80
405217100	HAIN CELESTIAL GROUP INC	155.000	10,300.70	13,754.70
410345102	HANESBRANDS INC	71.000	5,827.79	6,989.24
413875105	HARRIS CORP DEL	58.000	3,093.85	4,393.50
415864107	HARSCO CORP	271.000	7,096.06	7,216.73
421906108	HEALTHCARE SVCS GROUP INC	109.000	2,886.69	3,208.96
421946104	HEALTHCARE RLTY TR	252.000	5,545.38	6,405.84
428236BW2	HEWLETT PACKARD CO	20000.000	20,107.75	20,671.00
437076102	HOME DEPOT INC	331.000	20,631.79	26,797.76
437076AU6	HOME DEPOT INC	20000.000	23,027.14	23,194.80
43739Q100	HOMEAWAY INC	163.000	6,078.22	5,675.66
438516106	HONEYWELL INTL INC	421.000	25,944.19	39,131.95
443510201	HUBBELL INC	99.000	10,005.22	12,191.85
446150104	HUNTINGTON BANCSHARES INC	543.000	3,497.85	5,180.22
446413106	HUNTINGTON INGALLS INDS INC	78.000	4,513.47	7,378.02
447462102	HURON CONSULTING GROUP INC	48.000	1,525.89	3,399.36
44919P508	IAC / INTERACTIVECORP	28.000	1,383.81	1,938.44
452308109	ILLINOIS TOOL WKS INC	189.000	15,808.80	16,548.84
452327109	ILLUMINA INC	272.000	38,567.73	48,562.88
453142101	IMPERIAL TOBACCO GROUP PLC	102.000	8,688.49	9,173.68
45321L100	IMPERVA INC	160.000	5,003.77	4,188.80
45666Q102	INFORMATICA CORP	103.000	3,159.53	3,671.95
45774N108	INNOPHOS HLDGS INC	86.000	4,766.21	4,951.02
45784P101	INSULET CORP	121.000	1,922.30	4,800.07
458140100	INTEL CORP	551.000	11,155.27	17,025.90

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Cusip	Asset	Units	Basis	Market Value
45866F104	INTERCONTINENTAL EXCHANGE INC	73.000	13,512.55	13,789.70
459200101	INTERNATIONAL BUSINESS MACHS	167.000	23,758.61	30,272.09
459506101	INTERNATIONAL	97.000	7,980.46	10,115.16
460146103	INTERNATIONAL PAPER CO	135.000	5,679.94	6,813.45
46120E602	INTUITIVE SURGICAL INC	13.000	4,931.20	5,353.40
464287507	ISHARES CORE S&P MID CAP ETF	3467.000	347,742.60	496,058.36
464287655	ISHARES RUSSELL 2000 ETF	4034.000	361,904.60	479,279.54
46625H100	J P MORGAN CHASE & CO	1207.000	47,804.67	69,547.34
46625HCE8	JP MORGAN CHASE	42000.000	45,009.51	43,207.92
46625HJT8	JPMORGAN CHASE & CO	22000.000	22,420.20	22,655.16
466313103	JABIL CIRCUIT INC	196.000	3,574.03	4,096.40
466367109	JACK IN THE BOX INC	153.000	3,810.54	9,155.52
47760A108	JIVE SOFTWARE INC	429.000	5,594.06	3,650.79
478160104	JOHNSON & JOHNSON	571.000	38,143.11	59,738.02
478366107	JOHNSON CTLS INC	268.000	6,744.49	13,381.24
482480100	KLA-TENCOR CORP	136.000	7,655.44	9,879.04
485170302	KANSAS CITY SOUTHERN	100.000	10,108.91	10,751.00
485865109	KATE SPADE & CO	255.000	6,618.28	9,725.70
489170100	KENNAMETAL INC	173.000	7,177.91	8,006.44
49271M100	KEURIG GREEN MTN INC	57.000	5,362.63	7,102.77
492914106	KEY ENERGY SVCS INC	650.000	5,522.37	5,941.00
494368103	KIMBERLY CLARK CORP	123.000	10,366.43	13,680.06
494550BT2	KINDER MORGAN ENERGY PARTNERS	22000.000	21,883.60	22,309.54
49803T102	KITE RLTY GROUP TR	795.000	4,950.36	4,881.30
498904200	KNOLL INC	216.000	3,661.86	3,743.28
499064103	KNIGHT TRANSN INC	281.000	4,762.23	6,679.37
49926D109	KNOWLES CORP	43.000	1,014.67	1,321.82
500472AF2	KONINKLIJKE PHILIPS ELECTRS NV	21000.000	21,544.47	22,080.87
50060P106	KOPPERS HLDGS INC	132.000	4,230.11	5,049.00
50076QAE6	KRAFT FOODS GROUP INC	21000.000	20,881.59	22,451.10
501014104	KRISPY KREME DOUGHNUTS INC	150.000	2,272.85	2,397.00
501797104	L BRANDS INC	225.000	11,518.46	13,198.50
501889208	LKQ CORP	154.000	4,509.33	4,110.26
50540R409	LABORATORY CORP AMER HLDGS	35.000	3,533.50	3,584.00

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Cusip	Asset	Units	Basis	Market Value
521865204	LEAR CORP	171.000	10,195.57	15,273.72
535678106	LINEAR TECHNOLOGY CORP	125.000	4,994.48	5,883.75
53578A108	LINKEDIN CORP	314.000	49,678.14	53,841.58
539830109	LOCKHEED MARTIN CORP	144.000	12,838.58	23,145.12
540424108	LOEWS CORP	77.000	3,330.45	3,388.77
544147101	LORILLARD INC	300.000	11,307.13	18,291.00
552848103	MGIC INVT CORP WIS	734.000	5,902.03	6,782.16
55616P104	MACYS INC	359.000	15,151.08	20,829.18
559079207	MAGELLAN HEALTH INC	94.000	4,675.03	5,850.56
55973B102	MAGNUM HUNTER RES CORP DEL	525.000	1,767.52	4,305.00
55973B110	MAGNUM HUNTER RES CORP DEL	100.000	0.00	249.17
56418H100	MANPOWERGROUP INC	97.000	6,143.05	8,230.45
56585A102	MARATHON PETE CORP	61.000	5,137.18	4,762.27
57063L107	MARKETO INC	118.000	4,349.63	3,431.44
571748102	MARSH & MCLENNAN COS INC	406.000	14,220.86	21,038.92
574599106	MASCO CORP	223.000	4,071.31	4,950.60
577128101	MATTHEWS INTL CORP	87.000	2,462.74	3,616.59
579780206	MCCORMICK & CO INC	72.000	4,792.26	5,154.48
580135101	MCDONALDS CORP	257.000	23,034.86	25,890.18
580645109	MCGRAW HILL FINL INC	62.000	3,277.25	5,147.86
58155Q103	MCKESSON CORP	45.000	3,738.79	8,379.45
582839106	MEAD JOHNSON NUTRITION CO	567.000	43,702.14	52,827.39
58501N101	MEDIVATION INC	99.000	3,965.20	7,630.92
58933Y105	MERCK & CO INC	458.000	19,834.32	26,495.30
59156R108	METLIFE INC	738.000	26,619.40	41,003.28
592688105	METTLER TOLEDO INTERNATIONAL	26.000	5,980.99	6,582.68
594918104	MICROSOFT CORP	654.000	17,704.18	27,271.80
59522J103	MID-AMER APT CMNTYS INC	59.000	3,581.16	4,309.95
603158106	MINERALS TECHNOLOGIES INC	155.000	5,412.81	10,164.90
615369105	MOODYS CORP	34.000	1,578.57	2,980.44
61747YDT9	MORGAN STANLEY	20000.000	20,399.56	21,774.80
620071100	MOTORCAR PTS AMER INC	191.000	3,934.28	4,650.85
620076307	MOTOROLA SOLUTIONS INC	31.000	1,953.24	2,063.67
625453105	MULTIMEDIA GAMES HLDG CO INC	98.000	3,530.78	2,904.72

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Cusip	Asset	Units	Basis	Market Value
628530107	MYLAN INC	307.000	16,090.46	15,828.92
631103108	NASDAQ OMX GROUP	342 000	13,065.67	13,208.04
63938C108	NAVIENT CORP	647 000	7,054.29	11,458.37
641069406	NESTLE S A	318.000	18,431.63	24,635.46
64110W102	NETEASE INC	30.000	2,075.66	2,350.80
651229106	NEWELL RUBBERMAID INC	232.000	5,392.52	7,189.68
65339F101	NEXTERA ENERGY INC	77.000	5,273.61	7,890.96
655044105	NOBLE ENERGY INC	127.000	8,249.78	9,837.42
668074305	NORTHWESTERN CORP	148.000	5,155.03	7,724.12
66989HAG3	NOVARTIS CAP CORP	22000.000	21,875.90	22,282.92
674599105	OCCIDENTAL PETE CORP DEL	335 000	22,477.58	34,381.05
675232102	OCEANEERING INTL INC	606 000	38,057.24	47,346.78
681904108	OMNICARE INC	174.000	6,501.70	11,583.18
681919106	OMNICOM GROUP INC	63 000	3,591.86	4,486.86
682159108	ON ASSIGNMENT INC	154 000	3,622.71	5,477.78
682189105	ON SEMICONDUCTOR CORP	550.000	4,305.84	5,027.00
68389X105	ORACLE CORP	426 000	10,177.14	17,265.78
690768403	OWENS ILL INC	178.000	4,690.07	6,165.92
69331C108	PG&E CORP	48.000	1,990.81	2,304.96
693390700	PIMCO TOTAL RETURN FUND	77286.159	836,206.76	847,829.16
693390841	PIMCO HIGH YIELD FD	51594.250	478,546.62	504,075.82
693475105	PNC FINL SVCS GROUP INC	150.000	8,118.00	13,357.50
69360J107	PS BUSINESS PKS INC CALIF	68.000	4,347.24	5,677.32
693656100	PVH CORP	102.000	11,668.67	11,893.20
695263103	PACWEST BANCORP DEL	132.000	3,337.20	5,698.44
698354107	PANDORA MEDIA INC	199.000	3,854.53	5,870.50
69840W108	PANERA BREAD CO	34.000	5,785.04	5,094.22
698813102	PAPA JOHNS INTL INC	108.000	3,664.06	4,578.12
701094104	PARKER HANNIFIN CORP	129.000	11,507.47	16,219.17
717081103	PFIZER INC	2063.000	38,513.28	61,229.84
717081DB6	PFIZER INC	28000.000	34,491.57	33,238.80
718172109	PHILIP MORRIS INTL INC	714.000	60,260.78	60,197.34
718546104	PHILLIPS 66	104.000	6,360.15	8,364.72
72346Q104	PINNACLE FINL PARTNERS INC	127.000	4,786.83	5,013.96

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Cusip	Asset	Units	Basis	Market Value
729132100	PLEXUS CORP	174.000	3,825.91	7,532.46
739276103	POWER INTEGRATIONS INC	53.000	2,624.95	3,049.62
73935S105	POWERSHARES DB COMMODITY	20875.000	519,787.50	554,857.50
740189105	PRECISION CASTPARTS CORP	288.000	53,631.07	72,691.20
74144T108	PRICE T ROWE GROUP INC	144.000	9,552.34	12,155.04
741503403	PRICELINE GROUP INC	59.000	37,388.54	70,977.00
742718109	PROCTER & GAMBLE CO	198.000	13,456.19	15,560.82
743312100	PROGRESS SOFTWARE CORP	173.000	3,303.52	4,158.92
743424103	PROOFPOINT INC	272.000	5,803.99	10,189.12
744320102	PRUDENTIAL FINL INC	125.000	2,864.49	11,096.25
74460D109	PUBLIC STORAGE INC	35.000	5,115.73	5,997.25
74733T105	QLIK TECHNOLOGIES INC	143.000	2,330.67	3,234.66
74733V100	QEP RES INC	140.000	4,370.84	4,830.00
747525103	QUALCOMM INC	814.000	44,867.84	64,468.80
74758T303	QUALYS INC	166.000	3,675.35	4,261.22
74762E102	QUANTA SVCS INC	178.000	5,179.88	6,155.24
751212101	RALPH LAUREN CORP	51.000	8,668.78	8,195.19
754730109	RAYMOND JAMES FINL INC	173.000	7,326.83	8,776.29
755111507	RAYTHEON CO	182.000	10,159.57	16,789.50
75689M101	RED ROBIN GOURMET BURGERS INC	67.000	2,085.45	4,770.40
75886F107	REGENERON PHARMACEUTICALS	20.000	4,980.65	5,649.40
759351604	REINSURANCE GROUP AMER INC	81.000	5,460.47	6,390.90
761283100	RESTORATION HARDWARE HLDGS INC	112.000	6,078.56	10,421.60
762760106	RICE ENERGY INC	69.000	2,003.15	2,101.05
767754104	RITE AID CORP	389.000	2,387.10	2,789.13
770323103	ROBERT HALF INTL INC	221.000	7,388.19	10,550.54
771195104	ROCHE HLDG LTD	325.000	11,620.05	12,116.98
772739207	ROCK-TENN CO	33.000	2,565.33	3,484.47
777779307	ROSETTA RES INC	84.000	3,962.14	4,607.40
780259206	ROYAL DUTCH SHELL PLC	150.000	9,944.71	12,355.50
781846209	RUSH ENTERPRISES INC	179.000	3,366.97	6,205.93
78388J106	SBA COMMUNICATIONS CORP	143.000	9,931.92	14,628.90
784117103	SEI INVESTMENTS CO	145.000	3,803.29	4,751.65
78442P106	SLM CORP	771.000	8,229.31	6,407.01

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Cusip	Asset	Units	Basis	Market Value
78467J100	SS&C TECHNOLOGIES HLDGS INC	101.000	2,221.75	4,466.22
790849103	ST JUDE MED INC	80.000	2,846.91	5,540.00
79466L302	SALESFORCE COM INC	1728.000	60,227.44	100,362.24
806407102	SCHEIN HENRY INC	75.000	6,749.85	8,899.13
806857108	SCHLUMBERGER LTD	930.000	77,481.31	109,693.50
808513105	SCHWAB CHARLES CORP NEW	1580.000	28,815.52	42,549.40
811065101	SCRIPPS NETWORKS INTERACTIVE INC	97.000	6,752.64	7,870.58
816300107	SELECTIVE INS GROUP INC	255.000	4,439.53	6,303.60
816850101	SEMTECH CORP	143.000	4,501.67	3,739.45
816851109	SEMPRA ENERGY	61.000	4,002.21	6,387.31
81762P102	SERVICENOW INC	883.000	50,231.47	54,710.68
822582AW2	SHELL INTL FIN B V	22000.000	22,083.65	22,259.82
824348106	SHERWIN WILLIAMS CO	111.000	18,420.40	22,967.01
82481R106	SHIRE PLC	23.000	2,170.15	5,416.27
82669G104	SIGNATURE BK NEW YORK N Y	14.000	960.12	1,766.52
82706L108	SILICON GRAPHICS INTL CORP	413.000	5,067.98	3,973.06
828806109	SIMON PPTY GROUP INC NEW	38.000	5,974.51	6,318.64
82966C103	SIRONA DENTAL SYS INC	46.000	2,557.18	3,793.16
833551104	SNYDERS-LANCE INC	142.000	3,809.42	3,757.32
84760C107	SPECTRANETICS CORP	231.000	4,464.49	5,285.28
848637104	SPLUNK INC	808.000	42,686.10	44,706.64
85254C305	STAGE STORES INC	272.000	6,114.79	5,083.68
854502101	STANLEY BLACK & DECKER INC	32.000	2,205.95	2,810.24
855244109	STARBUCKS CORP	1014.000	61,351.15	78,463.32
857477103	STATE STR CORP	214.000	12,909.07	14,393.64
858155203	STEELCASE INC	143.000	2,524.89	2,163.59
867328601	SUNESIS PHARMACEUTICALS INC	330.000	2,265.59	2,151.60
867914103	SUNTRUST BKS INC	172.000	5,007.32	6,890.32
871237103	SYKES ENTERPRISES INC	230.000	3,268.09	4,997.90
87151Q106	SYMETRA FINL CORP	101.000	1,431.77	2,296.74
87157B103	SYNCHRONOSS TECHNOLOGIES INC	81.000	1,421.42	2,831.76
87157D109	SYNAPTICS INC	44.000	2,799.99	3,988.16
87159A103	SYNAGEVA BIOPHARMA CORP	32.000	3,015.63	3,353.60
87236Y108	TD AMERITRADE HLDG CORP	378.000	8,705.56	11,850.30

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Cusip	Asset	Units	Basis	Market Value
87264S106	TRW AUTOMOTIVE HLDGS CORP	87 000	5,531.21	7,788.24
87311L104	TW TELECOM INC	162 000	4,319.80	6,530.22
87336U105	TABLEAU SOFTWARE INC	36 000	2,068.17	2,567.88
87612E106	TARGET CORP	231 000	12,073.22	13,386.45
87817A107	TEAM HEALTH HOLDINGS INC	75 000	3,430.54	3,745.50
879369106	TELEFLEX INC	20 000	2,119.95	2,112.00
880208400	TEMPLETON GLOBAL BD FUND	13786 165	179,000.00	183,493.86
880349105	TENNECO INC	62.000	3,317.42	4,073.40
881609101	TESORO CORP	55 000	3,070.66	3,226.85
88160R101	TESLA MTRS INC	22 000	4,620.31	5,281.32
882508104	TEXAS INSTRS INC	237 000	7,195.09	11,326.23
883556102	THERMO FISHER SCIENTIFIC CORP	125 000	5,003.60	14,750.00
885175307	THORATEC CORP	116 000	3,754.30	4,043.76
88579Y101	3M CO	161 000	14,914.87	23,061.64
886547108	TIFFANY & CO NEW	576 000	45,933.93	57,744.00
88706M103	TIM HORTONS INC	149 000	8,466.30	8,154.77
887317303	TIME WARNER INC	458 000	25,478.81	32,174.50
887317AG0	TIME WARNER INC	20000 000	22,074.70	22,146.00
887389104	TIMKEN CO	51.000	2,933.15	3,459.84
889478103	TOLL BROTHERS INC	144 000	5,307.74	5,313.60
891027104	TORCHMARK CORP	117 000	6,931.51	9,584.64
891092108	TORO CO	66.000	2,684.98	4,197.60
891894107	TOWERS WATSON & CO	59 000	3,523.06	6,149.57
891906109	TOTAL SYS SVCS INC	61.000	1,878.75	1,916.01
89233P6S0	TOYOTA MTR CR CORP	22000 000	22,014.95	21,984.82
89417E109	TRAVELERS COS INC	314.000	19,840.42	29,537.98
89469A104	TREEHOUSE FOODS INC	191.000	11,270.03	15,293.37
896215209	TRIMAS CORP	117.000	4,399.53	4,461.21
896818101	TRIUMPH GROUP INC NEW	64.000	4,192.08	4,468.48
89969Q104	TUMI HLDGS INC	207.000	4,641.04	4,166.91
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	1484 016	2,399,953.10	2,460,793.85
902494103	TYSON FOODS INC	93.000	2,393.97	3,491.22
902788108	UMB FINL CORP	90.000	3,677.99	5,705.10
902973304	US BANCORP DEL	373.000	11,796.13	16,158.36

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Cusip	Asset	Units	Basis	Market Value
90333L201	U S CONCRETE INC	157.000	4,063.43	3,885.75
90384S303	ULTA SALON COSMETICS &	34.000	3,322.36	3,107.94
90385D107	ULTIMATE SOFTWARE GROUP INC	23.000	2,876.78	3,177.91
904214103	UMPQUA HLDGS CORP	310.000	3,891.53	5,555.20
904311107	UNDER ARMOUR INC	88.000	4,695.96	5,235.12
909907107	UNITED BANKSHARES INC WEST VA	95.000	2,235.34	3,071.35
911312106	UNITED PARCEL SVC INC	300.000	23,626.07	30,798.00
911312AH9	UNITED PARCEL SVC INC	19000.000	22,525.04	21,671.40
912810EY0	UNITED STATES TREAS BD	28000.000	41,468.60	39,221.84
912810FS2	UNITED STATES TREAS NT	62104.640	72,105.64	73,171.69
912810RE0	UNITED STATES TREAS BDS	33000.000	34,335.60	34,825.23
912828KQ2	UNITED STATES TREAS NT	49000.000	54,261.79	52,548.58
912828RJ1	UNITED STATES TREAS NT	133000.000	134,350.78	134,288.77
912828SE1	UNITED STATES TREAS NT	32000.000	32,041.36	32,034.88
912828SS0	UNITED STATES TREAS NTS	25000.000	25,091.87	25,045.00
912828TK6	UNITED STATES TREAS NT	44000.000	43,861.87	44,041.36
912828TY6	UNITED STATES TREAS NT	85000.000	77,157.76	80,331.80
912828UZ1	UNITED STATES TREAS NT	49000.000	47,308.64	47,844.09
912828VS6	UNITED STATES TREAS NT	85000.000	84,509.39	85,504.90
913004107	UNITED STATIONERS INC	83.000	2,384.67	3,442.01
913017109	UNITED TECHNOLOGIES CORP	242.000	11,767.48	27,938.90
918204108	V F CORP	175.000	8,724.07	11,025.00
91913Y100	VALERO ENERGY CORP NEW	52.000	2,612.49	2,605.20
920355104	VALSPAR CORP	55.000	3,921.84	4,190.45
921943858	VANGUARD FTSE DEVELOPED	13093.000	467,006.78	557,630.87
92210H105	VANTIV INC	154.000	4,427.54	5,177.48
922908553	VANGUARD REIT	16505.000	1,148,960.25	1,235,234.20
92343V104	VERIZON COMMUNICATIONS INC	1313.000	59,679.75	64,245.09
92343VBT0	VERIZON COMMUNICATIONS INC	17000.000	18,436.76	21,393.48
92345Y106	VERISK ANALYTICS INC	771.000	41,668.25	46,275.42
92532F100	VERTEX PHARMACEUTICALS INC	88.000	4,035.87	8,331.84
92672A101	VIEWPOINT FINL GROUP INC MD	101.000	2,754.40	2,717.91
92826C839	VISA INC	353.000	49,941.53	74,380.63
928563402	VMWARE INC	469.000	43,222.96	45,403.89

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Cusip	Asset	Units	Basis	Market Value
92857W308	VODAFONE GROUP PLC NEW	132 000	6,384.76	4,407.48
929903DT6	WACHOVIA CORP	19000 000	21,866 07	21,485 39
930427109	WAGEWORKS INC	56 000	1,081 25	2,699.76
931142DF7	WAL-MART STORES INC	33000.000	32,979.71	32,559.78
941053100	WASTE CONNECTIONS INC	89.000	3,779.13	4,320.95
94106L109	WASTE MGMT INC DEL	124 000	3,891.11	5,546.52
94946T106	WELLCARE GROUP INC	71.000	3,503 41	5,300.86
949746101	WELLS FARGO & CO	1437.000	51,989.78	75,528.72
95082P105	WESCO INTL INC	53.000	3,447.63	4,578.14
95709T100	WESTAR ENERGY INC	80.000	2,324.45	3,055.20
958102105	WESTERN DIGITAL CORP	121 000	6,200 61	11,168.30
959319104	WESTERN REFG INC	64.000	2,765.50	2,403.20
966387102	WHITING PETE CORP	130.000	7,085 92	10,432.50
966837106	WHOLE FOODS MKT INC	339.000	19,666 60	13,095.57
976657106	WISCONSIN ENERGY CORP	97.000	3,527 89	4,551.24
978097103	WOLVERINE WORLD WIDE INC	88.000	2,319.52	2,293.28
980745103	WOODWARD INC	80.000	2,843 57	4,014.40
983793100	XPO LOGISTICS INC	251.000	4,139.86	7,183.62
983919101	XILINX INC	337 000	13,694.32	15,943.47
989207105	ZEBRA TECHNOLOGIES CORP	114.000	4,244.56	9,384.48
989817101	ZUMIEZ INC	90.000	2,189.70	2,483.10
99Z466197	INTERNATIONAL FOCUSED EQUITY	139227.012	1,478,853.17	1,736,091.23
G0083B108	ACTAVIS PLC	18.000	3,703.95	4,014.90
G02602103	AMDOCS LTD	171.000	6,153.41	7,922.43
G0464B107	ARGO GROUP INTL HLDGS LTD	135.000	3,951.82	6,899.85
G1151C101	ACCENTURE PLC	437.000	30,276.50	35,327.08
G2554F113	COVIDIEN PLC	265.000	16,648 96	23,897.70
G27823106	DELPHI AUTOMOTIVE PLC	189 000	6,108.66	12,991.86
G29183103	EATON CORP PLC	135.000	9,579.74	10,419.30
G3323L100	FABRINET	309 000	3,545.81	6,365.40
G4388N106	HELEN OF TROY LTD	85.000	2,788.38	5,153.55
G4705A100	ICON PLC	83 000	2,627.52	3,910.13
G47791101	INGERSOLL-RAND CO LTD	52.000	3,273.34	3,250.52
G5315B107	KOSMOS ENERGY LLC	184.000	2,004.15	2,066.32

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G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	210.000	6,979.91	6,657.00
G7945M107	SEAGATE TECH	110.000	3,247.37	6,250.20
G98290102	XL GROUP PLC	105.000	3,305.65	3,436.65
H0023R105	ACE LTD	911.000	75,336.89	94,470.70
H84989104	TE CONNECTIVITY LTD	65.000	2,468.12	4,019.60
M0854Q105	ALLOT COMMUNICATIONS LTD	242.000	3,204.18	3,158.10
M51363113	MELLANOX TECHNOLOGIES LTD	114.000	4,301.07	3,974.04
N22717107	CORE LABORATORIES N V	23.000	3,064.16	3,842.38
N47279109	INTERXION HLDG NV	128.000	2,372.54	3,504.64
N53745100	LYONDELLBASELL INDUSTRIES NV	93.000	5,887.98	9,081.45
N7902X106	SENSATA TECH HLDG NV	272.000	10,182.98	12,724.16
Y0486S104	AVAGO TECHNOLOGIES LTD	50.000	2,354.12	3,603.50
Y2573F102	FLEXTRONICS	254.000	1,692.95	2,811.78
		Totals:	16,038,265.45	18,346,573.76