



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



EXTENDED TO AUGUST 17, 2015

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

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning

, and ending

Name of foundation THE LUMPKIN FAMILY FOUNDATION C/O S.L. GRISSOM		A Employer identification number 23-7423640
Number and street (or P.O. box number if mail is not delivered to street address) 121 S. 17TH STREET	Room/suite	B Telephone number (217) 235-4410
City or town, state or province, country, and ZIP or foreign postal code MATTOON, IL 61938		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) \$ 48,229,646.	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	206,410.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,092.	5,092.		STATEMENT 1
	4 Dividends and interest from securities	1,210,025.	1,210,025.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,862,347.			
	b Gross sales price for all assets on line 6a 14,904,968.				
	7 Capital gain net income (from Part IV, line 2)		3,862,347.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	5,000.	5,000.		STATEMENT 3	
12 Total. Add lines 1 through 11	5,288,874.	5,082,464.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages	308,407.	0.		308,407.
	15 Pension plans, employee benefits	48,779.	0.		48,779.
	16a Legal fees STMT 4	2,179.	0.		2,179.
	b Accounting fees STMT 5	6,625.	0.		6,625.
	c Other professional fees STMT 6	274,332.	252,177.		22,155.
	17 Interest				
	18 Taxes STMT 7	138,402.	28,652.		0.
	19 Depreciation and depletion	229.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings	57,438.	0.		57,438.
	22 Printing and publications	557.	0.		557.
	23 Other expenses STMT 8	24,940.	27.		24,913.
	24 Total operating and administrative expenses. Add lines 13 through 23	861,888.	280,856.		471,053.
	25 Contributions, gifts, grants paid	2,182,445.			2,182,445.
26 Total expenses and disbursements. Add lines 24 and 25	3,044,333.	280,856.		2,653,498.	
27 Subtract line 26 from line 12	2,244,541.				
a Excess of revenue over expenses and disbursements		4,801,608.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

423501
11-24-14

LHA For Paperwork Reduction Act Notice, see instructions

Form 990-PF (2014)

918
9

THE LUMPKIN FAMILY FOUNDATION

Form 990-PF (2014)

C/O S.L. GRISSOM

23-7423640

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		2,612,848.	2,666,100.	2,666,100.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 11		327,834.	327,834.	322,807.
	b	Investments - corporate stock STMT 12		26,748,583.	28,491,603.	36,811,175.
	c	Investments - corporate bonds STMT 13		4,845,951.	5,526,664.	5,617,191.
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 14		3,138,566.	2,724,512.	2,809,860.
14		Land, buildings, and equipment: basis ▶ 2,742.				
		Less: accumulated depreciation STMT 10 ▶ 229.		0.	2,513.	2,513.
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		37,673,782.	39,739,226.	48,229,646.
17		Accounts payable and accrued expenses		412.		
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		412.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		16,167,046.	16,194,772.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		21,506,324.	23,544,454.	
30	Total net assets or fund balances		37,673,370.	39,739,226.		
31	Total liabilities and net assets/fund balances		37,673,782.	39,739,226.		

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	37,673,370.
2	Enter amount from Part I, line 27a	2	2,244,541.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	39,917,911.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	178,685.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	39,739,226.

Form 990-PF (2014)

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 - DETAILS			
b AVAILABLE UPON REQUEST	P		
c CLASS ACTION PROCEEDS	P		
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b 14,898,081.		11,042,621.	3,855,460.
c 6,887.			6,887.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			3,855,460.
c			6,887.
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	3,862,347.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	}	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ 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))
2013	2,326,738.	44,189,617.	.052654
2012	2,485,669.	40,043,551.	.062074
2011	1,762,519.	40,892,988.	.043101
2010	1,872,990.	37,628,106.	.049776
2009	3,320,521.	34,299,593.	.096809

2 Total of line 1, column (d)	2	.304414
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	.060883
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	47,445,736.
5 Multiply line 4 by line 3	5	2,888,639.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	48,016.
7 Add lines 5 and 6	7	2,936,655.
8 Enter qualifying distributions from Part XII, line 4	8	2,656,240.

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.

THE LUMPKIN FAMILY FOUNDATION

Form 990-PF (2014)

C/O S.L. GRISSOM

23-7423640

Page 4

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)		1	96,032.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	96,032.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	96,032.
6 Credits/Payments.			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	107,654.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	107,654.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	11,622.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☐ 11,622. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2014)

THE LUMPKIN FAMILY FOUNDATION

C/O S.L. GRISSOM

23-7423640

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► LUMPKINFOUNDATION.ORG

14 The books are in care of ► S.L. GRISSOM, ASSISTANT TREASURER Telephone no. ► 217-235-4410
 Located at ► 121 SOUTH 17TH STREET, MATTOON, IL ZIP+4 ► 61938

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐
 and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? ☐ Yes ☒ No
 See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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.) <u>N/A</u>	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. <u>►</u>		
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 2014 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 2014) <u>N/A</u>	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 2014?	4b	X

Form 990-PF (2014)

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 4945(d)(4)(A)? (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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BRUCE KARMAZIN	EXECUTIVE DIRECTOR*			
121 SOUTH 17TH ST., MATTOON IL 61938	0.00	173,825.	7,956.	5,550.
AMANDA STANDERFER	PROGRAM DIRECTOR*			
121 SOUTH 17TH ST., MATTOON IL 61938	0.00	75,000.	3,398.	550.

(*) Denotes Full-Time

Total number of other employees paid over \$50,000

0

Form 990-PF (2014)

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NEUBERGER BERMAN 190 S LASALLE ST, 23RD FLR, CHICAGO, IL 60603	INVESTMENT SERVICES	101,337.
R. W. BAIRD & COMPANY 777 E. WISCONSIN, MILWAUKEE, WI 53202	INVESTMENT SERVICES	65,694.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	45,396,295.
b	Average of monthly cash balances	1b	2,771,965.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	48,168,260.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	48,168,260.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	722,524.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	47,445,736.
6	Minimum investment return. Enter 5% of line 5	6	2,372,287.

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	2,372,287.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	96,032.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	96,032.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,276,255.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,276,255.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,276,255.

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	2,653,498.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	2,742.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,656,240.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,656,240.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,276,255.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014.				
a From 2009				
b From 2010				
c From 2011				
d From 2012	311,069.			
e From 2013	178,083.			
f Total of lines 3a through e	489,152.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 2,656,240.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				2,276,255.
e Remaining amount distributed out of corpus	379,985.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	869,137.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	869,137.			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012	311,069.			
d Excess from 2013	178,083.			
e Excess from 2014	379,985.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities					
3 Subtract line 2d from line 2e. 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).)

SEE STATEMENT 16

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:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT				2,182,445.
Total			▶ 3a	2,182,445.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

THE LUMPKIN FAMILY FOUNDATION

Form 990-PF (2014)

C/O S.L. GRISSOM

23-7423640 Page 12

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
	(a) Business code	(b) Amount	(c) Exclu- sion 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			14	5,092.	
4 Dividends and interest from securities			14	1,210,025.	
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			14	5,000.	
8 Gain or (loss) from sales of assets other than inventory			18	3,862,347.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,082,464.	0.
13 Total. Add line 12, columns (b), (d), and (e)					13 5,082,464.

(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).

N/A

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2014

Name of the organization

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

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 foundationCheck 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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2014)

Name of organization

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

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	BENJAMIN I. LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 104,958.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions)
2	ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 61938	\$ 101,452.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

Employer identification number

23-7423640

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4,200 SHARES CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.	\$ 104,958.	09/19/14
2	682 SHARES VERISIGN, INC. AND 3,000 SHARES OF CONSOLIDATED COMMUNICATIONS HOLDINGS, INC.	\$ 101,452.	01/21/14
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

THE LUMPKIN FAMILY FOUNDATION

Employer identification number

C/O S.L. GRISSOM

23-7423640

Part III

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST MID-ILLINOIS BANK & TRUST	4,777.	4,777.	
FIRST MID-ILLINOIS BANK & TRUST - CASH MANAGEMENT	56.	56.	
HARRIS TRUST & SAVINGS BANK	103.	103.	
U.S. TRUST BANK OF AMERICA	16.	16.	
U.S. TRUST BANK OF AMERICA - BRANDES	59.	59.	
U.S. TRUST BANK OF AMERICA - HARRIS	34.	34.	
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	4.	4.	
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	37.	37.	
U.S. TRUST BANK OF AMERICA - TRILLIUM	6.	6.	
TOTAL TO PART I, LINE 3	5,092.	5,092.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
COLES TOGETHER NOTE RECEIVABLE	20,000.	0.	20,000.	20,000.	
FIRST MID-IL BANCSHARES INC.	159,438.	0.	159,438.	159,438.	
U.S. TRUST BANK OF AMERICA - BRANDES	324,683.	0.	324,683.	324,683.	
U.S. TRUST BANK OF AMERICA - HARRIS	315,272.	0.	315,272.	315,272.	
U.S. TRUST BANK OF AMERICA - KLD 2500 INDEX FUND	62,989.	0.	62,989.	62,989.	
U.S. TRUST BANK OF AMERICA - NEUBERGER BERMAN	282,117.	0.	282,117.	282,117.	
U.S. TRUST BANK OF AMERICA - TRILLIUM	45,526.	0.	45,526.	45,526.	
TO PART I, LINE 4	1,210,025.	0.	1,210,025.	1,210,025.	

FORM 990-PF	OTHER INCOME	STATEMENT	3
-------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCION NM 2011C	5,000.	5,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,000.	5,000.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
-------------	------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSE	2,179.	0.		2,179.
TO FM 990-PF, PG 1, LN 16A	2,179.	0.		2,179.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	6,625.	0.		6,625.
TO FORM 990-PF, PG 1, LN 16B	6,625.	0.		6,625.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES - ROBERT W. BAIRD, INC.	65,694.	65,694.		0.
INVESTMENT FEES - FIRST MID-IL BANK & TRUST	85.	85.		0.
INVESTMENT FEES - HARRIS BANK & TRUST	21,052.	21,052.		0.
INVESTMENT FEES - NEUBERGER BERMAN	101,337.	101,337.		0.

INVESTMENT FEES - TRILLIUM	18,544.	18,544.	0.
INVESTMENT FEES - U.S.			
TRUST BANK OF AMERICA	45,465.	45,465.	0.
CONSULTING FEES - NATIONAL CENTER FOR FAMILY PHILANTHROPY	15,750.	0.	15,750.
CONSULTING FEES - MITCHELL HARNED	405.	0.	405.
CONSULTING FEES - HUMAN SYSTEMS DYNAMICS	6,000.	0.	6,000.
TO FORM 990-PF, PG 1, LN 16C	274,332.	252,177.	22,155.

FORM 990-PF	TAXES	STATEMENT	7
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	28,652.	28,652.		0.
FIT - ESTIMATED PAYMENTS	109,750.	0.		0.
TO FORM 990-PF, PG 1, LN 18	138,402.	28,652.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	8
-------------	----------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & PUBLICATIONS	14,759.	0.		14,759.
POSTAGE/SHIPPING	1,182.	0.		1,182.
PASS-THRU EXPENSE FROM NEUBERGER BERMAN	27.	27.		0.
WEBSITE MAINTENANCE	600.	0.		600.
FILING & OTHER FEES	100.	0.		100.
INSURANCE EXPENSE	1,648.	0.		1,648.
SOFTWARE EXPENSE	6,467.	0.		6,467.
MISCELLANEOUS EXPENSE	157.	0.		157.
TO FORM 990-PF, PG 1, LN 23	24,940.	27.		24,913.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
-------------	--	-----------	---

DESCRIPTION	AMOUNT
DIFFERENCE BETWEEN TAX BASIS CAPITAL GAIN AND BOOK BASIS CAPITAL LOSS	178,685.
TOTAL TO FORM 990-PF, PART III, LINE 5	178,685.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	10
-------------	--	-----------	----

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER EQUIPMENT	2,742.	229.	2,513.	2,513.
TO 990-PF, PART II, LN 14	2,742.	229.	2,513.	2,513.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	11
-------------	--	-----------	----

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
STATE AND MUNICIPAL OBLIGATIONS		X	327,834.	322,807.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			327,834.	322,807.
TOTAL TO FORM 990-PF, PART II, LINE 10A			327,834.	322,807.

FORM 990-PF	CORPORATE STOCK	STATEMENT	12
-------------	-----------------	-----------	----

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE STMT	28,491,603.	36,811,175.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,491,603.	36,811,175.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
-------------	-----------------	--------------

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE STMT	5,526,664.	5,617,191.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,526,664.	5,617,191.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 14
-------------	-------------------	--------------

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS - SEE STMT	COST	2,224,512.	2,309,860.
COLES TOGETHER - NOTE RECEIVABLE	COST	500,000.	500,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,724,512.	2,809,860.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN K. DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL 61938	TRUSTEE 5.00	0.	0.	0.
BARBARA S. FEDERICO 121 SOUTH 17TH STREET MATTOON, IL 61938	TRUSTEE 5.00	0.	0.	0.
RICHARD ANTHONY LUMPKIN 121 SOUTH 17TH STREET MATTOON, IL 61938	TREASURER 5.00	0.	0.	0.
S.L. GRISSOM 121 SOUTH 17TH STREET MATTOON, IL 61938	SECRETARY & ASSIS. TREAS. 5.00	0.	0.	0.
ADRIENNE COLE 121 SOUTH 17TH STREET MATTOON, IL 61938	ASSISTANT SECRETARY 5.00	0.	0.	0.
RICHARD DE WYNGAERT 121 SOUTH 17TH STREET MATTOON, IL 61938	VICE-PRESIDENT* 5.00	0.	0.	0.
CHRISTINA DUNCAN 121 SOUTH 17TH STREET MATTOON, IL 61938	PRESIDENT* 5.00	0.	0.	0.
ELIZABETH L. CELIO 121 SOUTH 17TH STREET MATTOON, IL 61938	TRUSTEE 5.00	0.	0.	0.
JOSEPH DIVELY 13179 E. CR 720N CHARLESTON, IL 61920	TRUSTEE 5.00	0.	0.	0.

* ALSO SERVES AS TRUSTEE

KARLA KOEBELE 121 SOUTH 17TH STREET MATTOON, IL 61938	ASSISTANT SECRETARY 5.00	0.	0.	0.
---	-----------------------------	----	----	----

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 16

NAME OF MANAGER

RICHARD ANTHONY LUMPKIN
ELIZABETH L. CELIO

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property) 990-PF

OMB No 1545-0172

2014Department of the Treasury
Internal Revenue Service (99)

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.Attachment
Sequence No 179

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE LUMPKIN FAMILY FOUNDATION
C/O S.L. GRISSOM

FORM 990-PF PAGE 1

23-7423640

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2013 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2015 Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2014	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2014 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property		2,742.	3 YRS.	MQ	200DB	229.
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	

Section C - Assets Placed in Service During 2014 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs	S/L	
c 40 year	/		40 yrs	MM	S/L

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	229.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

THE LUMPKIN FAMILY FOUNDATION

Form 4562 (2014)

C/O S.L. GRISSOM

23-7423640 Page 2

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1								29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2014 tax year					
43 Amortization of costs that began before your 2014 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

The Lumpkin Family Foundation
23-7423640
IRC Section 751 Statement
2014

The taxpayer has reported ordinary income upon the disposition of units in Energy Transfer Partners L.P. (EIN 73-1493906) as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751. Detailed information is available in the office of the General Partner upon request.

The Lumpkin Family Foundation
23-7423640
2014 Form 990-PF

Section 1.263(a)-1(f) De Minimis Safe Harbor Election

The Lumpkin Family Foundation is making the de minimis safe harbor election under Treas. Reg. § 1.263(a)-1(f) for all eligible amounts paid or incurred during the taxable year.

The Lumpkin Family Foundation	23-7423640	121 S. 17 th Street, Mattoon, IL 61938
-------------------------------	------------	---

The Lumpkin Family Foundation
23-7423640
2014 Form 990PF

Section 1.263(a)-3(n) Capitalization Election

The Lumpkin Family Foundation hereby elects to capitalize repair and maintenance costs under Treas. Reg. § 1.263(a)-3(n). The costs were incurred during the taxable year in the electing taxpayer's trade or business and the electing taxpayer treats such costs as capital expenditures on its books and records.

The Lumpkin Family Foundation	23-7423640	121 S. 17 th Street, Mattoon, IL 61938
-------------------------------	------------	---

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2014
Part II BALANCE SHEETS**

U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
100,000 00	CUYAHOGA CNTY OH 4 284% 6/1/19	100,422.00	106,839.00
200,000 00	NEW YORK NY CITY 4 075% 11/1/20	227,412 00	215,968.00
TOTAL TO FORM 990-PF, PART II, LINE 10A		<u>327,834.00</u>	<u>322,807 00</u>

CORPORATE STOCK

	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
3,261.00	3M CO	219,594.84	535,847 52
100 00	AARONS INC	2,696.99	3,057 00
35.00	ABAXIS INC	2,018 80	1,989 05
85,738.00	ABBOTT LABS	323,157 45	393,384 76
90 00	ABM INDS INC	1,937 40	2,578.50
80 00	ACACIA RESH CORP	1,887 05	1,355 20
85 00	ACADIA HEALTHCARE CO INC	4,186.60	5,202 85
140 00	ACADIA PHARMACEUTICALS INC	2,972 65	4,445 00
2,092.00	ACADIA REALTY TRUST	55,503 92	67,006 76
185.00	ACCO BRANDS CORP	1,204 73	1,666.85
60 00	ACORDA THERAPEUTICS INC	1,830.58	2,452.20
150.00	ACTUA CORP	2,548.00	2,770.50
95.00	ACTUANT CORP	3,346 00	2,587.80
60.00	ACUITY BRANDS INC	3,660 55	8,404 20
90.00	ADTRAN INC	3,539.98	1,962.00
1,055 00	ADVANCED MICRO DEVICES INC	5,469.74	2,816 85
80.00	ADVENT SOFTWARE INC	657 43	2,451.20
50 00	ADVISORY BRD CO	2,650 30	2,449.00
210.00	AECOM	6,406 49	6,377.70
14,251 00	AEGON	91,675 48	106,882 50
35.00	AEROVIRONMENT INC	1,022 50	953.75
110 00	AFFYMETRIX INC	638 80	1,085.70
125 00	AGCO CORP	6,772 60	5,650 00
160 00	AGL RES INC	8,489 13	8,721 60
145.00	AIR LEASE CORP	4,224 54	4,974 95
55 00	AIR METHODS CORP COM	2,610.30	2,421 65
120 00	AIRCASTLE LTD	1,982.40	2,564.40
988 00	AKAMAI TECHNOLOGIES INC	38,175.92	62,204 48
145 00	AKORN INC	1,582 04	5,249 00
20 00	ALAMO GROUP INC	1,107 00	968 80
185 00	ALASKA AIR GROUP INC	6,004 22	11,055 60

110 00	ALBEMARLE CORP	7,166.49	6,614 30
115.00	ALERE INC	3,582.62	4,370.00
100 00	ALEXANDRIA REAL ESTATE EQ INC	8,792.96	8,874.00
115.00	ALIGN TECHNOLOGY INC	3,034.29	6,429 65
2.00	ALLEGHANY CORP DEL	590.05	927 00
25 00	ALLEGiant TRAVEL CO	2,572.00	3,758 25
130.00	ALLEGION PLC	6,858 89	7,209.80
1,335.89	ALLIANCE DATA SYS CORP	320,391.84	382,132 19
155 00	ALLIANT CORP	9,063 94	10,295.10
130.00	ALLIED WORLD ASSURANCE CO HLDGS	3,948.55	4,929.60
250.00	ALLSCRIPTS-MISYS HEALTHCARE	3,789.59	3,192.50
30.00	ALTISOURCE PORT SOLUTIONS SA	2,867.40	1,013.70
45 00	AMEDISYS INC	926.20	1,320 75
25 00	AMERCO	4,353 25	7,106.50
3,365.00	AMERICA MOVIL	68,449 18	74,635 70
60.00	AMERICAN ASSETS TR INC	2,341 65	2,388.60
105 00	AMERICAN AXLE & MFG HLDGS INC	1,983 74	2,371.95
168 00	AMERICAN CAMPUS CMNTYS INC	5,523 17	6,948.48
270 00	AMERICAN EAGLE OUTFITTERS NEW	5,322 95	3,747.60
8,923 00	AMERICAN EXPRESS CO	511,973.94	830,195 92
35.00	AMERICAN SCIENCE & ENGR INC	2,104 60	1,816.50
250 00	AMERICAN WTR WKS CO INC	6,777 77	13,325.00
310 00	AMERISOURCEBERGEN CORP	17,482.32	27,949.60
340.00	AMETEK INC NEW	8,493.87	17,894.20
65 00	AMN HEALTHCARE SVCS INC	1,164.15	1,274.00
70 00	AMSURG CORP	2,277 20	3,831 10
1,547 00	ANALOG DEVICES INC	47,276 48	85,889.44
90 00	ANGIES LIST INC	2,097.00	560.70
50.00	ANGIODYNAMICS INC	877.50	950.50
50 00	ANIXTER INTL INC	3,834.50	4,423.00
70 00	ANN INC	2,480.45	2,553 60
1,300 00	ANNALY CAP MGMT INC	14,917 65	14,053 00
130 00	ANSYS INC	9,742 90	10,660.00
110.00	AOL INC	2,288 59	5,078 70
1 00	AON PLC	49.08	94 83
3.00	APACHE CORP	188 03	188.01
60 00	APPLIED INDL TECHNOLOGIES INC	2,789 20	2,735.40
90.00	APTARGROUP INC	5,369 78	6,015 60
50 00	ARATANA THERAPEUTICS INC	683.00	891 00
40 00	ARCBEST CORP	921.20	1,854.80
260.00	ARIAD PHARMACEUTICALS INC	2,381 45	1,786 20
265 00	ARROW FINL CORP	6,747 08	7,284 85
150 00	ARUBA NETWORKS INC	3,663.20	2,727.00
70.00	ASBURY AUTOMOTIVE GROUP INC	5,390 00	5,314 40
45.00	ASCENT CAP GROUP INC	2,777 49	2,381 85
90 00	ASPEN INS HLDGS LTD	2,072 53	3,939.30
130 00	ASPEN TECHNOLOGY INC	2,990 29	4,552.60
220.00	ASSOCIATED BANC CORP	4,396.96	4,098 60
160 00	ASTORIA FINL CORP	1,499 20	2,137 60
55 00	ATHENAHEALTH INC	5,463 10	8,013.50

140.00	ATMOS ENERGY CORP	7,644 00	7,803.60
1,358 00	ATWOOD OCEANICS INC	50,219 48	38,526.46
315 00	AUTODESK INC	10,865.12	18,918.90
130.00	AUTOLIV INC	9,687.39	13,795.60
80 00	AUXILIUM PHARMACEUTICALS INC	1,848 78	2,750 80
265 00	AVANIR PHARMACEUTICALS	1,387.50	4,491 75
130 00	AVERY DENNISON CORP	4,177.42	6,744.40
145.00	AVIS BUDGET GROUP INC	2,692.63	9,617.85
1,741.00	AVISTA CORP	42,077.09	61,544 35
600 00	AVON PRODS INC	8,413 30	5,634.00
140 00	AXIS CAP HLDGS LTD	4,364 78	7,152.60
50.00	BALCHEM CORP	2,031.50	3,332.00
190 00	BALL CORP	6,281.52	12,952 30
12,835 00	BANCO SANTANDER BRASIL	81,163.11	64,431.70
135 00	BANCORPSOUTH INC	3,228 94	3,038.85
65 00	BANK HAWAII CORP	3,848 65	3,855.15
5.00	BANK MONTREAL QUE	412.17	353 65
110.00	BANK OF THE OZARKS INC	3,429.10	4,171.20
140.00	BANKUNITED INC	4,569 89	4,055.80
9,873 00	BARCLAYS PLC	221,210 52	148,193.73
85.00	BARNES & NOBLE INC	3,129.15	1,973.70
80.00	BARNES GROUP INC	1,783 16	2,960.80
130.00	BBCN BANCORP INC	1,242.50	1,869.40
70.00	BEACON ROOFING SUPPLY INC	1,166.10	1,946.00
4,290.00	BECTON DICKINSON & CO	332,329.74	596,996 40
60.00	BELDEN INC	3,046 79	4,728 60
140 00	BEMIS INC	4,757.64	6,329.40
100.00	BENCHMARK ELECTRS INC	1,351.00	2,544.00
480 00	BEST BUY INC	10,564 15	18,710 40
80.00	BIG LOTS INC	3,307.20	3,201.60
205.00	BIOMARIN PHARMACEUTICAL INC	12,972.53	18,532 00
40.00	BIO-REFERENCE LABS INC	1,058 80	1,285.20
55.00	BIO-TECHNE CORP	3,788 47	5,082.00
60.00	BLACK BOX CORP DEL	1,890.20	1,434 00
70.00	BLACKBAUD INC	1,675 80	3,028.20
40 00	BLUEBIRD BIO INC	1,055 15	3,668 80
50.00	BOB EVANS FARMS INC	2,849 00	2,559 00
55.00	BOISE CASCADE CO DEL	1,444 30	2,043.25
95 00	BOK FINL CORP	6,004.70	5,703 80
60.00	BONANZA CREEK ENERGY INC	3,120.00	1,440.00
205 00	BOOZ ALLEN HAMILTON HLDG CORP	3,288 04	5,438.65
6,654.00	BORG WARNER INC	255,147 35	365,637 30
4,749 00	BP P L C	199,272.51	181,031.88
245 00	BRANDYWINE RLTY TR	3,794 75	3,915 10
65.00	BRIGGS & STRATTON CORP	1,346.15	1,327 30
100.00	BRIGHT HORIZONS FAMILY SOLUTIONS	3,405 99	4,701 00
90.00	BRINKER INTL INC	2,371.24	5,282 10
80 00	BRINKS CO	1,800.80	1,952.80
50.00	BRISTOW GROUP INC	3,739 50	3,289 50
165.00	BROADRIDGE FINL SOLUTIONS INC	3,128.11	7,619 70

50.00	BROADSOFT INC	1,367.20	1,451 00
251.00	BROOKDALE SENIOR LIVING INC	6,195 04	9,204 17
70 00	BROWN SHOE INC NEW	810 60	2,250.50
235.00	BRUKER CORP	4,984.74	4,610 70
70 00	BUCKLE INC	2,418 20	3,676 40
135.00	BUILDERS FIRSTSOURCE INC	895 40	927 45
195.00	BUNGE LTD	12,494.03	17,727.45
205.00	C H ROBINSON WORLDWIDE INC	12,115 08	15,352 45
90.00	C&J ENERGY SVCS INC	1,621 80	1,188 90
100.00	CABELAS INC	3,313.66	5,271.00
300.00	CABLEVISION SYS CORP	7,452.54	6,192 00
400.00	CADENCE DESIGN SYSTEM INC	4,607 75	7,588 00
190 00	CAESARS ACQUISITION CO	1,976 95	1,958 90
40.00	CALAVO GROWERS INC	1,827.20	1,892 00
220.00	CALLAWAY GOLF CO	1,460.23	1,694 00
555 00	CALPINE CORP	7,171.05	12,282 15
2,364.00	CAMBREX CORP	39,049 16	51,109.68
280 00	CAMERON INTL CORP	12,077.30	13,986.00
6,290.00	CANON INC.	209,334.16	199,141.40
35 00	CARBO CERAMICS INC	1,942.40	1,401 75
70.00	CARDTRONICS INC	2,010.40	2,700.60
305.00	CARMAX INC	9,006 71	20,306.90
75 00	CARPENTER TECHNOLOGY CORP	3,309.89	3,693 75
31,781 00	CARREFOUR SA	186,136 40	193,006 01
65 00	CARRIZO OIL & CO INC	2,271 70	2,704 00
75 00	CARTER HLDGS INC	2,518.62	6,548.25
60 00	CASEYS GEN STORES INC	1,987 50	5,419.20
110.00	CATHAY GENERAL BANCORP	1,036.05	2,814.90
2,317.00	CB RICHARD ELLIS GROUP INC	46,129.04	79,357.25
235.00	CBL & ASSOC PPTYS INC	4,460 95	4,563 70
120 00	CBOE HLDGS INC	3,496.50	7,610.40
215.00	CELANESE CORP DEL	7,723 26	12,891.40
9,642.00	CEMEX	74,973 75	98,251.98
85 00	CENTENE CORP	2,827 02	8,827 25
590.00	CENTERPOINT ENERGY INC	8,753 58	13,823.70
19,860 00	CENTRAIS ELETRICAS BRASILEIRAS	96,950 06	42,500.40
125.00	CENTURY ALUM CO	1,875 49	3,050 00
100.00	CEPHEID	1,709 79	5,414.00
45 00	CHART INDUSTRIES INC	2,112 50	1,539 00
150 00	CHARTER COMMUNICATIONS INC DEL	22,448 78	24,993 00
25 00	CHEMED CORP	1,340.50	2,641 75
330 00	CHENIERE ENERGY INC	15,928 50	23,232 00
105.00	CHESAPEAKE UTILS CORP	3,000.59	5,214.30
210 00	CHICOS FAS INC	1,940 89	3,404 10
2,100 00	CHINA MOBILE LTD	97,088 62	123,522.00
90 00	CHOICE HOTELS INTL INC	2,803 76	5,041 80
1,135 00	CHURCH & DWIGHT CO INC	12,391 44	89,449 35
1,662 00	CIMAREX ENERGY CO	93,089.57	176,172 00
400 00	CINCINNATI BELL INC	1,025 10	1,276 00
160 00	CINEMARK HLDGS INC	3,297 50	5,692.80

40.00	CIRCOR INTL INC	1,206 40	2,411 20
85 00	CIRRUS LOGIC CORP	2,448.53	2,003 45
255 00	CIT GROUP INC	11,915.92	12,196.65
80.00	CITY NATL CORP	5,933 10	6,464 80
70 00	CLARCOR INC	2,589.82	4,664 80
640 00	CLEAN ENERGY FUELS CORP	4,312.45	3,196 80
30 00	CLEARWATER PAPER CORP	1,193 90	2,056 50
100.00	CLECO CORP NEW	3,492 90	5,454 00
85 00	CLOUD PEAK ENERGY INC	1,521.70	780.30
425.00	CMS ENERGY CORP	14,182 25	14,768 75
340 00	COCA-COLA ENTERPRISES INC	9,084 56	15,034 80
120 00	COGNEX CORP	1,644.57	4,959.60
65.00	COHEN & STEERS INC	1,787.69	2,735 20
40.00	COHERENT INC	1,820 00	2,428.80
170.00	COLFAX CORP	5,415 95	8,766.90
155.00	COLONY CAPITAL INC	3,506.79	3,692 10
80 00	COLUMBIA BKG SYS INC	2,200 00	2,208 80
100.00	COLUMBIA SPORTSWEAR CO	2,940 50	4,454 00
249 00	COMERICA INC	7,758 31	11,663 16
138 00	COMMERCE BANCSHARES INC	3,675 31	6,001 62
230 00	COMMERCIAL METALS CO	6,139.30	3,746 70
390 00	COMMUNITY HEALTH SYS INC NEW	24 03	9.75
4 00	COMMUNITY HEALTH SYS INC NEWCO	160 74	215 68
10,615 00	COMPANHIA DE SANEAMENTO BASICO	87,262 73	66,768 35
50 00	COMPASS MINERALS INTL INC	4,034 75	4,341.50
60.00	COMSCORE INC	1,249 79	2,785.80
155.00	CONCHO RES INC	13,695 41	15,461.25
45 00	CONSTANT CONTACT INC	1,310 85	1,651 50
70.00	CONTAINER STORE GROUP INC	1,241.80	1,339.10
180 00	CONVERGYS CORP	1,597 18	3,666 60
175.00	COPART INC	4,329 34	6,385 75
60 00	CORE LABORATORIES N V	7,390.05	7,220 40
50 00	CORPORATE EXECUTIVE BRD CO	3,008 00	3,626.50
130 00	CORPORATE OFFICE PPTYS TR	4,409.66	3,688 10
2,768 00	COSTCO WHSL CORP	316,715 23	392,364 00
2 00	COUSINS PPTYS INC	15 11	22 84
80 00	COVANCE INC	6,982 65	8,307.20
180 00	COVANTA HLDG CORP	4,312 80	3,961 80
60 00	CRAY INC	870 60	2,068.80
30 00	CREDIT ACCEP CORP MICHIGAN	2,271 30	4,092.30
970 00	CREE INC	22,654 74	31,253 40
7,435 00	CRH PLC	137,416 95	178,514 35
120 00	CROCS INC	1,770 99	1,498 80
90 00	CUBIST PHARMACEUTICALS INC	200 03	3 60
90 00	CULLEN / FROST BANKERS INC	6,541 10	6,357 60
150.00	CVB FINL CORP	2,422 50	2,403 00
40 00	CYBERONICS INC	1,047 55	2,227.20
8,575 00	DAI NIPPON PRTG LTD JAPAN	100,918.95	77,955 33
11,700 00	DAIICHI SANKYO CO	217,550 90	164,724 30
9,601 00	DANAHER CORP	364,511 09	822,901 71

185 00	DARDEN RESTAURANTS INC	8,765.21	10,846.55
240 00	DARLING INGREDIENTS INC	2,040 60	4,358 40
295.00	DAVITA HEALTHCARE PARTNERS INC	18,604.35	22,343 30
115 00	DCT INDUSTRIAL TRUST INC	3,041.30	4,100 90
1,002 00	DECKERS OUTDOOR CORP	38,975.34	91,222 08
85 00	DELEK US HLDGS INC	1,212.01	2,318 80
80 00	DELUXE CORP	1,924.00	4,980.00
484 00	DENBURY RES INC	7,689 59	3,934.92
195 00	DENTSPLY INTL INC NEW	7,512.20	10,387 65
85.00	DEPOMED INC	1,105.85	1,369 35
110.00	DEVRY EDUCATION GROUP INC	3,122.81	5,221.70
45.00	DIAMOND FOODS INC	991.30	1,270 35
271 00	DIAMONDROCK HOSPITALITY CO	3,399.46	4,029 77
45.00	DIGITAL RIV INC	1,143.90	1,112 85
190 00	DIGITAL RLTY TR INC	11,414.58	12,597.00
30 00	DINEEQUITY INC	1,566 00	3,109.20
205 00	DISCOVERY COMMUNICATIONS INC	3,993.90	7,062.25
405.00	DISCOVERY COMMUNICATIONS INC	6,558.66	13,656 60
70 00	DOLBY LABORATORIES INC	3,208.80	3,018.40
80 00	DOMINOS PIZZA INC	2,737.87	7,533 60
90 00	DOMTAR CORP	2,103 65	3,619 80
1,139.00	DONALDSON INC	23,499.82	43,999 57
275.00	DONNELLEY R R & SONS CO	3,037 02	4,621 38
60 00	DORMAN PRODS INC	999.20	2,896.20
210 00	DOUGLAS EMMETT INC	2,532 44	5,964 00
230 00	DOVER CORP	10,544.00	16,495 60
270 00	DR PEPPER SNAPPLE INC	11,849.60	19,353.60
120 00	DREAMWORKS ANIMATION INC	2,120 34	2,679.60
55 00	DRIL-QUIP INC	5,581 95	4,220 15
55 00	DST SYS INC DEL	5,061 35	5,178 25
112.00	DSW INC	4,864.61	4,177.60
470.00	DUKE RLTY CORP	9,355 95	9,494.00
50 00	DUN & BRADSTREET CORP DEL NEW	3,552.40	6,048 00
145 00	DUNKIN BRANDS GROUP INC	5,135 60	6,184 25
20 00	DXP ENTERPRISES INC	1,075.40	1,010 60
1,855 00	EAGLE BANCORP INC	28,984 71	65,889 60
2,354 00	EAST WEST BANCORP INC	54,412.28	91,123 34
205.00	EASTMAN CHEM CO	7,567 57	15,551.30
2 00	EATON CORP PLC	98.62	135 92
11,547 00	EBAY INC	598,196 05	648,017 64
4 00	ECOLAB INC	173.81	418 08
150.00	EDWARDS LIFESCIENCES CORP	13,855 23	19,107 00
30 00	EHEALTH INC	852.60	747 60
70 00	ELECTRONICS FOR IMAGING INC	2,039 10	2,998 10
45 00	ELIZABETH ARDEN INC	768.30	962.55
40 00	ELLIE MAE INC	1,072 00	1,612 80
3,270 00	EMBRAER SA	107,964 59	120,532 20
95.00	EMCOR GROUP INC	3,589 82	4,226 55
93.00	ENBRIDGE ENERGY MGMT L L C	2,785.83	3,607.47
40 00	ENCORE CAP GROUP INC	944.00	1,776 00

210.00	ENDO INTERNATIONAL PLC	2,533.20	15,145.20
70 00	ENDURANCE SPECIALITY HLDGS LTD	2,537.88	4,188.80
105 00	ENERGEN CORP	4,750.65	6,694.80
85 00	ENERGIZER HLDGS INC	6,549.38	10,927.60
2,639.00	ENERNOC INC	54,171.89	40,772.55
2,352.00	ENERPLUS CORP	38,605.73	22,579.20
65 00	ENERSYS	2,717.90	4,011.80
5,095.00	ENI S P A	213,506.99	177,866.45
225 00	ENLINK MIDSTREAM LLC	7,627.50	8,001.00
60 00	ENPHASE ENERGY INC	600.15	857.40
320.00	ENSCO PLC	9,859.20	9,584.00
20 00	ENSTAR GROUP LTD	2,008.20	3,057.80
255 00	ENVISION HEALTHCARE HLDGS INC	8,561.10	8,845.95
210 00	EQT CORP	9,198.97	15,897.00
170.00	EQUIFAX INC	6,727.50	13,747.90
77 00	EQUINIX INC	15,466.53	17,458.21
115 00	EQUITY LIFESTYLE PPTYS INC	5,104.59	5,928.25
170 00	EQUITY ONE INC	2,848.67	4,311.20
10,285.00	ERICSSON L M TEL CO	143,587.26	124,448.50
9,985.00	ERSTE GROUP BANK	127,502.63	116,205.43
45 00	ESTERLINE TECHNOLOGIES CORP	3,093.00	4,935.60
50 00	ETHAN ALLEN INTERIORS INC	1,449.50	1,548.50
80 00	EURONET WORLDWIDE INC	2,492.40	4,392.00
55 00	EXAMWORKS GROUP INC	1,245.35	2,287.45
400 00	EXCO RES INC	2,915.97	868.00
45 00	EXLSERVICE HLDGS INC	1,266.75	1,291.95
260 00	EXPEDITORS INTL WASHINGTON INC	11,410.00	11,598.60
120 00	EXPRESS INC	2,382.84	1,762.80
92 00	EXTERRAN HLDGS INC	3,631.76	2,997.36
818.00	F5 NETWORKS INC	51,562.83	106,720.37
60 00	FACTSET RESH SYS INC	4,518.40	8,445.00
60 00	FAIR ISAAC CORP	1,696.20	4,338.00
410 00	FASTENAL CO	11,842.71	19,499.60
95 00	FEDERAL REALTY INVT TR	6,159.82	12,678.70
60 00	FEI CO	1,764.60	5,421.00
175 00	FELCOR LODGING TR INC	1,713.88	1,893.50
140 00	FERRO CORP	1,151.10	1,814.40
75 00	FINANCIAL ENGINES INC	2,196.75	2,741.25
137 00	FINISAR CORP	2,104.82	2,659.17
70 00	FINISH LINE INC	1,977.50	1,701.70
160 00	FIRST AMERN FINL CORP	2,459.02	5,424.00
340 00	FIRST CMNTY BANCSHARES INC	5,138.54	5,599.80
15 00	FIRST CTZNS BANCSHARES INC N C	2,946.75	3,791.85
90.00	FIRST FINL BANKSHARES	2,632.35	2,689.20
3.00	FIRST HORIZON NATL CORP	61.22	40.74
170 00	FIRST INDUSTRIAL REALTY TRUST	2,774.31	3,495.20
100 00	FIRST MID-IL BANC SERIES C PFD	500,000.00	500,000.00
135,593.00	FIRST MID-ILLINOIS BANCSHARES	1,065,696.56	2,515,250.15
490 00	FIRST NIAGARA FINL GROUP INC	4,059.45	4,130.70
20,955.00	FIRST PAC LTD	114,420.42	103,894.89

1,721.00	FIRST REP BK SAN FRANCISCO	90,752 53	89,698.52
1,461.00	FIRST SOLAR INC	58,705 72	65,153 30
75.00	FIVE BELOW INC	2,784 75	3,062 25
130 00	FLEETCOR TECHNOLOGIES INC	12,798 09	19,332 30
810 00	FLEXTRONICS	5,829 42	9,055 80
80 00	FLOTEK INDS INC	808 00	1,498.40
295 00	FLOWERS FOODS INC	3,219.67	5,661 05
40 00	FLUIDIGM CORP DEL	828 40	1,349 20
230.00	FLUOR CORP	14,402 28	13,944.90
325.00	FMC TECHNOLOGIES INC	11,920 98	15,223.00
240 00	FNB CORP PA	2,984 83	3,196 80
4,387 00	FOREST CITY ENTERPRISES INC	75,733.93	93,443.10
225.00	FORTINET INC	5,251 53	6,898.50
220.00	FORTUNE BRANDS HOME & SEC INC	5,421 01	9,959 40
60.00	FRANCESCAS HLDGS CORP	1,696 20	1,002 00
2 00	FREEPORT-MCMORAN INC	46 18	46.72
415 00	FREESCALE SEMICONDUCTOR LTD	4,606 78	10,470.45
60 00	FTI CONSULTING INC	2,250 60	2,317.80
70.00	FULLER H B CO	2,075 15	3,117.10
260.00	FULTON FINL CORP PA	3,165.88	3,213 60
15.00	FURIEX PHARMACEUTICALS INC	0.00	0 00
5,315 00	G4S PLC	104,323.80	115,154 79
220 00	GALLAGHER ARTHUR J & CO	6,153.76	10,357 60
160 00	GAMESTOP CORP	3,319.35	5,408.00
125.00	GARTNER GROUP INC NEW	8,968.40	10,526.25
65.00	GATX CORP	2,455.05	3,740 10
13,305.00	GAZPROM	91,866 86	57,796.92
10,460.00	GDF SUEZ	236,926 95	245,925 06
95 00	GENERAL COMMUNICATION INC	1,053.55	1,306 25
40.00	GENESCO INC	1,731 20	3,064.80
75.00	GENESEE & WYO INC	4,055.95	6,744.00
45.00	GENOMIC HEALTH INC	1,119.00	1,438 65
60.00	GENTIVA HEALTH SERVICES INC	668 40	1,143 00
210 00	GENUINE PARTS CO	10,504.45	22,379 70
4,230.00	GENWORTH FINL INC	39,912.95	35,955.00
105 00	GLACIER BANCORP INC	2,796 79	2,915 85
5,580 00	GLAXOSMITHKLINE	261,442.09	238,489.20
120.00	GLOBE SPECIALTY METALS INC	2,549.19	2,067 60
125.00	GNC HLDGS INC	4,739.59	5,870 00
85 00	GRACO INC	2,764.86	6,815.30
2,124.00	GRAINGER W W INC	379,800 21	541,386 36
90 00	GRANITE CONSTR INC	4,367 85	3,421.80
75.00	GRAY TELEVISION INC	780 00	840 00
60.00	GREATBATCH INC	2,400.60	2,958.00
55 00	GREEN DOT CORP	1,075.35	1,126.95
40 00	GREIF INC	1,851 20	1,889 20
35 00	GROUP 1 AUTOMOTIVE INC	3,199 00	3,136 70
915.00	GROUPON INC	6,688 65	7,557 90
60 00	H & E EQUIP SVCS INC	682 99	1,685 40
6,365 00	H LUNDBECK A/S ADR	153,176.16	127,013 58

75.00	HAEMONETICS CORP	3,151 50	2,806.50
140.00	HAIN CELESTIAL GROUP INC	2,733 18	8,160.60
117 00	HANCOCK HLDG CO	2,746 12	3,591 90
60.00	HANGER INC	1,256 40	1,314.00
615.00	HARTFORD FINL SVCS GROUP INC	19,044 30	25,639.35
175.00	HASBRO INC	7,621 71	9,623.25
150.00	HEALTHCARE RLTY TR	2,495.65	4,098.00
40.00	HEALTHSTREAM INC	1,094 00	1,179.20
50.00	HEALTHWAYS INC	851 00	994.00
50.00	HEARTLAND PMT SYS INC	1,746 30	2,697.50
100 00	HEIDRICK & STRUGGLES INTL INC	5,146 50	2,305.00
40.00	HELEN OF TROY LTD	2,136 80	2,602 40
130 00	HERBALIFE LTD	6,004 22	4,901 00
615 00	HERTZ GLOBAL HLDGS INC	15,470 19	15,338.10
1,409 00	HEXCEL CORP	55,480.36	58,459.41
40.00	HIBBETT SPORTS INC	2,020.05	1,937 20
100.00	HILLENBRAND INC	2,844.99	3,450 00
125 00	HMS HLDGS CORP	2,141 60	2,642 50
65 00	HNI CORP	2,207 34	3,318 90
4,364 00	HOLOGIC INC	98,239 54	116,693.36
130 00	HOMEAWAY INC	3,987.20	3,871 40
5,245 00	HONDA MOTOR LTD	182,097.26	154,832.40
2,042 00	HORACE MANN EDUCATORS CORP	55,282 70	67,753.56
365.00	HORMEL FOODS CORP	9,956.00	19,016 50
70.00	HORSEHEAD HOLDING CORPORATION	1,165.70	1,108 10
1,037.00	HOST HOTELS & RESORTS INC	13,509.02	24,649 49
195.00	HOUGHTON MIFFLIN HARCOURT CO	3,933.15	4,038 45
2,466.00	HSBC HLDGS	114,997 16	116,469.18
75.00	HSN INC DEL	1,989.55	5,700.00
55.00	HUB GROUP INC	2,034.45	2,094 40
853.00	HUNT JB TRANS SVCS INC	63,368 03	71,865.25
35.00	HURON CONSULTING GROUP INC	2,412.25	2,393.65
20.00	HYSTER-YALE MATLS HANDLING INC	1,563.60	1,464.00
50 00	IBERIABANK CORP	2,734.04	3,242.50
50.00	ICF INTL INC	1,275.60	2,049.00
70.00	ICONIX BRAND GROUP INC	1,243.03	2,365.30
25 00	ICU MED INC	2,108.00	2,047 50
70 00	IDEXX LABS INC	5,051.47	10,378 90
95 00	IHS INC	8,880 67	10,818 60
1,786 00	IMAX CORP	43,897 02	55,187 40
235.00	IMMUNOGEN INC	2,292.86	1,433 50
210.00	INCONTACT INC	1,662.60	1,845 90
160.00	INDEPENDENT BANK CORP MASS	4,815.20	6,849 60
80 00	INFOBLOX INC	2,030 80	1,616 80
155.00	INFORMATICA CORP	3,982 21	5,910 93
215.00	INGRAM MICRO INC	3,561 87	5,942.60
35.00	INNOPHOS HLDGS INC	1,103 55	2,045.75
70.00	INSIGHT ENTERPRISES INC	1,369 20	1,812 30
50.00	INTEGRA LIFESCIENCES HLDGS CORP	1,841 00	2,711 50
110 00	INTEGRYS ENERGY GROUP INC	5,580 30	8,563.50

40.00	INTERACTIVE INTELLIGENCE GROUP	1,238 30	1,916.00
2,345.00	INTERCONTINENTAL EXCHANGE INC	345,426.39	514,235 05
60.00	INTERDIGITAL INC PA	2,567 95	3,174.00
4,365.00	INTERFACE INC	78,067 20	71,891.55
100.00	INTERNATIONAL BANCSHARES CORP	1,496 00	2,654 00
115.00	INTERNATIONAL FLAVORS&FRAGRANC	5,956 49	11,656.40
100.00	INTERNATIONAL RECTIFIER CORP	3,989 00	3,990 00
80.00	INTERVAL LEISURE GROUP INC	1,804.64	1,671 20
6,985.00	INTESA SANPAOLO	78,816 73	122,831 23
165.00	INTRAWEST RESORTS HLDGS INC	1,866.15	1,970.10
105.00	INTREPID POTASH INC	1,868.17	1,457.40
6,438 00	INTUIT	367,021 79	593,519.22
130.00	INVENSENSE INC	1,735.39	2,113.80
590.00	INVESCO LTD	13,405 18	23,316.80
200.00	INVESCO MORTGAGE CAPITAL INC	3,664.21	3,092.00
120.00	INVESTMENT TECHNOLOGY GRP NEW	4,296 61	2,498 40
490.00	INVESTORS BANCORP INC NEW	5,443 90	5,500.25
270 00	ION GEOPHYSICAL CORP	2,376 01	742.50
30.00	IPC HEALTHCARE INC	1,315 20	1,376.70
75.00	IPG PHOTONIC CORP	5,574 15	5,619.00
130.00	IRIDIUM COMMUNICATIONS INC	797.09	1,267.50
50.00	IROBOT CORP	1,652.20	1,736.00
269.00	IRON MTN INC PA	7,107.28	10,399.54
170.00	IRONWOOD PHARMACEUTICALS INC	2,399 55	2,604.40
120.00	ISTAR FINL INC	1,722 49	1,638.00
20,335 00	ITALCEMENTI FABRICHE RIUNITE	150,395 21	121,562.63
1,356 00	ITC HLDGS CORP	33,152 67	54,823 08
225.00	ITC HLDGS CORP	3,990.02	9,096 75
60.00	ITRON INC	4,256.89	2,537 40
130.00	ITT CORP	2,776.54	5,259.80
30.00	J & J SNACK FOODS CORP	3,219 90	3,263 10
7,555 00	J SAINSBURY	149,847.33	116,248 79
70.00	J2 GLOBAL INC	2,000 90	4,340 00
290.00	JABIL CIRCUIT INC	3,703 46	6,330.70
70.00	JACK IN THE BOX INC	2,575 30	5,597.20
185.00	JACOBS ENGR GROUP INC DEL	10,338 57	8,267.65
260.00	JANUS CAP GROUP INC	2,937.61	4,193.80
2,563 00	JARDEN CORP	21,451 96	122,716 44
65 00	JONES LANG LASALLE INC	4,744 55	9,745.45
140.00	JOY GLOBAL INC	11,007 66	6,512.80
25.00	KAISER ALUM CORP	1,783 15	1,785 75
313.00	KANSAS CITY SOUTHERN	11,108 31	38,195 39
135.00	KAPSTONE PAPER & PACKAGING CORP	1,251 37	3,956.85
195.00	KAR AUCTION SVCS INC	4,259 53	6,756.75
175 00	KATE SPADE & CO	6,220.13	5,601.75
1 00	KCG HLDGS INC	11 15	11 65
75.00	KEMPER CORP DEL	2,177 84	2,708 25
135.00	KENNEDY-WILSON HLDGS INC	3,312 74	3,415.50
1,200.00	KEYCORP NEW	10,223 68	16,680.00
45.00	KFORCE INC	1,061 10	1,085 85

120 00	KILROY RLTY CORP	6,356 77	8,288 40
6 00	KINDER MORGAN INC DEL	137 12	253 86
11,200.00	KINGFISHER PLC	113,218 86	118,932.80
80.00	KNOLL INC	1,310 40	1,693 60
285 00	KOHL'S CORP	15,500.57	17,396 40
7,839 00	KONINKLIJKE AHOLD	77,241.88	139,957 51
90 00	KORN FERRY INTL	2,342.70	2,588 40
530.00	KOSMOS ENERGY LLC	4,420.20	4,446 70
60 00	KRATON PERFORMANCE POLYMERS INC	978 59	1,247 40
90 00	LA Z BOY INC	388 60	2,415 60
120 00	LABORATORY CORP AMER HLDGS	12,060 59	12,948 00
368 00	LAKELAND BANCORP INC	4,017 96	4,305 60
220 00	LAM RESEARCH CORP	9,863 21	17,454 80
50 00	LANCASTER COLONY CORP	2,902 00	4,682 00
45 00	LANDS END INC	2,255.85	2,428.20
65 00	LANDSTAR SYS INC	3,701.85	4,714.45
1,732 00	LASALLE HOTEL PPTYS	57,574.28	70,094 04
160 00	LEGG MASON INC	4,434.77	8,539.20
4,961 00	LEVEL 3 COMMUNICATIONS	197,810.90	244,974 18
90 00	LEXMARK INTL NEW	3,038.27	3,714 30
4.00	LIBERTY GLOBAL PLC	85.90	200.82
13.00	LIBERTY GLOBAL PLC	244.97	628.03
9.00	LIBERTY INTERACTIVE CORP	150.06	339.48
625.00	LIBERTY INTERACTIVE CORP	5,823.57	18,387.50
205.00	LIBERTY PPTY TR	6,283 23	7,714.15
130.00	LIFELOCK INC	1,511 04	2,406.30
65.00	LIFEPOINT HEALTH INC	2,712.00	4,674.15
1,535 00	LINCOLN ELEC HLDGS	42,210 60	106,053.15
180.00	LINNCO LLC	4,756 43	1,866.60
190.00	LIONS GATE ENTMT CORP	5,657 88	6,083.80
40 00	LITTELFUSE INC	1,496 65	3,866 80
415.00	LKQ CORP	5,323 23	11,669.80
1,571 00	LOGMEIN INC	64,540 83	77,513 14
195.00	LOUISIANA PAC CORP	1,660.74	3,229.20
1,196 00	LULULEMON ATHLETICA INC	74,808 62	66,724 84
40 00	LUMBER LIQUIDATORS HLDGS INC	3,059.23	2,652.40
80 00	LUMINEX CORP DEL	1,221.40	1,500.80
194 00	MACERICH CO	9,362.93	16,181 54
90.00	MADISON SQUARE GARDEN CO	4,254 72	6,773 40
40 00	MAGELLAN HEALTH INC	2,291 55	2,401 20
105 00	MANHATTAN ASSOCS INC	3,504 90	4,275 60
190 00	MANITOWOC INC	5,023 05	4,199 00
555 00	MANNKIND CORP	2,597 95	2,894 33
110 00	MANPOWERGROUP INC	5,803 25	7,498 70
765.00	MARCUS CORP	13,018 77	14,160 15
1 00	MARKEL CORP	529 30	682 84
60 00	MARKETO INC	1,870.20	1,963 20
8,975.00	MARKS AND SPENCER LTD	76,677 59	134,014 70
110 00	MARRIOTT VACATIONS WORLDWIDE	6,860 90	8,199 40
485 00	MASCO CORP	5,769 62	12,222 00

3,419 00	MASTERCARD INC.	85,567 04	294,581.04
25 00	MATERION CORP	895 63	880 75
460.00	MATTEL INC	11,203 24	14,234 70
45 00	MATTHEWS INTL CORP	1,767 35	2,190.15
90 00	MAXIMUS INC	3,430 95	4,935.60
110.00	MB FINL INC	2,267 10	3,614.60
160.00	MCCORMICK & CO INC	8,644 60	11,888.00
325 00	MCDERMOTT INTL INC	2,278 83	945.75
270 00	MDU RES GROUP INC	5,512 31	6,345 00
230.00	MEADWESTVACO CORP	6,027 09	10,209.70
100 00	MEDASSETS INC	1,612 27	1,976.00
120 00	MEDIA GENERAL INC	1,885 20	2,007 60
70 00	MEDIDATA SOLUTIONS INC	739 30	3,342 50
65 00	MENS WEARHOUSE INC	2,243 40	2,869 75
1,545.00	MENS WEARHOUSE INC	65,984.01	68,211.75
155 00	MENTOR GRAPHICS CORP	3,186 29	3,397 60
60 00	MERCADOLIBRE INC	6,742.50	7,660 20
50.00	MEREDITH CORP	2,643.00	2,716 00
70.00	MERIT MED SYS INC	1,098 30	1,213 10
50.00	MERITAGE HOMES CORP	889.65	1,799 50
130.00	MERITOR INC	622.17	1,969 50
60.00	METHODE ELECTRON	977.80	2,190.60
35 00	METTLER TOLEDO INTERNATIONAL	7,419.20	10,586 10
465.00	MGIC INVT CORP WIS	1,972.10	4,333 80
780.00	MGM RESORTS INTL	12,730.72	16,676 40
280.00	MICHAEL KORS HLDGS LTD	25,854 00	21,028 00
270.00	MICROCHIP TECHNOLOGY INC	7,907 89	12,179 70
100.00	MID-AMER APT CMNTYS INC	6,268 58	7,468 00
1,053 00	MIDDLEBY CORP	22,801.98	104,352 30
8,963 00	MILLER HERMAN INC	170,631 24	263,781 09
140.00	MIMEDX GROUP INC	785 70	1,614 20
1,623 00	MINERALS TECHNOLOGIES INC.	45,883 19	112,717 35
9,585 00	MITSUBISHI TANABE PHARMA CORP	136,138.34	141,503 36
21,425 00	MITSUBISHI UFJ FINL GROUP INC	197,629 82	118,480 25
70.00	MOBILE MINI INC	1,211 30	2,835 70
95.00	MOHAWK INDS INC	7,326 41	14,759 20
60 00	MOLINA HEALTHCARE INC	1,642 08	3,211.80
90 00	MOMENTA PHARMACEUTICALS INC	1,095 61	1,083 60
60 00	MORNINGSTAR INC	4,737 25	3,882 60
17,130 00	MS&AD INS GROUP HLDGS	273,041.32	205,782 69
70.00	MSC INDL DIRECT INC	5,350.10	5,687 50
250.00	MUELLER WTR PRODS INC	895.20	2,560 00
20 00	MWI VETERINARY SUPPLY INC	1,413 60	3,398 20
0 00	MYERS INDS INC	0 00	0 00
230.00	NASDAQ INC	6,127 84	11,030 80
170.00	NATIONAL INSTRS CORP	4,258 75	5,285 30
200 00	NATIONAL PENN BANCSHARES INC	1,155 30	2,105 00
30 00	NATURAL GROCERS BY VITAMIN	749.16	845 10
50 00	NATUS MEDICAL INC COM	1,106 00	1,802.00
290 00	NAVIGANT CONSULTING INC	4,191 70	4,457.30

110.00	NAVISTAR INTL CORP NEW	3,848.89	3,682 80
35 00	NEENAH PAPER INC	1,542 30	2,109.45
170.00	NEKTAR THERAPEUTICS	1,361 01	2,635 00
45 00	NELNET INC	1,827 05	2,084 85
45 00	NETGEAR INC	1,638 90	1,601 10
55 00	NETSCOUT SYS INC	2,139 70	2,009 70
100.00	NETSUITE INC	5,733 40	10,917 00
75.00	NEUSTAR INC	2,920 75	2,085.00
70.00	NEW JERSEY RES	2,903 20	4,284.00
605 00	NEW YORK CMNTY BANCORP INC	9,259 48	9,680.00
260.00	NEW YORK TIMES CO	5,147 72	3,437.20
24,421 00	NEWELL RUBBERMAID INC	559,685.69	930,195.89
185 00	NEWFIELD EXPL CO	4,871.05	5,017.20
50.00	NEWPORT CORP	949 50	955.50
430 00	NISOURCE INC	8,757 50	18,240.60
15,600 00	NISSAN MOTORS	305,326 49	275,059.20
345.00	NOBLE CORP PLC	11,081 81	5,716 65
7,689.00	NOBLE ENERGY INC	312,256 16	364,689.27
85.00	NORDSON CORP	3,726 12	6,626 60
947 00	NORDSTROM INC	33,921 15	75,182.33
11,164.00	NORTHEAST UTILITIES	502,802 79	597,497.28
300.00	NORTHSTAR RLTY FIN CORP	4,628.37	5,274 00
3,330 00	NOVOZYMES	52,237.70	140,585 94
18,195.00	NOW INC	547,547.99	468,157 35
145 00	NPS PHARMACEUTICALS INC	4,677.29	5,186.65
80.00	NU SKIN ENTERPRISES INC	3,106 75	3,496 00
120.00	NUTRI SYS INC	2,318 40	2,346 00
740.00	NVIDIA CORP	13,883 99	14,837.00
1,697 00	NXP SEMICONDUCTORS	50,075 92	129,650 80
100.00	NXSTAGE MED INC	1,878 69	1,793 00
135 00	OASIS PETE INC NEW	5,533 43	2,232 90
145 00	OCEANEERING INTL INC	5,074 84	8,527 45
732 00	OFFICE DEPOT INC	1,964.97	6,276 90
80 00	OFG BANCORP	1,251.20	1,332.00
4,035 00	OIL CO LUKOIL	218,012.30	149,629.91
70 00	OIL STS INTL INC	3,358.84	3,423 00
180.00	OLD NATL BANCORP IND	2,046 60	2,678 40
60 00	OM GROUP INC	1,627 97	1,788 00
3,872 00	OMNICELL INC	95,435 55	128,240 64
80 00	ON ASSIGNMENT INC	1,507.00	2,655 20
600.00	ON SEMICONDUCTOR CORP	4,034 09	6,078 00
70 00	ONE GAS INC	2,544 95	2,885 40
987 00	ONEOK INC	22,455.07	49,142.73
585 00	OPKO HEALTH INC	4,381 98	5,844 15
10,703 00	ORANGE S A	186,510 39	181,094 76
75 00	ORASURE TECHNOLOGIES INC	734.25	,760 50
150 00	ORBITZ WORLDWIDE INC	1,070.38	1,234 50
1,651.00	O'REILLY AUTOMOTIVE INC	131,873.93	318,015 62
165 00	OREXIGEN THERAPEUTICS INC	961 95	999 90
2,444.00	ORMAT TECHNOLOGIES INC	67,570 29	66,427 92

30.00	OSI SYSTEMS INC	1,593 60	2,123 10
25 00	OUTERWALL INC	910 25	1,880.50
30 00	OVERSTOCK COM INC	774 30	728.10
85 00	OWENS & MINOR INC NEW	2,208 11	2,984.35
155 00	OWENS CORNING INC	4,757 80	5,550.55
225.00	OWENS ILL INC	6,129 57	6,072.75
30 00	OXFORD INDS INC	1,542 40	1,656.30
137.00	PACWEST BANCORP DEL	4,133 57	6,228.02
557.00	PALL CORP	34,712.68	56,373.97
864.00	PALO ALTO NETWORKS	69,501.80	105,900.48
492.00	PANERA BREAD CO	45,721.45	86,001.60
75.00	PAREXEL INTL CORP	2,835 09	4,167.00
200.00	PARKER HANNIFIN CORP	17,752.56	25,790.00
150 00	PARKWAY PPTYS INC	3,009 69	2,758.50
70 00	PARTNERRE LTD BERMUDA	5,644.64	7,989 10
140.00	PATTERSON COS INC	4,961.95	6,734 00
120.00	PBF ENERGY INC	3,451.20	3,196 80
45.00	PDC ENERGY INC	2,145.45	1,857 15
100 00	PEGASYSTEMS INC	2,090 05	2,077.00
260 00	PENTAIR PLC	12,834 24	17,269 20
130.00	PEOPLES BANCORP INC	2,935 40	3,370.90
425 00	PEOPLES UTD FINL INC	5,260 64	6,451.50
330 00	PEPCO HLDGS INC	7,875.29	8,886.90
45.00	PERFICIENT INC	786 10	838 35
150 00	PERKINELMER INC	4,304 10	6,559 50
17,200.00	PETROLEO BRASILEIRO	248,212.30	130,376.00
135 00	PETSMART INC	5,793 20	10,974.83
40.00	PHARMERICA CORP	1,108 30	828 40
100.00	PHH CORP	1,499 64	2,396 00
120 00	PIEDMONT NAT GAS INC	3,803.00	4,729 20
210 00	PIEDMONT OFFICE RLTY TR INC	4,010.84	3,956 40
130 00	PIER 1 IMPORTS INC	1,230.00	2,002 00
45.00	PINNACLE FINL PARTNERS INC	1,733 85	1,779 30
150.00	PINNACLE WEST CAP CORP	7,741.64	10,246 50
55 00	PLANTRONICS INC NEW	2,409.00	2,916 10
35 00	PLATINUM UNDERWRITERS HLDGS LTD	2,589 65	2,569 70
60 00	PLEXUS CORP	1,291 98	2,472.60
240 00	PLUM CREEK TIMBER CO INC	11,266 48	10,269.60
90 00	POLARIS INDS INC	9,575.40	13,611 60
185 00	POLYCOM INC	3,149 52	2,497 50
130.00	POLYONE CORP	2,272.45	4,928 30
60 00	POLYPORE INTL INC	2,972 70	2,823.00
60 00	POOL CORP	2,357 12	3,806.40
40 00	POPEYES LA KITCHEN INC	1,413 60	2,250.80
141 00	POPULAR INC	4,146 20	4,801.05
1,925.00	POSCO	151,835 47	122,834 25
80 00	POST PPTYS INC	2,531 47	4,701 60
1,539 00	POWERSHARES DYN BIOTECHNOLOGY	21,490 91	77,257.80
65 00	PRA GROUP INC	2,615.31	3,765.45
2,617 00	PRAXAIR INC	179,050.95	339,058.52

5,294 00	PREMIER INC	165,976.43	177,507 82
80 00	PRESTIGE BRANDS HLDGS INC	1,018 10	2,777 60
40 00	PRICESMART INC	2,665.70	3,648 80
400 00	PRINCIPAL FINL GROUP INC	10,424.62	20,776 00
120 00	PRIVATEBANCORP INC	1,776 05	4,008.00
75 00	PROASSURANCE CORP	3,870 50	3,386.25
100 00	PROGRESS SOFTWARE CORP	2,331 20	2,702.00
28,845.00	PROGRESSIVE CORP OHIO	577,052.25	778,526 55
3 00	PROLOGIS INC	96.25	129.09
40 00	PROS HLDGS INC	1,031 60	1,099 20
95.00	PROSPERITY BANCSHARES INC	5,527 55	5,259 20
20 00	PROVIDENCE SVC CORP	874 85	728.80
40.00	PS BUSINESS PKS INC CALIF	3,037 20	3,181.60
160 00	PTC INC	5,761 30	5,864.00
1 00	PULTEGROUP INC	15 26	21.46
110.00	PVH CORP	12,875 60	14,098.70
245.00	QEP RES INC	7,496.31	4,953.90
120 00	QLIK TECHNOLOGIES INC	2,613.89	3,706 80
120.00	QLOGIC CORP	1,400 40	1,598 40
30 00	QUAKER CHEM CORP	1,750 20	2,761.20
100.00	QUALITY SYS INC	3,890 50	1,559.00
3,196 00	QUANTA SVCS INC	93,394 01	90,734 44
240 00	QUESTAR CORP	5,480 03	6,067.20
60.00	QUIDEL CORP	1,133.60	1,735.20
305 00	QUIKSILVER INC	570.35	674.05
195 00	RACKSPACE HOSTING INC	7,259.83	9,127.95
260 00	RADIAN GROUP INC	2,440.68	4,347.20
230.00	RANGE RES CORP	11,039 24	12,293 50
190.00	RAYMOND JAMES FINL INC	9,398 23	10,885 10
90.00	REALD INC	1,067 60	1,062.00
30.00	RED ROBIN GOURMET BURGERS INC	1,344 30	2,309 25
110 00	REDWOOD TR INC	2,109 16	2,167.00
180 00	REGAL ENTMT GROUP	3,844 80	3,844.80
1,377.00	REINSURANCE GROUP AMER INC	70,906.94	120,652 74
105.00	RELIANCE STEEL & ALUMINUM CO	7,013.10	6,433.35
55 00	RENAISSANCERE HOLDINGS LTD	4,134 00	5,347 10
5,630 00	REPSOL S A	126,101.09	105,900 30
190 00	RESMED INC	9,522 43	10,651.40
125 00	RESOLUTE FST PRODS INC	1,902 54	2,201 25
1,110 00	RESOURCE CAP CORP	5,749 98	5,594.40
70 00	RETAILMENOT INC	1,683.05	1,023.40
70 00	REVLON INC	1,025.80	2,391.20
645.00	REX ENERGY CORP	4,140.90	3,289 50
25.00	RIGNET INC	1,205 60	1,025 75
11,510 00	ROBERT HALF INTL INC	479,256 44	671,953 80
13,265 00	ROCHE HLDG LTD	264,024 68	450,386.55
195 00	ROCK-TENN CO	6,513 64	11,891 10
185.00	ROCKWELL AUTOMATION INC	21,594 17	20,572 00
185 00	ROCKWELL COLLINS	11,619 87	15,628 80
95.00	ROCKWOOD HLDGS INC	4,982 08	7,486 00

50.00	ROFIN SINAR TECHNOLOGIES INC	891 50	1,438 50
950.00	ROGERS CORP	47,812 13	77,368 00
135.00	ROPER TECHNOLOGIES INC	9,834 40	21,107 25
80.00	ROSETTA RES INC	3,615 30	1,784.80
290.00	ROSS STORES INC	13,826 33	27,335 40
150 00	ROVI CORP	3,330.50	3,388 50
85 00	ROYAL GOLD INC	5,492 20	5,329 50
1.00	RPC INC	9 96	13 04
40.00	RTI INTL METALS INC	1,047 30	1,010.40
110.00	RUCKUS WIRELESS INC	1,168 50	1,322 20
40 00	RUSH ENTERPRISES INC	1,452 41	1,282 00
5,544.00	RYANAIR HLDGS	237,445 98	395,120 88
70.00	RYDER SYS INC	3,197 20	6,499 50
70.00	RYLAND GROUP INC	2,689.80	2,699 20
67.00	RYMAN HOSPITALITY PPTYS INC	1,884 07	3,533 58
145 00	S & T BANCORP INC	3,965 35	4,322 45
2 00	SAFEGUARD SCIENTIFICS INC	23.11	39.64
315 00	SAFEWAY INC	7,096.35	11,062 80
210 00	SALLY BEAUTY HLDGS INC	3,065.45	6,455 40
674 00	SANDRIDGE ENERGY INC	3,350 69	1,226 68
90.00	SANGAMO BIOSCIENCES INC	935.60	1,368 90
110 00	SANMINA CORP	2,225 60	2,588 30
10,707 00	SANOFI	532,099 81	488,346.27
55.00	SAREPTA THERAPEUTICS INC	1,771.80	795 85
498 00	SBA COMMUNICATIONS CORP	35,711 58	55,158 48
50 00	SCANSOURCE INC	1,249 10	2,008 00
115 00	SCHEIN HENRY INC	8,771.09	15,657 25
6,761.00	SCHLUMBERGER LTD	586,965 53	577,457 01
40 00	SCHULMAN A INC	1,580.80	1,621 20
145 00	SCRIPPS NETWORKS INTERACTIVE INC	8,460 06	10,914 15
30 00	SEACOR HLDGS INC	1,886.84	2,214 30
445 00	SEAGATE TECH	24,358.36	29,592 50
2,140 00	SEALED AIR CORP	46,768 56	90,800 20
225 00	SEI INVESTMENTS CO	7,460 53	9,009 00
210.00	SELECT MED HLDGS CORP	1,583 29	3,024 00
350 00	SERVICE CORP INTL	4,034 34	7,945 00
110 00	SERVICESOURCE INTL LLC	468 60	514 80
120.00	SFX ENTMT INC	530 40	543 60
50 00	SHUTTERFLY INC	1,518 20	2,084 75
160 00	SIGMA ALDRICH CORP	10,593 40	21,963 20
65 00	SIGNATURE BK NEW YORK N Y	3,496 65	8,187 40
100 00	SINCLAIR BROADCAST GROUP INC	3,368 99	2,736 00
75 00	SIRONA DENTAL SYS INC	3,075 05	6,552 75
130 00	SIX FLAGS ENTMT CORP NEW	5,276 29	5,609 50
140 00	SJW CORP	3,335 72	4,496 80
1,405 00	SKY PLC	85,594 99	78,779.76
90 00	SM ENERGY CO	3,498 50	3,472 20
105 00	SMITH A O	4,160 04	5,923 05
4,517 00	SMUCKER J M CO	304,528 24	456,126 66
731 00	SOLARCITY CORP	49,383 22	39,093 88

100 00	SOLARWINDS INC	2,727.06	4,983 00
90 00	SOLERA HLDGS INC	5,784 50	4,606 20
90 00	SONIC CORP	760.50	2,450 70
2,397 00	SONOCO PRODS CO	83,001.44	104,748 90
360.00	SONUS NETWORKS INC	1,096.23	1,429.20
100 00	SOTHEBYS HLDGS INC	5,137.50	4,318.00
50.00	SPARTANNASH CO	1,140 00	1,307.00
60.00	SPECTRANETICS CORP	1,197 50	2,074.80
95.00	SPIRIT AIRLS INC	5,827 35	7,180.10
30.00	SPS COMM INC	1,429 40	1,698.90
40.00	STAGE STORES INC	783.60	828.00
20 00	STAMPS COM INC	1,008.40	959.80
30.00	STANDARD MTR PRODS INC	1,191.00	1,143 60
380.00	STANDARD PAC CORP NEW	2,728 40	2,770.20
880.00	STAPLES INC	10,383.90	15,945 60
905.00	STARWOOD HOTELS & RESORTS WW	44,447.24	73,368.35
305.00	STARWOOD PPTY TR INC	7,178 04	7,088 20
325.00	STEEL DYNAMICS INC	5,867 88	6,415.50
120.00	STEELCASE INC	2,157 60	2,154.00
1,126 00	STIFEL FINL CORP	55,207 67	57,448.52
160.00	STILLWATER MNG CO	2,823 90	2,358 40
280.00	STOCK YARD BANCORP INC	5,283 60	9,335 20
75 00	STONE ENERGY CORP	1,716 10	1,266 00
2 00	SUNCOKE ENERGY INC	24 39	38 68
175.00	SUNPOWER CORP	5,416 60	4,520.25
1 00	SUNSTONE HOTEL INVS INC	30 02	16 51
60.00	SUPER MICRO COMPUTER INC	988 80	2,092.80
3,557.00	SUPERIOR ENERGY SVCS INC	69,535 73	71,673 55
19,020.00	SURGUTNEFTEGAZ JSC	142,621 27	93,502 32
255.00	SUSQUEHANNA BANCSHARES INC PA	2,358 00	3,424.65
740.00	SVB FINL GROUP	21,502 81	85,891 80
65 00	SVB FINL GROUP	3,445.77	7,544 55
1,715.00	SWISS RE LTD	97,972 72	144,377.28
195 00	SYKES ENTERPRISES INC	4,398 45	4,576 65
50 00	SYNNEX CORP	1,557.00	3,908 00
110 00	SYNTEL INC	3,749.50	4,947.80
5,040 00	TAKEDA PHARMACEUTICAL CO LTD	121,905 07	105,018.48
50.00	TAL INTERNATIONAL GROUP INC	1,782 54	2,178.50
1,767 00	TANGER FACTORY OUTLET CTRS	63,950.03	65,308.32
50.00	TANGOE INC	1,020 50	651.50
240 00	TCF FINL CORP	5,803 31	3,813.60
95.00	TEAM HEALTH HOLDINGS INC	2,691 05	5,465 35
30.00	TEAM INC	1,122 10	1,213 80
50.00	TECH DATA CORP	1,519 19	3,161 50
315 00	TECO ENERGY INC	5,337 68	6,454.35
15,443 00	TELECOM ITALIA SPA	342,086 29	162,769.22
2,949.00	TELEFONICA BRASIL	57,409 80	52,138 32
70.00	TELETECH HOLDINGS INC	1,591 10	1,657.60
80.00	TEMPUR SEALY INTL INC	2,592.57	4,392.80
25.00	TENNANT CO	1,734 25	1,804 25

80.00	TENNECO INC	1,945 67	4,528 80
210 00	TERADATA CORP	13,952 51	9,172.80
280 00	TERADYNE INC	3,156 93	5,541 20
18,445.00	TESCO	259,033.74	163,072 25
175 00	TESORO CORP	10,812 83	13,011.25
90.00	TETRA TECH INC NEW	2,244 20	2,403.00
60 00	TEXAS CAP BANCSHARES INC	1,366.20	3,259 80
15,932.00	TEXAS INSTRUMENTS INC	376,860 79	851,804 38
415 00	TFS FINL CORP	5,683.21	6,177 28
175.00	TIFFANY & CO NEW	10,312 10	18,700 50
70 00	TILE SHOP HLDGS INC	1,837 70	621 60
2,396.00	TIM PARTICIPACOE	44,365 93	53,215 16
120.00	TIMKEN CO	2,622 50	5,121.60
9,388.00	TJX COS INC	501,901.78	643,829 04
4,295.00	TOKIO MARINE HLDGS INC	109,600.50	140,910 36
70.00	TORNIER NV	1,500 10	1,785 00
662 00	TOYOTA MOTOR CORP	46,758.20	83,067 76
185 00	TRACTOR SUPPLY CO	10,643.05	14,581.70
55.00	TREEHOUSE FOODS INC	2,128.50	4,704 15
2,815.00	TRIMBLE NAVIGATION LTD	70,384.19	74,710 10
190 00	TRIPADVISOR INC	11,963.50	14,185.40
235.00	TRIQUINT SEMICONDUCTOR INC	3,036.34	6,474.25
60.00	TRUEBLUE INC	1,194.60	1,335.00
130.00	TTM TECHNOLOGIES INC	1,612.60	978.90
65.00	TUPPERWARE BRANDS CORP	2,721 35	4,095.00
500 00	TWO HBRS INVT CORP	5,180.25	5,010.00
45.00	TYLER TECHNOLOGIES INC	3,334.10	4,924.80
70 00	U S SILICA HLDGS INC	3,628.30	1,798 30
10,310 00	UBS AG	174,555 54	175,785.50
343.00	UDR INC	8,678 74	10,571.26
85.00	ULTA SALON COSMETICS & FRAGRANCE	7,904.05	10,866 40
60.00	ULTIMATE SOFTWARE GROUP INC	6,064 97	8,808 90
205.00	ULTRA PETE CORP	7,964 26	2,697 80
70.00	UMB FINL CORP	3,128 69	3,982 30
5,133.00	UMPQUA HLDGS CORP	84,037 74	87,312.33
235 00	UNDER ARMOUR INC	4,735 85	15,956.50
18,433 00	UNILEVER N V	589,328 60	719,624 32
71 00	UNISYS CORP	1,114.85	2,093.08
65 00	UNIT CORP	3,292.90	2,216.50
90 00	UNITED BANKSHARES INC WEST VA	2,333.00	3,370 50
1 00	UNITED CONTL HLDGS INC	9.67	66 89
377 00	UNITED FINANCIAL BANCORP INC	3,961 50	5,413 72
896 00	UNITED NAT FOODS INC	41,989 33	69,283 21
145 00	UNITED RENTALS INC	6,623 29	14,791 45
50 00	UNITED STATIONERS INC	1,533 92	2,108 00
60 00	UNITED THERAPEUTICS CORP DEL	3,250 90	7,769 40
130 00	UNIVERSAL AMERN SPIN CORP	990.99	1,206.40
60.00	UNIVERSAL DISPLAY CORP	1,671.10	1,665.00
380 00	UNIVEST CORP	6,429.60	7,691 20
13,967 00	US BANCORP DEL	558,775 99	627,816 65

50 00	VAIL RESORTS INC	1,828 10	4,556 50
459.00	VALMONT INDS INC	53,768 09	58,293 00
110 00	VALSPAR CORP	3,967 99	9,512.80
140.00	VARIAN MED SYS INC	9,593 14	12,111.40
50 00	VASCO DATA SEC INTL INC	1,370.15	1,410 50
115.00	VCA INC	2,888 99	5,608 55
120.00	VECTREN CORP	4,144.29	5,547 60
50 00	VIEWPOINT FINL GROUP INC MD	1,210 00	1,192 50
10 00	VIRTUS INVT PARTNERS INC	1,912.90	1,704.90
190 00	VISHAY INTERTECHNOLOGY INC	2,711 48	2,688.50
1 00	VISHAY PRECISION GROUP INC	10.47	17 16
60 00	VISTEON CORP	5,976.00	6,411 60
40.00	VITAMIN SHOPPE INC	1,773.55	1,943 20
370 00	VONAGE HLDGS CORP	1,717.03	1,409 70
90.00	WABASH NATL CORP	1,013.40	1,112 40
80.00	WABCO HLDGS INC	2,250.07	8,382 40
674.00	WABTEC CORP	25,612.34	58,563 86
50 00	WALTER INVT MGMT CORP	1,330 30	825 50
135.00	WASHINGTON FED INC	2,944 49	2,990 25
90.00	WASHINGTON REAL ESTATE INVT TR	2,308 34	2,489 40
551 00	WATERS CORP	52,193 14	62,108 72
20 00	WD-40 CO	1,580 00	1,701.60
70 00	WEB COM GROUP INC	2,295 15	1,329 30
130 00	WEBSTER FINL CORP CONN	1,109.90	4,228 90
80.00	WEIGHT WATCHERS INTL INC	4,242.20	1,987 20
500 00	WENDYS CO	4,390.00	4,515 00
130.00	WESCO AIRCRAFT HLDGS INC	1,774 10	1,817.40
60 00	WESCO INTL INC	3,602.40	4,572 60
95 00	WEST PHARMACEUTICAL SVSC INC	4,037 54	5,057.80
130.00	WESTERN ALLIANCE BANCORP	1,423 04	3,614.00
135 00	WESTERN REFNG INC	3,166.06	5,100 30
2,809 00	WESTPORT INNOVATIONS INC	67,083.81	10,505 66
50 00	WEX INC	3,718.00	4,946 00
90.00	WGL HLDGS INC	3,928 85	4,915 80
110.00	WHIRLPOOL CORP	9,561 85	21,311 40
235.00	WHITEWAVE FOODS CO	7,553.03	8,222 65
227 00	WHITING PETE CORP	8,029.30	7,491 00
1,253 00	WILEY JOHN & SONS INC	51,512 86	74,227 72
15 00	WILLIAMS CLAYTON ENERGY INC	987 80	957.00
125 00	WILLIAMS SONOMA INC	4,952 88	9,460 00
2,900 00	WILLIS GROUP HOLDINGS PLC	124,626.61	129,949 00
60 00	WINTRUST FINL CORP	2,756 40	2,805 60
305 00	WISCONSIN ENERGY CORP	9,923 17	16,085 70
4,465 00	WISDOMTREE INVTS INC	49,804 22	69,988 88
15,370 00	WM MORRISON SUPERMARKETS	289,706.31	220,728 57
135 00	WOLVERINE WORLD WIDE INC	3,555 20	3,978 45
85 00	WOODWARD INC	3,007 13	4,184 55
130 00	WORKDAY INC	10,050 74	10,609 30
95.00	WORLD FUEL SVCS CORP	3,689 48	4,458 35
90 00	WORTHINGTON INDS INC	2,166 70	2,708 10
170.00	WYNDHAM WORLDWIDE CORP	12,774 73	14,579 20

1.00	XCERRA CORP	7.87	9 16
85 00	XENOPORT INC	723.35	745.45
50 00	XOOM CORP	1,018 60	875.50
250.00	XYLEM INC	6,621 88	9,517 50
40 00	YRC WORLDWIDE INC	881.60	899 60
275.00	ZIONS BANCORPORATION	6,414 10	7,840 25

TOTAL TO FORM 990-PF, PART II, LINE 10B

28,491,603.20

36,811,175.48

CORPORATE BONDS

	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
275,000 00	ACE INA HLDG 3.350% 5/15/24	280,115.00	277,887.50
250,000 00	BLACKROCK INC 5% 12/10/19	251,125.00	282,645.00
200,000 00	BP CAP MKTS 4 5% 10/1/20	216,740.00	216,394.00
150,000.00	BP CAP MKTS 2 5% 11/06/22	141,858.00	139,759.50
300,000 00	BURLINGTON N SF 5.75% 3/15/18	324,907.08	336,258 00
100,000 00	CISCO SYS INC 4 95% 2/15/19	107,470 00	111,762 00
200,000 00	COMCAST CORP 3.125% 7/15/22	206,188 00	203,240.00
175,000.00	COSTCO WHSL CORP 5 5% 3/15/17	177,787 75	191,502 50
100,000.00	EBAY 3 250% 10/15/20	103,076 00	101,718.00
400,000.00	EMERSON ELEC NTS 5 25% 10/15/18	415,920 00	449,700 00
75,000 00	EXELON GENERATION CO 5 2% 10/1/	77,156 25	82,876 50
150,000 00	GENERAL ELEC CAP 5 625% 5/1/18	162,660.00	168,784 50
150,000.00	GOLDMAN SACHS 5.95% 1/18/18	174,099 00	166,645 50
100,000.00	HEWLETT PACKARD 4 375% 9/15/21	104,490 00	104,848 00
150,000 00	JPMORGAN CHASE & CO 4 5% 1/24/2	162,496 50	163,762 50
250,000 00	MERCK & CO 3.875% 1/15/21	269,605 00	270,512.50
175,000 00	ORACLE CORP 2.375% 1/15/19	177,376 50	178,027.50
100,000.00	ORACLE CORP 2.250% 10/08/19	99,556 00	100,714 00
400,000 00	PFIZER INC 5 35% 3/15/15	414,104 00	403,624 00
200,000 00	RAYTHEON CO SR 3 125% 10/15/20	214,708 00	206,560 00
150,000 00	RIO TINTO USA 2 250% 12/14/18	151,057 79	150,303.00
150,000.00	TARGET CORP 3.5% 7/1/24	153,714 00	155,725 50
125,000.00	TD AMERITRADE HLDG CORP 5.600%	144,490.00	143,490 00
150,000 00	TOTAL CAP 4 45% 6/24/20	154,918.50	164,565 00
150,000 00	TOYOTA MTR CR CORP 2% 9/15/16	151,924 50	152,719.50
300,000 00	VERIZON COMM INC 5.15% 9/15/23	329,444 00	331,269 00
200,000 00	WELLS FARGO & CO 4 125% 8/15/23	206,352 00	209,916 00
150,000 00	WESTPAC BKG CORP 2% 8/14/17	153,325 50	151,981 50

TOTAL TO FORM 990-PF, PART II, LINE 10C

5,526,664 37

5,617,191.00

OTHER INVESTMENTS

FAIR MARKET

	<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>VALUE</u>
200,000 00	FEDERAL FARM CR 2.02% 8/16/21	200,000 00	194,496 00
200,000 00	FEDERAL FARM CR 2 18% 9/20/21	200,000 00	199,070.00
200,000 00	FEDERAL FARM CR 2.19% 3/7/22	199,700 00	193,878.00
200,000 00	FEDERAL FARM CR 5 05% 11/15/17	204,538 00	222,712 00
250,000 00	FHLB 4 75% 9/11/15	247,542 50	257,707.50
200,000 00	FHLB 5% 11/17/17	202,090 00	222,298.00
75,000.00	FHLB 5 375% 5/15/19	78,233.25	86,853.00
100,000 00	FHLB CONS BD 4.25% 3/9/18	96,341 00	108,421.00
100,000 00	FHLB CONS BD 4 625% 9/11/20	104,021 00	114,004.00
425,000 00	FHLB CONS BD 5% 12/11/15	425,360 50	443,734.00
	ACCION NM 2011C	255,000 33	255,000.33
	OPV LIQUIDATING TRUST - EPIWORKS	11,685 76	11,685.76
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>2,224,512.34</u>	<u>2,309,859.59</u>

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2014
Schedule of Controlled Entities
Part VII-A Question 11**

	(A) Name and address of each controlled entity	(B) Employer identification number
a	ACCION NM 2011C LLC	45-4151679
	2000 Zearing Ave NW	
	Albuquerque, NM 87104	
b		
c		
Total		

**SUPPLEMENTARY STATEMENT
FOR THE YEAR ENDED 12/31/2014
Schedule of Information Regarding Transfers from a Controlled Entity
Part VII-A Question 11**

	(A) Name and address of each controlled entity	(B) Employer identification number	(C) Description of transfer	(D) Amount of transfer
a	ACCION NM 2011C LLC 2000 Zearing Ave NW Albuquerque, NM 87104	45-4151679	Payment of interest income	\$ 9,947
b				
c				
Total				\$ 9,947

The Lumpkin Family Foundation
23-7423640
Form 990PF, Part VII-A, Question 12
2014

In 2014, The Lumpkin Family Foundation distributed \$7,161 to a donor advised fund over which a disqualified person had advisory privileges. This distribution was treated as a qualifying distribution by the foundation. The qualifying distribution was made to a donor advised fund within The Philadelphia Foundation which is a 501(c)(3) organization. These funds will be further distributed for the purpose of the donor advised fund, which is to provide funds and support for organizations that aim to enhance the quality of life for all Philadelphians through assisting citizens to envision, advocate for, and maintain community spaces, both natural and developed. Prior to distribution by the donor advised fund to a charitable organization, The Philadelphia Foundation ensures that the work of the charitable organization is aligned with the official purpose of the donor advised fund and that the organization is an active public charity with an active 501 (c)(3) IRS designation.

**ACCION 2011C, LLC
2000 Zearing Ave, NW
Albuquerque, NM 87104**

**Report on Receipt of Program Related Investment
From The Lumpkin Family Foundation
For the Fiscal Year ended December 31, 2014**

Date received: December 27, 2011

Amount received: \$250,000

Organization: ACCION 2011C, LLC is a wholly consolidated subsidiary of ACCION New Mexico, Inc., a 501(c)3 non-profit organization under the Internal Revenue Code whose mission is to make business loans and provide training to small businesses that have limited or no access to credit.

Purpose: Formation of capital to be deployed by ACCION New Mexico, a New Mexico non-profit organization in support of its mission.

Expenditures: \$250,000 as of December 31, 2014 was used by ACCION New Mexico to support its lending capital structure. In 2014, ACCION made 1,239 loans for a total of \$12.3 million to businesses in New Mexico, Arizona, Colorado and Nevada who created or sustained 3,322 jobs. 87% of the entrepreneurs who received loans in 2014 were low-to-moderate income, minority, or female borrowers.

Other: None of the funds received have been spent for purposes other than the purpose above. No funds were used to carry on propaganda, attempt to influence legislation, influence the outcome of a public election, carry on a voter registration drive, or otherwise not comply with the requirements for private foundation grants.

The Lumpkin Family Foundation
23-7423640
Form 990PF, Part XV
2014

- 2a) Bruce Karmazin, 121 South 17th Street, Mattoon, IL 61938 (217) 234-5915
- 2b) All application submissions must be made on-line by going to the link listed below to register with the system. The following information will be requested: the organization's mission statement; geographic locations that the organization serves; name and contact information for the Executive Director including email; estimated budget of the organization for the current fiscal year; amount the organization is requesting and how the funds will be spent; and a brief description of the project for which funding is being sought and the desired outcomes of the project.
- (<https://www.grantinterface.com/lumpkin/Common/LogOn.aspx>)
- If unable to use the online system, please contact Bruce Karmazin at bruce@lumpkinfoundation.org or 217-234-5915.
- 2c) Deadlines for letters of inquiry to The Lumpkin Family Foundation are April 5 and August 29 depending on the program area. Deadlines for full grant applications are also dependent on the specific program area. Those deadlines are May 31 and October 10.
- 2d) Applications will be considered for organizations operated exclusively for one or more of the following purposes: Educational, Environmental, Scientific, Religious, Literary, or Charitable. At the present time no scholarships or grants are given to any individual person or persons.

FOR THE YEAR ENDED 12/31/2014
Grants and Contributions Paid During the Year or Approved for Future Payment

<u>NAME</u> <u>ADDRESS</u>	<u>RELATIONSHIP</u>	<u>STATUS</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
350.org Brooklyn, New York	N/A	501(c)(3)	Environmental	500.00
ACCION International Cambridge, Massachusetts	N/A	501(c)(3)	Charitable	1,000 00
ACCION New Mexico Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	50,000 00
Albuquerque Academy Albuquerque, New Mexico	N/A	501(c)(3)	Education	2,500.00
All Saints Episcopal Day School Carmel, California	N/A	501(c)(3)	Education	1,000 00
Alliance for the Great Lakes Chicago, Illinois	N/A	501(c)(3)	Environmental	5,000 00
Allowance for Good Evanston, Illinois	N/A	501(c)(3)	Charitable	1,000.00
Amazon Watch Oakland, California	N/A	501(c)(3)	Environmental	500.00
American School in London Foundation London, United Kingdom	N/A	501(c)(3)	Education	2,500 00
Amnesty International USA, Inc. New York, New York	N/A	501(c)(3)	Charitable	500 00
Angel Island Conservancy Tiburon, California	N/A	501(c)(3)	Charitable	500 00
Arts Connection of Central Illinois Effingham, Illinois	N/A	501(c)(3)	Charitable	9,000 00
ArtWell Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	5,000 00
Ashville Free Library Ashville, New York	N/A	501(c)(3)	Education	1,000.00
Audubon Canyon Ranch Stinson Beach, California	N/A	501(c)(3)	Environmental	250 00
Berea College Berea, Kentucky	N/A	501(c)(3)	Education	40,000 00
Blue Planet Network	N/A	501(c)(3)	Environmental	3,000 00

• Oakland, California

Bread for the Journey Novato, California	N/A	501(c)(3)	Charitable	500 00
Bridge the Gap Sausalito, California	N/A	501(c)(3)	Charitable	250 00
California Film Institute San Rafael, California	N/A	501(c)(3)	Charitable	500 00
Canal Alliance San Rafael, California	N/A	501(c)(3)	Charitable	3,000 00
Chautauqua Institution Fndn. Chautauqua, New York	N/A	501(c)(3)	Charitable	1,000.00
Chautauqua Lake Association Lakewood, New York	N/A	501(c)(3)	Environmental	500.00
Chautauqua Watershed Conservancy Lakewood, New York	N/A	501(c)(3)	Environmental	5,000 00
Chicago Symphony Orchestra Chicago, Illinois	N/A	501(c)(3)	Charitable	5,000 00
Children's Grief Center of New Mexico Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	1,000 00
Chorale Connecticut Meriden, Connecticut	N/A	501(c)(3)	Charitable	400 00
Christopher Newport University Newport News, Virginia	N/A	501(c)(3)	Education	2,000 00
City of Mattoon Mattoon, Illinois	N/A	501(c)(3)	Charitable	98,973 51
Climate Cycle Chicago, Illinois	N/A	501(c)(3)	Environmental	55,743 00
Coles County CASA Charleston, Illinois	N/A	501(c)(3)	Charitable	7,500 00
Coles County Habitat for Humanity Charleston, Illinois	N/A	501(c)(3)	Charitable	1,000 00
Coles County Historical Society Mattoon, Illinois	N/A	501(c)(3)	Charitable	100 00
Coles County Mental Health Association Mattoon, Illinois	N/A	501(c)(3)	Medical	21,140.00
Collaboration for Early Childhood Oak Park, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Collective Heritage Institute/Bioneers Santa Fe, New Mexico	N/A	501(c)(3)	Environmental	2,500 00
Colorado Timberline Academy, Inc	N/A	501(c)(3)	Education	1,000.00

Durango, Colorado

Community Action Inc Head Start Haverhill, Massachusetts	N/A	501(c)(3)	Education	2,500 00
Community Foundation for Land of Lincoln Springfield, Illinois	N/A	501(c)(3)	Charitable	11,500 00
Community Foundation for Monterey Co Monterey, California	N/A	501(c)(3)	Charitable	100.00
Community Foundation of E Central IL Champaign, Illinois	N/A	501(c)(3)	Charitable	7,664 80
Community Foundation of Macon County Decatur, Illinois	N/A	501(c)(3)	Charitable	11,500 00
Compassion and Choices Denver, Colorado	N/A	501(c)(3)	Charitable	500 00
Concord Academy Concord, Massachusetts	N/A	501(c)(3)	Education	50,000.00
CT NOFA Stevenson, Connecticut	N/A	501(c)(3)	Charitable	1,000.00
Doctors Without Borders New York, New York	N/A	501(c)(3)	Medical	1,000 00
Dogs Without Borders Los Angeles, California	N/A	501(c)(3)	Charitable	2,500 00
Donors Forum Chicago, Illinois	N/A	501(c)(3)	Charitable	65,891 00
DrawBridge San Rafael, California	N/A	501(c)(3)	Charitable	1,500 00
Dressage4Kids Bedford, New York	N/A	501(c)(3)	Charitable	1,500 00
Eastern Illinois University Foundation Charleston, Illinois	N/A	501(c)(3)	Education	204,500.00
ElevArte Community Studio Chicago, Illinois	N/A	501(c)(3)	Charitable	7,500 00
Explora Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	1,000 00
First Person Arts Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,500 00
Forest Ethics San Francisco, California	N/A	501(c)(3)	Environmental	1,000 00
Foundation of City College San Francisco San Francisco, California	N/A	501(c)(3)	Education	1,000 00
Fractured Atlas	N/A	501(c)(3)	Charitable	1,000 00

• New York, New York

Friends of the Mattoon Public Library Mattoon, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Friends of the Oak Park Conservatory Oak Park, Illinois	N/A	501(c)(3)	Environmental	5,000 00
Gads Hill Center Chicago, Illinois	N/A	501(c)(3)	Charitable	1,000 00
Genesis Animal Rescue & Rehabilitation Mattoon, Illinois	N/A	501(c)(3)	Charitable	100 00
Girl Ventures San Francisco, California	N/A	501(c)(3)	Charitable	7,000 00
Glide Foundation San Francisco, California	N/A	501(c)(3)	Charitable	1,000.00
Global Citizen Year Oakland, California	N/A	501(c)(3)	Charitable	750 00
Gulf Stream School Gulf Stream, Florida	N/A	501(c)(3)	Education	1,000 00
Harborlight Montessori School Beverly, Massachusetts	N/A	501(c)(3)	Education	1,500.00
Healthy Schools Campaign Evanston, Illinois	N/A	501(c)(3)	Education	170,000.00
Helen Caldicott Foundation Asheville, North Carolina	N/A	501(c)(3)	Environmental	2,000.00
Helen Matthes Library Effingham, Illinois	N/A	501(c)(3)	Education	20,000.00
Hephzibah Children's Association Oak Park, Illinois	N/A	501(c)(3)	Charitable	500 00
Hope With Sudan San Jose, California	N/A	501(c)(3)	Charitable	350 00
Housatonic Community College Fdn, Inc Bridgeport, Connecticut	N/A	501(c)(3)	Education	10,000 00
Illinois Library Association Chicago, Illinois	N/A	501(c)(3)	Education	100 00
Illinois Stewardship Alliance Springfield, Illinois	N/A	501(c)(3)	Charitable	25,000.00
Independence Branch of the Free Library Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000 00
International Medical Corps Los Angeles, California	N/A	501(c)(3)	Charitable	36,000 00
Lionheart Foundation	N/A	501(c)(3)	Charitable	1,500 00

* Boston, Massachusetts

Little Theatre on the Square Sullivan, Illinois	N/A	501(c)(3)	Charitable	100 00
Marin Advocates for Children San Rafael, California	N/A	501(c)(3)	Charitable	750 00
Maritime Aquarium at Norwalk Norwalk, Connecticut	N/A	501(c)(3)	Charitable	500 00
Marlborough School Los Angeles, California	N/A	501(c)(3)	Education	250 00
Master's Manna, Inc Wallingford, Connecticut	N/A	501(c)(3)	Charitable	1,000.00
Mattoon Area Community Foundation Mattoon, Illinois	N/A	501(c)(3)	Charitable	1,500 00
Mattoon Area Family YMCA Mattoon, Illinois	N/A	501(c)(3)	Charitable	240,000 00
Mattoon Arts Council Mattoon, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Mattoon Community Food Center Mattoon, Illinois	N/A	501(c)(3)	Charitable	2,500 00
Mattoon Community Unit District #2 Mattoon, Illinois	N/A	501(c)(3)	Education	3,000 00
Memorial Sloan-Kettering Cancer Center New York, New York	N/A	501(c)(3)	Medical	1,000 00
Mid-Illinois Big Brothers Big Sisters Charleston, Illinois	N/A	501(c)(3)	Charitable	25,000 00
Mighty Writers Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000 00
Mill Valley Livearts Mill Valley, California	N/A	501(c)(3)	Charitable	1,000 00
Monterey County Education Fund Monterey, California	N/A	501(c)(3)	Education	100,000 00
MPC Foundation Monterey, California	N/A	501(c)(3)	Education	10,000 00
NARAL Pro Choice America Foundation Washington, D C	N/A	501(c)(3)	Charitable	1,000 00
National Outdoor Leadership School Lander, Wyoming	N/A	501(c)(3)	Education	500 00
Need In Deed Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	2,500 00
Nepal Youth Foundation	N/A	501(c)(3)	Charitable	750 00

* Sausalito, California

New Hampshire Supreme Court Society Concord, New Hampshire	N/A	501(c)(3)	Charitable	5,000 00
New Mexico Philharmonic Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	10,000 00
New Venture Fund Washington, D.C	N/A	501(c)(3)	Environmental	30,000 00
Nineteenth Century Charitable Association Oak Park, Illinois	N/A	501(c)(3)	Charitable	5,000 00
Northern Light School Oakland, California	N/A	501(c)(3)	Education	15,000 00
Norwalk River Watershed Association, Inc Oak Park, Illinois	N/A	501(c)(3)	Environmental	500 00
Norwalk Tree Alliance Oak Park, Illinois	N/A	501(c)(3)	Environmental	4,750 00
Oak Park & River Forest Infant Welfare Oak Park, Illinois	N/A	501(c)(3)	Medical	1,000 00
Oak Park Education Foundation Oak Park, Illinois	N/A	501(c)(3)	Education	1,000.00
Oak Park River Forest Community Fndn Oak Park, Illinois	N/A	501(c)(3)	Charitable	5,000.00
Oasis for Girls San Francisco, California	N/A	501(c)(3)	Charitable	7,500.00
Openlands Chicago, Illinois	N/A	501(c)(3)	Environmental	1,000 00
Organic Consumers Association Little Marais, Minnesota	N/A	501(c)(3)	Charitable	2,500 00
Pacific Repertory Theatre Carmel, California	N/A	501(c)(3)	Charitable	250 00
Palm Beach Day Academy West Palm Beach, Florida	N/A	501(c)(3)	Education	500 00
Panama Central School Panama, New York	N/A	501(c)(3)	Education	60,000.00
Pesticide Action Network Oakland, California	N/A	501(c)(3)	Environmental	1,750 00
Phillips Academy Andover, Massachusetts	N/A	501(c)(3)	Education	52,500 00
Pilgrim School Los Angeles, California	N/A	501(c)(3)	Education	250.00
Planned Parenthood Mar Monte, Inc.	N/A	501(c)(3)	Charitable	1,500 00

Salinas, California

Play On, Philly Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	1,000.00
Polaris Project Washington, D C	N/A	501(c)(3)	Charitable	2,000 00
Positive Futures Network Bainbridge Island, Washington	N/A	501(c)(3)	Charitable	500.00
Project Commotion San Francisco, California	N/A	501(c)(3)	Charitable	2,500.00
Project Open Hand San Francisco, California	N/A	501(c)(3)	Charitable	1,000 00
Readers' Bridge, NFP Mattoon, Illinois	N/A	501(c)(3)	Charitable	1,350.00
Ridgefield Academy Ridgefield, Connecticut	N/A	501(c)(3)	Education	500 00
Robert Louis Stevenson School Pebble Beach, California	N/A	501(c)(3)	Education	250.00
Roswell Park Cancer Institute Buffalo, New York	N/A	501(c)(3)	Medical	1,000 00
Saint Mary-of-the-Woods College Saint Mary-of-the-Woods, Indiana	N/A	501(c)(3)	Education	250 00
San Domenico School San Anselmo, California	N/A	501(c)(3)	Education	7,500 00
San Francisco Mann Food Bank San Francisco, California	N/A	501(c)(3)	Charitable	2,500 00
San Francisco Night Ministry San Francisco, California	N/A	501(c)(3)	Charitable	750 00
San Francisco Symphony San Francisco, California	N/A	501(c)(3)	Charitable	2,500.00
Sandia Preparatory School Albuquerque, New Mexico	N/A	501(c)(3)	Education	750 00
Sarah Bush Lincoln Health Foundation Mattoon, Illinois	N/A	501(c)(3)	Medical	340,000.00
Sarah's Inn Oak Park, Illinois	N/A	501(c)(3)	Charitable	6,000 00
School of the Chicago Art Institute Chicago, Illinois	N/A	501(c)(3)	Education	500 00
School Year Abroad Lawrence, Massachusetts	N/A	501(c)(3)	Education	1,750 00
Sea Education Association	N/A	501(c)(3)	Education	500 00

Woods Hole, Massachusetts

Seven Generations Ahead Oak Park, Illinois	N/A	501(c)(3)	Environmental	21,000 00
Shelbyville Area Community Foundation Shelbyville, Illinois	N/A	501(c)(3)	Charitable	10,000 00
Southeastern IL Community Foundation Effingham, Illinois	N/A	501(c)(3)	Charitable	60,860 00
Spark Program, Inc Philadelphia, Pennsylvania	N/A	501(c)(3)	Education	5,000 00
SPCA of Monterey County Monterey, California	N/A	501(c)(3)	Charitable	1,000 00
SpectorDance Carmel, California	N/A	501(c)(3)	Charitable	100.00
St Andrews School Boca Raton, Florida	N/A	501(c)(3)	Education	1,000 00
St John's Preparatory School Danvers, Massachusetts	N/A	501(c)(3)	Education	1,000 00
St Luke's School New Canaan, Connecticut	N/A	501(c)(3)	Education	2,250 00
Suffield Academy Suffield, Connecticut	N/A	501(c)(3)	Education	500.00
The Bay School of San Francisco San Francisco, California	N/A	501(c)(3)	Education	250 00
The Big Sur Land Trust Carmel, California	N/A	501(c)(3)	Environmental	5,000 00
The Field Museum Chicago, Illinois	N/A	501(c)(3)	Charitable	1,000 00
The Kensington Conservancy Lake Forest, Illinois	N/A	501(c)(3)	Charitable	1,100 00
The Land Connection Champaign, Illinois	N/A	501(c)(3)	Charitable	12,500 00
The Nature Conservancy Chicago, Illinois	N/A	501(c)(3)	Environmental	10,000 00
The Philadelphia Foundation Philadelphia, Pennsylvania	N/A	501(c)(3)	Charitable	7,161 00
Tricklock Repertory Albuquerque, New Mexico	N/A	501(c)(3)	Charitable	8,000 00
Triskeles, Inc Exton, Pennsylvania	N/A	501(c)(3)	Environmental	7,500 00
U S. Dressage Federation Nat'l Educ Ctr	N/A	501(c)(3)	Charitable	2,000 00

• Lexington, Kentucky

U S. Equestrian Federation Lexington, Kentucky	N/A	501(c)(3)	Charitable	2,112 00
U S. Friends of Adonai Mattoon, Illinois	N/A	501(c)(3)	Charitable	2,000 00
United Religions Initiative San Francisco, California	N/A	501(c)(3)	Charitable	2,000 00
United Way of Coles County Mattoon, Illinois	N/A	501(c)(3)	Charitable	10,250.00
United Way of Meriden & Wallingford, Inc. Meriden, Connecticut	N/A	501(c)(3)	Charitable	600 00
Wellesley College Wellesley, Massachusetts	N/A	501(c)(3)	Education	1,000.00
Westover School Middlebury, Connecticut	N/A	501(c)(3)	Education	2,000.00
Wildlife Conservation Society, Bronx, NY Bronx, New York	N/A	501(c)(3)	Charitable	100.00
Wilton Go Green, Inc Wilton, Connecticut	N/A	501(c)(3)	Charitable	700 00
Wilton Library Wilton, Connecticut	N/A	501(c)(3)	Charitable	2,500 00
Woman, Inc San Francisco, California	N/A	501(c)(3)	Charitable	1,000 00
Woodcock Nature Center Wilton, Connecticut	N/A	501(c)(3)	Charitable	500 00
Wounded Warrior Project Jacksonville, Florida	N/A	501(c)(3)	Charitable	1,500 00
Yale University New Haven, Connecticut	N/A	501(c)(3)	Education	1,100.00
Young Imaginations San Rafael, California	N/A	501(c)(3)	Charitable	8,500.00
Youth Music Monterey Monterey, California	N/A	501(c)(3)	Charitable	100 00

Total Grants and Contributions Paid

2,182,445.31

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. THE LUMPKIN FAMILY FOUNDATION C/O S.L. GRISSOM	Employer identification number (EIN) or 23-7423640
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 121 S. 17TH STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MATTOON, IL 61938	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

S.L. GRISSOM, ASSISTANT TREASURER

- The books are in the care of ► **121 SOUTH 17TH STREET, MATTOON, IL - 61938**
Telephone No. ► **217-235-4410** Fax No. ► **217-234-8586**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2015** , to file the exempt organization return for the organization named above. The extension is for the organization's return for.
► ☒ calendar year **2014** or
► ☐ tax year beginning _____ , and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	96,028.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	107,654.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.