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INTERNAL REVENUE SERVICE

OMB No 1545-0052

2013

Open to Public Inspection

Form **990-PF**

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

Department of the Treasury
Internal Revenue Service

For calendar year 2013 or tax year beginning 07/01, 2013, and ending 06/30, 2014

Name of foundation CHARLES EDWARD STUART CHARITABLE FOUNDATION		A Employer identification number 91-1088288	
Number and street (or P O box number if mail is not delivered to street address) BANK OF AMERICA, N.A. P.O. BOX 831041		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code DALLAS, TX 75283-1041		B Telephone number (see instructions) 800-357-7094	
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		C If exemption application is pending, check here <input type="checkbox"/>	
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 67,612,525.		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>	

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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))				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	52,958.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	1,500,856.	1,499,816.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,596,645.			
b Gross sales price for all assets on line 6a 33,094,322.				
7 Capital gain net income (from Part IV, line 2)		1,596,645.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances 2,234.				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	20,059.	4,965.		STMT 2
12 Total Add lines 1 through 11	3,170,518.	3,101,426.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	412,189.	247,314.		164,875.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	1,750.	NONE	NONE	1,750.
c Other professional fees (attach schedule) STMT 4	59,634.	59,634.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	41,385.	22,385.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	44,472.	60,652.		25.
24 Total operating and administrative expenses. Add lines 13 through 23	559,430.	389,985.	NONE	166,650.
25 Contributions, gifts, grants paid	2,999,999.			2,999,999.
26 Total expenses and disbursements Add lines 24 and 25	3,559,429.	389,985.	NONE	3,166,649.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-388,911.			
b Net investment income (if negative, enter -0-)		2,711,441.		
c Adjusted net income (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	946,341.	1,986,684.	1,986,684.
	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)	58,415,725.	55,903,767.	64,255,457.
	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)		1,098,000.	1,370,384.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	59,362,066.	58,988,451.	67,612,525.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	59,362,066.	58,988,451.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	59,362,066.	58,988,451.		
31	Total liabilities and net assets/fund balances (see instructions)	59,362,066.	58,988,451.		

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 59,362,066.
2	Enter amount from Part I, line 27a	2 -388,911.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3 32,229.
4	Add lines 1, 2, and 3	4 59,005,384.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5 16,933.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 58,988,451.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr.)
1a PUBLICLY TRADED SECURITIES				
b OTHER GAINS AND LOSSES				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 33,125,249.		31,497,553.	1,627,696.	
b -31,051.			-31,051.	
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			1,627,696.	
b			-31,051.	
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	1,596,645.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			{ If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 }	3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	2,942,948.	61,893,049.	0.047549
2011	2,692,434.	59,820,878.	0.045008
2010	2,377,187.	60,838,901.	0.039073
2009	2,125,417.	55,966,785.	0.037976
2008	2,310,010.	51,791,172.	0.044602
2 Total of line 1, column (d)			2 0.214208
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.042842
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 65,279,329.
5 Multiply line 4 by line 3			5 2,796,697.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 27,114.
7 Add lines 5 and 6			7 2,823,811.
8 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.			8 3,166,649.

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 sub-rows 6a-6d for credits and payments. Total tax due is 10,450.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Includes questions about political activities, unrelated business income, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NONE	13	X	
14	The books are in care of ► BANK OF AMERICA, N.A. Telephone no. ► (206) 358-0912 Located at ► 500 5TH AVE, 33RD FL, SEATTLE, WA ZIP+4 ► 98104-3176			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <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		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <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)	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? <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?	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(a))? Yes No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, N.A. P.O. BOX 24565, SEATTLE, WA 98124	CO-TRUSTEE 1 •	323,099.	-0-	-0-
PATRICK W. SULLIVAN 10404 SW 268TH ST, VASHON, WA 98070-8424	CO-TRUSTEE 5	89,090.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 **NONE**

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	63,326,177.
b	Average of monthly cash balances	1b	2,947,253.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	66,273,430.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	66,273,430.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	994,101.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	65,279,329.
6	Minimum investment return. Enter 5% of line 5	6	3,263,966.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	3,263,966.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,114.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27,114.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,236,852.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,236,852.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,236,852.

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	3,166,649.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,166,649.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	27,114.
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,139,535.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,236,852.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			1,717,734.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>3,166,649.</u>				
a Applied to 2012, but not more than line 2a			1,717,734.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				1,448,915.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE	
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,787,937.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e 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)

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE STATEMENT 13				2,999,999.
Total ▶ 3a				2,999,999.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Schedule of Contributors

2013

▶ **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

Name of the organization	Employer identification number
CHARLES EDWARD STUART CHARITABLE FOUNDATION	91-1088288

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).

Name of organization **CHARLES EDWARD STUART CHARITABLE FOUNDATION** Employer identification number **91-1088288**

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	TUW DeETTE STUART - B ROHWER CRAT P.O. BOX 831041 DALLAS, TX 75283-1041	\$ 52,958.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	4,665.	4,665.
FOREIGN DIVIDENDS	255,564.	255,564.
NONDIVIDEND DISTRIBUTIONS	295.	
DOMESTIC DIVIDENDS	293,030.	293,030.
OTHER INTEREST	298,589.	298,589.
FOREIGN INTEREST	16,687.	16,687.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	72,317.	72,317.
NON-TAXABLE FOREIGN INCOME	745.	
FEDERALLY TAXABLE MUNICIPAL INTEREST	16,500.	16,500.
NONDISTRIBUTIVE OTHER INTEREST	-91.	-91.
MARKET DISCOUNT & OTHER INTEREST	4.	4.
US GOVERNMENT INTEREST REPORTED AS QUALI	2,511.	2,511.
NONQUALIFIED FOREIGN DIVIDENDS	60,744.	60,744.
NONQUALIFIED DOMESTIC DIVIDENDS	479,296.	479,296.
TOTAL	1,500,856.	1,499,816.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	18.	18.
EXCISE TAX REFUND	20,041.	
PARTNERSHIP INCOME		4,947.
TOTALS	20,059.	4,965.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	59,634.	59,634.
TOTALS	59,634.	59,634.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	10,124.	10,124.
EXCISE TAX ESTIMATES	19,000.	
FOREIGN TAXES ON QUALIFIED FOR	5,696.	5,696.
FOREIGN TAXES ON NONQUALIFIED	6,565.	6,565.
	-----	-----
TOTALS	41,385.	22,385.
	=====	=====

CHARLES EDWARD STUART CHARITABLE FOUNDATION

91-1088288

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----
OTHER INVESTMENT FEE	3,331.	3,331.	
STATE FILING FEE	25.		25.
DIVIDEND INVESTMENT EXPENSE	41,061.	41,061.	
ADR FEES	55.	55.	
PARTNERSHIP EXPENSES		16,205.	
TOTALS	44,472.	60,652.	25.
	=====	=====	=====

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

DESCRIPTION	AMOUNT
PARTNERSHIP BASIS ADJUSTMENT 2012 PURCHASED ACCRUED INTEREST	31,051. 1,178.
TOTAL	32,229.

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

DESCRIPTION	AMOUNT
-----	-----
COST BASIS ADJUSTMENT	847.
ROC ADJUSTMENT - 2013	901.
Y/E SALES ADJUSTMENT - 2012	9,032.
TIMING ADJUSTMENT	1,302.
NET ROUNDING ADJ	10.
COST BASIS ADJ - CYRUSONE REIT	124.
2013 PURCHASED ACCRUED INTEREST	4,717.
TOTAL	----- 16,933. =====

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

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

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-31,051.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

-31,051.00
=====

RECIPIENT NAME:
MUSEUM OF HISTORY AND
INDUSTRY
ADDRESS:
P O BOX 80816
SEATTLE, WA 98108-0816
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
AMERICAN HEART ASSOCIATION
ADDRESS:
7272 GREENVILLE AVE
DALLAS, TX 75231
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
FRED HUTCHINSON CANCER RESEARCH
ADDRESS:
PO BOX 19024
SEATTLE, WA 98109-1024
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 942,914.

RECIPIENT NAME:
RYTHER CHILD CENTER
ADDRESS:
2400 NE 95TH ST
SEATTLE, WA 98115-2499
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
SEATTLE CHILDREN'S HOME
ADDRESS:
2142 TENTH AVE W
SEATTLE, WA 98119
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
CHILDRENS HOME SOCIETY OF
WASHINGTON
ADDRESS:
PO BOX 15190
SEATTLE, WA 98115-0190
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
SEATTLE ART MUSEUM
ADDRESS:
1300 FIRST AVE
SEATTLE, WA 98101-2003
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 485,565.

RECIPIENT NAME:
SEATTLE SYMPHONY ORCHESTRA, INC.
ADDRESS:
P.O. BOX 21906
SEATTLE, WA 98111-3906
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
SEATTLE OPERA
ADDRESS:
1020 JOHN ST
SEATTLE, WA 98109
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
HISTORICAL SOCIETY OF SEATTLE
AND KING COUNTY
ADDRESS:
2700 24TH AVE E
SEATTLE, WA 98112-2031
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
UNIVERSITY OF WASHINGTON -
ADDRESS:
P.O. BOX 354998
SEATTLE, WA 98195-0001
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
P.O. BOX 9219
SEATTLE, WA 98109-0200
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 157,152.

TOTAL GRANTS PAID: 2,999,999.
=====

FEDERAL FOOTNOTES

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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.

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
06/30/2014



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1986684 430	1,986,684 43	1,986,684 43
000375204	ABB LTD	2537 000	56,778 81	58,401.74
00206R102	AT&T INC	1216.000	28,889.21	42,997 76
00206RAW2	AT&T INC	175000 000	180,516.81	181,884.50
002824100	ABBOTT LABS	2586.000	87,364 39	105,767 40
00287Y109	ABBVIE INC	1928 000	57,068 47	108,816 32
003881307	ACACIA RESH CORP	605.000	13,729 83	10,738.75
00404A109	ACADIA HEALTHCARE CO INC	874 000	31,812 21	39,767 00
004225108	ACADIA PHARMACEUTICALS INC	1338 000	26,607 44	30,225 42
00687A107	ADIDAS AG	810 000	35,207 01	41,016 78
00846U101	AGILENT TECHNOLOGIES INC	925 000	41,768.54	53,132 00
00928QAK7	AIRCASTLE LTD	15000.000	15,953.25	16,425.00
009363102	AIRGAS INC	364 000	37,884 98	39,643 24
015351109	ALEXION PHARMACEUTICALS INC	733 000	77,663 55	114,531 25
018490102	ALLERGAN INC	374 000	34,021.55	63,288.28
018805101	ALLIANZ SE	3055 000	45,511.61	50,905.46
020002AR2	ALLSTATE CORP	150000 000	151,401 33	150,880.50
021332AC5	ALTA MESA HLDGS LP / ALTA MESA	15000 000	15,927 15	15,750 00
02209S103	ALTRIA GROUP INC	1784 000	46,785 08	74,820 96
02263T104	AMADEUS IT HLDG SA	1144 000	26,750 64	47,177.42
023135106	AMAZON COM INC	1074 000	255,675.49	348,813.72
02341R302	AMCOR LTD	1895 000	73,585.73	74,619.41
025537101	AMERICAN ELEC PWR INC	554 000	17,650 63	30,896.58
025816109	AMERICAN EXPRESS CO	776.000	31,310 06	73,619 12
03070QAN1	AMERISTAR CASINOS INC CO GTD SR	12000.000	12,937 60	12,930 00
03077JAA8	AMERIGAS FIN CORP / AMERIGAS FIN	15000 000	16,085 04	16,275.00
031100100	AMETEK INC NEW	515 000	26,798 63	26,924 20
031162100	AMGEN INC	845 000	56,164.13	100,022 65
031652BE9	AMKOR TECHNOLOGY INC	15000 000	15,114.53	15,975.00
032095101	AMPHENOL CORP NEW	413 000	32,667.87	39,788.42
032657207	ANALOGIC CORP	378 000	31,988 75	29,574 72
035242AE6	ANHEUSER-BUSCH INBEV FIN INC	150000 000	151,174.50	150,913.50
037833100	APPLE INC	1246 000	102,644 68	115,790.78
038336103	APTARGROUP INC	531 000	28,641 66	35,582.31

CHARLES EDWARD STUART CHARITABLE
91-1088288
Balance Sheet
06/30/2014



Cusip	Asset	Units	Basis	Market Value
03834A103	APPROACH RES INC	654 000	17,733 53	14,865.42
03938LAX2	ARCELORMITTAL SA LUXEMBOURG	19000 000	19,351 38	21,280.00
042068106	ARM HLDGS PLC	4845 000	189,089.48	219,187 80
043436104	ASBURY AUTOMOTIVE GROUP INC	179 000	8,871.13	12,304 46
04685W103	ATHENAHEALTH INC	805.000	85,586 18	100,729 65
04963C209	ATRICURE INC	927 000	18,864 05	17,038 26
053015103	AUTOMATIC DATA PROCESSING INC	679 000	25,918.98	53,831 12
05463D100	AXIALL CORP	410 000	17,883 57	19,380 70
05531FAK9	BB&T CORP	150000 000	149,388.00	153,522 00
055622104	BP P L C	555 000	26,871.17	29,276.25
05565QCE6	BP CAP MKTS PLC	150000.000	146,589 00	148,603 50
056752108	BAIDU INC	1077 000	133,234.76	201,194 37
059460303	BANCO BRADESCO S A	4829 000	76,798 83	70,117 08
05969A105	BANCORP INC	4467 000	70,810 70	53,201 97
06366QW86	BANK MONTREAL	180000 000	188,997 84	187,250 40
063904106	BANK OF THE OZARKS INC	452 000	11,609 02	15,119 40
064159BZ8	BANK NOVA SCOTIA B C	150000 000	147,801 00	148,951 50
067383109	BARD C R INC	240.000	27,570.43	34,322 40
067806109	BARNES GROUP INC	1099 000	29,134 95	42,355.46
06846N104	BARRETT BILL CORP	873.000	19,830 34	23,378 94
073685109	BEACON ROOFING SUPPLY INC	437 000	16,510 92	14,473 44
077454106	BELDEN INC	236 000	13,874.74	18,445.76
084664BZ3	BERKSHIRE HATHAWAY FIN CORP	150000 000	149,721.00	154,485 00
08579W103	BERRY PLASTICS GROUP INC	777 000	17,276 70	20,046.60
09061G101	BIOMARIN PHARMACEUTICAL INC	1579 000	100,857.99	98,229.59
09062X103	BIOGEN IDEC INC	417 000	59,494.66	131,484 27
09247X101	BLACKROCK INC	229 000	47,695.35	73,188.40
094235108	BLOOMIN BRANDS INC	611 000	14,709 95	13,704.73
097023105	BOEING CO	663 000	45,703 42	84,353.49
09739D100	BOISE CASCADE CO DEL	697.000	18,924.45	19,962.08
10112RAS3	BOSTON PROPERTIES LP	75000 000	77,496 32	79,632 00
105105100	BRAMBLES LTD	2769 000	44,542.89	48,036 61
10552T107	BRF S A	1024.000	22,197.28	24,893 44
106777AB1	BREITBURN ENERGY PARTNERS L P	14000 000	14,874.85	15,400 00

CHARLES EDWARD STUART CHARITABLE
 91-1088288
 Balance Sheet
 06/30/2014



Cusip	Asset	Units	Basis	Market Value
108030107	BRIDGE CAP HLDGS	653.000	11,713.58	15,809.13
109194100	BRIGHT HORIZONS FAMILY SOLUTIONS	403.000	14,868.11	17,304.82
110122108	BRISTOL MYERS SQUIBB CO	2661.000	137,257.54	129,085.11
110448107	BRITISH AMERN TOB PLC	802.000	85,369.16	95,502.16
111013108	BRITISH SKY BROADCASTING GROUP	1483.000	79,417.58	91,690.92
120738406	BUNZL PLC	3228.000	61,634.22	89,525.35
1248EPAX1	CCO HLDGS LLC/CCO HLDGS CAP	15000.000	15,622.29	16,125.00
12504L109	CBRE GROUP INC	1668.000	38,806.19	53,442.72
12543DAL4	CHS / CMNTY HEALTH SYS INC	14000.000	14,740.45	15,330.00
12572Q105	CME GROUP INC	545.000	26,916.00	38,667.75
125896100	CMS ENERGY CORP	704.000	15,410.20	21,929.60
126132109	CNOOC LTD	127.000	23,811.90	22,769.83
12646R105	CST BRANDS INC	691.000	22,009.97	23,839.50
126650100	CVS CAREMARK CORP	2163.000	113,536.70	163,025.31
126650BT6	CVS CAREMARK CORP	80000.000	84,312.94	82,039.20
127097103	CABOT OIL & GAS CORP	3539.000	133,871.90	120,821.46
129603106	CALGON CARBON CORP	810.000	11,604.20	18,087.30
13342B105	CAMERON INTL CORP	479.000	28,280.64	32,433.09
136375102	CANADIAN NATIONAL RAILWAY	838.000	39,279.02	54,486.76
14057J101	CAPITOL FED FINL INC	1473.000	17,513.81	17,911.68
14170T101	CAREFUSION CORP	835.000	33,352.87	37,032.25
142795202	CARLSBERG AS	2900.000	61,962.98	62,471.80
147448104	CASELLA WASTE SYS INC	2222.000	10,731.22	11,132.22
14912L4S7	CATERPILLAR FINL SVCS CORP	150000.000	156,150.30	155,323.50
15089QAD6	CELANESE US HLDGS LLC	16000.000	15,454.20	16,080.00
151020104	CELGENE CORP	3140.000	149,314.31	269,663.20
15135U109	CENOVUS ENERGY INC	1021.000	32,170.37	33,049.77
151408101	CENTER BANCORP INC	558.000	7,948.87	10,730.34
15639K300	CENTRICA PLC	2406.000	53,913.66	51,440.28
156700AW6	CENTURYLINK INC	21000.000	21,316.20	22,155.00
15670R107	CEPHEID	526.000	18,530.89	25,216.44
156782104	CERNER CORP	3314.000	136,966.19	170,936.12
157210105	CEVA INC	796.000	14,510.98	11,756.92
166744201	CHEUNG KONG HLDGS LTD	3337.000	47,586.93	59,201.72

CHARLES EDWARD STUART CHARITABLE
 91-1088288
 Balance Sheet
 06/30/2014



Cusip	Asset	Units	Basis	Market Value
166764100	CHEVRON CORP	1384 000	122,410 37	180,681.20
168905107	CHILDRENS PLACE INC	321 000	17,398.04	15,931 23
169656105	CHIPOTLE MEXICAN GRILL INC	211.000	105,633 31	125,019 61
171232101	CHUBB CORP	535.000	35,725.82	49,310 95
171340102	CHURCH & DWIGHT INC	393 000	25,202 30	27,490.35
171778202	CIELO S A	2204 000	27,933.55	45,547 86
171798AC5	CIMAREX ENERGY CO	21000 000	21,393 75	21,393 75
17243V102	CINEMARK HLDGS INC	570 000	16,721.97	20,155 20
17275R102	CISCO SYS INC	2482 000	55,007.23	61,677 70
17275RAC6	CISCO SYS INC	170000.000	191,544.38	183,725.80
172967GB1	CITIGROUP INC	100000 000	102,308.25	101,642 00
184496AJ6	CLEAN HBRS INC	15000 000	15,494 41	15,468 75
191085208	COCA COLA AMATIL LTD	2492.000	34,096 30	22,251 07
19122T109	COCA-COLA ENTERPRISES INC	268.000	12,654.23	12,805 04
192422103	COGNEX CORP	404.000	14,619 49	15,513 60
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	2551 000	93,476.10	124,769.41
192479103	COHERENT INC	198 000	11,267.00	13,101.66
19765E823	CMG ULTRA SHORT TERM BOND	244703 992	2,200,000.00	2,202,335 93
19765Y852	COLUMBIA EMERGING MARKETS	346190 800	3,514,041.42	3,718,089 19
20030N101	COMCAST CORP	848 000	41,878.68	45,520 64
20030N200	COMCAST CORP	1962 000	70,602 49	104,633 46
20030NBD2	COMCAST CORP NEW	80000 000	83,725.13	81,188 80
202795HV5	COMMONWEALTH EDISON CO	100000 000	106,856.99	107,944 00
204166102	COMMVAULT SYS INC	448 000	32,422.45	22,028 16
20449X203	COMPASS GROUP PLC	6036.000	72,788 12	104,960.00
205887BQ4	CONAGRA FOODS INC	100000 000	100,753.35	100,241 00
20605PAC5	CONCHO RES INC	15000 000	16,189 67	16,537.50
20786U101	CONNECTONE BANCORP INC	1291.000	43,131 47	64,407.99
20825C104	CONOCOPHILLIPS	684 000	47,446.73	58,639 32
218681104	CORE-MARK HLDG CO INC	858 000	27,831 89	39,150.54
21925Y103	CORNERSTONE ONDEMAND INC	764 000	32,621 59	35,159.28
22160K105	COSTCO WHSL CORP NEW	802 000	78,380.64	92,358 32
224399105	CRANE CO	447 000	19,821 95	33,238 92
228189AB2	CROWN AMERS LLC/CROWN AMERS	14000 000	13,387 50	13,636 00

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
228368106	CROWN HLDGS INC	891.000	42,897.80	44,336.16
23283PAB0	CYRUSONE LP / CYRUSONE FIN CORP	14000 000	14,546.01	15,085 00
235825205	DANA HLDG CORP	1411.000	17,875.78	34,456.62
235825AB2	DANA HLDG CORP	15000 000	16,051.34	16,181.25
235851102	DANAHER CORP DEL	777.000	42,227 41	61,173 21
237266101	DARLING INGREDIENTS INC	1611 000	25,403.43	33,669 90
24422ERR2	DEERE JOHN CAP CORP	150000 000	155,785.72	151,705.50
24872B100	DENSO CORP	1658 000	31,315.13	39,566 51
251542106	DEUTSCHE BOERSE	5953 000	38,805 52	46,195.28
25157Y202	DEUTSCHE POST AG	1183 000	28,532.17	42,776.10
25179MAM5	DEVON ENERGY CORP NEW UNSECD	75000.000	75,269 75	76,295 25
252131107	DEXCOM INC COM	628 000	13,945.22	24,906.48
25243Q205	DIAGEO PLC	395.000	46,814 27	50,271.65
253393102	DICKS SPORTING GOODS INC	509 000	26,193 59	23,699.04
25459HBE4	DIRECTV HLDGS LLC / DIRECTV FING	85000 000	86,949.46	87,537.25
254687106	DISNEY WALT CO	793 000	40,521 29	67,991.82
25470F104	DISCOVERY COMMUNICATIONS INC	1808 000	154,471.54	134,298.24
25470XAE5	DISH DBS CORP	14000 000	14,669 73	15,960.00
256677105	DOLLAR GEN CORP	842 000	46,103 40	48,297.12
25746U109	DOMINION RES INC VA NEW	307 000	15,862.63	21,956.64
25746UBP3	DOMINION RES INC VA NEW UNSECD	100000 000	99,881 00	97,651 00
257867BA8	DONNELLEY R R & SONS CO	16000.000	16,116.77	16,720 00
258278100	DORMAN PRODS INC	240 000	11,724 43	11,836 80
260003108	DOVER CORP	575 000	23,458 67	52,296.25
260543CD3	DOW CHEM CO	100000 000	104,053 92	102,739.00
262037104	DRIL-QUIP INC	1161.000	123,194.75	126,827.64
263534109	DU PONT E I DE NEMOURS & CO	908 000	41,931.26	59,419 52
26441C204	DUKE ENERGY CORP	261 000	17,036 88	19,363.59
26441CAH8	DUKE ENERGY CORP NEW	100000 000	100,475.13	100,877.00
26613TAE0	DUPONT FABROS TECHNOLOGY L P	15000 000	15,495.42	15,675 00
268648102	EMC CORP	2732 000	69,449 26	71,960.88
268948106	EAGLE BANCORP INC MD	1378 000	28,686 15	46,507.50
269246BH6	E TRADE FINL CORP	15000 000	15,902 96	16,275.00
26985UAB3	EAGLE ROCK ENERGY PARTNERS L P/	15000 000	15,549.07	16,200 00

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29084Q100	EMCOR GROUP INC	806 000	21,411.71	35,891.18
291011104	EMERSON ELEC CO	459.000	22,811.16	30,459.24
292505104	ENCANA CORP	2219.000	41,003.11	52,612.49
29266S106	ENDOLOGIX INC	1346 000	21,188.97	20,472.66
29273VAC4	ENERGY TRANSFER EQUITY L P	14000.000	15,823.49	16,170.00
29355X107	ENPRO INDS INC	677 000	34,791.90	49,529.32
29362U104	ENTEGRIS INC	3254 000	31,034.95	44,726.23
29379VAS2	ENTERPRISE PRODS OPER LLC	85000 000	90,450.03	88,300.55
29444U502	EQUINIX INC	963 000	175,825.36	202,316.67
29444UAM8	EQUINIX INC	21000 000	20,676.00	21,472.50
294821608	ERICSSON	4854 000	56,583.89	58,636.32
298736109	EURONET WORLDWIDE INC	318 000	13,167.16	15,340.32
29977A105	EVERCORE PARTNERS INC	294 000	14,093.05	16,946.16
302182AF7	EXPRESS SCRIPTS INC	85000 000	89,475.79	88,554.70
30219G108	EXPRESS SCRIPTS HLDG CO	996 000	65,165.37	69,052.68
30231G102	EXXON MOBIL CORP	1920.000	148,238.09	193,305.60
30249U101	FMC TECHNOLOGIES INC	2096.000	94,894.23	128,002.72
30281V108	FTD COS INC	1185 000	37,431.05	37,671.15
30303M102	FACEBOOK INC	2145 000	59,870.05	144,337.05
307305102	FANUC CORP	2275.000	58,917.64	65,388.05
311900104	FASTENAL CO	5183.000	234,204.65	256,506.67
3128MDGE7	FEDERAL HOME LN MTG CORP	246395.690	258,580.70	255,706.98
3128PYU36	FEDERAL HOME LN MTG CORP	269414.160	282,884.88	279,595.32
3130A1NN4	FEDERAL HOME LN BK	350000 000	351,016.75	350,014.00
31331KHW3	FEDERAL FARM CR BKS	550000 000	555,054.53	553,157.00
31331VGU4	FEDERAL FARM CR BKS	500000 000	517,936.30	533,120.00
313379DD8	FEDERAL HOME LN BKS	350000 000	350,654.96	351,158.50
3137EADF3	FEDERAL HOME LN MTG CORP	600000.000	610,974.22	606,084.00
3137EADR7	FEDERAL HOME LN MTG CORP	700000 000	669,613.00	680,897.00
31398A3G5	FEDERAL NATL MTG ASSN	500000 000	500,238.40	501,290.00
31422T101	FEDERATED NATL HLDG CO	1594 000	21,170.30	40,647.00
31620M106	FIDELITY NATL INFORMATION SVCS	1413 000	68,981.91	77,347.62
316773100	FIFTH THIRD BANCORP	1592 000	28,805.82	33,989.20
317485100	FINANCIAL ENGINES INC	297.000	14,268.30	13,448.16

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319390100	FIRST BUSINESS FINL SVCS INC WIS	260.000	10,139.98	12,227.80
32006W106	FIRST DEFIANCE FINL CORP	982.000	22,030.58	28,183.40
33616C100	FIRST REP BK SAN FRANCISCO	589.000	25,520.25	32,389.11
336901103	1ST SOURCE CORP	596.000	16,499.22	18,249.52
33829M101	FIVE BELOW INC	998.000	41,038.89	39,830.18
339041105	FLEETCOR TECHNOLOGIES INC	315.000	30,214.21	41,517.00
34354P105	FLOWSERVE CORP	258.000	19,345.10	19,182.30
344419106	FOMENTO ECONOMICO MEXICANO SA	267.000	26,163.26	25,004.55
351793104	FRANCESCAS HLDGS CORP	791.000	18,164.72	11,659.34
354613101	FRANKLIN RES INC	1618.000	82,934.48	93,585.12
359694106	FULLER H B CO	297.000	11,965.81	14,285.70
36318L104	GALAXY ENTMT GROUP LTD	1009.000	57,548.96	80,715.96
368736104	GENERAC HLDGS INC	274.000	12,887.82	13,354.76
36962G6F6	GENERAL ELEC CAP CORP	175000.000	174,552.00	175,799.75
370334104	GENERAL MLS INC	2807.000	124,374.67	147,479.78
371559105	GENESEE & WYO INC	221.000	19,862.02	23,205.00
37185LAB8	GENESIS ENERGY L P / GENESIS	16000.000	16,977.79	16,960.00
373865104	GERMAN AMERN BANCORP INC	465.000	12,472.47	12,592.20
375558103	GILEAD SCIENCES INC	1420.000	46,604.55	117,732.20
38141G104	GOLDMAN SACHS GROUP INC	814.000	103,719.35	136,296.16
38143USC6	GOLDMAN SACHS GROUP INC	100000.000	105,737.06	104,228.00
38145C646	GOLDMAN SACHS STRATEGIC	173220.974	1,850,000.00	1,832,677.90
382550BD2	GOODYEAR TIRE & RUBR CO	15000.000	15,846.80	16,275.00
38259P508	GOOGLE INC	125.000	36,715.85	73,083.75
38259P706	GOOGLE INC	503.000	199,730.34	289,365.84
384109104	GRACO INC	658.000	46,022.69	51,376.64
384802104	GRAINGER W W INC	218.000	56,285.77	55,430.86
39137B109	GREAT WALL MTR CO LTD	829.000	33,138.28	30,805.64
39945C109	GROUPE CGI INC	1650.000	44,363.60	58,542.00
40049J206	GRUPO TELEVISA SA DE CV	1822.000	43,270.00	62,512.82
40171V100	GUIDEWIRE SOFTWARE INC	242.000	11,630.30	9,839.72
402629AG4	GULFMARK OFFSHORE INC	15000.000	15,424.54	15,600.00
40412CAB7	HCA HLDGS INC	15000.000	16,249.82	16,443.75
40425J101	HMS HLDGS CORP	2266.000	51,520.11	46,249.06

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405217100	HAIN CELESTIAL GROUP INC	613.000	44,856.60	54,397.62
410345102	HANESBRANDS INC	321.000	26,412.31	31,599.24
411511306	HARBOR INTERNATIONAL FUND	55491.231	3,095,032.31	4,115,229.69
421906108	HEALTHCARE SVCS GROUP INC	418.000	10,374.17	12,305.92
428040CP2	HERTZ CORP UNSECD GTD	16000.000	16,638.43	16,720.00
428236BP7	HEWLETT-PACKARD CO	75000.000	77,481.67	78,101.25
437076102	HOME DEPOT INC	1500.000	33,361.84	121,440.00
43739Q100	HOMEAWAY INC	664.000	24,793.03	23,120.48
438516106	HONEYWELL INTL INC	1925.000	114,861.85	178,928.75
440327104	HORACE MANN EDUCATORS CORP	833.000	22,976.83	26,047.91
440543106	HORNBECK OFFSHORE SVCS INC	725.000	29,207.11	34,017.00
440543AL0	HORNBECK OFFSHORE SVCS INC	15000.000	15,283.49	15,525.00
443510201	HUBBELL INC	323.000	34,801.64	39,777.45
44701QAX0	HUNTSMAN INTL LLC CO GTD	14000.000	15,616.28	15,470.00
447462102	HURON CONSULTING GROUP INC	196.000	9,931.56	13,880.72
448415208	HUTCHISON WHAMPOA LTD	2294.000	49,233.93	62,750.08
451055107	ICONIX BRAND GROUP INC	918.000	15,580.66	39,418.92
452308109	ILLINOIS TOOL WKS INC	863.000	72,327.92	75,564.28
452327109	ILLUMINA INC	1429.000	214,381.79	255,133.66
453142101	IMPERIAL TOBACCO GROUP PLC	462.000	39,396.67	41,551.36
45321L100	IMPERVA INC	654.000	28,183.22	17,121.72
455807107	INDUSTRIAL & COML BK CHINA	4057.000	54,641.15	51,300.76
45666Q102	INFORMATICA CORP	421.000	16,111.53	15,008.65
45774N108	INNOFOS HLDGS INC	386.000	18,977.88	22,222.02
45784P101	INSULET CORP	495.000	16,223.50	19,636.65
458140100	INTEL CORP	2493.000	36,972.45	77,033.70
45824TAC9	INTELSAT JACKSON HLDGS S A CO	15000.000	16,189.19	16,162.50
45866F104	INTERCONTINENTAL EXCHANGE INC	281.000	51,926.77	53,080.90
459200101	INTERNATIONAL BUSINESS MACHS	764.000	108,529.90	138,490.28
459200HA2	INTERNATIONAL BUSINESS MACHS	225000.000	237,849.14	227,729.25
459506101	INTERNATIONAL	374.000	30,363.26	39,000.72
459745GN9	INTERNATIONAL LEASE FIN CORP	20000.000	20,402.61	21,850.00
46120E602	INTUITIVE SURGICAL INC	50.000	18,950.50	20,590.00
461212102	INVENTURE FOODS INC	2699.000	22,999.08	30,417.73

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464287507	ISHARES CORE S&P MID CAP ETF	6597.000	850,240.83	943,898.76
464592AL8	ISLE CAPRI CASINOS INC	12000 000	12,639 86	12,810 00
465741106	ITRON INC	283 000	12,398.82	11,475 65
466001864	IVY ASSET STRATEGY FUND	40573.849	1,220,778 00	1,304,449.25
46625H100	J P MORGAN CHASE & CO	5505 000	244,891.70	317,198 10
46625HHX1	JPMORGAN CHASE & CO	150000 000	153,069 09	156,528 00
47760A108	JIVE SOFTWARE INC	1779 000	23,348 39	15,139 29
47803W406	JOHN HANCOCK FDS III DISCIPLINED	144131 898	1,729,908 35	2,799,041 46
478160104	JOHNSON & JOHNSON	2606 000	178,230 77	272,639.72
478366107	JOHNSON CTLS INC	1225 000	35,112.44	61,164.25
48137C108	JULIUS BAER GROUP LTD	1673.000	12,865 37	13,793 89
482480100	KLA-TENCOR CORP	618 000	35,216 66	44,891 52
485170302	KANSAS CITY SOUTHERN	385 000	38,966.18	41,391 35
485785109	KASIKORNBANK PUB CO LTD	1879.000	39,015 48	47,243 70
485865109	KATE SPADE & CO	977.000	23,538 37	37,262 78
489170100	KENNAMETAL INC	674.000	29,454.10	31,192.72
492051305	KEPPEL CORP LTD	2851 000	51,795 75	49,350.81
49271M100	KEURIG GREEN MTN INC	218 000	19,008.52	27,164 98
494368103	KIMBERLY CLARK CORP	562 000	40,918 22	62,505 64
494550BG0	KINDER MORGAN ENERGY PARTNERS	80000 000	83,744 01	83,299 20
495724403	KINGFISHER PLC	3187 000	30,354 13	39,126.80
500458401	KOMATSU LTD	2322.000	55,254 69	53,909.87
50075NBB9	KRAFT FOODS INC	80000.000	87,605 87	84,125.60
501014104	KRISPY KREME DOUGHNUTS INC	616 000	12,426.16	9,843 68
501044CQ2	KROGER CO	80000 000	84,303.02	81,084.00
501797104	L BRANDS INC	861.000	48,170.94	50,506 26
501889208	LKQ CORP	594 000	17,390 21	15,853.86
52602EAD4	LENDER PROCESSING SVCS INC	14000.000	14,984.11	15,015 00
534187BB4	LINCOLN NATL CORP IND	75000 000	83,135.02	83,320 50
535678106	LINEAR TECHNOLOGY CORP	488.000	19,831 88	22,970 16
53578A108	LINKEDIN CORP	1617.000	244,398 64	277,266.99
536022AC0	LINN ENERGY LLC / LINN ENERGY	15000.000	15,704 71	16,200.00
539830109	LOCKHEED MARTIN CORP	660 000	61,296 82	106,081 80
544147101	LORILLARD INC	1074 000	43,874 24	65,481 78

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552848103	MGIC INVT CORP WIS	2828.000	22,206.78	26,130.72
552953CA7	MGM RESORTS INTL	15000.000	15,930.94	16,687.50
55616P104	MACYS INC	912.000	40,830.81	52,914.24
559079207	MAGELLAN HEALTH INC	388.000	22,219.04	24,149.12
55973B102	MAGNUM HUNTER RES CORP DEL	2144.000	8,271.55	17,580.80
55973B110	MAGNUM HUNTER RES CORP DEL	375.000	0.00	934.39
57063L107	MARKETO INC	483.000	17,815.56	14,045.64
571748102	MARSH & MCLENNAN COS INC	980.000	34,617.36	50,783.60
576323109	MASTEC INC	1025.000	17,415.78	31,590.50
577933104	MAXIMUS INC	409.000	8,270.71	17,595.18
579780206	MCCORMICK & CO INC	289.000	18,854.97	20,689.51
580135101	MCDONALDS CORP	1170.000	86,387.52	117,865.80
581557BB0	MCKESSON CORP	65000.000	65,133.25	65,171.60
582839106	MEAD JOHNSON NUTRITION CO	1248.000	88,775.11	116,276.16
58501N101	MEDIVATION INC	396.000	22,905.37	30,523.68
58933Y105	MERCK & CO INC	2098.000	81,932.31	121,369.30
58933YAA3	MERCK & CO INC NEW	200000.000	224,932.25	215,778.00
59156R108	METLIFE INC	3368.000	139,632.05	187,126.08
59156RAN8	METLIFE INC	150000.000	164,174.35	156,634.50
591709AL4	METROPCS WIRELESS INC	15000.000	15,601.68	16,012.50
592688105	METTLER TOLEDO INTERNATIONAL	98.000	22,847.80	24,811.64
594918104	MICROSOFT CORP	2973.000	80,149.56	123,974.10
61166W101	MONSANTO CO	1198.000	116,932.68	149,438.52
620071100	MOTORCAR PTS AMER INC	780.000	16,057.50	18,993.00
625453105	MULTIMEDIA GAMES HLDG CO INC	406.000	14,663.63	12,033.84
628530107	MYLAN INC	1185.000	62,846.08	61,098.60
62886EAH1	NCR CORP NEW	22000.000	21,060.49	22,165.00
629377BS0	NRG ENERGY INC	14000.000	15,341.93	15,522.50
631103108	NASDAQ OMX GROUP	1534.000	58,951.64	59,243.08
63860UAK6	NATIONSTAR MTG LLC / NATIONSTAR	16000.000	15,457.50	16,040.00
63938C108	NAVIENT CORP	1782.000	27,912.67	31,559.22
641069406	NESTLE S A	1451.000	97,149.02	112,408.97
65339F101	NEXTERA ENERGY INC	348.000	18,770.40	35,663.04
653656108	NICE SYS LTD	630.000	24,290.60	25,710.30

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655044105	NOBLE ENERGY INC	244.000	19,078.56	18,900.24
66987V109	NOVARTIS A G	614.000	40,848.81	55,585.42
66989HAD0	NOVARTIS CAP CORP	150000.000	164,324.77	166,696.50
670100205	NOVO-NORDISK A S	1068.000	34,588.09	49,330.92
67059TAD7	NUSTAR LOGISTICS L P	12000.000	12,359.40	13,320.00
674215AE8	OASIS PETE INC NEW UNSECD	14000.000	15,325.72	15,260.00
674599105	OCCIDENTAL PETE CORP DEL	1514.000	121,230.16	155,381.82
675232102	OCEANEERING INTL INC	1326.000	76,270.49	103,600.38
679580100	OLD DOMINION FGHT LINE INC	138.000	4,431.32	8,787.84
682159108	ON ASSIGNMENT INC	642.000	19,858.20	22,835.94
68389X105	ORACLE CORP	1944.000	60,200.43	78,790.32
68389XAP0	ORACLE CORP	165000.000	158,027.10	157,858.80
693320AR4	PHH CORP	14000.000	15,258.36	15,995.00
693390841	PIMCO HIGH YIELD FD	113108.204	1,097,907.09	1,105,067.15
693475105	PNC FINL SVCS GROUP INC	684.000	33,693.07	60,910.20
693476BH5	PNC FDG CORP	150000.000	155,280.73	152,878.50
693656100	PVH CORP	398.000	52,749.15	46,406.80
69367U105	PT BK MANDIRI PERSERO TBK	6205.000	40,286.43	50,899.61
698354107	PANDORA MEDIA INC	808.000	14,946.39	23,836.00
69840W108	PANERA BREAD CO	131.000	22,041.71	19,627.73
698813102	PAPA JOHNS INTL INC	440.000	15,635.07	18,651.60
701094104	PARKER HANNIFIN CORP	256.000	11,578.54	32,186.88
709789101	PEOPLES BANCORP INC	412.000	10,682.22	10,897.40
713448BH0	PEPSICO INC	160000.000	186,324.63	180,460.80
716933106	PHARMACYCLICS INC	1042.000	128,981.39	93,477.82
717081103	PFIZER INC	9369.000	200,307.15	278,071.92
718172109	PHILIP MORRIS INTL INC	3260.000	225,732.45	274,850.60
718546104	PHILLIPS 66	478.000	30,195.07	38,445.54
719405102	PHOTRONICS INC	4238.000	31,137.81	36,446.80
71BB59993	EXCELSIOR PRIVATE MARKETS FUND	22.500	22,500.00	22,500.00
726505AK6	PLAINS EXPL & PRODTN CO	11000.000	11,757.19	12,306.25
72650RAY8	PLAINS ALL AMERN PIPELINE L P /	55000.000	60,774.42	62,165.40
736508847	PORTLAND GEN ELEC CO	715.000	18,000.70	24,789.05
739276103	POWER INTEGRATIONS INC	218.000	10,796.95	12,543.72

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73935S105	POWERSHARES DB COMMODITY	103379 000	2,701,013.03	2,747,813.82
73942H100	PRADA S P A	3079 000	46,428.60	43,580.17
740189105	PRECISION CASTPARTS CORP	1190 000	211,445.91	300,356.00
74112D101	PRESTIGE BRANDS HLDGS INC	1300.000	43,570.96	44,057.00
74144T108	PRICE T ROWE GROUP INC	619 000	35,149.48	52,249.79
741503403	PRICELINE GROUP INC	276 000	178,177.71	332,028.00
742718109	PROCTER & GAMBLE CO	902.000	57,895.15	70,888.18
742718DM8	PROCTER & GAMBLE CO	150000 000	151,036.62	152,950.50
743424103	PROOFPOINT INC	1124 000	31,899.97	42,105.04
743606105	PROSPERITY BANCSHARES INC	741 000	32,562.53	46,386.60
743674103	PROTECTIVE LIFE CORP	514.000	14,855.71	35,635.62
744320102	PRUDENTIAL FINL INC	568 000	30,126.09	50,421.36
74432QBJ3	PRUDENTIAL FINL INC	80000 000	87,727.73	83,961.60
74463M106	PUBLICIS S A NEW	3903 000	63,946.91	82,747.50
74733T105	QLIK TECHNOLOGIES INC	586 000	17,952.90	13,255.32
747525103	QUALCOMM INC	1792 000	112,152.33	141,926.40
74758T303	QUALYS INC	717 000	16,027.04	18,405.39
74762E102	QUANTA SVCS INC	669.000	18,168.37	23,134.02
749685103	RPM INTL INC	617.000	16,064.77	28,493.06
751212101	RALPH LAUREN CORP	195.000	33,256.50	31,334.55
755111507	RAYTHEON CO	827.000	43,224.48	76,290.75
756577102	RED HAT INC	2185 000	100,311.96	120,764.95
75689M101	RED ROBIN GOURMET BURGERS INC	273 000	15,681.26	19,437.60
758205207	REED ELSEVIER P L C	2013 000	89,341.40	130,220.97
75886F107	REGENERON PHARMACEUTICALS	77 000	21,093.58	21,750.19
761283100	RESTORATION HARDWARE HLDGS	449 000	28,749.32	41,779.45
761735AP4	REYNOLDS GROUP ISSUER INC/	12000.000	12,025.41	12,660.00
771195104	ROCHE HLDG LTD	4466.000	135,205.47	166,505.88
774477AJ2	ROCKWOOD SPECIALTIES GROUP INC	11000 000	11,042.49	11,412.50
777779307	ROSETTA RES INC	344.000	16,136.57	18,868.40
780153AU6	ROYAL CARIBBEAN CRUISES LTD	15000.000	14,775.00	15,750.00
780259107	ROYAL DUTCH SHELL PLC	937.000	64,879.36	81,528.37
780259206	ROYAL DUTCH SHELL PLC	681.000	43,823.83	56,093.97
783764AR4	RYLAND GROUP INC	16000.000	15,315.20	15,880.00

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78388J106	SBA COMMUNICATIONS CORP	552 000	41,056 88	56,469.60
78442P106	SLM CORP	2101 000	18,392 14	17,459.31
78467J100	SS&C TECHNOLOGIES HLDGS INC	426 000	15,583 76	18,837.72
78709Y105	SAIA INC	974.000	38,840 48	42,787.82
790849103	ST JUDE MED INC	367 000	12,298.12	25,414.75
79466L302	SALESFORCE COM INC	6369 000	265,879 37	369,911 52
80007PAL3	SANDRIDGE ENERGY INC	12000 000	12,656 41	12,900.00
803054204	SAP AG	1359 000	100,580.83	104,643 00
806407102	SCHEIN HENRY INC	287 000	29,955.13	34,053 99
806857108	SCHLUMBERGER LTD	2283 000	173,633.80	269,279 85
80687P106	SCHNEIDER ELEC SA	4008 000	62,179 57	75,454 61
808513105	SCHWAB CHARLES CORP NEW	3107.000	41,099 81	83,671.51
80874YAM2	SCIENTIFIC GAMES INTL INC	19000 000	19,208 41	18,715.00
811065101	SCRIPPS NETWORKS INTERACTIVE	371.000	26,466 21	30,102.94
816850101	SEMTECH CORP	589.000	17,041 23	15,402.35
816851109	SEMPRA ENERGY	277.000	14,935 77	29,004.67
816851AS8	SEMPRA ENERGY	100000.000	103,356 48	102,655.00
81762P102	SERVICENOW INC	2140 000	123,499.64	132,594 40
822582AS1	SHELL INTL FIN B V	160000 000	148,825 60	154,107 20
824348106	SHERWIN WILLIAMS CO	470.000	59,129.63	97,247 70
82481R106	SHIRE PLC	627 000	66,373 53	147,652 23
828807CJ4	SIMON PPTY GROUP L P	180000.000	186,595 37	185,144.40
829259AN0	SINCLAIR TELEVISION GROUP INC	17000 000	17,807.50	17,765 00
82966C103	SIRONA DENTAL SYS INC	189 000	13,300 20	15,584.94
83175M205	SMITH & NEPHEW PLC	783.000	46,406.39	69,906.24
831865209	SMITH A O	802 000	17,796 56	39,763.16
840441109	SOUTH STATE CORP	275.000	15,120 76	16,775 00
84760C107	SPECTRANETICS CORP	956.000	18,209.31	21,873 28
84762LAN5	SPECTRUM BRANDS INC UNSECD	10000 000	10,870 98	10,750.00
848577102	SPIRIT AIRLS INC	231 000	3,893 33	14,608 44
848637104	SPLUNK INC	1762 000	88,882.98	97,491.46
85205TAD2	SPIRIT AEROSYSTEMS INC CO GTD	14000 000	14,796.65	15,050.00
852060AG7	SPRINT CAP CORP	19000 000	19,563 92	20,947 50
85254C305	STAGE STORES INC	1043.000	22,055 09	19,493 67

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Cusip	Asset	Units	Basis	Market Value
855244109	STARBUCKS CORP	2226 000	117,531 64	172,247.88
857477103	STATE STR CORP	688 000	40,881 12	46,274.88
861642106	STONE ENERGY CORP	1456.000	32,260 28	68,126 24
867224107	SUNCOR ENERGY INC	2117 000	68,691 46	90,247.71
86722AAC7	SUNCOKE ENERGY INC CO GTD	6000.000	6,474 29	6,363.60
867328601	SUNESIS PHARMACEUTICALS INC	1379 000	9,418.14	8,991 08
87157B103	SYNCHRONOSS TECHNOLOGIES INC	335 000	11,696 43	11,711 60
87157D109	SYNAPTICS INC	613 000	39,707 81	55,562.32
87159A103	SYNAGEVA BIOPHARMA CORP	133.000	12,492 86	13,938.40
87160A100	SYNGENTA AG	855.000	65,015 88	63,954 00
872540109	TJX COS INC NEW	2346.000	111,451.13	124,689 90
87311L104	TW TELECOM INC	626.000	18,754.52	25,234 06
87336U105	TABLEAU SOFTWARE INC	148.000	8,503 96	10,556.84
874039100	TAIWAN SEMICONDUCTOR MFG LTD	4107.000	70,074.66	87,848 73
87612E106	TARGET CORP	1051.000	66,743.91	60,905 45
87817A107	TEAM HEALTH HOLDINGS INC	311 000	14,241 32	15,531.34
879369106	TELEFLEX INC	438 000	26,774.76	46,252.80
880208400	TEMPLETON GLOBAL BD FUND	52347 589	690,000 00	696,746.41
880349105	TENNECO INC	257.000	13,780.78	16,884 90
88160R101	TESLA MTRS INC	590.000	91,341 22	141,635 40
881624209	TEVA PHARMACEUTICAL INDS LTD	2094 000	88,061.05	109,767.48
88224Q107	TEXAS CAP BANCSHARES INC	311.000	15,424.54	16,778 45
882508104	TEXAS INSTRS INC	1085.000	35,436 79	51,852 15
883556102	THERMO FISHER SCIENTIFIC CORP	571 000	36,956 16	67,378 00
885175307	THORATEC CORP	478 000	15,716.21	16,663.08
88579Y101	3M CO	738.000	74,793.38	105,711 12
886547108	TIFFANY & CO NEW	1260.000	93,740 30	126,315.00
88706M103	TIM HORTONS INC	572 000	32,821 21	31,305.56
887317303	TIME WARNER INC	2090.000	107,931.26	146,822 50
887317AQ8	TIME WARNER INC NEW	100000 000	102,657.69	101,351 00
889478103	TOLL BROTHERS INC	556 000	20,709.50	20,516 40
89151E109	TOTAL S A	1333 000	71,376.59	96,242 60
892331307	TOYOTA MOTOR CORP	608.000	65,570 68	72,753.28
89353D107	TRANSCANADA CORP	1089 000	50,076 81	51,967.08

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Cusip	Asset	Units	Basis	Market Value
89417E109	TRAVELERS COS INC	1429.000	109,705.90	134,426.03
89469A104	TREEHOUSE FOODS INC	351.000	24,933.92	28,104.57
896215209	TRIMAS CORP	483.000	18,146.96	18,416.79
896818101	TRIUMPH GROUP INC NEW	263.000	19,910.35	18,362.66
896818AH4	TRIUMPH GROUP INC NEW UNSECD	21000.000	20,944.14	20,947.50
89969Q104	TUMI HLDGS INC	845.000	18,919.31	17,009.85
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	1759.436	2,917,969.52	2,917,495.02
902973304	US BANCORP DEL	1714.000	34,562.76	74,250.48
90333L201	U S CONCRETE INC	650.000	16,796.16	16,087.50
90384S303	ULTA SALON COSMETICS &	130.000	12,703.13	11,883.30
90385D107	ULTIMATE SOFTWARE GROUP INC	93.000	11,596.78	12,849.81
904311107	UNDER ARMOUR INC	340.000	18,085.56	20,226.60
904784709	UNILEVER N V	1155.000	42,447.70	50,542.80
909214BP2	UNISYS CORP	14000.000	14,918.00	15,190.00
910047AF6	UNITED CONTL HLDGS INC	24000.000	24,460.59	25,920.00
911271302	UNITED OVERSEAS BK LTD	1919.000	69,338.28	69,331.55
911312106	UNITED PARCEL SVC INC	1372.000	110,966.88	140,849.52
911365AZ7	UNITED RENTALS NORTH AMER INC	14000.000	15,647.61	15,715.00
912828CT5	UNITED STATES TREAS NT	350000.000	378,338.29	351,806.00
912828NF3	UNITED STATES TREAS NT	500000.000	516,224.04	509,065.00
912828NP1	UNITED STATES TREAS NT	250000.000	255,845.48	254,317.50
912828NZ9	UNITED STATES TREAS NT	350000.000	339,706.25	354,704.00
913017109	UNITED TECHNOLOGIES CORP	1104.000	84,983.38	127,456.80
918204108	V F CORP	739.000	37,706.76	46,557.00
91851C201	VAALCO ENERGY INC COM	3758.000	28,793.81	27,170.34
92343V104	VERIZON COMMUNICATIONS INC	6011.000	244,503.28	294,118.23
92343VBC7	VERIZON COMMUNICATIONS INC	105000.000	108,726.28	108,176.25
92345Y106	VERISK ANALYTICS INC	1716.000	83,452.71	102,994.32
92532F100	VERTEX PHARMACEUTICALS INC	2000.000	154,633.24	189,360.00
92826C839	VISA INC	1430.000	199,394.43	301,315.30
928563402	VMWARE INC	2244.000	178,051.18	217,241.64
92857W308	VODAFONE GROUP PLC NEW	604.000	27,897.66	20,167.56
92937A102	WPP PLC	1006.000	83,729.99	109,643.94
930427109	WAGeworks INC	227.000	7,700.34	10,943.67

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Cusip	Asset	Units	Basis	Market Value
931142CZ4	WAL-MART STORES INC	150000 000	162,819.28	157,518.00
941053100	WASTE CONNECTIONS INC	342.000	14,403.12	16,604.10
94106L109	WASTE MGMT INC DEL	565.000	17,840.38	25,272.45
94946T106	WELLCARE GROUP INC	294.000	18,262.05	21,950.04
949746101	WELLS FARGO & CO	6586 000	238,740.29	346,160.16
94974BET3	WELLS FARGO & CO	150000.000	153,215.44	151,291.50
955306105	WEST PHARMACEUTICAL SVSC INC	305.000	6,086.27	12,864.90
956553QN4	WEST VIRGINIA ST	250000 000	252,447.50	251,202.50
961214BN2	WESTPAC BKG CORP	150000 000	153,685.50	154,126.50
966387102	WHITING PETE CORP	513.000	26,755.45	41,168.25
966837106	WHOLE FOODS MKT INC	1304 000	76,453.57	50,373.52
97381WAT1	WINDSTREAM CORP UNSECD	16000.000	17,072.92	17,480.00
976657106	WISCONSIN ENERGY CORP	442 000	15,314.93	20,738.64
980745103	WOODWARD INC	323.000	13,317.40	16,208.14
983130AT2	WYNN LAS VEGAS LLC / WYNN LAS	20000.000	20,898.00	20,825.00
983793100	XPO LOGISTICS INC	1052.000	25,267.88	30,108.24
983919101	XILINX INC	1297 000	60,802.29	61,361.07
984305102	YADKIN FINL CORP	722.000	14,128.52	13,602.48
988498AG6	YUM BRANDS INC	75000 000	76,579.40	78,713.25
989817101	ZUMIEZ INC	372 000	9,074.76	10,263.48
99Z378921	EXCELSIOR PRIVATE MARKETS FUND	1367 070	1,008,000.00	1,280,384.09
99Z510804	EXCELSIOR PRIVATE MARKETS FUND	90000 000	90,000.00	90,000.00
G0083B108	ACTAVIS PLC	69.000	14,204.07	15,390.45
G1151C101	ACCENTURE PLC	2000 000	144,098.44	161,680.00
G2554F113	COVIDIEN PLC	1207 000	77,541.29	108,847.26
G27823106	DELPHI AUTOMOTIVE PLC	872.000	31,650.24	59,941.28
G29183103	EATON CORP PLC	612.000	43,570.38	47,234.16
G47791101	INGERSOLL-RAND CO LTD	199.000	12,526.83	12,439.49
G60754101	MICHAEL KORS HLDGS LTD	1561 000	67,026.23	138,382.65
G66721104	NORWEGIAN CRUISE LINE HLDGS LTD	799 000	26,519.05	25,328.30
H0023R105	ACE LTD	2535 000	199,789.19	262,879.50
H89231338	UBS AG	2800 000	53,377.49	51,296.00
M0854Q105	ALLOT COMMUNICATIONS LTD	1002 000	14,636.40	13,076.10
M51363113	MELLANOX TECHNOLOGIES LTD	469.000	17,502.33	16,349.34

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
N22717107	CORE LABORATORIES N V	87 000	13,115 91	14,534.22
N47279109	INTERXION HLDG NV	521 000	13,228 74	14,264.98
N53745100	LYONDELLBASELL INDUSTRIES NV	422 000	27,608 74	41,208 30
N7902X106	SENSATA TECH HLDG NV	1046 000	39,689.35	48,931 88
Y0486S104	AVAGO TECHNOLOGIES LTD	1103.000	38,188 26	79,493 21
		Totals:	58,988,451 72	67,612,525 82