ENVELOPE POSTMARK DATE JAN 15 2015

SCANNED FEB 03 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 10/01 , 2013, and ending 09/30, 2014

Name of foundation TR U/W JESSIE P. DOMHOFF	**A** Employer identification number 31-6019888
Number and street (or P O. box number if mail is not delivered to street address) P O BOX 630858 — Room/suite	**B** Telephone number (see instructions) 513-579-5310
City or town, state or province, country, and ZIP or foreign postal code CINCINNATI, OH 45263-0858	**C** If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 13,067,112.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________________

(Part I, column (d) must be on cash basis.)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	230,893.	230,893.		STMT 1
	4	Dividends and interest from securities	293,938.	293,718.		STMT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3,744,279.			
	b	Gross sales price for all assets on line 6a 13,065,113.				
	7	Capital gain net income (from Part IV, line 2)		3,744,279.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	20,936.			STMT 3
	12	**Total.** Add lines 1 through 11	4,290,046.	4,268,890.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule) STMT 4	2,200.	1,100.	NONE	1,100.
	b	Accounting fees (attach schedule) STMT 5	660.	330.	NONE	330.
	c	Other professional fees (attach schedule) STMT 6	15,132.	15,132.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	4,092.	4,092.		
	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 8	90,343.	90,143.		200.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	112,427.	110,797.	NONE	1,630.
	25	Contributions, gifts, grants paid	540,000.			540,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	652,427.	110,797.	NONE	541,630.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	3,637,619.			
	b	**Net investment income** (if negative, enter -0-)		4,158,093.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (2013)

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	53.	-164.	-164.
	2	Savings and temporary cash investments	223,916.	1,066,908.	1,066,908.
	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)	6,974,806.	10,705,316.	11,145,576.
	c	Investments - corporate bonds (attach schedule)	1,789,346.	842,527.	854,792.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 9			
	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)	8,988,121.	12,614,587.	13,067,112.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	8,988,121.	12,614,587.	
	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)	8,988,121.	12,614,587.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	8,988,121.	12,614,587.	

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	8,988,121.
2	Enter amount from Part I, line 27a	2	3,637,619.
3	Other increases not included in line 2 (itemize) ▶ROUNDING ON INCOME, EXPENSES AND SALES	3	24.
4	Add lines 1, 2, and 3	4	12,625,764.
5	Decreases not included in line 2 (itemize) ▶ADJUSTMENT FOR OID ENTRY ADDED	5	11,177.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,614,587.

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				
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	13,063,989.		9,319,710.	3,744,279.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,744,279.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	3,744,279.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	586,209.	12,016,715.	0.048783
2011	589,596.	11,562,763.	0.050991
2010	573,432.	11,569,051.	0.049566
2009	536,991.	11,223,065.	0.047847
2008	642,999.	10,697,865.	0.060105

2 Total of line 1, column (d)	2	0.257292
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	0.051458
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,902,252.
5 Multiply line 4 by line 3	5	663,924.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	41,581.
7 Add lines 5 and 6	7	705,505.
8 Enter qualifying distributions from Part XII, line 4	8	541,630.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. . . . Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	NONE
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	NONE
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	NONE
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	NONE
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ____________ (2) On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 10 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 ▶ ☐

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

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
FIFTH THIRD BANK 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH 45202	TRUSTEE 1	-0-	-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	
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	12,580,568.
b	Average of monthly cash balances	1b	518,165.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	13,098,733.
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	13,098,733.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	196,481.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,902,252.
6	**Minimum investment return.** Enter 5% of line 5	6	645,113.

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	645,113.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a	NONE		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b			
c	Add lines 2a and 2b		2c	NONE
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	645,113.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	645,113.
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	645,113.

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	541,630.
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	541,630.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	541,630.

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				645,113.
2	Undistributed income, if any, as of the end of 2013:				
a	Enter amount for 2012 only			NONE	
b	Total for prior years: 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013:				
a	From 2008 ...... 77,002.				
b	From 2009 ...... NONE				
c	From 2010 ...... 1,468.				
d	From 2011 ...... 11,458.				
e	From 2012 ...... NONE				
f	**Total** of lines 3a through e	89,928.			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 541,630.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				541,630.
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).)*	89,928.			89,928.
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			NONE	
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				13,555.
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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: **a** "Assets" alternative test - enter: **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BEECHWOOD HOME FOR THE INCURABLES 2140 POGUE AVENUE CINCINNATI OH 45208	NONE	PC	CONTRIBUTION TO GENERAL FUND	270,000.
MAPLE KNOLL AKA LIFE SPHERE ATTN: JAMES FORMA 11100 SPRINGFIELD PIKE SPRINGDALE OH 45246	NONE	PC	CONTRIBUTION TO GENERAL FUND	270,000.
Total . . . . . . ▶ 3a				540,000.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	230,893.
4 Dividends and interest from securities				NONE	293,938.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	3,744,279.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND					20,936.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				NONE	4,290,046.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 4,290,046.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
4	IN THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
3	IN THE GOVERNING AGREEMENT.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee

Date: 11/17/2014

Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST		230,893.	230,893.
	TOTAL	230,893.	230,893.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	898.	898.
FOREIGN DIVIDENDS	22,087.	22,087.
NONDIVIDEND DISTRIBUTIONS	2,550.	
DOMESTIC DIVIDENDS	190,612.	190,612.
FOREIGN INTEREST	3,616.	3,616.
EXEMPT INTEREST NOT SUBJECT TO AMT - STA	220.	
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	6,832.	6,832.
INTEREST EXEMPT FROM STATE TAXATION	3,057.	3,057.
OID INCOME	11,177.	11,177.
NONDISTRIBUTIVE DIVIDENDS	-2,550.	
NONQUALIFIED FOREIGN DIVIDENDS	4,339.	4,339.
NONQUALIFIED DOMESTIC DIVIDENDS	51,100.	51,100.
TOTAL	293,938.	293,718.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		20,936.
	TOTALS	20,936.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		1,100.	550.		550.
LEGAL FEES		1,100.	550.		550.
	TOTALS	2,200.	1,100.	NONE	1,100.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	660.	330.		330.
TOTALS	660.	330.	NONE	330.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	15,132.	15,132.
TOTALS	15,132.	15,132.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		4,092.	4,092.
	TOTALS	4,092.	4,092.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	47.	47.	
BANK SERVICE FEES	90,096.	90,096.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	90,343.	90,143.	200.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
OTHER- ALTERNATIVE STRATEGIES	C
OTHER REAL ESTATE	C
TOTALS	

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

NAME: FIFTH THIRD BANK

ADDRESS: 38 FOUNTAIN SQ PLAZA MD 1090HC
CINCINNATI, OH 45263

TELEPHONE NUMBER: (513)534-5409

STATEMENT 10

FIFTH THIRD
PRIVATE BANK

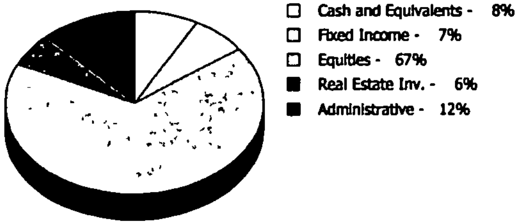
TR U/W J. DOMHOFF - CONSOLIDATED

09/01/2014 - 09/30/2014

FIFTH THIRD BANK CINCINNATI
TRUST UNDER WILL FOR
JESSIE DOMHOFF CONSOLIDATED
SUB ACCOUNT

Trust Officer: JOHN LONNEMAN (513) 579-5409
Portfolio Manager: MAURA KELLY (513) 534-0243

INVESTMENT ALLOCATION SUMMARY



Description	Last Statement Market Value	This Statement Market Value	Percent of Assets	Est. Annual Income	Estimated Yield
Cash and Equivalents	$747,106.22	$1,066,744.17	8%	$106.69	0.0%
Fixed Income	$839,506.74	$854,791.61	7%	$30,995.02	3.6%
Equities	$8,938,398.73	$8,720,391.54	67%	$143,574.65	1.6%
Alternative Strategies	$1,933,789.60	$0.00	0%	$0.00	0.0%
Real Estate Investments	$1,046,680.37	$825,184.81	6%	$19,632.58	2.4%
Administrative	$0.00	$1,600,000.00	12%	$0.00	0.0%
Total Account Value	**$13,505,481.66**	**$13,067,112.13**	**100%**	**$194,308.94**	**1.5%**

Net change in total account value (3.2) % Decrease

ACCOUNT SUMMARY

	Income Cash	Principal Cash	Investments*	Total
Beginning Balance	**$(860.27)**	**$747,966.49**	**$12,758,375.44**	**$13,505,481.66**
Income	$24,903.70	$4,446.75		$29,350.45
Contributions	$4,397.10	$65,000.00	$1,904,630.25	$1,974,027.35
Distributions	$(14,264.59)	$(65,000.00)	$(1,904,630.25)	$(1,983,894.84)
Net Security Transactions		$300,154.99	$(300,154.99)	
Change in Market Value	$(14,639.05)	$14,639.05	$(457,852.49)	$(457,852.49)
Ending Balance	**$(463.11)**	**$1,067,207.28**	**$12,000,367.96**	**$13,067,112.13**

* Investments represent the activity in your equity, bond & other security holdings

REALIZED GAIN/(LOSS) SUMMARY

	Current Period	YTD
Short-term gain/(loss)	$(32,531.79)	$(35,694.55)
Long-term gain/(loss)	$180,345.29	$3,760,345.26
Net realized gain/(loss)	**$147,813.50**	**$3,724,650.71**

INVESTMENT OBJECTIVE

Aggressive Growth

Long-term capital appreciation through aggressive long-term growth of capital, an expectation of a high degree of principal fluctuation.

ACCOUNT OVERVIEW

	Current Period	Calendar YTD
Income Earned		
Interest	$2,615.30	$228,283.03
Dividends	$26,735.15	$182,254.75
Total Income Earned	$29,350.45	$410,537.78
Contributions		
Cash	$69,397.10	$3,165,118.10
Security Deposits	$1,904,630.25	$6,132,671.84
Total Contributions	$1,974,027.35	$9,297,789.94
Distributions		
Cash	$(79,264.59)	$(3,764,354.38)
Security Withdrawals	$(1,904,630.25)	$(6,132,672.31)
Total Distributions	$(1,983,894.84)	$(9,897,026.69)
Security Transactions		
Purchases	$(2,477,955.81)	$(11,887,875.80)
Sales	$2,778,110.80	$12,843,183.73
Net Security Transactions	$300,154.99	$955,307.93
Change in Market Value	$(457,852.49)	$47,568.59

FIFTH THIRD
PRIVATE BANK

TR U/W J. DOMHOFF - CONSOLIDATED

09/01/2014 - 09/30/2014

PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
(163.8300)		CASH	$1.000	$(163.83)	0.0%	$(163.83)			
		Uninvested Cash - Total		$(163.83)	0.0%	$(163.83)			
3,372.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES (INCOME INVESTMENT) CUSIP - 99FEDPVO1	$1.000	$3,372.00	0.0%	$3,372.00		$0.34	
1,063,536.0000		FEDERATED PRIME VALUE OBLIGATIONS FUND SERVICE SHARES CUSIP - 99FEDPVO1	$1.000	$1,063,536.00	8.1%	$1,063,536.00		$106.35	
		Taxable - Total		$1,066,908.00	8.2%	$1,066,908.00		$106.69	
		Cash & Equivalents - Total		**$1,066,744.17**	**8.2%**	**$1,066,744.17**		**$106.69**	
Fixed Income									
13,000.0000		AT&T INC 07/30/10 2.500 08/15/15 CUSIP - 00206RAV4	$101.696	$13,220.48	0.1%	$13,501.32	$(280.84)	$325.00	2.5%
5,000.0000		AT&T INC 11/18/02 9.455 11/15/22 CUSIP - 00209TAB1	$143.616	$7,180.80	0.1%	$7,030.80	$150.00	$472.75	6.6%
5,000.0000		AIRGAS INC 02/14/13 1.650 02/15/18 CUSIP - 009363AN2	$98.994	$4,949.70	0.0%	$4,973.60	$(23.90)	$82.50	1.7%
10,000.0000		AMPHENOL CORP NEW 11/05/09 4.750 11/15/14 CUSIP - 032095AA9	$100.495	$10,049.50	0.1%	$10,018.55	$30.95	$475.00	4.7%
5,000.0000		APPLE INC 05/03/13 2.400 05/03/23	$94.557	$4,727.85	0.0%	$4,571.15	$156.70	$120.00	2.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		CUSIP - 037833AK6							
5,000.0000		BARD C R INC SR NT 10/30/12 1.375 01/15/18 CUSIP - 067383AD1	$98.801	$4,940.05	0.0%	$4,993.65	$(53.60)	$68.75	1.4%
10,000.0000		BAXTER INTERNATIONAL INC 08/13/12 2.400 08/15/22 CUSIP - 071813BF5	$94.354	$9,435.40	0.1%	$9,228.90	$206.50	$240.00	2.5%
20,000.0000		CNH EQUIP TR 02/21/13 0.690 06/15/18 SERIES 2013-A CL A3 CUSIP - 12591FAC0	$100.092	$20,018.40	0.2%	$20,023.63	$(5.23)	$138.00	0.7%
10,000.0000		CAROLINA POWER AND LIGHT CO 05/18/12 2.800 05/15/22 CUSIP - 144141DC9	$99.266	$9,926.60	0.1%	$9,937.25	$(10.65)	$280.00	2.8%
17,271.6100		CENTERPOINT ENER 12/16/05 5.170 08/01/19 SER 2005-2 CL A-4 CUSIP - 15200DAD9	$105.950	$18,299.27	0.1%	$19,222.32	$(923.05)	$892.94	4.9%
5,000.0000		CHEVRON CORP 03/03/09 4.950 03/03/19 SR NT CUSIP - 166751AJ6	$111.745	$5,587.25	0.0%	$5,679.80	$(92.55)	$247.50	4.4%
20,000.0000		CCCIT 2003-A7 A7 06/30/03 4.150 07/07/17 CUSIP - 17305EBU8	$102.845	$20,569.00	0.2%	$21,144.34	$(575.34)	$830.00	4.0%
5,000.0000		CONAGRA FOODS INC SR NT 09/13/12 1.350 09/10/15 CUSIP - 205887BH4	$100.518	$5,025.90	0.0%	$5,003.95	$21.95	$67.50	1.3%
5,000.0000		CONOCO INC 04/20/99 6.950 04/15/29 CUSIP - 208251AE8	$133.488	$6,674.40	0.1%	$6,347.90	$326.50	$347.50	5.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
8,297.2300		CONTL AIRLINES 12/02/10 4.750 01/12/21 PASS THRU CERT 2010-A CUSIP - 21079VAA1	$107.250	$8,898.78	0.1%	$8,408.20	$490.58	$394.12	4.4%
5,000.0000		CUMMINS INC DTD 3/1/98 7.125% DUE 3/1/28 CUSIP - 231021AJ5	$132.339	$6,616.95	0.1%	$6,754.00	$(137.05)	$356.25	5.4%
5,000.0000		DANAHER CORP 12/11/07 5.625 01/15/18 CUSIP - 235851AG7	$112.535	$5,626.75	0.0%	$5,490.40	$136.35	$281.25	5.0%
7,250.9300		DELTA AIR LINES 11/22/10 4.950 05/23/2019 SERIES 2010-2A CLASS A CUSIP - 247361ZH4	$107.500	$7,794.75	0.1%	$7,717.55	$77.20	$358.92	4.6%
5,000.0000		WALT DISNEY COMPANY 09/11/06 5.625 09/15/16 CUSIP - 25468PCE4	$109.288	$5,464.40	0.0%	$5,702.70	$(238.30)	$281.25	5.1%
10,000.0000		DOW CHEMICAL CO SR NT 11/14/12 3.000 11/15/22 CUSIP - 260543CH4	$96.438	$9,643.80	0.1%	$9,536.30	$107.50	$300.00	3.1%
5,000.0000		DU PONT EI DE NEMOURS CO NOTE 09/23/10 1.950 01/15/16 CUSIP - 263534CD9	$101.726	$5,086.30	0.0%	$5,115.75	$(29.45)	$97.50	1.9%
15,247.2700		FG G08484 03/01/12 3.000 03/01/42 CUSIP - 3128MJRE2	$98.870	$15,074.98	0.1%	$15,082.88	$(7.90)	$457.42	3.0%
5,000.0000		FANNIE MAE 01/07/13 0.875 02/08/18 CUSIP - 3135G0TG8	$98.404	$4,920.20	0.0%	$4,917.60	$2.60	$43.75	0.9%
13,968.6790		FN 190396	$108.126	$15,103.77	0.1%	$15,071.99	$31.78	$628.59	4.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		05/01/09 4.500 06/01/39 CUSIP - 31368HNM1							
5,000.0000		FEDERAL HOME LN MTG CORP 03/27/09 3.750 03/27/19 CUSIP - 3137EACA5	$108.284	$5,414.20	0.0%	$5,428.25	$(14.05)	$187.50	3.5%
10,103.9800		FN AJ7689 12/01/11 4.000 12/01/41 CUSIP - 3138E0RK7	$105.528	$10,662.53	0.1%	$10,582.74	$79.79	$404.16	3.8%
20,736.4000		FN AP4258 08/01/12 3.000 08/01/42 CUSIP - 3138M7WU5	$98.838	$20,495.44	0.2%	$21,352.01	$(856.57)	$622.09	3.0%
9,270.6350		FN 725027 12/01/03 5.000 11/01/33 CUSIP - 31402CPL0	$110.629	$10,256.01	0.1%	$9,589.31	$666.70	$463.53	4.5%
7,510.7300		FN 735141 12/01/04 5.500 01/01/35 CUSIP - 31402QWA5	$112.093	$8,419.00	0.1%	$7,914.45	$504.55	$413.09	4.9%
8,742.9700		FN 745275 01/01/06 5.000 02/01/36 CUSIP - 31403C6L0	$110.567	$9,666.84	0.1%	$9,188.31	$478.53	$437.15	4.5%
3,776.6370		FN 888367 04/01/07 7.000 03/01/37 CUSIP - 31410F6C4	$116.137	$4,386.07	0.0%	$4,227.47	$158.60	$264.36	6.0%
9,383.0810		FN AB2078 12/01/10 4.000 01/01/41 CUSIP - 31416XJY7	$105.794	$9,926.74	0.1%	$9,910.88	$15.86	$375.32	3.8%
23,044.4300		FN AB7728 12/01/12 2.500 01/01/43 CUSIP - 31417ESS1	$94.811	$21,848.65	0.2%	$22,111.78	$(263.13)	$576.11	2.6%
15,825.9810		FN AB9085	$102.483	$16,218.94	0.1%	$16,246.37	$(27.43)	$395.65	2.4%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		03/01/13 2.500 04/01/23 CUSIP - 31417GCX2							
23,225.9300		FN AC2953 09/01/09 4.500 09/01/39 CUSIP - 31417MH71	$108.070	$25,100.26	0.2%	$25,069.49	$30.77	$1,045.17	4.2%
14,190.2900		FN MA1044 03/01/12 3.000 03/01/42 CUSIP - 31418AES3	$98.872	$14,030.22	0.1%	$14,487.43	$(457.21)	$425.71	3.0%
21,281.6790		FN MA1660 10/01/13 3.000 10/01/23 CUSIP - 31418AZ27	$103.922	$22,116.35	0.2%	$22,226.05	$(109.70)	$638.45	2.9%
14,323.7380		FN MA1931 05/01/14 2.500 05/01/24 CUSIP - 31418BED4	$102.120	$14,627.40	0.1%	$14,713.16	$(85.76)	$358.09	2.4%
6,790.0200		FN AD-8522 08/01/10 4.000 08/01/40 CUSIP - 31418WPG9	$105.528	$7,165.37	0.1%	$6,765.13	$400.24	$271.60	3.8%
25,332.8700		FN AE5875 10/01/10 3.500 10/01/40 CUSIP - 31419GQ56	$102.353	$25,928.95	0.2%	$25,633.60	$295.35	$886.65	3.4%
9,644.8390		FN AE8748 12/01/10 4.000 12/01/40 CUSIP - 31419KWJ0	$105.959	$10,219.57	0.1%	$10,170.78	$48.79	$385.79	3.8%
5,000.0000		FEDEX CORP 01/16/09 8.000 01/15/19 CUSIP - 31428XAR7	$123.240	$6,162.00	0.0%	$6,124.55	$37.45	$400.00	6.5%
5,000.0000		FLORIDA PWR & LT CO 10/10/07 5.550 11/01/17 CUSIP - 341081EZ6	$112.263	$5,613.15	0.0%	$6,120.20	$(507.05)	$277.50	4.9%
5,000.0000		GENERAL ELECTRIC CO	$110.945	$5,547.25	0.0%	$5,654.40	$(107.15)	$262.50	4.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		12/06/07 5.250 12/06/17 CUSIP - 369604BC6							
5,000.0000		HESS CORP 02/03/09 8.125 02/15/19 CUSIP - 42809HAB3	$123.273	$6,163.65	0.0%	$6,100.30	$63.35	$406.25	6.6%
10,000.0000		HEWLETT PACKARD CO 09/19/11 6.000 09/15/41 CUSIP - 428236BR3	$113.997	$11,399.70	0.1%	$9,578.70	$1,821.00	$600.00	5.3%
5,000.0000		ILLINOIS TOOL WKS INC 03/26/09 6.250 04/01/19 CUSIP - 452308AJ8	$116.776	$5,838.80	0.0%	$5,960.30	$(121.50)	$312.50	5.4%
14,900.1680		JOHN DEERE OWNER TR 2012-B 09/05/12 0.530 07/15/16 SER 2012-B CL A3 CUSIP - 47787RAC4	$100.028	$14,904.34	0.1%	$14,899.78	$4.56	$78.97	0.5%
5,000.0000		KELLOGG CO 03/29/01 7.450 04/01/31 CUSIP - 487836AT5	$131.193	$6,559.65	0.1%	$6,294.70	$264.95	$372.50	5.7%
5,000.0000		KRAFT FOODS GROUP INC SR NT 12/06/12 3.500 06/06/22 CUSIP - 50076QAZ9	$101.223	$5,061.15	0.0%	$4,997.70	$63.45	$175.00	3.5%
5,000.0000		KROGER CO 07/25/13 3.850 08/01/23 CUSIP - 501044CS8	$101.921	$5,096.05	0.0%	$4,884.55	$211.50	$192.50	3.8%
5,000.0000		MARATHON OIL CORP DTD 3/4/02 6.80% DUE 3/15/32 CUSIP - 565849AB2	$125.169	$6,258.45	0.0%	$6,156.45	$102.00	$340.00	5.4%
5,000.0000		NBCUNIVERSAL MEDIA LLC SR NT 04/01/11 5.950 04/01/41 CUSIP - 63946BAG5	$122.060	$6,103.00	0.0%	$5,469.00	$634.00	$297.50	4.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
5,000.0000		NORFOLK SOUTHERN CORP 7.25% DUE 2/15/2031 CUSIP - 655844AQ1	$135.772	$6,788.60	0.1%	$6,233.70	$554.90	$362.50	5.3%
5,000.0000		PORTLAND GEN ELEC CO 04/16/09 6.100 04/15/19 CUSIP - 736508BQ4	$116.036	$5,801.80	0.0%	$5,620.10	$181.70	$305.00	5.3%
5,000.0000		PRECISION CASTPARTS CORP 12/20/12 1.250 01/15/18 CUSIP - 740189AK1	$98.705	$4,935.25	0.0%	$5,022.15	$(86.90)	$62.50	1.3%
5,000.0000		PROCTER & GAMBLE CO DEB 08.000% 09/01/2024 CUSIP - 742718BG3	$139.578	$6,978.90	0.1%	$6,975.85	$3.05	$400.00	5.7%
5,000.0000		REPUBLIC SVCS INC 05/09/11 4.750 05/15/23 CUSIP - 760759AM2	$109.750	$5,487.50	0.0%	$5,531.20	$(43.70)	$237.50	4.3%
5,000.0000		REPUBLIC SVCS 05/21/12 3.550 06/01/22 CUSIP - 760759AP5	$101.624	$5,081.20	0.0%	$4,927.75	$153.45	$177.50	3.5%
5,000.0000		UNION PACIFIC CORP 2/1/1999 6.625 2/1/2029 CUSIP - 907818CF3	$130.625	$6,531.25	0.0%	$6,523.40	$7.85	$331.25	5.1%
15,000.0000		UNION PACIFIC RR 05/06/14 3.227 05/14/26 SER 2014-1 CL CERT CUSIP - 907825AA1	$99.625	$14,943.75	0.1%	$15,050.15	$(106.40)	$484.05	3.2%
5,000.0000		U S TREASURY BOND 08/15/09 4.500 08/15/39 CUSIP - 912810QC5	$124.109	$6,205.45	0.0%	$6,225.98	$(20.53)	$225.00	3.6%
5,000.0000		US TREASURY N/B	$122.016	$6,100.80	0.0%	$4,757.63	$1,343.17	$218.75	3.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
		11/16/09 4.375 11/15/39 CUSIP - 912810QD3							
15,000.0000		US TREASURY BD 05/16/11 4.375 05/15/41 CUSIP - 912810QQ4	$122.656	$18,398.40	0.1%	$16,396.53	$2,001.87	$656.25	3.6%
25,000.0000		UNITED STATES TREAS BDS 11/15/12 2.750 11/15/42 CUSIP - 912810QY7	$91.484	$22,871.00	0.2%	$21,999.50	$871.50	$687.50	3.0%
10,000.0000		US TREASURY N/B 05/15/07 4.500 05/15/17 CUSIP - 912828GS3	$109.219	$10,921.90	0.1%	$10,941.02	$(19.12)	$450.00	4.1%
15,000.0000		US TREASURY N/B 12/31/12 0.750 12/31/17 CUSIP - 912828UE8	$98.406	$14,760.90	0.1%	$14,727.59	$33.31	$112.50	0.8%
5,000.0000		VIRGINIA ELECTRIC POWER 09/11/07 5.950 09/15/17 CUSIP - 927804FC3	$113.029	$5,651.45	0.0%	$5,752.65	$(101.20)	$297.50	5.3%
10,000.0000		WASTE MGMT INC DEL 09/12/12 2.900 09/15/22 CUSIP - 94106LAY5	$97.992	$9,799.20	0.1%	$9,567.10	$232.10	$290.00	3.0%
		Domestic Fixed Income - Total		$697,282.36	5.3%	$689,584.67	$7,697.69	$24,949.93	3.6%
5,000.0000		APACHE FIN CDA CORP 12/13/99 7.750 12/15/29 CUSIP - 03746AAA8	$141.574	$7,078.70	0.1%	$6,876.85	$201.85	$387.50	5.5%
5,000.0000		CANADIAN PAC RY CO 05/15/09 7.250 05/15/19 CUSIP - 13645RAJ3	$121.033	$6,051.65	0.0%	$5,798.00	$253.65	$362.50	6.0%
10,000.0000		CARNIVAL CORP SR NT 10/15/13 3.950 10/15/20 CUSIP - 143658BA9	$104.691	$10,469.10	0.1%	$10,562.90	$(93.80)	$395.00	3.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
18,000.0000		MICRON SEMICONDUCTOR 12/20/13 1.258 01/15/19 CUSIP - 59511VAA7	$99.872	$17,976.96	0.1%	$18,000.00	$(23.04)	$226.44	1.3%
15,000.0000		ROGERS WIRELESS 11/30/2004 7.500 3/15/2015 CUSIP - 77531QAM0	$103.142	$15,471.30	0.1%	$15,889.50	$(418.20)	$1,125.00	7.3%
5,000.0000		ROYAL BANK OF CANADA BD 09/19/12 1.200 09/19/17 CUSIP - 78011DAC8	$99.468	$4,973.40	0.0%	$4,966.70	$6.70	$60.00	1.2%
		International Fixed Income - Total		$62,021.11	0.5%	$62,093.95	$(72.84)	$2,556.44	4.1%
5,000.0000		FORD MOTOR CO 7/16/1999 7.450 7/16/2031 CUSIP - 345370CA6	$132.033	$6,601.65	0.1%	$6,521.30	$80.35	$372.50	5.6%
		High-Yield - Total		$6,601.65	0.1%	$6,521.30	$80.35	$372.50	5.6%
5,000.0000		DISTRICT COLUMBIA INCOME TAX 12/22/09 4.343 12/01/18 TAXABLE-SECD-SER E-BUILD CUSIP - 25477GCT0	$108.729	$5,436.45	0.0%	$5,000.00	$436.45	$217.15	4.0%
5,000.0000		FLORIDA ST DEPT ENVIRONMENTAL 01/28/10 5.306 07/01/18 TAXABLE-SER B-BUILD AMER CUSIP - 34160WTW4	$109.713	$5,485.65	0.0%	$5,000.00	$485.65	$265.30	4.8%
10,000.0000		IOWA ST 07/22/09 6.750 06/01/34 OPT CALL 06/01/2019 @ 100.00 CUSIP - 46257TBC2	$114.544	$11,454.40	0.1%	$11,034.27	$420.13	$675.00	5.9%
3,684.2900		LOUISIANA LOC GOVT 07/22/10 1.520 02/01/18 TAXABLE-EGSL-TRANCHE-A-1 CUSIP - 54627RAE0	$100.593	$3,706.14	0.0%	$3,683.53	$22.61	$56.00	1.5%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Fixed Income								(continued)	
10,000.0000		MICHIGAN ST 04/20/11 2.650 04/15/15 TAXABLE-SCH LN-SER A CUSIP - 5946106T9	$101.230	$10,123.00	0.1%	$9,988.70	$134.30	$265.00	2.6%
5,000.0000		MUNICIPAL ELEC AUTH GA 03/16/10 7.055 04/01/57 BUILD AMERICA BONDS-TAXABLE CUSIP - 626207YS7	$112.044	$5,602.20	0.0%	$5,000.00	$602.20	$352.75	6.3%
15,000.0000		PORT SEATTLE WASH REV 03/14/12 1.464 11/01/15 CUSIP - 735389QT8	$100.593	$15,088.95	0.1%	$15,000.00	$88.95	$219.60	1.5%
10,000.0000		UNIVERSITY TEX UNIV REVS 09/15/10 3.305 08/15/19 TAXABLE-FING SYS-SER C- CUSIP - 9151375N9	$105.802	$10,580.20	0.1%	$10,018.41	$561.79	$330.50	3.1%
15,000.0000		UTAH ST 09/30/10 3.289 07/01/20 TAXABLE-B-BUILD AMER BDS- CUSIP - 917542QT2	$105.703	$15,855.45	0.1%	$15,000.00	$855.45	$493.35	3.1%
5,000.0000		VIRGINIA COLLEGE BLDG AUTH VA 10/26/10 4.830 02/01/30 TAXABLE-SER B 21ST CENTURY CUSIP - 927781VE1	$111.081	$5,554.05	0.0%	$4,602.39	$951.66	$241.50	4.3%
		Tax-Exempt Bonds - Total		$88,886.49	0.7%	$84,327.30	$4,559.19	$3,116.15	3.5%
		Fixed Income - Total		**$854,791.61**	**6.5%**	**$842,527.22**	**$12,264.39**	**$30,995.02**	**3.6%**

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
449.0000	BG	BUNGE LTD COMMON CUSIP - G16962105	$84.230	$37,819.27	0.3%	$32,427.34	$5,391.93	$610.64	1.6%
1,527.0000	STX	SEAGATE TECHNOLOGY PLC SHS CUSIP - G7945M107	$57.270	$87,451.29	0.7%	$86,487.60	$963.69	$2,626.44	3.0%
1,373.0000	TEL	TE CONNECTIVITY LTD REG SHS CUSIP - H84989104	$55.290	$75,913.17	0.6%	$83,662.24	$(7,749.07)	$1,592.68	2.1%
2,960.0000	AAGIY	AIA GROUP LTD SPONSORED ADR CUSIP - 001317205	$20.682	$61,218.72	0.5%	$54,399.18	$6,819.54	$568.32	0.9%
1,317.0000	T	AT&T INC CUSIP - 00206R102	$35.240	$46,411.08	0.4%	$46,343.78	$67.30	$2,423.28	5.2%
1,382.0000	ABBV	ABBVIE INC CUSIP - 00287Y109	$57.760	$79,824.32	0.6%	$75,990.24	$3,834.08	$2,321.76	2.9%
388.0000	ATVI	ACTIVISION BLIZZARD INC CUSIP - 00507V109	$20.790	$8,066.52	0.1%	$8,551.52	$(485.00)	$77.60	1.0%
1,032.0000	AET	AETNA INC NEW CUSIP - 00817Y108	$81.000	$83,592.00	0.6%	$84,816.06	$(1,224.06)	$928.80	1.1%
113.0000	A	AGILENT TECHNOLOGIES INC CUSIP - 00846U101	$56.980	$6,438.74	0.0%	$6,557.39	$(118.65)	$59.66	0.9%
1,432.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$61.370	$87,881.84	0.7%	$84,257.73	$3,624.11	$1,603.84	1.8%
114.0000	ABC	AMERISOURCEBERGEN CORP CUSIP - 03073E105	$77.300	$8,812.20	0.1%	$8,261.58	$550.62	$107.16	1.2%
718.0000	AMP	AMERIPRISE FINANCIAL INC CUSIP - 03076C106	$123.380	$88,586.84	0.7%	$85,628.68	$2,958.16	$1,665.76	1.9%
590.0000	AMGN	AMGEN INC CUSIP - 031162100	$140.460	$82,871.40	0.6%	$70,611.20	$12,260.20	$1,439.60	1.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
801.0000	AAPL	APPLE INC CUSIP - 037833100	$100.750	$80,700.75	0.6%	$72,346.32	$8,354.43	$1,505.88	1.9%
575.0000	BA	BOEING CO CUSIP - 097023105	$127.380	$73,243.50	0.6%	$73,232.17	$11.33	$1,679.00	2.3%
353.0000	CBG	CBRE GROUP INC CUSIP - 12504L109	$29.740	$10,498.22	0.1%	$11,147.74	$(649.52)		
328.0000	CSX	CSX CORP CUSIP - 126408103	$32.060	$10,515.68	0.1%	$10,046.64	$469.04	$209.92	2.0%
1,010.0000	CVS	CVS HEALTH CORPORATION CUSIP - 126650100	$79.590	$80,385.90	0.6%	$75,880.80	$4,505.10	$1,111.00	1.4%
680.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$119.320	$81,137.60	0.6%	$88,376.46	$(7,238.86)	$2,910.40	3.6%
3,254.0000	CSCO	CISCO SYSTEMS INC CUSIP - 17275R102	$25.170	$81,903.18	0.6%	$81,325.92	$577.26	$2,473.04	3.0%
1,711.0000	CCE	COCA-COLA ENTERPRISES INC NEW CUSIP - 19122T109	$44.360	$75,899.96	0.6%	$81,389.02	$(5,489.06)	$1,711.00	2.3%
1,531.0000	CMCSA	COMCAST CORP CL A CUSIP - 20030N101	$53.780	$82,337.18	0.6%	$82,069.58	$267.60	$1,377.90	1.7%
1,057.0000	COP	CONOCOPHILLIPS CUSIP - 20825C104	$76.520	$80,881.64	0.6%	$89,313.39	$(8,431.75)	$3,086.44	3.8%
76.0000	CMI	CUMMINS INC CUSIP - 231021106	$131.980	$10,030.48	0.1%	$11,884.12	$(1,853.64)	$237.12	2.4%
2,032.0000	DAL	DELTA AIR LINES INC CUSIP - 247361702	$36.150	$73,456.80	0.6%	$80,237.38	$(6,780.58)	$731.52	1.0%
1,348.0000	DFS	DISCOVER FINANCIAL SERVICES CUSIP - 254709108	$64.390	$86,797.72	0.7%	$83,441.20	$3,356.52	$1,294.08	1.5%
79.0000	DOV	DOVER CORP COM	$80.330	$6,346.07	0.0%	$7,007.39	$(661.32)	$126.40	2.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									(continued)
		CUSIP - 260003108							
139.0000	EMN	EASTMAN CHEM CO COM CUSIP - 277432100	$80.890	$11,243.71	0.1%	$12,044.52	$(800.81)	$194.60	1.7%
118.0000	ESRX	EXPRESS SCRIPTS HOLDINGS CUSIP - 30219G108	$70.630	$8,334.34	0.1%	$8,121.94	$212.40		
871.0000	XOM	EXXON MOBIL CORP CUSIP - 30231G102	$94.050	$81,917.55	0.6%	$29,026.96	$52,890.59	$2,403.96	2.9%
66.0000	GD	GENERAL DYNAMICS CORP CUSIP - 369550108	$127.090	$8,387.94	0.1%	$7,712.10	$675.84	$163.68	2.0%
796.0000	GILD	GILEAD SCIENCES INC COMMON CUSIP - 375558103	$106.450	$84,734.20	0.6%	$84,423.68	$310.52		
2,331.0000	INTC	INTEL CORP CUSIP - 458140100	$34.820	$81,165.42	0.6%	$81,099.69	$65.73	$2,097.90	2.6%
51.0000	ICE	INTERCONTINENTAL EXCHANGE, INC CUSIP - 45866F104	$195.050	$9,947.55	0.1%	$9,641.55	$306.00	$132.60	1.3%
419.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$189.830	$79,538.77	0.6%	$43,580.19	$35,958.58	$1,843.60	2.3%
171.0000	INTU	INTUIT COM CUSIP - 461202103	$87.650	$14,988.15	0.1%	$13,842.45	$1,145.70	$171.00	1.1%
814.0000	JNJ	JOHNSON & JOHNSON CUSIP - 478160104	$106.590	$86,764.26	0.7%	$26,317.64	$60,446.62	$2,279.20	2.6%
755.0000	KMB	KIMBERLY CLARK CORP CUSIP - 494368103	$107.570	$81,215.35	0.6%	$83,794.61	$(2,579.26)	$2,536.80	3.1%
1,555.0000	KR	KROGER CO CUSIP - 501044101	$52.000	$80,860.00	0.6%	$81,159.05	$(299.05)	$1,150.70	1.4%
1,441.0000	M	MACYS INC	$58.180	$83,837.38	0.6%	$83,937.23	$(99.85)	$1,801.25	2.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 55616P104							
433.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	$194.670	$84,292.11	0.6%	$80,875.74	$3,416.37	$415.68	0.5%
1,503.0000	MET	METLIFE INC CUSIP - 59156R108	$53.720	$80,741.16	0.6%	$84,020.71	$(3,279.55)	$2,104.20	2.6%
78.0000	MUR	MURPHY OIL CORP COM CUSIP - 626717102	$56.910	$4,438.98	0.0%	$5,103.54	$(664.56)	$109.20	2.5%
1,957.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$38.280	$74,913.96	0.6%	$28,161.23	$46,752.73	$939.36	1.3%
938.0000	PNC	PNC FINANCIAL SERVICES GROUP CUSIP - 693475105	$85.580	$80,274.04	0.6%	$83,337.27	$(3,063.23)	$1,800.96	2.2%
246.0000	PGR	PROGRESSIVE CORP OHIO COM CUSIP - 743315103	$25.280	$6,218.88	0.0%	$6,233.64	$(14.76)	$121.28	2.0%
1,068.0000	QCOM	QUALCOMM INC COM CUSIP - 747525103	$74.770	$79,854.36	0.6%	$83,732.91	$(3,878.55)	$1,794.24	2.2%
715.0000	RTN	RAYTHEON CO CUSIP - 755111507	$101.620	$72,658.30	0.6%	$67,481.70	$5,176.60	$1,730.30	2.4%
271.0000	RSG	REPUBLIC SVCS INC CUSIP - 760759100	$39.020	$10,574.42	0.1%	$10,186.89	$387.53	$303.52	2.9%
1,344.0000	SLB	SCHLUMBERGER LTD CUSIP - 806857108	$101.690	$136,671.36	1.0%	$141,679.36	$(5,008.00)	$2,150.40	1.6%
2,051.0000	STI	SUNTRUST BKS INC COM CUSIP - 867914103	$38.030	$77,999.53	0.6%	$82,843.38	$(4,843.85)	$1,640.80	2.1%
243.0000	TJX	TJX COS INC NEW	$59.170	$14,378.31	0.1%	$12,937.32	$1,440.99	$170.10	1.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		COM CUSIP - 872540109							
681.0000	UNP	UNION PAC CORP CUSIP - 907818108	$108.420	$73,834.02	0.6%	$68,255.54	$5,578.48	$1,362.00	1.8%
691.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$105.600	$72,969.60	0.6%	$79,268.99	$(6,299.39)	$1,630.76	2.2%
1,035.0000	VZ	VERIZON COMMUNICATIONS CUSIP - 92343V104	$49.990	$51,739.65	0.4%	$51,242.85	$496.80	$2,277.00	4.4%
1,499.0000	WFC	WELLS FARGO & COMPANY CUSIP - 949746101	$51.870	$77,753.13	0.6%	$79,049.77	$(1,296.64)	$2,098.60	2.7%
2,000.0000	XEL	XCEL ENERGY INC COM CUSIP - 98389B100	$30.400	$60,800.00	0.5%	$63,314.00	$(2,514.00)	$2,400.00	3.9%
194.0000	XLNX	XILINX INC COM CUSIP - 983919101	$42.350	$8,215.90	0.1%	$9,116.06	$(900.16)	$225.04	2.7%
		Large Cap Domestic - Total		$3,370,284.40	25.8%	$3,177,235.18	$193,049.22	$72,527.97	2.2%
1,577.0000	DOX	AMDOCS LIMITED CUSIP - G02602103	$45.880	$72,352.76	0.6%	$73,773.79	$(1,421.03)	$977.74	1.4%
117.0000	HELE	HELEN OF TROY LTD-NEW COM CUSIP - G4388N106	$52.520	$6,144.84	0.0%	$8,118.29	$(1,973.45)		
430.0000	NBR	NABORS INDUSTRIES LTD COMMON CUSIP - G6359F103	$22.760	$9,786.80	0.1%	$11,701.59	$(1,914.79)	$103.20	1.1%
1,267.0000	RCL	ROYAL CARIBBEAN CRUISES LTD CUSIP - V7780T103	$67.290	$85,256.43	0.7%	$71,222.12	$14,034.31	$1,520.40	1.8%
138.0000	ACHC	ACADIA HEALTHCARE CO INC CUSIP - 00404A109	$48.500	$6,693.00	0.1%	$6,349.61	$343.39		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
312.0000	ACET	ACETO CORP CUSIP - 004446100	$19.320	$6,027.84	0.0%	$6,514.56	$(486.72)	$74.88	1.2%
179.0000	AKAM	AKAMAI TECHNOLOGIES INC COM CUSIP - 00971T101	$59.800	$10,704.20	0.1%	$10,985.23	$(281.03)		
224.0000	AKRX	AKORN INC COM CUSIP - 009728106	$36.270	$8,124.48	0.1%	$4,763.19	$3,361.29		
163.0000	ATI	ALLEGHENY TECHNOLOGIES INC CUSIP - 01741R102	$37.100	$6,047.30	0.0%	$6,943.80	$(896.50)	$117.36	1.9%
189.0000	AIMC	ALTRA INDUSTRIAL MOTION CORPORATION CUSIP - 02208R106	$29.160	$5,511.24	0.0%	$6,946.20	$(1,434.96)	$90.72	1.6%
97.0000	ARII	AMERICAN RAILCAR INDUSTRIES CUSIP - 02916P103	$73.920	$7,170.24	0.1%	$6,842.02	$328.22	$155.20	2.2%
134.0000	ANDE	ANDERSONS INC COM CUSIP - 034164103	$62.880	$8,425.92	0.1%	$8,213.69	$212.23	$58.96	0.7%
89.0000	ANSS	ANSYS INC CUSIP - 03662Q105	$75.670	$6,734.63	0.1%	$6,568.20	$166.43		
257.0000	ARRS	ARRIS GROUP INC NEW COMMON CUSIP - 04270V106	$28.355	$7,287.24	0.1%	$7,369.81	$(82.57)		
118.0000	ABG	ASBURY AUTOMOTIVE GROUP COMMON CUSIP - 043436104	$64.420	$7,601.56	0.1%	$6,854.93	$746.63		
116.0000	ATRO	ASTRONICS CORP CUSIP - 046433108	$47.680	$5,530.88	0.0%	$7,329.60	$(1,798.72)		
156.0000	ADSK	AUTODESK INC CUSIP - 052769106	$55.100	$8,595.60	0.1%	$8,703.24	$(107.64)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
108.0000	BYI	BALLY TECHNOLOGIES INC CUSIP - 05874B107	$80.700	$8,715.60	0.1%	$7,051.21	$1,664.39		
315.0000	BXS	BANCORPSOUTH INC COM CUSIP - 059692103	$20.140	$6,344.10	0.0%	$7,757.26	$(1,413.16)	$94.50	1.5%
45.0000	BCR	BARD C R INC CUSIP - 067383109	$142.710	$6,421.95	0.0%	$6,544.35	$(122.40)	$39.60	0.6%
38.0000	BIO	BIO-RAD LABS INC-CL A CUSIP - 090572207	$113.400	$4,309.20	0.0%	$4,533.02	$(223.82)		
121.0000	BCEI	BONANZA CREEK ENERGY INC CUSIP - 097793103	$56.900	$6,884.90	0.1%	$5,542.09	$1,342.81		
178.0000	BWA	BORG-WARNER AUTOMOTIVE INC CUSIP - 099724106	$52.610	$9,364.58	0.1%	$11,434.72	$(2,070.14)	$92.56	1.0%
2,072.0000	CMS	CMS ENERGY CORP CUSIP - 125896100	$29.660	$61,455.52	0.5%	$63,842.67	$(2,387.15)	$2,237.76	3.6%
1,185.0000	CSLLY	CSL LTD SPONSORED ADR CUSIP - 12637N204	$32.451	$38,454.44	0.3%	$29,870.16	$8,584.28	$606.72	1.6%
94.0000	CBT	CABOT CORP CUSIP - 127055101	$50.770	$4,772.38	0.0%	$5,526.26	$(753.88)	$82.72	1.7%
177.0000	CNSL	CONSOLIDATED COMMUNICATIONS HLDGS INC CUSIP - 209034107	$25.050	$4,433.85	0.0%	$3,595.47	$838.38	$274.35	6.2%
334.0000	CVG	CONVERGYS CORP CUSIP - 212485106	$17.820	$5,951.88	0.0%	$7,424.89	$(1,473.01)	$93.52	1.6%
89.0000	CVD	COVANCE INC CUSIP - 222816100	$78.700	$7,004.30	0.1%	$7,690.49	$(686.19)		
98.0000	CYBX	CYBERONICS INC CUSIP - 23251P102	$51.160	$5,013.68	0.0%	$6,426.12	$(1,412.44)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
552.0000	DHI	D R HORTON INC COM CUSIP - 23331A109	$20.520	$11,327.04	0.1%	$13,253.52	$(1,926.48)	$138.00	1.2%
117.0000	DRI	DARDEN RESTAURANTS INC CUSIP - 237194105	$51.460	$6,020.82	0.0%	$5,446.35	$574.47	$257.40	4.3%
209.0000	EV	EATON VANCE CORP COM NON VTG CUSIP - 278265103	$37.730	$7,885.57	0.1%	$7,913.83	$(28.26)	$183.92	2.3%
137.0000	SATS	ECHOSTAR HOLDING CORP CL A CUSIP - 278768106	$48.760	$6,680.12	0.1%	$7,060.05	$(379.93)		
263.0000	EBS	EMERGENT BIOSOLUTIONS INC CUSIP - 29089Q105	$21.310	$5,604.53	0.0%	$6,268.84	$(664.31)		
169.0000	ECPG	ENCORE CAP GROUP INC CUSIP - 292554102	$44.310	$7,488.39	0.1%	$7,985.74	$(497.35)		
84.0000	FEIC	FEI CO CUSIP - 30241L109	$75.420	$6,335.28	0.0%	$9,040.48	$(2,705.20)	$84.00	1.3%
508.0000	FSS	FEDERAL SIGNAL CORP CUSIP - 313855108	$13.240	$6,725.92	0.1%	$7,998.30	$(1,272.38)	$60.96	0.9%
350.0000	FRME	FIRST MERCHANTS CORP COM CUSIP - 320817109	$20.210	$7,073.50	0.1%	$7,959.35	$(885.85)	$112.00	1.6%
632.0000	FRM	FURMANITE CORPORATION CUSIP - 361086101	$6.760	$4,272.32	0.0%	$6,428.02	$(2,155.70)		
150.0000	GMT	GATX CORP COM CUSIP - 361448103	$58.370	$8,755.50	0.1%	$9,772.86	$(1,017.36)	$198.00	2.3%
233.0000	GPX	GP STRATEGIES CORP CUSIP - 36225V104	$28.720	$6,691.76	0.1%	$6,611.24	$80.52		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
90.0000	GPN	GLOBAL PMTS INC COMMON CUSIP - 37940X102	$69.880	$6,289.20	0.0%	$6,489.90	$(200.70)	$7.20	0.1%
292.0000	GMED	GLOBUS MEDICAL INC CL A NEW CUSIP - 379577208	$19.670	$5,743.64	0.0%	$7,778.88	$(2,035.24)		
570.0000	GPK	GRAPHIC PACKAGING HLDG CO CUSIP - 388689101	$12.430	$7,085.10	0.1%	$5,899.27	$1,185.83		
211.0000	GPRE	GREEN PLAINS INC. CUSIP - 393222104	$37.390	$7,889.29	0.1%	$6,366.04	$1,523.25	$67.52	0.9%
831.0000	HBI	HANESBRANDS INC. CUSIP - 410345102	$107.440	$89,282.64	0.7%	$80,037.10	$9,245.54	$997.20	1.1%
862.0000	HP	HELMERICH & PAYNE INC COM CUSIP - 423452101	$97.870	$84,363.94	0.6%	$95,055.91	$(10,691.97)	$2,370.50	2.8%
242.0000	HI	HILLENBRAND INC CUSIP - 431571108	$30.890	$7,475.38	0.1%	$7,817.16	$(341.78)	$191.18	2.6%
230.0000	HOMB	HOME BANCSHARES INC CUSIP - 436893200	$29.410	$6,764.30	0.1%	$8,116.43	$(1,352.13)	$92.00	1.4%
250.0000	HMN	HORACE MANN EDUCATORS CORP NEW COM CUSIP - 440327104	$28.510	$7,127.50	0.1%	$7,376.36	$(248.86)	$230.00	3.2%
157.0000	HOS	HORNBECK OFFSHORE SVCS INC NEW CUSIP - 440543106	$32.730	$5,138.61	0.0%	$6,780.07	$(1,641.46)		
191.0000	ICON	ICONIX BRAND GROUP INC CUSIP - 451055107	$36.940	$7,055.54	0.1%	$7,708.99	$(653.45)		
121.0000	TEG	INTEGRYS ENERGY GROUP INC CUSIP - 45822P105	$64.820	$7,843.22	0.1%	$8,356.26	$(513.04)	$329.12	4.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
293.0000	IGT	INTERNATIONAL GAME TECHNOLOGY COM CUSIP - 459902102	$16.870	$4,942.91	0.0%	$4,646.98	$295.93	$128.92	2.6%
81.0000	JJSF	J & J SNACK FOODS CORP COM CUSIP - 466032109	$93.560	$7,578.36	0.1%	$7,806.66	$(228.30)	$103.68	1.4%
134.0000	JOY	JOY GLOBAL INC CUSIP - 481165108	$54.540	$7,308.36	0.1%	$8,180.70	$(872.34)	$107.20	1.5%
201.0000	KS	KAPSTONE PAPER & PACKAGING CORP CUSIP - 48562P103	$27.970	$5,621.97	0.0%	$5,827.21	$(205.24)		
591.0000	KEY	KEYCORP NEW CUSIP - 493267108	$13.330	$7,878.03	0.1%	$8,474.94	$(596.91)	$153.66	2.0%
308.0000	KFRC	KFORCE INC COM CUSIP - 493732101	$19.570	$6,027.56	0.0%	$6,686.92	$(659.36)	$123.20	2.0%
133.0000	LCI	LANNET INC COM CUSIP - 516012101	$45.680	$6,075.44	0.0%	$4,704.11	$1,371.33		
106.0000	LGND	LIGAND PHARMACEUTICALS INC COM NEW CUSIP - 53220K504	$46.990	$4,980.94	0.0%	$6,914.09	$(1,933.15)		
1,531.0000	LNC	LINCOLN NATL CORP IND CUSIP - 534187109	$53.580	$82,030.98	0.6%	$78,804.86	$3,226.12	$979.84	1.2%
199.0000	MANH	MANHATTAN ASSOCIATES INC CUSIP - 562750109	$33.420	$6,650.58	0.1%	$7,170.83	$(520.25)		
373.0000	MAS	MASCO CORP CUSIP - 574599106	$23.920	$8,922.16	0.1%	$8,228.38	$693.78	$134.28	1.5%
110.0000	MD	MEDNAX INC CUSIP - 58502B106	$54.820	$6,030.20	0.0%	$6,428.40	$(398.20)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
213.0000	MEI	METHODE ELECTRS INC CUSIP - 591520200	$36.870	$7,853.31	0.1%	$6,846.53	$1,006.78	$76.68	1.0%
103.0000	MOG A	MOOG INC CL A CUSIP - 615394202	$68.400	$7,045.20	0.1%	$6,858.69	$186.51		
757.0000	MWA	MUELLER WTR PRODS INC-A CUSIP - 624758108	$8.280	$6,267.96	0.0%	$7,393.12	$(1,125.16)	$52.99	0.8%
208.0000	NFX	NEWFIELD EXPL CO CUSIP - 651290108	$37.070	$7,710.56	0.1%	$9,024.12	$(1,313.56)		
293.0000	PNM	PNM RES INC CUSIP - 69349H107	$24.910	$7,298.63	0.1%	$7,952.02	$(653.39)	$216.82	3.0%
179.0000	PTC	PTC INC COMMON CUSIP - 69370C100	$36.900	$6,605.10	0.1%	$6,383.02	$222.08		
1,157.0000	PKG	PACKAGING CORP AMER COM CUSIP - 695156109	$63.820	$73,839.74	0.6%	$80,642.32	$(6,802.58)	$1,851.20	2.5%
136.0000	PRXL	PAREXEL INTL CORP COM CUSIP - 699462107	$63.090	$8,580.24	0.1%	$7,377.47	$1,202.77		
387.0000	PRFT	PERFICIENT INC CUSIP - 71375U101	$14.990	$5,801.13	0.0%	$7,261.47	$(1,460.34)		
209.0000	PNFP	PINNACLE FINL PARTNERS INC CUSIP - 72346Q104	$36.100	$7,544.90	0.1%	$8,085.33	$(540.43)	$66.88	0.9%
162.0000	PRI	PRIMERICA INC CUSIP - 74164M108	$48.220	$7,811.64	0.1%	$7,715.35	$96.29	$77.76	1.0%
178.0000	RJF	RAYMOND JAMES FINL INC CUSIP - 754730109	$53.580	$9,537.24	0.1%	$9,006.80	$530.44	$113.92	1.2%
96.0000	RGA	REINSURANCE GROUP AMER INC	$80.130	$7,692.48	0.1%	$7,532.16	$160.32	$126.72	1.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		COM NEW CUSIP - 759351604							
253.0000	RNST	RENASANT CORP CUSIP - 75970E107	$27.050	$6,843.65	0.1%	$7,420.49	$(576.84)	$172.04	2.5%
154.0000	SAIA	SAIA INC CUSIP - 78709Y105	$49.560	$7,632.24	0.1%	$6,036.92	$1,595.32		
99.0000	SMG	SCOTTS MIRACLE-GRO COMPANY CUSIP - 810186106	$55.000	$5,445.00	0.0%	$5,624.19	$(179.19)	$178.20	3.3%
306.0000	SEE	SEALED AIR CORP COM CUSIP - 81211K100	$34.880	$10,673.28	0.1%	$10,391.76	$281.52	$159.12	1.5%
172.0000	SKX	SKECHERS U S A INC CL A CUSIP - 830566105	$53.310	$9,169.32	0.1%	$7,825.89	$1,343.43		
1,420.0000	SWKS	SKYWORKS SOLUTIONS INC CUSIP - 83088M102	$58.050	$82,431.00	0.6%	$66,407.01	$16,023.99	$624.80	0.8%
105.0000	SNA	SNAP ON INC COM CUSIP - 833034101	$121.080	$12,713.40	0.1%	$12,333.23	$380.17	$184.80	1.5%
319.0000	SONC	SONIC CORP COM CUSIP - 835451105	$22.360	$7,132.84	0.1%	$7,300.96	$(168.12)	$114.84	1.6%
119.0000	SSB	SOUTH STATE CORP CUSIP - 840441109	$55.920	$6,654.48	0.1%	$7,558.40	$(903.92)	$99.96	1.5%
151.0000	SWX	SOUTHWEST GAS CORP COM CUSIP - 844895102	$48.580	$7,335.58	0.1%	$8,115.78	$(780.20)	$220.46	3.0%
178.0000	SF	STIFEL FINL CORP CUSIP - 860630102	$46.890	$8,346.42	0.1%	$8,405.16	$(58.74)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
159.0000	SNPS	SYNOPSYS INC COM CUSIP - 871607107	$39.695	$6,311.51	0.0%	$6,191.46	$120.05		
68.0000	TDY	TELEDYNE TECHNOLOGIES INC CUSIP - 879360105	$94.010	$6,392.68	0.0%	$6,746.62	$(353.94)		
300.0000	TTEC	TELETECH HLDGS INC COM CUSIP - 879939106	$24.580	$7,374.00	0.1%	$7,451.28	$(77.28)		
219.0000	TOWR	TOWER INTL INC CUSIP - 891826109	$25.190	$5,516.61	0.0%	$6,432.47	$(915.86)		
1,545.0000	TRN	TRINITY INDS INC COM CUSIP - 896522109	$46.720	$72,182.40	0.6%	$66,496.03	$5,686.37	$618.00	0.9%
2,142.0000	TSN	TYSON FOODS INC CL A CUSIP - 902494103	$39.370	$84,330.54	0.6%	$80,912.12	$3,418.42	$642.60	0.8%
109.0000	URS	URS CORP CUSIP - 903236107	$57.610	$6,279.49	0.0%	$4,894.69	$1,384.80	$95.92	1.5%
737.0000	UHS	UNIVERSAL HEALTH SVCS CL B COM CUSIP - 913903100	$104.500	$77,016.50	0.6%	$83,439.60	$(6,423.10)	$294.80	0.4%
217.0000	WOOF	VCA INC CUSIP - 918194101	$39.330	$8,534.61	0.1%	$4,486.00	$4,048.61		
151.0000	VAL	VALSPAR CORPORATION CUSIP - 920355104	$78.990	$11,927.49	0.1%	$11,527.34	$400.15	$157.04	1.3%
149.0000	VRNT	VERINT SYS INC CUSIP - 92343X100	$55.610	$8,285.89	0.1%	$7,428.88	$857.01		
199.0000	WWWW	WEB COM GROUP INC CUSIP - 94733A104	$19.960	$3,972.04	0.0%	$6,859.70	$(2,887.66)		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
552.0000	WHR	WHIRLPOOL CORP COM CUSIP - 963320106	$145.650	$80,398.80	0.6%	$77,103.77	$3,295.03	$1,656.00	2.1%
108.0000	WLL	WHITING PETROLEUM CORP CUSIP - 966387102	$77.550	$8,375.40	0.1%	$8,528.76	$(153.36)		
151.0000	WOR	WORTHINGTON INDUSTRIES INC COM CUSIP - 981811102	$37.220	$5,620.22	0.0%	$5,985.73	$(365.51)	$108.72	1.9%
		Small & Mid Cap Domestic - Total		$1,638,571.46	12.5%	$1,627,816.25	$10,755.21	$21,580.24	1.3%
242.0000	AMBA	AMBARELLA INC SEDOL B7KH3G6 ISIN KYG037AX1015 CUSIP - G037AX101	$43.670	$10,568.14	0.1%	$7,577.26	$2,990.88		
667.0000	LYB	LYONDELLBASELL INDUSTRIES SEDOL # B3SPXZ ISIN # NL0009434992 CUSIP - N53745100	$108.660	$72,476.22	0.6%	$65,806.22	$6,670.00	$1,867.60	2.6%
2,541.0000	AIQUY	AIR LIQUIDE ADR CUSIP - 009126202	$24.398	$61,995.32	0.5%	$58,955.20	$3,040.12	$1,232.39	2.0%
3,983.0000	AZSEY	ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH CUSIP - 018805101	$16.214	$64,580.36	0.5%	$59,261.59	$5,318.77	$2,150.82	3.3%
432.0000	BUD	ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR CUSIP - 03524A108	$110.850	$47,887.20	0.4%	$42,455.48	$5,431.72	$1,002.67	2.1%
1,029.0000	ARMH	ARM HLDGS PLC SPONSORED ADR CUSIP - 042068106	$43.690	$44,957.01	0.3%	$33,380.52	$11,576.49	$282.98	0.6%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
1,239.0000	ATLKY	ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM CUSIP - 049255706	$28.717	$35,580.36	0.3%	$28,610.90	$6,969.46	$726.05	2.0%
2,174.0000	BRGYY	BG PLC ADR FINAL INSTALLMENT NEW CUSIP - 055434203	$18.481	$40,177.69	0.3%	$43,136.55	$(2,958.86)	$654.37	1.6%
3,299.0000	BBVA	BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR CUSIP - 05946K101	$12.000	$39,588.00	0.3%	$38,792.13	$795.87	$1,154.65	2.9%
1,290.0000	BAMXY	BAYERISCHE MOTOREN WERKE ADR CUSIP - 072743206	$35.801	$46,183.29	0.4%	$49,816.57	$(3,633.28)	$1,064.25	2.3%
751.0000	CNI	CANADIAN NATIONAL RAILWAY CO SEDOL 2180632 ISIN CA1363751027 CUSIP - 136375102	$70.960	$53,290.96	0.4%	$41,188.82	$12,102.14	$670.64	1.3%
612.0000	DBSDY	DBS GROUP HLDGS LTD SPONSORED ADR CUSIP - 23304Y100	$57.775	$35,358.30	0.3%	$31,194.98	$4,163.32	$1,101.60	3.1%
1,166.0000	DASTY	DASSAULT SYS S A SPONSORED ADR CUSIP - 237545108	$64.249	$74,914.33	0.6%	$59,594.50	$15,319.83	$460.57	0.6%
117.0000	XNGSY	ENN ENERGY HLDGS LTD ADR CUSIP - 26876F102	$163.552	$19,135.58	0.1%	$20,744.24	$(1,608.66)	$175.27	0.9%
2,251.0000	FANUY	FANUC CORPORATION ADR CUSIP - 307305102	$30.099	$67,752.85	0.5%	$55,915.14	$11,837.71	$492.97	0.7%
851.0000	FMS	FRESENIUS MED CARE SPONSORED ADR	$34.700	$29,529.70	0.2%	$25,477.68	$4,052.02	$313.17	1.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CHAFT CUSIP - 358029106							
2,423.0000	FUPBY	FUCHS PETROLUB SE ADR CUSIP - 35952Q106	$9.506	$23,033.04	0.2%	$27,250.35	$(4,217.31)	$390.10	1.7%
1,468.0000	HKXCY	HONG KONG EXCHANGES & CLEARING LTD ADR CUSIP - 43858F109	$21.519	$31,589.89	0.2%	$27,648.65	$3,941.24	$601.88	1.9%
993.0000	IMO	IMPERIAL OIL LTD SEDOL 2454241 ISIN CA4530384086 CUSIP - 453038408	$47.220	$46,889.46	0.4%	$47,957.45	$(1,067.99)	$461.75	1.0%
770.0000	JGCCY	JGC CORP ADR CUSIP - 466140100	$54.588	$42,032.76	0.3%	$46,616.61	$(4,583.85)	$592.13	1.4%
1,631.0000	LRLCY	L OREAL CO ADR CUSIP - 502117203	$31.758	$51,797.30	0.4%	$46,209.67	$5,587.63	$866.06	1.7%
705.0000	LVMUY	LVMH MOET HENNESSY LOU-ADR CUSIP - 502441306	$32.516	$22,923.78	0.2%	$21,191.54	$1,732.24	$440.63	1.9%
817.0000	MGA	MAGNA INTL INC SEDOL 2554475 ISIN CA5592224011 CUSIP - 559222401	$94.910	$77,541.47	0.6%	$87,709.21	$(10,167.74)	$1,241.84	1.6%
1,104.0000	MITEY	MITSUBISHI ESTATE LTD ADR CUSIP - 606783207	$22.503	$24,843.31	0.2%	$29,579.96	$(4,736.65)	$85.01	0.3%
446.0000	MONOY	MONOTARO CO LTD ADR CUSIP - 61022V107	$25.042	$11,168.73	0.1%	$11,828.00	$(659.27)	$36.13	0.3%
1,101.0000	NSRGY	NESTLE S A SPONSORED ADR REPSTG REG SH	$73.522	$80,947.72	0.6%	$71,298.06	$9,649.66	$2,231.73	2.8%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 641069406							
1,101.0000	NVO	NOVO-NORDISK A S ADR CUSIP - 670100205	$47.620	$52,429.62	0.4%	$47,710.64	$4,718.98	$667.21	1.3%
1,993.0000	RHHBY	ROCHE HLDG LTD SPONSORED ADR CUSIP - 771195104	$37.036	$73,812.75	0.6%	$60,950.44	$12,862.31	$1,823.60	2.5%
531.0000	SCHYY	SANDS CHINA LTD ADR CUSIP - 80007R105	$52.156	$27,694.84	0.2%	$40,781.18	$(13,086.34)	$1,131.03	4.1%
836.0000	SAP	SAP SE SPONSORED ADR CUSIP - 803054204	$72.160	$60,325.76	0.5%	$56,660.47	$3,665.29	$1,490.59	2.5%
2,987.0000	SBGSY	SCHNEIDER ELECTRIC SE ADR CUSIP - 80687P106	$15.361	$45,883.31	0.4%	$47,391.32	$(1,508.01)	$896.10	2.0%
920.0000	SONVY	SONOVA HLDG AG ADR CUSIP - 83569C102	$31.941	$29,385.72	0.2%	$23,565.32	$5,820.40	$228.16	0.8%
993.0000	SVNLY	SVENSKA HANDELSBANKEN AB ADR CUSIP - 86959C103	$23.549	$23,384.16	0.2%	$21,461.64	$1,922.52	$687.16	2.9%
958.0000	SWGAY	SWATCH GROUP AG ADR CUSIP - 870123106	$23.762	$22,764.00	0.2%	$23,989.10	$(1,225.10)	$236.63	1.0%
1,699.0000	SYIEY	SYMRISE AG - ADR CUSIP - 87155N109	$13.318	$22,627.28	0.2%	$23,149.15	$(521.87)	$268.44	1.2%
2,697.0000	SSMXY	SYSMEX CORP ADR CUSIP - 87184P109	$20.101	$54,212.40	0.4%	$43,214.49	$10,997.91	$280.49	0.5%
4,117.0000	UNICY	UNICHARM CORP SPONSORED ADR CUSIP - 90460M204	$13.713	$56,456.42	0.4%	$44,547.63	$11,908.79	$123.51	0.2%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	-
575.0000	UL	UNILEVER PLC SPONS ADR CUSIP - 904767704	$41.900	$24,092.50	0.2%	$21,973.18	$2,119.32	$863.08	3.6%
671.0000	WPPGY	WPP PLC NEW ADR CUSIP - 92937A102	$100.440	$67,395.24	0.5%	$54,817.26	$12,577.98	$1,977.44	2.9%
662.0000	XYIGY	XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS CUSIP - 98418R100	$12.492	$8,269.70	0.1%	$7,715.01	$554.69	$351.52	4.3%
		Developed International - Total		$1,725,476.47	13.2%	$1,597,124.11	$128,352.36	$31,322.22	1.8%
65.0000	RNR	RENAISSANCERE HOLDINGS CUSIP - G7496G103	$99.990	$6,499.35	0.0%	$6,897.15	$(397.80)	$75.40	1.2%
113.0000	BIDU	BAIDU, INC SPONSORED ADR REPSTG ORD SHS CUSIP - 056752108	$218.230	$24,659.99	0.2%	$18,359.16	$6,300.83		
1,048.0000	IBN	ICICI BK LTD ADR CUSIP - 45104G104	$49.100	$51,456.80	0.4%	$48,724.78	$2,732.02	$798.58	1.6%
4,223.0000	ITUB	ITAU UNIBANCO HOLDINGS SA CUSIP - 465562106	$13.880	$58,615.24	0.4%	$61,760.86	$(3,145.62)	$308.28	0.5%
1,890.0000	MTNOY	MTN GROUP LTD SPONSORED ADR CUSIP - 62474M108	$21.094	$39,867.66	0.3%	$37,572.44	$2,295.22	$1,597.05	4.0%
19,365.6270	ODVYX	OPPENHEIMER DVLPING MKTS-Y CUSIP - 683974505	$38.420	$744,027.39	5.7%	$785,340.90	$(41,313.51)	$3,156.60	0.4%
379.0000	SSL	SASOL LTD SPONSORED ADR CUSIP - 803866300	$54.490	$20,651.71	0.2%	$19,328.77	$1,322.94	$635.58	3.1%
4,098.0000	TSM	TAIWAN SEMICONDUCTOR ADR CUSIP - 874039100	$20.180	$82,697.64	0.6%	$76,524.63	$6,173.01	$1,639.20	2.0%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								**(continued)**	
36,766.4210	THDIX	THORNBURG DEVELOPING WORLD FUND INSTL CL I CUSIP - 885216606	$18.920	$695,620.69	5.3%	$744,031.00	$(48,410.31)	$2,536.88	0.4%
8,092.0000	TKGBY	TURKIYE GARANTI BANKASI - ADR CUSIP - 900148701	$3.508	$28,386.74	0.2%	$37,360.26	$(8,973.52)	$760.65	2.7%
5,600.0000	VWO	VANGUARD FTSE EMERGING MARKETS ETF CUSIP - 922042858	$41.710	$233,576.00	1.8%	$245,615.46	$(12,039.46)	$6,636.00	2.8%
		Emerging Markets - Total		$1,986,059.21	15.2%	$2,081,515.41	$(95,456.20)	$18,144.22	0.9%
		Equities - Total		**$8,720,391.54**	**66.7%**	**$8,483,690.95**	**$236,700.59**	**$143,574.65**	**1.6%**
Real Estate Investments									
169.0000	AMT	AMERICAN TOWER CORP CUSIP - 03027X100	$93.630	$15,823.47	0.1%	$15,096.77	$726.70	$243.36	1.5%
53.0000	BXP	BOSTON PPTYS INC CUSIP - 101121101	$115.760	$6,135.28	0.0%	$6,268.31	$(133.03)	$137.80	2.2%
312.0000	CLNY	COLONY FINL INC CUSIP - 19624R106	$22.380	$6,982.56	0.1%	$6,834.02	$148.54	$449.28	6.4%
228.0000	OHI	OMEGA HEALTHCARE INVS INC COM CUSIP - 681936100	$34.190	$7,795.32	0.1%	$7,630.77	$164.55	$465.12	6.0%
228.0000	PEB	PEBBLEBROOK HOTEL TR CUSIP - 70509V100	$37.340	$8,513.52	0.1%	$7,925.10	$588.42	$209.76	2.5%
32,325.0000	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	$23.700	$766,102.50	5.9%	$562,882.01	$203,220.49	$17,455.50	2.3%
263.0000	SBRA	SABRA HEALTH CARE REIT INC CUSIP - 78573L106	$24.320	$6,396.16	0.0%	$7,522.88	$(1,126.72)	$399.76	6.3%
100.0000	SSS	SOVRAN SELF STORAGE INC	$74.360	$7,436.00	0.1%	$7,464.96	$(28.96)	$272.00	3.7%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Real Estate Investments								**(continued)**	
		COM CUSIP - 84610H108							
		Indirect - Total		$825,184.81	6.3%	$621,624.82	$203,559.99	$19,632.58	2.4%
		Real Estate Investments - Total		**$825,184.81**	**6.3%**	**$621,624.82**	**$203,559.99**	**$19,632.58**	**2.4%**
Administrative									
1,600,000.0000		FUNDS SENT FOR LP PURCHASE CUSIP - 9941003W3	$1.000	$1,600,000.00	12.2%	$1,600,000.00			
		Other Assets - Total		$1,600,000.00	12.2%	$1,600,000.00			
		Administrative - Total		**$1,600,000.00**	**12.2%**	**$1,600,000.00**			
Total Portfolio Positions				**$13,067,112.13**	**100.0%**	**$12,614,587.16**	**$452,524.97**	**$194,308.94**	**1.5%**