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Form **990-PF**

OMB No 1545-0052

Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

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

A Employer identification number A Total Table A Employer identification number A Total Table A Employer identification number A Total Table A T	Fo	caler	dar year 2014 or tax year beginning		, and ending			
FAMILY FOUNDATION TRUST				FV		A Employer identificatio	n number	
40 S 14TH STREET City or towns, state or province, country, and ZIP or foreign postal code OARLAND, CA 94612 6 Cineck all that apply: Includ return And dress change H Check type of organization: State of 947(8)(1) nonexempt chantable trust Section 947(8)(1) nonexempt chantable trust		-				47-6174269		
Contributions, participations of provinces, country, and pill per foreign postal code OAKLAND, CA 9 4612			•	address)			_	
OAKLAND, CA 9461.2 6 Check all that apply: Interferent Interferen		105	14TH STREET		809	510-834-29	995	
Check all that apply:				ostal code		C if exemption application is	pending, check here	
Check type of organization: Address change Section 597(b)(3) exempt private foundation Section 4947(b)(1) nonexempt charicable trust Other taxable private foundation Fair market value of all assets at end of year Accounting method: Accounting me	G	Check	all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organization	s, check here	
Heavy Content Heavy Conten			Final return	Amended return		2 -		
Section 4947(a)(1) nonexempt charitable rust						check here and attach c	eeting the 85% test, omputation	
Farm market value of all assets at end of year City (crom Part II), col. (c), kine 15 22, 248, 318 Part III, column (cl) (mark the concent) City (specify) City (spe	H		• • • • • • • • • • • • • • • • • • • •			E If private foundation sta	atus was terminated	
Controllation Part Col	L				tion	under section 507(b)(1)(A), check here	
Part			· 1 —	-	Accrual			
Part Analysis of Revenue and Expenses (a) Revenue and expenses (ca) Revenue and expenses per books (b) Net investment income (c) Adjusted net in			Part II, col (c), line 16)	her (specify)		under section 507(b)(1)(B), check here	
Contributions, gifts, grants, etc., received Contributions, gifts, grants, etc., and meetings Contributions, gifts, grants, etc., and etc.							/d\=	
2 Check ▶	P	art I	(The total of amounts in columns (b), (c), and (d) may not				for charitable purposes	
State Stat		1				N/A_		
Section Sect		2	Check X If the foundation is not required to attach Sch. B					
Sa Gross rents Sa Gross rents Sa Net rental income or (loss) Sa Net rental income or (loss) Sa Net rental income or (loss) Sa Net rental income for all 16,041,931. 1,727,574.		3	interest on savings and temporary cash investments					
B Net rental income or (loss) B Net pair or (loss) from sale of assets not on line 10 b Gross sales pince for 1 16, 041, 931. 7 Copital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10a and discharacs b Less Cety local select or (last G 1 8 2015		4	Dividends and interest from securities	581,991.	581,991.		STATEMENT 1	
Section Process Proc		5a	Gross rents .	 		· · · · · · · · · · · · · · · · · · ·		
Description		1 -		1 707 574			ļ	
8 Netsindrierm capital gain 9 Income modifications CEIVED 10 and dishwances 10 Less Caped goods sold 10 Cross spies less cloude CeiveD 11 Other from 12 Total. Add times 1 through 11 2, 315, 180. 2, 315, 180. 2 13 Compensation of addizable belock spies. Inc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 126. 0. 126. 17 Interest 18 Taxes STMT 4 3, 035. 1, 518. 1, 517. 18 Taxes STMT 5 215, 065. 175, 832. 39, 233. 17 Interest 18 Taxes STMT 6 31, 081. 7, 283. 0. 19 Depreciation and depletion 10 Coupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 7 10, 063. 1, 773. 8, 290. 25 Contributions, girls, grants paid 26 Total expenses and disbursements. 27 Subtract line 26 from line 12: 28 Excess of revenue over expenses and disbursements 28 Details of the procession of throughtow, enter -0-) 29 Coupancy 20 Subtract line 26 from line 12: 3 Excess of revenue over expenses and disbursements 4 Details of the procession of throughtow, enter -0-) 28 Coupancy 29 Coupancy 29 Subtract line 26 from line 12: 3 Excess of revenue over expenses and disbursements 4 Details of the procession of throughtow, enter -0-) 5 Codd lines 24 and 25 1, 302, 597. 216, 519. 1,062, 280.	ē	6a		1,/2/,5/4.			 	
8 Netsindrierm capital gain 9 Income modifications CEIVED 10 and dishwances 10 Less Caped goods sold 10 Cross spies less cloude CeiveD 11 Other from 12 Total. Add times 1 through 11 2, 315, 180. 2, 315, 180. 2 13 Compensation of addizable belock spies. Inc. 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees STMT 3 126. 0. 126. 17 Interest 18 Taxes STMT 4 3, 035. 1, 518. 1, 517. 18 Taxes STMT 5 215, 065. 175, 832. 39, 233. 17 Interest 18 Taxes STMT 6 31, 081. 7, 283. 0. 19 Depreciation and depletion 10 Coupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses STMT 7 10, 063. 1, 773. 8, 290. 25 Contributions, girls, grants paid 26 Total expenses and disbursements. 27 Subtract line 26 from line 12: 28 Excess of revenue over expenses and disbursements 28 Details of the procession of throughtow, enter -0-) 29 Coupancy 20 Subtract line 26 from line 12: 3 Excess of revenue over expenses and disbursements 4 Details of the procession of throughtow, enter -0-) 28 Coupancy 29 Coupancy 29 Subtract line 26 from line 12: 3 Excess of revenue over expenses and disbursements 4 Details of the procession of throughtow, enter -0-) 5 Codd lines 24 and 25 1, 302, 597. 216, 519. 1,062, 280.	9	_D	assets on line 6a		1 727 574		 	
9 Income modifications CEIVED 10a around a three laws of CEIVED 10b Less capt gloods sold c Gross period (laws) G 18 2015 (2) 11 Other Income 12 Total And three through 1	á	(1,727,374.		 	
b Less Cet proposition (188) G 18 2015 11 Other interpret to (188) G 18 2015 12 Total Add Innest through 11 13 Competation of Mark Library		1 -	, e					
b Less Cet proposition (188) G 18 2015 11 Other interpret to (188) G 18 2015 12 Total Add Innest through 11 13 Competation of Mark Library		100	Gross sales less reformECEIVED					
Compensation of Compensation		1 .	and allowances					
13 Compensation of Control 14 15 15 15 15 15 15 15			Gross perit or (loss) 1 0 2015			·		
12 Total Add Interest Through 11 12 13 Compensation of the above 14 Other employee salaries and wages		111		5,615.	5,615.		STATEMENT 2	
13 Compensation of Control Compensation of Compe		12	1 1					
15 Pension plans, employee benefits 126. 0. 126.		13					26,250.	
16a Legal fees STMT 3 126 0 126 12		14	Other employee salaries and wages					
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	,,	15						
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	٥	16a						
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	ğ	b						
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	ŭ	C	•	215,065.	175,832.		39,233.	
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	÷ v	17		21 001	7 700		 	
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	1	18		31,081.	1,283.		<u> </u>	
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	į	19						
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	5	20		10 211	2 062		15 451	
23 Other expenses STMT 7 24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 971, 413. 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	7	21		19,514.	3,003.		15,451.	
24 Total operating and administrative expenses. Add lines 13 through 23 25 Contributions, gifts, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-)	בי ב	23		10.063.	1 773.		8 290	
25 Contributions, girls, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	, it	24	•	20,0031	2,775		0,230.	
25 Contributions, girls, grants paid 26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	era			331,184.	216,519.		90.867.	
26 Total expenses and disbursements. Add lines 24 and 25 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	Č	25	· · · · · · · · · · · · · · · · · · ·	971,413.			971,413.	
Add lines 24 and 25		1					<u> </u>	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A	_		-	1,302,597.	216,519.		1,062,280.	
b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) N/A		27	Subtract line 26 from line 12:					
c Adjusted net income (if negative, enter -0-)		a	Excess of revenue over expenses and disbursements	1,012,583.		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	<u> </u>	
		b	Net investment income (if negative, enter -0-)	-	2,098,661.			
	787					N/A		

SCANNED AND 3 1 2015

Form 990-PF (2014) FAMILY FOUNDATION TRUST

Г	art	Balance Sheets Attached schedules and amounts in the description	Beginning of year		End of year			
뜨	art	column should be for end of year amounts only	(a) Book Value	(b) Book Value	(c) Fair Market Value			
	1	Cash - non-interest-bearing	91,890.	1,111,613.	1,111,613.			
	2	Savings and temporary cash investments	617,632.	502,860.	502,860.			
	3	Accounts receivable ►						
		Less: allowance for doubtful accounts ▶						
	4	Pledges receivable ▶						
	ĺ	Less: allowance for doubtful accounts ▶						
	5	Grants receivable						
	1	Receivables due from officers, directors, trustees, and other						
	ľ	disqualified persons		Ì				
	7	Other notes and loans receivable						
	'	Less: allowance for doubtful accounts						
"	,	Inventories for sale or use	 -					
Assets	9	Prepaid expenses and deferred charges						
As	_	Investments - U.S. and state government obligations STMT 8		562,733.	565,596.			
	1	Investments - corporate stock STMT 9	16,839,563.	16,588,609.	19,678,802.			
	1	Investments - corporate bonds	10,035,503.					
	I	·						
	''	Investments - land, buildings, and equipment basis						
		Less accumulated depreciation						
	١	Investments - mortgage loans Investments - other STMT 10	390,797.	184,615.	89,447.			
	13		330,131.	104,013.	05,447.			
	14	Land, buildings, and equipment; basis						
	1.	tess accumulated depreciation Other assets (describe STATEMENT 11)	400,000.	400,000.	400,000.			
	1		400,000.	400,000.	400,000.			
	16	Total assets (to be completed by all filers - see the	10 220 002	10 250 420	22 240 210			
	47	instructions. Also, see page 1, item I)	18,339,882.	19,350,430. 768.	22,348,318.			
		Accounts payable and accrued expenses	2,003.	700.				
	18	Grants payable						
ies	19	Deferred revenue						
Ę	20	Loans from officers, directors, trustees, and other disqualified persons						
Liabilities	21	Mortgages and other notes payable						
_	22	Other liabilities (describe						
	l		2 002	768.				
	23	Total liabilities (add lines 17 through 22)	2,803.					
		Foundations that follow SFAS 117, check here						
ģ	l	and complete lines 24 through 26 and lines 30 and 31.	10 227 070	10 240 660				
alances		Unrestricted	18,337,079.	19,349,662.				
	1	Temporarily restricted						
Fund B	26	Permanently restricted						
È		Foundations that do not follow SFAS 117, check here		İ				
5	l	and complete lines 27 through 31.						
Net Assets or	27	Capital stock, trust principal, or current funds						
SSe	28	Paid-in or capital surplus, or land, bldg., and equipment fund						
Ϋ́	29	Retained earnings, accumulated income, endowment, or other funds	10 227 070	10 240 660				
ž	30	Total net assets or fund balances	18,337,079.	19,349,662.				
	١		10 220 000	10 250 420				
	31	Total liabilities and net assets/fund balances	18,339,882.	<u>19,350,430.</u>				
P	art	III Analysis of Changes in Net Assets or Fund B	alances					
1	Tota	net assets or fund balances at beginning of year - Part II, column (a), line	30					
•		st agree with end-of-year figure reported on prior year's return)	00	1,1	18,337,079.			
2	•	amount from Part I, line 27a		2	1,012,583.			
		r increases not included in line 2 (itemize)		3	1,012,363.			
		lines 1, 2, and 3	3	19,349,662.				
		eases not included in line 2 (itemize)		5	19,349,002.			
		net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	dumn (h) line 20		19,349,662.			
<u> </u>	ivia	Tion asserts of futile balances at end of year (fille 4 thintes line 3) * Falt II, Co	numm (D), mis 30		Form 990-PF (2014)			
400					101111 220=1-1-(2014)			

Form 990-PF (2014)

FAMILY FOUNDATION TRUST

L	Part IV Capital Gains a	nd Losses for Tax on Ir	nvestmen	t Income						
	2-story brick ware	be the kind(s) of property sold (e.g shouse; or common stock, 200 sh	ı., real estate, s. MLC Co.)		(b) i	How a - Purd - Don	cquired chase ation		acquired lay, yr.)	(d) Date sold (mo., day, yr.)
_	a PUBLICLY TRADED							44.7	0./4.0	00/00/11
_	b ECOTRUST INVEST	MENT			_		P	11/3	0/13	09/30/14
-	d							_		
	e	 		<u>.</u>	-					
	(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale					ain or (loss s (f) minus	
_	a 15,582,271.		1	3,923,56			•			1,658,711. 68,863.
_	ь 459,660.			390,79	7.					68,863.
_	С				_					
_	d									
_	Complete only for assets showing	gain in column (h) and award by	the foundation	on 12/21/60	_			. 0	N-1 (1)	
-	Complete only for assets showing	· · · · · · · · · · · · · · · · · · ·	1	•	\dashv				ol. (h) gain not less tha	
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69		cess of col. (i)					(from col. (
-	a									1.658.711.
_	<u> </u>									1,658,711. 68,863.
_	C									
_	d									
Ξ	e							·		
2	Capital gain net income or (net capi	tal loss) { If gain, also enter If (loss), enter -0	r in Part I, line - in Part I, line	7 7)	_2_				1,727,574.
3	Net short-term capital gain or (loss)	as defined in sections 1222(5) ar	nd (6):				İ			
	If gain, also enter in Part I, line 8, co	olumn (c).			$ \cdot $				37 / 3	
П	If (loss), enter -0- in Part I, line 8 Part V Qualification Un	der Section 4940(e) for	Dodugos	Toy on Not	1	3 	ont Inc		N/A	
ш							ilent inc	Oille		
(r	For optional use by domestic private fo	oundations subject to the section a	4940(a) tax on	net investment in	come	:-)				
lf	section 4940(d)(2) applies, leave this	part blank.								
W	as the foundation liable for the sectio	n 4942 tax on the distributable arr	nount of any ye	ear in the base per	ıod?					Yes X No
	"Yes," the foundation does not qualify									
1		ch column for each year; see the i	nstructions be	fore making any ei	ntries	•				
	(a) Base period years	(b)			(c)				Distrib	(d) oution ratio
_	Calendar year (or tax year beginning			Net value of no					(col. (b) dıv	rided by col. (c))
_	2013		2,164.				2,455			.046134
_	2012		3,717.				5,975			.050074
_	2011		4,948. 3,267.				6,007 6,340			.049905
_	2010		$\frac{3,207}{6,125}$.				$\frac{0,340}{7,265}$.042232
-	2009		0,123.		13	, 43	7,203	+-		•010/04
2	Total of line 1, column (d)							2		.207049
	Average distribution ratio for the 5-y	vear base period - divide the total of	on line 2 by 5.	or by the number	of ve	ars	•	-	_	• 20 / 0 ± 3
	the foundation has been in existence			,				3		.041410
		•								
4	Enter the net value of noncharitable-	use assets for 2014 from Part X,	line 5					4	2	1,421,145.
5	Multiply line 4 by line 3	•						_ 5		887,050.
6	Enter 1% of net investment income	(1% of Part I, line 27b)						6		20,987.
_										
7	Add lines 5 and 6							7		908,037.
8	Enter qualifying distributions from P	art XII, line 4						8		1,062,280.
	If line 8 is equal to or greater than lin	ne 7, check the box in Part VI, line	1b, and comp	lete that part using	g a 19	% tax r	ate.			

LORA L. AND MARTIN N. KELLEY FAMILY FOUNDATION TRUST

_	m 990-PF (2014) FAMILY FOUNDATION TRUST			6174			Page 4
	art VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e)	or 4	948 -	· see ır	stru	ictio	<u>ns)</u>
1a	a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1.	}	- 1				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				_		
b	b Domestic foundations that meet the section 4940(e) requirements in Part V, check here 🕒 🔀 and enter 1%	·]	_1		2	0,9	<u>87.</u>
	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). 💚	1	Ì				_
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2			^ ^	<u> </u>
	Add lines 1 and 2	Ļ	3			0,9	<u>87.</u>
	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	Ļ	4			0 0	<u> 0 ·</u>
	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	ļ	5		2	0,9	<u>87.</u>
	Credits/Payments:						
	a 2014 estimated tax payments and 2013 overpayment credited to 2014 6a 14, 2	32.					
	b Exempt foreign organizations - tax withheld at source 6b						
	c Tax paid with application for extension of time to file (Form 8868)						
	d Backup withholding erroneously withheld				_		
	Total credits and payments. Add lines 6a through 6d	1	7		1	<u>4,2</u>	<u>32.</u>
	Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached	1	8				4.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9			6,7	<u>59.</u>
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10				
	Enter the amount of line 10 to be: Credited to 2015 estimated tax	ed▶	11				
Pa	art VII-A Statements Regarding Activities						
1a	a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or int	ervene i	n	Ĺ		Yes	
	any political campaign?			L	1a		_X_
b	b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the de			L	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials po	ublishe	d or				
	distributed by the foundation in connection with the activities.						
C	c Did the foundation file Form 1120-POL for this year?			[10		X_
đ	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.					
е	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation	1		1			
	managers. ► \$ 0 .						
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?				2_		X
	If "Yes," attach a detailed description of the activities						
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorpora	ation, or			ı		
	bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes				3_		_X _
4a	a Did the foundation have unrelated business gross income of \$1,000 or more during the year?				4a		X
b	b If "Yes," has it filed a tax return on Form 990-T for this year?		N,	/A [4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			Γ	5_		X
	If "Yes," attach the statement required by General Instruction T			Ţ			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:			1			
	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 of the state	e state	law				
	remain in the governing instrument?				6	1	Х
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 P	art XV		ſ	7	Х	
				Ī			
8a	a Enter the states to which the foundation reports or with which it is registered (see instructions)						
	OR			<u> </u>	1		
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)				ļ		
of each state as required by General Instruction G? If "No," attach explanation						х	
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			i	9		Х
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			ľ	10		X

LORA L. AND MARTIN N. KELLEY

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Pί	art 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	<u> </u>
	Website address ► N/A	004	- 0.0	~=
14		834	- 29	95
	Located at ► 405 FOURTEENTH STREET, SUITE 809, OAKLAND, CA ZIP+4 ► 94	<u>612</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here).T	/3 >	· L
40	and enter the amount of tax-exempt interest received or accrued during the year		/A	No
10	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank,	ı I	Yes	X
	securities, or other financial account in a foreign country? 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	16		
	foreign country			
Pá	art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	<u> </u>		
<u> </u>	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1:	During the year did the foundation (either directly or indirectly):	\vdash		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
t	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations	1		
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		<u>X</u>
	Organizations relying on a current notice regarding disaster assistance check here			
0	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	1.1	İ	v
	before the first day of the tax year beginning in 2014?	1c		<u>X</u>
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)): 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		l	
-	before 2014?	1 1	- 1	
	If "Yes," list the years ▶ , , , ,		l	
t	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.) N/A	2b		
C	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		_	
	•]		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time		ļ	
	during the year?			
t	If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after		ļ	
	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		İ	
	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,		1	
	Form 4720, to determine if the foundation had excess business holdings in 2014.)	3b		X
	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
t	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that	1 1		

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had not been removed from jeopardy before the first day of the tax year beginning in 2014?

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Part VII-B Statements Regarding Activities for Which	Form 4720 May Be	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:					
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	on 4945(e))?	Y ₁	s X No	- 1	ļ
(2) Influence the outcome of any specific public election (see section 4955);	or to carry on, directly or indir	ectly,			İ
any voter registration drive?		Y	s X No		
(3) Provide a grant to an individual for travel, study, or other similar purpose	s?	Y	s X No		
(4) Provide a grant to an organization other than a charitable, etc., organization				ļ	
4945(d)(4)(A)? (see instructions)		Ye	es X No	ĺ	
(5) Provide for any purpose other than religious, charitable, scientific, literary	v. or educational purposes, or				
the prevention of cruelty to children or animals?	, , ,		es X No		1
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify up	nder the exceptions described				
section 53.4945 or in a current notice regarding disaster assistance (see instr		riogolationo	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check					+
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption		uned			
expenditure responsibility for the grant?			s 🗌 No 🏻	- 1	1
If "Yes," attach the statement required by Regulations section 53 494		•,,			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to			j	Ì	
a personal benefit contract?	pay promisins on	□ v.	s X No	ı	1
b Did the foundation, during the year, pay premiums, directly or indirectly, on a	nerconal banefit contract?	L 10		6ь	x
If "Yes" to 6b, file Form 8870	personal benefit contract?		<u> </u>	-	
•	obolter transaction?		es 🛣 No		
7a At any time during the tax year, was the foundation a party to a prohibited tax		Te		76	+
b If "Yes," did the foundation receive any proceeds or have any net income attrib		manana Himble		7b	
Part VIII Information About Officers, Directors, Trus Paid Employees, and Contractors	tees, roundation Ma	anagers, Higni	<i>,</i>		
List all officers, directors, trustees, foundation managers and their	rcompensation				
List all officers, directors, diastees, foundation managers and their		(c) Compensation	(d) Contributions to	(a) F	vnence
(a) Name and address	(b) Title, and average hours per week devoted	(if not paid,	(d) Contributions to employee benefit plans and deferred	accou	xpense nt, other
	to position	enter -0-)	compensation	allov	vances
	4				
SEE STATEMENT 12	4	E2 E00	0		0
SEE STATEMENT 12		52,500.	0.		0.
	4				
	-				
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	4				
		ļ			
	<u> </u>	<u> </u>			
2 Compensation of five highest-paid employees (other than those in		enter "NONE."	(a)		
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e) E accou	xpense nt, other
	devoted to position	(O) Componential	and deterred compensation	allov	vances
NONE					
	7				
	7				
		1			
	1				
		 			
	1				
Total number of other employees paid over \$50,000	<u> </u>		•		0
					_

3 Five highest-paid independent contractors for professional services. If none, enter "NO	NE "	
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE	(b) Type of service	(C) compensation
		_
	<u></u>	
Total number of others receiving over \$50,000 for professional services	<u>-</u>	<u>▶</u> 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 in number of organizations and other beneficiaries served, conferences convened, research papers produced,	formation such as the	Expenses
N7/2	ciu.	
1N/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		
		
2		
All other program-related investments. See instructions.		
3		
* 	·	

FAMILY FOUNDATION TRUST 47-6174269 Form 990-PF (2014) Page 8 Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: 20,046,509 a Average monthly fair market value of securities 1,611,399. b Average of monthly cash balances 1b 89,447. c Fair market value of all other assets 10 747,355. 16 d Total (add lines 1a, b, and c) e Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e Acquisition indebtedness applicable to line 1 assets 21,747,355. Subtract line 2 from line 1d 3 326,210. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 21,421,145. Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V. line 4 5 1,071,057. Minimum investment return. Enter 5% of line 5 6 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.) 1,071,057. Minimum investment return from Part X, line 6 20,987 2a Tax on investment income for 2014 from Part VI, line 5 b Income tax for 2014. (This does not include the tax from Part VI.) 26 20,987. c Add lines 2a and 2b 2c Distributable amount before adjustments. Subtract line 2c from line 1 3 050,070. 4 Recoveries of amounts treated as qualifying distributions 5 050,070. Add lines 3 and 4 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 1,050,070. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: 1,062,280. a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 1a 1b b Program-related investments - total from Part IX-B Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes 2 Amounts set aside for specific charitable projects that satisfy the: a Suitability test (prior IRS approval required) b Cash distribution test (attach the required schedule) 3b 1,062,280. Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 4 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment

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

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1,041,293.

6

20,987.

income. Enter 1% of Part I, line 27b

Adjusted qualifying distributions. Subtract line 5 from line 4

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2014 from Part XI, Inter 7 2 Undestributed encorum, if any, as of the end of 2014 a Enter amount for 2013 only b Total for proxy years: 2 Undestributed encorum, if any, as of the end of 2014 a Enter amount for 2013 only b Total for proxy years: 3 Excess distributions carryover, if any, to 2014; afrom 2009 b From 2010 c From 2010 c From 2011 d From 2012 c From 2011 d From 2012 c From 2013 f Total of lines 3a through e		(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
2. Lincastrouted rocome, desp., see if the end of 2014 a Einter amount for 2013 only b Total for prior years: 3. Excess distributions carryover, if any, to 2014; afrom 2019 b From 2010 c From 2011 d From 2019 d From 2011 d From 2012 e From 2011 d From 2012 e From 2011 d From 2012 e From 2013 f Total of lines 3 at through e	1 Distributable amount for 2014 from Part XI,	· · · · · · · · · · · · · · · · · · ·	<u> </u>		
2 Uncertaint of 2013 only b Total for prior years: 0 . 3 Excess distributions carryover, if any, to 2014: a From 2019 b From 2010 c From 2011 d From 2012 e From 2013 f Total of loss 33 through e 4 Qualifying distributions for 2014 from Part XII, line 4; N S 1, 062, 280 . a Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2014 distribution amount of prior years (Electron required - see instructions) d Applied to 2014 distribution amount of prior years (Electron required - see instructions) d Applied to 2014 distribution amount of the among amount distributed out of corpus (Electron required - see instructions) d Applied to 2014 distribution amount of the among amount of the amount of the among amount of the among amount of the among amount of the among amount of the among amount of the among amount of the among amount of the among am	line 7				1,050.070.
b Total for prior years: 3 Excess distributions carryover, if amy, to 2014: a From 2009 b From 2010 c From 2011 d From 2012 e From 2013 1 Total of lones 3s through e 4 Qualitying distributions for 2014 from Part XII, line 4; N S	2 Undistributed income, if any, as of the end of 2014				
b Total for prior years: 3	a Enter amount for 2013 only			895,569.	
3 Excess distributions carryover, if any, to 2014: a From 2000 c From 2010 c From 2011 d From 2012 e From 2013 f Total of lines 3a through e 4 Qualitying distributions for 2014 from Part XII, line 4: ►S 1, 0.62, 2.80. a Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more to reprive (Election requiredsee instructions) c Treated as distributions out of corpus (Election requiredsee instructions) d Applied to 2014 distributible amount a Remaining amount distributed out of corpus 5 Excess distributions carryover applies to 2014 0. 6 Einter the net total of each column as indicated below; a Corpus Add hins 31.4c, and 4e Bubtiest hine 5 b Prior years' undistributed income. Subtract line 4 from line 2b c Flore hins 2b c Flore	b Total for prior years:				
a From 2019 b From 2010 c From 2011 d From 2012 f Total of lines 3a through e 4. Outsilving distributions for 2014 from Part XII, line 4; > \$ 1,062,280. a Applied to 2013, but not more than line 2a b Applied to undistributed income of pror years (Election required - see instructions) c Treated as distributions or out of corpus (Election required - see instructions) d Applied to 2014 distributable amount Remaining amount distributed or of orpus 5 Excess distributions caryow applied to 2014 destributions and the applied to 2014 destr	· - · - · - · · - · · · · · · · ·		0.		
B From 2010 c From 2012 e From 2013 1 Total of Janes 2 at through e 4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,052,280. a Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2013, but not more than line 2a b Applied to 2014 distributibutions or of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributibution amount e Remaining amount distributed out of corpus Excess distributions conviver explicate amount e Remaining amount distributed out of corpus 5 Excess distributions conviver explicate 2014 6 Enter the net total of each column as indicated below: a Corpus Aced Ines 31, 4c. and 4e. Subtract line 3 b Prior years' undistributed incomes. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deticency has been issued, or on which the section 344(2) has has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions elludistributed income for 2014. Subtract line 4a from line 2a, Taxable amount - see instructions elludistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions elludistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions 1 Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions 2 Note that the 6c from line 1. This amount must be distributed in 2015 3 Amounts Teached as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(b)(3) (Election may be required - see instructions) 3 Excess distributions carryover from 2009 not applied on line 5 or line 7 9 Excess distributions carryover from 2009 not applied on line 5 or line 7 9 Excess distributions carryover to 2015. Subtract line 9:]			
e From 2011 dFrom 2012 eFrom 2013 1 Total of lines 3 a through e 4 Qualifying distributions for 2014 from Part XII, line 4: PS 1, 0.62, 2.80. a Applied to 2013, but not more than line 2 b Applied to undershibution encore of prior years (Election required - see instructions) 6 Treated as distributions out of corpus (Election required - see instructions) 7 Applied to 2014 distributable amount 8 Remaining amount distributed encount 9 Excess destributions encryove reposed to 2014 10 Amaysis of line 8: Part 2015 10 Amaysis of line 9: Part 2015 10 Amaysis of line 9: Part 2015 10 Amaysis of line 9: 10 August of line 9: 10 Aug					
d From 2012 eFrom 2013 f Total of lines 3 at through e 0. 4. Qualifying distributions for 2014 from Part XII, line 4; ▶ \$ 1, 062, 280. a Applied to 2013, but not more than line 22 b Applied to 2013, but not more than line 22 b Applied to 2013, but not more than line 22 b Applied to 2013 but not more than line 22 b Applied to do so that the structions of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2014 ff and selected appears in octions (by the same amount of the selected appears in octions (by the same amount of the selected appears in octions (by the same amount of the selected appears in octions (by the same amount of the selected appears in octions (by the same amount of the selected appears in octions (by the same amount of the selected appears in octions (by the same amount of the selection 494 ff (a) tax has been previously assessed dSubtract line 64 from line 50. Taxable amount - see instructions of undistributed income for 2013. Subtract line 4 from line 2a. Taxable amount - see instructions of Undistributed income for 2014. Subtract lines 4d and 5 from line 6. Tris amount must be distributed in 2015 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(0)(1)(1)(e) of 494(0)(3) (Election may be required - see instructions) 0. 8 Excess distributions carryover from 2009 not applied on lines 5 of line 7 0. 9 Excess distributions carryover from 2009 not applied on lines 5 of line 7 0. 5 Subtract lines 7 and 8 from line 6a 10 Analysis of line 9:					
e From 2013 1 Total of lines 3a through e 4 Qualifying distributions for 2014 from Part XII, line 4; PS 1, 062, 280. a Applied to 2013, but not more than line 2a bappled to undistributed income of prior years (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributable amount Remaining amount distributed out of corpus Election required - see instructions) 5 Ercess distributions amount distributed out of corpus 5 Ercess distributions amount distributed out of corpus 6 Enter the nat total of each column as indicated below. 8 Corpus Add long 14.4; and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b. 1 Corpus Add long 14.4; and 4e Subtract line 5 b 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 3 Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2014. Subtract lines 4d and 5 from line 6. Taxable amount - see instructions e Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed income for 2016 (10) (10) (10) (10) (10) (10) (10) (10)		1			
Total of lines 3a through e 0. 0.					
4 Qualifying distributions for 2014 from Part XII, line 4 \(\straightarrow \) 1, 062, 280. A applied to 2013, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) c 1 reated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributable amount a Remaining amount distributed out of corpus 5 Excess distributions out of corpus 4 disease of the corpus and	e From 2013				
Part XII, line 4: P\$ 1,062,280. a Applied to 2013, but not more than line 2a b Applied to multistributed mome of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover to 2014 if an amount appears in column (i), the same amount make the above in column (a), the same amount make the above in column (a). 6 Enter the net total of each column as indicated below: a Corpus Add lines 31 4.c. and 4e. Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494(2) at Nate Sheen previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2.1 rasable amount - see instructions e Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 7 Amounts treated as distributions carryover from 2009 not applied on line 5 or line 7 S Excess distributions carryover from 2009 not applied on line 5 or line 7 S Excess distributions carryover from 2009 not applied on line 5 or line 7 S Excess distributions carryover from 2009 not applied on line 5 or line 7 Subtract line 6a 10 Analysis of line 9:	f Total of lines 3a through e	0.			
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b Applied to undistributed income of prior years (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributable amount e Remaining amount distributed out of corpus E Remaining amount distributed out of corpus The seas distributions carryover applied to 2014 (if), the same amount must be shown in column as indicated below; a Corpus Add lines 31, at, and 46 Subtract line 5 b Prior years' undistributed income or which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for value subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions be distributed in 2015 A mounts treated as distributions out of corpus to safety requirements imposed by section 170(b)(1)(f) or 4942(q)(3) (Election may be required - see instructions) E xexes distributions carryover from 2009 not applied on line 5 or line 7 Analysis of line 9:	Part XII, line 4: \triangleright \$ 1,062,280.				
b Applied to undistributed income of prior years (Election required - see instructions) C Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributable amount e Remaining amount distributed out of corpus E Remaining amount distributed out of corpus C Excess distributions curyover applied to 2014 must be shown in column (a) Ether the net total of each column as indicated below: a Corpus Add tines 31, et., and 4s Subtract tine 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income in which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions be distributed in 2015 7. Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(q)(3) (Election may be required - see instructions) 8. Excess distributions carryover from 2009 not applied on line 5 or line 7 9. Excess distributions carryover from 2009 not applied on line 5 or line 7 9. Analysis of line 9:	a Applied to 2013, but not more than line 2a			895,569.	
c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributibate amount e Remaining amount distributed out of corpus 5	b Applied to undistributed income of prior				
c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2014 distributibate amount e Remaining amount distributed out of corpus 5	years (Election required - see instructions)		0.		
(Election required - see instructions) d Applied to 2014 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover applied to 2014 of an amount appears in column (d), the same amount must be shown in column (d) for an amount appears in column (d), the same amount must be shown in column (d) for an amount appears in column (d), the same amount must be shown in column (d) Enter the net total of each column as indicated below: a Corpus And lines 31, 4c, and 4e Subtract kine 5 bP rror years' undistributed income. Subtract kine 4b from line 2b 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 d Subtract line 6c from line 6b. Taxable amount - see instructions Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 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) Excess distributions carryover from 2009 not applied on line 5 or line 7 Excess distributions carryover from 2009 not applied on line 5 or line 7 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9:	c Treated as distributions out of corpus		· · · · · · · · · · · · · · · · · · ·		· · · · · · · · · · · · · · · · · · ·
d Applied to 2014 distributable amount e Remaining amount distributed out of corpus Excess distributions carryover applied to 2014 (If an amount distributed out of corpus distributed uncome applied to 2014 (If an amount appears in column (d), the same amount must be eight of the control of	•	0.1			
e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2014 (final amount appears in column (a)) 6 Enter the net total of each column as indicated below: a Corpus Add Ines 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed mome for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6b. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount - see instructions for miline 2a. Taxable amount - see instructions 7 Amounts treated as distributions out of corpus to safisty requirements imposed by section 170(b)(1)(f) or 4942(g)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 9 Excess distributions carryover from 2009 not applied on line 5 or line 7 9 Excess distributions carryover from 2005 Subtract line 5 or line 7 10 Analysis of line 9:					166 711
5 Excess distributions carryover applied to 2014 (If the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside before no columnic (I), the same amount inside the section of		0.1			100,711.
(If an amount appears in column (d), the same amount must be shown in column (a)) 6 Enter the net total of each column as indicated below: a Corpus Add lines 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b 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 d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions e Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) (Election may be required - see instructions) 8 Excess distributions carryover from 2009 not applied on line 5 or line 7 9 Excess distributions carryover from 2009 not applied on line 5 or line 7 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9:	_				
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Subtract lines 7 and 8 from line 6a 10 Analysis of line 9:					
10 Analysis of line 9:	-				
8 EAGUSS IIVIII 20 IU		ļ	Í		
b Excess from 2011			ļ		
c Excess from 2012					
					
d Excess from 2013					
e Excess from 2014 423581 11-24-14 Form 200, PE (2014)					

LORA L. AND MARTIN N. KELLEY FAMILY FOUNDATION TRUST

Form 990-PF (2014)

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Part XIV Private Operating F	oundations (see ins	structions and Part VII	A, question 9)	N/A	, 1200		
1 a If the foundation has received a ruling of	determination letter that	it is a private operating					
foundation, and the ruling is effective for	2014, enter the date of t	he ruling	▶				
b Check box to indicate whether the found				4942(j)(3) or 49)42(j)(5)		
2 a Enter the lesser of the adjusted net	Tax year		Prior 3 years				
income from Part I or the minimum	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total		
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			<u> </u>				
used directly for active conduct of							
exempt activities							
e Qualifying distributions made directly							
for active conduct of exempt activities.							
Subtract line 2d from line 2c							
3 Complete 3a, b, or c for the				 	<u> </u>		
alternative test relied upon:			:				
a "Assets" alternative test - enter: (1) Value of all assets	ļ						
` '							
(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	ı						
section 4942(j)(3)(B)(iii)							
(3) Largest amount of support from							
an exempt organization	_						
(4) Gross investment income							
Part XV Supplementary Info			f the foundation	had \$5,000 or me	ore in assets		
at any time during t	ne year-see instr	uctions.)					
1 Information Regarding Foundatio	n Managers:			- · · · · · · · · · · · · · · · · · · ·			
a List any managers of the foundation who	have contributed more f	than 2% of the total contr	ibutions received by the	foundation before the clos	se of any tax		
year (but only if they have contributed m	ore than \$5,000). (See se	ection 507(d)(2).)					
NONE							
b List any managers of the foundation who other entity) of which the foundation has			or an equally large portion	on of the ownership of a pa	artnership or		
NONE	•						
2 Information Regarding Contributi	on Grant Gift Loan	Scholarship etc. Pr	ograms:				
Check here ► X if the foundation o				not accent unsolicited requ	ests for funds. If		
the foundation makes gifts, grants, etc. (see instructions) to indiv	duals or organizations ui	nder other conditions, co	implete items 2a, b, c, and	d.		
a The name, address, and telephone numb							
, 222.229, 4.10 (818)110110		, to toron uppne	build and the				
h The form is which applications should be submitted and information and metavals the submitted and metavals the submitted and metavals							
	b The form in which applications should be submitted and information and materials they should include:						
c Any submission deadlines;							
d Any restrictions or limitations on awards	, such as by geographica	l areas, charitable fields,	kinds of institutions, or o	other factors;			
		·	-				

Form 990-PF (2014)

Supplementary Information (continued) Part XV 3 Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Purpose of grant or show any relationship to contribution Amount status of any foundation manager Name and address (home or business) recipient or substantial contributor a Paid during the year PC TO PROVIDE HOLISTIC ADELANTE MUJERES 2036 MAIN STREET, SUITE A EDUCATIONAL AND EMPOWERMENT FOREST GROVE, OR 97116 OPPORTUNITIES TO LOW-INCOME LATINA 5,000. AMERICAN CHEMICAL SOCIETY PÇ SUPPORT THE STUDENTS AND THE CELL PROGRAM DEPARTMENT OF SUSTAINABLE BIOMATERIALS AT THE 2015 AMERICAN BLACKSBURG, VA 24061 CHEMICAL SOCIETY MEETING IN DENVER 5,000. TO SUPPORT ITS RURAL CHILDRENS INSTITUTE PC 1441 S.W. MORRISON STREET, SUITE 205 AND HEALTH RELATED PROGRAMS FOR CHILDREN PORTLAND, OR 97205 NEWBORN TO AGE 8 75,000. COMMON COUNSEL FOUNDATION PC TO SUPPORT GRASSROOTS 405 14TH STREET, SUITE 809 EXCHANGE FUND OAKLAND, CA 94612 5,000. COMMUNITY HEALTH PARTNERS PC TO SUPPORT THE PARENTS 126 SOUTH MAIN AS TEACHERS PROGRAM LIVINGSTON, MT 59047 WITHIN THE MONTANA FUNDER COLLABORATIVE'S MONTANA EARLY 10,000. SEE CONTINUATION SHEET(S) 971,413. ► 3a b Approved for future payment NONE

▶ 3b

47-6174269

Page 11

Total

Part XVI-A Analysis of Income-Producing Activities

Analysis of income-produc					
Enter gross amounts unless otherwise indicated.		ed business income		ded by section 512, 513, or 514	(e)
4 December of the Control of the Con	(a) Business	(b) Amount	Exclu- sion code	(d) Amount	Related or exempt function income
1 Program service revenue: a INCOME - PROGRAM RELATED	code		COGO		
b INVESTMENT					5,615.
· — · · · · · · · · · · · · · · · · · ·	<u> </u>				3,613.
<u> </u>			 		
d		<u> </u>	 		
e				-	
<u> </u>					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			L.,		
4 Dividends and interest from securities			14	581,991.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property .					
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property					
7 Other investment income					
8 Gain or (loss) from sales of assets other			i		
than inventory			18	1,727,574.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
	i				
a			 		,,,,
D	<u> </u>				
<u> </u>	_				
d					
e	<u> </u>	0.	-	2 200 565	E C1E
12 Subtotal. Add columns (b), (d), and (e)	<u></u>	<u> </u>		2,309,565.	5,615. 2,315,180.
13 Total. Add line 12, columns (b), (d), and (e)				13	2,313,100.
(See worksheet in line 13 instructions to verify calculations.)		_ 			
Part XVI-B Relationship of Activities to	the Acco	omplishment of Ex	cemp	t Purposes	
Line No. Explain below how each activity for which incom			contrib	uted importantly to the accom-	plishment of
the foundation's exempt purposes (other than t					
1A INTEREST INCOME FROM PR			STM	ENTS THAT ACCO	OMPLISHES
THE CHARITABLE PURPOSE	OF THE	FOUNDATION.			
	· ·	<u> </u>	-		
		"			
					
					
					
					
					
		 -			
					

LORA L. AND MARTIN N. KELLEY Form 990-PF (2014) FAMILY FOUNDATION TRUST 47-6174269 Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of Yes No the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash X 1a(1) $\overline{\mathbf{x}}$ (2) Other assets 1a(2) b Other transactions: (1) Sales of assets to a noncharitable exempt organization 1b(1) (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan guarantees 1b(5) (6) Performance of services or membership or fundraising solicitations 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. (c) Name of noncharitable exempt organization (a)Line no (b) Amount involved (d) Description of transfers, transactions, and sharing arrangements N/A 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described Yes X No in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A xamined this return, including accompanying schedules and statements, and to the best of my knowledge May the IRS discuss this return with the preparer shown below (see instr.)? preparer (other than taxpayer) is based on all information of which preparer has any knowledge Sign

Form	990)-P	Fί	(201	4)

Yes

P00743279

Phone no. (503) 222-2515

Here

Paid

Preparer

Use Only

Signature of Officer or trustee

Print/Type preparer's name

GARY MCGEE

Firm's name ► GARY MCGEE &

PORTLAND,

Preparer's signature

Firm's address ▶ 808 S.W. THIRD AVENUE, SUITE 700

OR 97204

Title

Check If self-employed

Firm's EIN

Date

						
FORM 990-PF	DIVIDENDS	AND INT	EREST	FROM SEC	JRITIES S	STATEMENT :
SOURCE	GROSS AMOUNT	CAPITA GAINS DIVIDES	3	(A) REVENUE PER BOOKS		- ADJUSTED
INTEREST - UBS INVESTMENTS	581,991.		0.	581,99	1. 581,991	•
TO PART I, LINE 4	581,991.		0.	581,993	581,991	
FORM 990-PF		OTHER	INCO	ME		STATEMENT :
DESCRIPTION			RE	(A) VENUE BOOKS	(B) NET INVEST- MENT INCOME	
INCOME - PROGRAM REL	ATED INVES	TMENT		5,615.	5,615.	
TOTAL TO FORM 990-PF	, PART I,	LINE 11 =		5,615.	5,615.	
FORM 990-PF		LEGA	AL FE	ES		STATEMENT :
DESCRIPTION		(A) EXPENSES PER BOOKS			(C) ADJUSTED NET INCOME	CHARITABLI
THEDE CULPEPPER, LLP LEGAL FEES	-	126	 5.	0 .		126
TO FM 990-PF, PG 1,	LN 16A	126	- - -	0 .		126.
FORM 990-PF		ACCOUNT	ring :	FEES		STATEMENT 4
DESCRIPTION		(A) EXPENSES PER BOOKS		(B) I INVEST- NT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLI PURPOSES
GARY MCGEE & CO. LLP ACCOUNTING FEES	-	3,035	 5.	1,518		1,517.
TO FORM 990-PF, PG 1	 , LN 16B	3,035	 5.	1,518.	•	1,517.
					- 	-

FORM 990-PF	OTHER PROFES	SIONAL FEES	S	TATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMON COUNSEL ADMINISTRATIVE FEES	35,000.	0.		35,000.
UBS - INVESTMENT MANAGEMENT FEES JULIA KILTROSS -	175,832.	175,832.		0.
CONSULTING FEES	4,233.	0.		4,233.
TO FORM 990-PF, PG 1, LN 160	215,065.	175,832.		39,233.
FORM 990-PF	TAX	ES	S	TATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES EXCISE TAX ON INVESTMENT	7,283.	7,283.		0.
INCOME	23,798.	0.		0.
TO FORM 990-PF, PG 1, LN 18	31,081.	7,283.		0.
FORM 990-PF	OTHER E	XPENSES	S	FATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONFERENCES DUES, SUBSCRIPTIONS AND	4,209.	842.		3,367.
LICENSES INSURANCE BOARD-RELATED EXPENSES OFFICE EXPENSES OREGON CHARITY REGISTRATION	1,235. 1,200. 460. 1,759.	247. 240. 92. 352.		988. 960. 368. 1,407.
FEES	1,200.	0.		1,200.
TO FORM 990-PF, PG 1, LN 23	10,063.	1,773.		8,290.

FORM 990-PF U.S. AND STATE/C	CITY GOV	ERNMENT	OBLIGATIONS	STATEMENT 8
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. TREASURY NOTE	X		562,733.	565,596.
TOTAL U.S. GOVERNMENT OBLIGATIONS		-	562,733.	565,596.
TOTAL STATE AND MUNICIPAL GOVERNMEN	T OBLIG	ATIONS		
TOTAL TO FORM 990-PF, PART II, LINE	E 10A	-	562,733.	565,596.
FORM 990-PF COR	RPORATE	STOCK		STATEMENT 9
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE
EQUITIES - SEE ATTACHMENT A FIXED INCOME - SEE ATTACHMENT A HEDGE FUNDS - SEE ATTACHMENT A	ID G III		11,320,720. 1,392,209. 1,048,249.	14,155,137. 1,399,506. 1,066,966.
CLOSED END FUNDS AND EXCHANGE TRADE ATTACH A OTHER - SEE ATTACHMENT A	ם בים – חי		1,913,381. 914,050.	1,961,146. 1,096,047.
TOTAL TO FORM 990-PF, PART II, LINE	10в	=	16,588,609.	19,678,802.
FORM 990-PF OTHE	R INVES	TMENTS		STATEMENT 10
DESCRIPTION		JATION 'HOD	BOOK VALUE	FAIR MARKET VALUE
ECOTRUST FORESTS II, LLC	CC	ST	184,615.	89,447.
TOTAL TO FORM 990-PF, PART II, LINE	13	-	184,615.	89,447.

FORM 990-PF	OTHER ASSETS		STAT	EMENT 11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE		MARKET ALUE
PROGRAM-RELATED INVESTMENT - CRAFT3 PROGRAM-RELATED INVESTMENT - RSF TO FORM 990-PF, PART II, LINE 15	200,000. 200,000. 400,000.	200,00 200,00 400,00	0.	200,000. 200,000. 400,000.
	T OF OFFICERS, I		STAT	EMENT 12
NAME AND ADDRESS	TITLE AND AVRG HRS/WK		EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CRAIG KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	BOARD CHAIR 10.00	30,500.	0.	0.
MARK KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	TREASURER 6.00	5,500.	0.	0.
STEVE KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	SECRETARY 4.00	5,500.	0.	0.
KAREN KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	TRUSTEE 4.00	5,500.	0.	0.
KENT KELLEY 405 14TH STREET, SUITE 809 OAKLAND, CA 94612	TRUSTEE 4.00	5,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6	, PART VIII	52,500.	0.	0.

Security Name	Cost Basis	Fair Market Value
3M CO	39,886	81,503
3M CO	54,377	98,592
3M CO	22,642	43,545
A P MOLLAR-MAERSK AS UNSPON ADR	28,088	23,560
A&Q MULTI-STRATEGY FUND	1,048,248	1,066,967
ABAXIS INC	10,685	11,821
ABBEY CAPITAL MULTI-MANAGER FUND LTD	510,050	653,981
ABBOTT LABS	51,035	62,038
ABBOTT LABS	8,322	15,757
ABBVIE INC COM	8,947	22,708
ABBVIE INC NTS BE	13,048	13,063
ABERDEEN ASSET MGMT PLC UNSPONSORED ADR	11,481	11,479
ABERDEEN GTR CHINA FD INC	19,528	16,901
ABERDEEN SINGAPORE FD INC	7,305	5,805
ACCENTURE PLC IRELAND CL A	68,248	89,310
ACE LTD CHF	13,481	25,503
ACME UNTD CORP	10,828	23,988
ACORDA THERAPEUTICS INC	37,961	44,099
AEGION CORP	19,893	19,541
AIA GROUP LTD	17,676	20,030
AKORN INC	27,530	26,100
ALLIANCE BERNSTEIN INCOME FUND	244,947	250,992
ALLIANCE DATA SYSTEMS CORP	48,084	58,354
ALNYLAM PHARMACEUTICALS INC	25,852	31,234
AMAZON COM INC	33,190	29,483
AMER EXPRESS CO	33,884	34,890
AMER EXPRESS CO	15,181	30,331
AMER EXPRESS CRDT CORP NTS BE	21,665	21,784
AMERICAN EXPRESS CO	74,551	120,487
AMERICAN EXPRESS CRD CORP NTS	25,651	25,726
AMERICAN TOWER CORP REIT	9,627	12,060
AMERICAN WATER WORKS CO INC NEW	31,606	74,620
AMETEK INC	33,564	34,210
ANHEUSER-BUSCH INBEV WOR	19,119	19,104
APOGEE ENTERPRISES INC	25,682	27,074
APPLE INC	60,970	154,532
APPLE INC	26,081	37,198
APPLE INC NTS BE	15,017	15,058
APPLIED MATERIALS INC	30,874	40,669
AVIVA PLC SPON ADR	19,157	18,312
BANCO BILBAO VIZCAYA	19,321	14,968
BANCO SANTANDER SA SPON ADR	22,825	21,058
BANK OF AMER CORP BE	28,437	28,538
BARD C R INC	37,004	62,483
BAXTER INTLING	21,609	22,720
BAXTER INTL INC BE	11,182	11,219
BBCN BANCORP INC COM	25,880	22,447
BCB HOLDINGS LTD BECTON DICKINSON & CO	17,940	935
BECTON DICKINSON & CO.	45,656	86,558
BERKSHIRE HATHAWAY INC BE	30,746 15,368	55,664
BG GROUP PLC SON ADR		15,437
BHP BILLITON LTD SPON ADR	33,597 26,098	26,052
BIO RAD LABORATORIES INC CL A	19,779	17,934
BIOGEN IDEC INC	45,782	17,963
BK OF NOVA SCOTIA NTS BE	25,783	50,918
BK OF NY MELLON CORP BE		25,938
BLACKBAUD INC	9,936	9,952
	26,410	27,427
BLACKHAWK NETWORK HOLDINGS INC	25,874	29,449

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BLACKROCK CORE BOND TRUST	187,853	197,380
BLACKROCK CREDIT ALLOCATION	99,155	93,670
BLACKROCK INCOME TRUST INC	121,997	120,320
BLACKROCK MUN TARGET TERM TR	67,417	81,867
BNP PARIBAS MED TERM NTS	10,054	10,153
BORGWARNER INC	37,692	51,983
BOSTON COMMON INTERNATIONAL FUND CLASS	1,781,217	1,712,871
BP CAPITAL MARKETS PLC BE	9,126	9,100
BRAMBLES LTD ADR	17,020	
		17,744
BRISTOL MYERS SQUIBB CO	30,943	73,906
BROADCOM CORP CL A	25,207	35,271
CALIFORNIA RESOURCES CORP	1,180	882
CALLIDUS SOFTWARE INC	_10,772	10,663
CAMPBELL MULTI-STRATEGY TRUST	404,000	442,066
CAPITAL ONE FINCL CORP BE	_14,054	14,124
CARREFOUR SA SPON ADR	10,899	18,355
CASH AMER INTL INC	7,982	15,834
CATERPILLAR FINANCIAL SE NTS BE	10,953	10,969
CATHAY PAC AIRWAYS LTD	10,784	11,939
CENTENE CORP	22,832	33,647
CENTL GARDEN & PET CO	9,646	14,926
CHECK POINT SOFTWARE TECH LTD	20,522	35,357
CHEVRON CORP	46,836	62,821
CHIMERIX INC	19,426	28,544
CHINA PHARMA HOLDINGS INC	7,744	1,200
CHUBB CORP	22,775	45,216
CHURCH AND DWIGHT CO INC	47,920	61,078
CIMAREX ENERGY CO	19,744	27,030
CISCO SYSTEMS INC NTS	27,576	28,036
CISCO SYSTEMS INC NTS	15,046	15,060
CITIGROUP INC	50,795	55,355
CITIGROUPINC	13,543	15,368
CITIGROUP INC NTS BE	20,365	20,366
CITIGROUP INC NTS BE	19,948	20,062
CITRIX SYSTEMS INC	49,344	44,022
CJECL POINT SOFTWARE TECH LTD ILS	26,229	30,957
CME GROUP INC	20,149	24,290
COCA COLA CO COM	10,493	15,157
COLGATE PALMOLIVE CO	_67,502	86,488
COMCAST CORP NEW SPECIAL CL A	47,648	73,108
COMPANHIA DE SANEAMENTO BASICO DO ESTADO DE SAO PAULO ADS SPON ADR	21,278	28,305
COMPASS GROUP PLC SPON ADR	25,576	26,361
COMSCORE INC	19,821	24,051
CONOCOPHILLIPS	16,977	26,036
	47,999	
COOPER COMPANIES INC NEW		48,627
CORE LABORATORIES N V EUR	30,602	36,102
CORE-MARK HLDG CO INC	16,111	16,164
COSTCO WHOLESALE CORP	47,495	58,401
COSTCO WHOLESALE CORP	65,620	94,264
CRAWFORD & CO. CL A	13,106	25,710
CSX CORP BE	15,844	15,922
CUSTOMERS BANCORP INC	22,665	24,617
CUTWATER SELECT INCOME FUND	109,797	116,543
CVS CAREMARK CORP NTS	11,050	11,040
CVS HEALTH CORP	41,122	52,971
CYRUSONE INC REIT	16,246	
		17,770
DANAHER CORP	66,677	117,851
DECKERS OUTDOOR CORP	16,447	16,114
DEUTSCHE BANK AG LONDON NTS BE	9,229	9,333
DIAGEO PLC NEW GB SPON ADR	17,639	28,523
DIGITAL REALTY TRUST INC REIT	19,588	24,266
DISCOVER FINANCIAL SERVICES	10,760	36,020
DISCOVERY COMMUNICATIONS INC	46,588	41,307
DOMINION RESOURCES INC VA NEW	26,981	47,986
DONALDSON CO INC	30,650	34,767
DORCHESTER SC GROWTH SD		
DOUGHESTER OF QUOMITION	30,044	30,148

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DOW CHEMICAL	15,010	19,475
DR PEPPER SNAPPLE GROUP INC NTS BE	9,206	9,302
DSW INC CL A	41,300	40,098
DU PONT DE NEMOURS	36,726	68,468
DUKE ENERGY CORP NEW	17,993	22,138
DUKE ENERGY CORP NTS BE	10,072	10,068
EAST WEST BANCORP INC	28,156	36,775
EBAY INC		96,695
EBAY INC NTS BE	10,038	9,986
ECO LAB INC NTS BE	15,044	15,098
ECOLAB INC	28,739	41,808
EMC CORP MASS	27,653	40,149
EMERSON ELECTRIC CO	55,590	67,903
ENANTA PHARMACEUTICALS INC	25,765	32,595
ENOVA INTLINC	7,958	14,246
		
ESSEX RENT CORP	3,497	1,452
EURONET WORLDWIDE INC	9,098	11,529
EXPRESS SCRIPTS HLDG CO	29,504	46,569
EXXON MOBILE CORP	50,016	69,522
EZ CORP INC NON VTG CL A	24,507	26,144
FACTSET RESH SYSTEMS INC	36,965	56,300
FEDERAL AGRICULTURAL MTG CORP CL C NON VTG	24,921	42,476
FEDERATED ENHANCED TREAS	74,662	77,922
FHLB BOND	80,104	80,256
FIESTA RESTAURANT GROUP INC	15,762	17,571
FIFTH THIRD BANCORP	22,636	29,299
FIRST TR INTER DURATION PFD	113,331	124,905
FMC TECHNOLOGIES INC	41,207	46,840
FNMA PL 357623	1,611	1,705
FNMA PL 725866	5,996	6,794
FNMA PL 735060	6,668	7,366
FNMA PL 765232	5,020	5,304
FNMA PL 794920	5,934	6,593
FNMA PL 800232	7,134	8,017
FNMA PL 805878	3,518	3,934
FNMA PL SF782069	2,945	3,105
FORD MOTOR CO COM NEW	20,877	21,065
FORT DEARBORN INCOME SEC INC	100,145	98,980
GEN MILLS INC	10,408	14,932
GENL ELEC CAP CORP MED TERM NTS	27,820	28,417
GENL ELECTRIC CO	67,450	79,221
GENWORTH FINANCIAL INC CL A	21,929	20,400
G-III APPAREL GROUP LTD	14,176	17,778
GILEAD SCIENCES INC	8,249	9,332
GOLDMAN SACHS GROUP INC		
	21,888	23,260
GOLDMAN SACS GROUP INC BE		20,812
GOOGLE INC CL A	26,063	46,167
GOOGLE INC CL C	25,983	45,797
GRAINGER W W INC	65,898	77,232
GRAINGER W W INC	63,083	82,839
GREENBRIER COS INC	26,386	21,814
HANMI FINL CORP COM NEW	21,856	15,005
HAWAII ST HWY	40,047	40,175
HEIDLEBERGCEMENT AG SHS ORD EUR	33,538	31,938
HERMAN MILLER INC	31,520	39,524
HFF INC CL A	33,351	34,627
HINO MOTORS LTD ADR ADR	16,380	17,466
HOME DEPOT INC	48,311	91,114
HONEYWELL INTL INC	21,924	35,172
HUDSON PAC PPTYS INC COM		
	16,196	18,667
ICON PLC EUR	30,612	27,586
IDEXX LABS	23,304	37,068
INDIANA BD BK	40,163	40,363
INFOBLOX INC	22,142	24,434
INNOSPEC INC	3,906	38,430
INTEL CORP	44,752	62,455
innes sein	1	02,433

INTEL CORP NTS BE INTERCONTINENT ALEX CHANGE GROUP INTESA SANPAOLO SPON ADR	20,611	
	C2.054	21,138
	62,051	77,190
	19,216	17,909
INTL BUSINESS MACH	23,697	28,398
INTL PAPER CO	28,485 56,410	32,041
INTUIT		83,893
INVENTURE FOODS INC COM ISHARES 1-3 TREAS BOND ETF	9,984	50,960
JABIL CIRCUIT INC	34,202	101,340
JAPAN SMALLER CAPITALIZATION	17,496	40,669
JETBLUE AIRWAYS CORP	31,214	19,286 42,346
JINPAN INTL LTD	21,822	15,675
JOHN DEERE CPTL CORP NTS BE	17,049	17,077
JOHNSON & JOHNSON COM	28,902	45,383
JOHNSON CONTROLS INC	17,016	19,819
JOHNSON CONTROLS INC BE	15,151	15,430
JP MORGAN CHASE & CO NTS BE	30,043	30,152
JPMORGAN CHASE & CO	75,029	108,514
KAO CORP REPSTG 10 SHS COM SPON ADR	12,760	15,404
KDDI CORP ADR	35,559	38,647
KELLOGG CO	12,035	12,049
KNIGHT TRANSPORTATION INC	25,624	30,900
KROGER COMPANY	21,906	26,326
LEVEL 3 COMMUNICATIONS INC	27,652	32,146
LEXICON PHARMACEUTICALS INC	26,229	17,316
LILLY ELI & CO	32,957	38,358
LOCKHEED MARTIN CORP	20,267	26,190
LUNDIN PETROLEUM AB SEK	21,036	15,771
MACY'S INC	22,663	25,906
MALLINCKRODT PUB LTD CO	21,388	29,313
MARATHON OIL CORP	11,656	16,635
MARATHON PETROLEUM CO	7,460	26,356
MARRIOTT VACATIONS WORLDWIDE	24,643	28,996
MASTERCARD INC CL A	17,200	39,978
MATRIX SERVICE CO	16,480	33,480
MATTRESS FORM HLDG CORP	15,732	14,462
MCDONALDS CORP	37,947	48,724
MEAD JOHNSON NUTRITION CO COM STOCK	35,217	42,730
MEDIASET ESPANA COMMUNICACION SA EUR	21,918	23,861
MEDTRONIC INC NTS BE	25,447	25,544
MELLANOX TECHNOLOGIES LTD ILS	19,330	20,980
MERCK & CO INC NEW COM	47,519	63,548
METLIFE INC	42,940	44,246
METLIFE INC	24,986	25,152
METLIFE INC NTS BE	22,750	22,758
METTLER-TOLEDO INTL	28,032	45,369
MFS INTERMARKET INCOME TRUST 1	117,660	117,594
MICROSOFT CORP	43,323	70,836
MICROSOFT CORP	42,852	61,082
MKS INSTRUMENTS INC	20,927	22,729
MONDELEZ INTL INC	25,287	29,096
MONMOUTH CNTY NJ IMPT A	40,000	39,856
MORGAN STANLEY	51,465	58,045
MORGAN STANLEY INCOME SECS INC	75,515	80,685
MORGAN STANLEY NTS BE	26,250	26,300
MOTOROLA SOLUTIONS INC	19,689	21,801
MULLICOM INTL CELLULAR SA NEW	13,827	24,336
MYLAN INC BE	15,028	14,944
NATURES SUNSHINE PRODS	16,144	34,827
NATUS MEDICAL INC DEL	16,337	18,885
	40,026	40,633
NEW YORK NY CITY TRANSI		120 204
NEW YORK NY CITY TRANSI NEWELL RUBBERMAID INC	90,264	
NEW YORK NY CITY TRANSI NEWELL RUBBERMAID INC NEXT GROUP PLC ORD GBP	27,667	27,648
NEW YORK NY CITY TRANSI NEWELL RUBBERMAID INC NEXT GROUP PLC ORD GBP NEXTERA ENERGY INC COM	27,667 24,015	27,648 46,024
NEW YORK NY CITY TRANSI NEWELL RUBBERMAID INC NEXT GROUP PLC ORD GBP	27,667	138,381 27,648 46,024 84,131 56,205

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NORFOLK STHM CORP 1.824 A.1919 NORTHEAST UTILITIES 1.3804 1.4508 1.3804 1.292 NORTHEAST UTILITIES 1.3804 1.3804 1.56,993 NOVARTS AS SPON ADR 1.20,513 1.30,073 NOVARTS AS SPON ADR 1.50,133 1.30,073 NOVARTS AS SPON ADR 1.50,133 1.32,073 NOVARTS AS SPON ADR 1.50,131			
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PRGX GLOBAL INC 16,828 15,444 PRICE T ROWE GROUP INC 82,041 109,472 PROC TER & GAMBLE CO 49,006 63,763 PROCTOR & GAMBLE CO 50,370 66,040 PROCTOR & GAMBLE CO 33,399 38,713 PROCTOR & GAMBLE CO 33,399 38,713 PROGRESSIVE CORP OHIO 85,560 110,875 PRUDENTIAL FINANCIAL INC 32,265 44,868 PRUDENTIAL FINL INC NTS 14,016 14,268 PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC 46,089 58,721 RASOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,639 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK TENN COMP	PREMIER INC CL A	25,394	27,930
PRICE T ROWE GROUP INC 82,041 109,472 PROC TER & GAMBLE CO 49,006 63,763 PROCTOR & GAMBLE CO 50,370 66,040 PROCTOR & GAMBLE CO 33,399 38,713 PROGRESSIVE CORP OHIO 85,560 110,875 PRUDENTIAL FINANCIAL INC 32,265 44,868 PRUDENTIAL FINAL INC NTS 14,016 14,268 PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC. 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROCHE HLDG LTD SPONS ADR SWITZ ADR ROCHE HLDG LTD SPONS ADR SWITZ ADR ROCHE HLDG LTD SPONS ADR SWITZ ADR ROCK DALE CNTY GA WTR ROCK DALE CNTY GA WTR ROCK DALE CNTY GA WTR ROSS STORES INC 80,930 ROCK DALE CNTY GA WTR 49,798 49,980 ROCK DALE CNTY GA WTR 80,940 ROYAL DSN N V SPON ADR 28,106 26,430 ROYAL DSN N V SPON ADR 37,040 56,731 SANOFI SPON ADR	PREMIER OIL PLC SPON ADR	21,520	10,090
PROC TER & GAMBLE CO 49,006 63,763 PROCTOR & GAMBLE CO 50,370 66,040 PROCTOR & GAMBLE CO 33,399 38,713 PROGRESSIVE CORP OHIO 85,560 110,875 PRUDENTIAL FINANCIAL INC 32,265 44,868 PRUDENTIAL FINL INC NTS 14,016 14,268 PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RLI LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCK-TENN COMPANY CL A 21,906 24,636 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL BAN	PRGX GLOBAL INC	16,828	15,444
PROCTOR & GAMBLE CO PROCTO	PRICE T ROWE GROUP INC	82,041	109,472
PROCTOR & GAMBLE CO 33,399 38,713 PROGRESSIVE CORP OHIO 85,560 110,875 PRUDENTIAL FINANCIAL INC 32,265 44,868 PRUDENTIAL FINL INC NTS 14,016 14,268 PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC. 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCK-TENN COMPANY CL A 21,906 24,636 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL BANK OF CANADA CAD 56,00 5,940 ROYAL DSM N V SPON ADR 37,040 56,731 SANO	PROC TER & GAMBLE CO	49,006	63,763
PROCTOR & GAMBLE CO 33,399 38,713 PROGRESSIVE CORP OHIO 85,560 110,875 PRUDENTIAL FINANCIAL INC 32,265 44,868 PRUDENTIAL FINL INC NTS 14,016 14,268 PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC. 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCK-TENN COMPANY CL A 21,906 24,636 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL BANK OF CANADA CAD 56,00 5,940 ROYAL DSM N V SPON ADR 37,040 56,731 SANO	PROCTOR & GAMBLE CO	50,370	66,040
PRUDENTIAL FINANCIAL INC 32,265 44,868 PRUDENTIAL FINL INC NTS 14,016 14,268 PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,039 ROBERT HALF INTL INC 69,639 96,039 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,988 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	PROCTOR & GAMBLE CO		38,713
PRUDENTIAL FINL INC NTS 14,016 14,268 PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC. 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	PROGRESSIVE CORP OHIO	85,560	110,875
PUBLICIS GROUPE SA NEW SPON ADR 26,280 25,832 QUALCOMM INC 29,074 28,468 QUALCOMM INC. 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,798 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	PRUDENTIAL FINANCIAL INC	32,265	44,868
QUALCOMM INC 29,074 28,468 QUALCOMM INC. 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	PRUDENTIAL FINL INC NTS		14,268
QUALCOMM INC. 46,089 58,721 RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	PUBLICIS GROUPE SA NEW SPON ADR	26,280	25,832
RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RLJ LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,798 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	QUALCOMM INC	29,074	28,468
RABOBANK NEDERLAND BE 9,428 9,525 RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RLI LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	QUALCOMM INC.		58,721
RAYTHEON CO NEW 37,354 70,960 RF MICRO DEVICES INC 20,907 25,914 RLI LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,798 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	RABOBANK NEDERLAND BE		9,525
RF MICRO DEVICES INC 20,907 25,914 RLI LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716			70,960
RU LODGING TRUST SBI 17,810 20,520 ROBERT HALF INTL INC 69,639 96,093 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	RF MICRO DEVICES INC		25,914
ROBERT HALF INTL INC 69,639 96,033 ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	RLI LODGING TRUST SBI		20,520
ROCHE HLDG LTD SPONS ADR SWITZ ADR 38,495 64,411 ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROBERT HALF INTL INC		96,093
ROCHE HLDG LTD SPONS ADR SWITZ ADR 37,175 33,990 ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROCHE HLDG LTD SPONS ADR SWITZ ADR		64,411
ROCKDALE CNTY GA WTR 49,798 49,980 ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROCHE HLDG LTD SPONS ADR SWITZ ADR		33,990
ROCK-TENN COMPANY CL A 21,906 24,636 ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROCKDALE CNTY GA WTR	49,798	49,980
ROSS STORES INC 57,506 94,260 ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROCK-TENN COMPANY CL A		24,636
ROYAL BANK OF CANADA CAD 5,600 5,940 ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROSS STORES INC		94,260
ROYAL DSM N V SPON ADR 28,106 26,410 RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROYAL BANK OF CANADA CAD	5,600	5,940
RYANAIR HOLDINGS PLC SPON ADR 37,040 56,731 SANOFI SPON ADR 43,218 36,716	ROYAL DSM N V SPON ADR		26,410
SANOFI SPON ADR 43,218 36,716	RYANAIR HOLDINGS PLC SPON ADR		56,731
	SANOFI SPON ADR		36,716
	SANOFI-AVENTIS	25,636	25,774

SCHLUMBRIGGRI TID RETHELANDS ANTILLES 92,250 90,662 SCHLUMBRIGGRI TID RETHELANDS ANTILLES 20,451	rana and an an an an an an an an an an an an an		
SCHUMBERGER TO NETHERANDS ANTILLES SCHWEDER LIES ES UNSPONSORED ADR \$15,533 SCHWEDER LIES ES UNSPONSORED ADR \$15,533 SCHWEDER LIES ES UNSPONSORED ADR \$1,287 \$1	SAP SE SPON ADR	11,804	10,239
SCHMEDRA ELECA & UNSPONSORED ADR 375.20 39.90 39.90 59.50 59.50 58.MPDA EMBROY 12.887 28.627 58.MPDA EMBROY 11.887 28.627 58.MPDA EMBROY 11.887 28.627 58.MPDA EMBROY 11.887 28.627 58.MPDA EMBROY 11.887 31.787 38.627 58.MPDA EMBROY 11.887 31.787 31.000 59.MPDA INT, FIN BE 10.002 10.002 10.100 59.MPDA INT, FIN BE 10.002 10.100 59.MPDA INT, FIN BE 10.002 10.100 59.MPDA INT, FIN BE 10.002 10.100 59.MPDA INT, FIN BE 10.002 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 10.002 59.MPDA INT, FIN BE 59.			
SEINWESTMENTS CO			
SEMPRA BERBERY 12,887 28,625 58100 10,000 10,			
SERVICE SOURCE INTE \$ 10,002 \$ 10,			56,056
SHELL INTLERNEE 10.092 10.103			28,620
SHINE RISUCHMOCITO ADR 11.971 14.122 SHETCHER USAINC CLA 30.983 29.555 SMUCKER IM CO NEW 51.411 61.605 SMUCKER IM CO NEW 51.411 61.605 SMUCKER IM CO NEW 51.411 61.605 SMUCKER IM CO NEW 51.411 61.605 SMUCKER IM CO NEW 51.411 61.605 SMIRIT ARRINISS INC 51.418 61.405 SMIRIT ARRINISS INC 51.418 61.405 SMIRIT ARRINISS INC 51.418 61.405 STATE STREET CORP B 51.400 51.401 51.40			8,087
SHIREN INTERNATIONAL INC SETCHER US AND CL A 30,983 29,555 SMUCKER IN CO NEW 51,411 61,699 SPECTEUM BRONDS HILDES INC COM 22,279 24,589 SPRIT AIRLINES INC 33,238 42,703 SPRIT AIRLINES INC 33,238 42,703 SPRIT AIRLINES INC 33,238 42,703 STRABUCKS CORP 24,138 24,138 24,131 24,135 STATOL SAS PON ADR 27,655 STATOL ASA PON ADR 27,655 STATOL ASA SPON ADR 27,655 STATOL ASA SPON ADR 27,655 STRATEGER CHOTEL CAPTAIN INC REITS 26,600 26,764 25,787 STRATEGER CHOTEL CAPTAIN INC REITS 26,000 STRABUCKS CORP 30,981 STRATEGER HOTEL CAPTAIN INC REITS 26,000 SUNTRUST BRANS INC 31,108 SUNTRUST BRANS INC 50,883 SUNTRUST BRANS INC 50,883 SUPER MICRO COMPUTER INC 51,569 SUPER MICRO COMPUTER INC 51,569 SWIFT ENRIESY CO DICUDING CO 51,189 SWIFT ENRIESY CO DICUDING CO 51,189 SWIFT ENRIESY CO DICUDING CO 51,189 SWIFT ENRIESY CO DICUDING CO 51,189 SWIFT ENRIESY CO DICUDING CO 51,296 SWIFT ENRIESY CO 51,296 SWI		10,092	10,109
SKETCHER USA INC.CLA 30,983 129,555 SMICKER IN CO NEW 51,111 61,695 SPECTRUM BRANDS HLOGS INC COM 22,279 24,585 SPRIT AIRLINES INC. 33,238 42,703 37,838 37,838 37,838 37,838 37,838 38,938	SHIN ETSU CHEM CO LTD ADR	11,971	14,120
SMUCKER I M CO NEW 5.1.411 5.2579 5.			2,420
SPECTRUM BRANDS HLDGS INC COM			29,559
SPRIET ARRILINES INC STARBUECS CORP 24.138 24.138 24.138 24.138 24.138 25.690 25.838 STATOL AS AS SPON ADR 27.656 STATOL AS SPON ADR 37.676 37.677 37.676 37.677 37.676 37.677 37.676 37.676 37.677 37.676 37.676 37.677 37.676 37.677 37.676 37.677 37.676 37.677 37.67		51,411	61,699
STARBUCKS CORP 24,138		22,579	24,590
STATEST CORP		33,238	42,703
STATOLL ASA BE			24,615
STATOLL ASA SPON ADR 27,655 18,737 STEALTHGAS INC 14,831 13,251 STEALTHGAS INC 14,831 13,251 STEALTHGAS INC 26,664 25,575 STEALTIGG HOTEL CAPTAIN INC REITS 24,070 26,510 STEALTIGG HOTEL CAPTAIN INC REITS 24,070 26,510 STEALTIGG HOTEL CAPTAIN INC REITS 24,070 26,510 STEWER CORP 30,981 54,246 SUNTRUST BANKS INC 52,883 66,244 SUNTRUST BANKS INC 52,883 66,244 SUNTRUST BANKS INC 52,883 66,244 SUNTRUST BANKS INC 15,969 19,428 SUNTRUST BANKS INC 15,969 19,428 SUNTRUST BANKS INC 12,560 12,560 3,468 SUFFER MICRO COMPUTER INC 15,969 19,428 SUNTRUST BANKS INC 21,183 26,373 SYMTEL INC 33,8114 40,482 40,4			25,839
STEALTHCAS INC	STATOIL ASA BE	10,174	10,162
STERIS CORP	STATOIL ASA SPON ADR	27,655	18,737
STRATEGIC HOTEL CAPTAIN INC REITS 24,070 26,910 STRYKER CORP 30,981 54,240 SUMITOMO MITSUI FINANCIAL SPON ADR 31,108 25,668 SUNTRUST BANKS INC 52,883 66,244 SUPER MICRO COMPUTER INC 15,969 19,269 SUTRON CORP 21,780 12,500 SWIFT ENERGY CO HOLDING CO 32,596 3,848 SYNTEL INC 38,114 40,482 TAIWAN SEMICONDUCTOR MFG CO LTD ADR 29,147 34,711 TELLENG ASA ADR 29,147 34,711 TELLENG ASA ADR 28,290 26,034 TERADATA COIRT NEW (DELA) 53,745 39,312 TERADATA COIRT NEW (DELA) 53,745 39,312 TERAS INSTRUMENTS 71,726 130,615 THERMO FISHER SCIENTRIFIC INC 19,052 37,587 THERMO FISHER SCIENTRIFIC INC 19,052 37,587 TIMKEN CO TO ADR 24,107 26,033 TIMKEN CO TO ADR 27,059 9,518 TIMKEN CO TO ROPE 3,850 4,110 TIMK	STEALTHGAS INC	14,831	13,251
STRYKER CORP	STERIS CORP	26,764	25,875
SUMITOMO MITSUI FINANCIAL SPON ADR 31,108 25,465 SUNTRUST BANKS INC 52,883 66,244 SUPER MICRO COMPUTER INC 15,569 19,426 SUTRON CORP 21,780 12,596 SUTRON CORP 12,596 3,848 SWIFT ENERGY CO HOLDING CO 12,596 3,841 SYMANTEC CORP 21,183 26,373 SYNTEL INC 38,314 40,482 SYNTEL INC 38,314 40,482 TAIWAN SEMICONDUCTOR MFG CO LTD ADR 29,147 34,717 TECK RESOURCES LTD CL B ORD CAD 12,188 7,052 TELLENOR ASA ADR 28,290 26,034 TELLENOR ASA ADR 28,290 26,034 TELLENOR ASA ADR 12,307 27,857 TELLENOR ASA ADR 28,290 25,634 TELLENOR ASA ADR 28,290 25,634 TELLENOR ASA ADR 21,307 27,857 TELLENOR ASA ADR 21,307 27,857 TELLENOR ASA ADR 21,307 27,852 TELLENOR ASA ADR 21,302 27			26,910
SUNTELLIST BANKS INC 52,883 66,244	STRYKER CORP	30,981	54,240
SUPER MICRO COMPUTER INC 15,969 19,428 SUTRON CORP 21,780 12,596 3,848 SWIFF ENERGY CO HOLDING CO 12,596 3,848 3,848 SYMANTEC CORP 21,183 26,373 3,841 40,482 SYNTEL INC 38,314 40,482 3,741 34,711 TEXMAN SEMICONDUCTOR MFG CO LTD ADR 29,147 34,711 34,711 TECK RESOURCES LTD CL B ORD CAD 12,188 7,652 66,034 TELLENDR ASA ADR 28,290 26,034 72,633 71,726 130,615 130,513 71,726 130,615 130,513 121,307 27,852 71,726 130,615 130,513 141,102 121,307 27,852 71,726 130,615 141,102	SUMITOMO MITSUI FINANCIAL SPON ADR	31,108	25,465
SUTRON CORP	SUNTRUST BANKS INC	52,883	66,244
SWIFT ENERGY CO HOLDING CO	SUPER MICRO COMPUTER INC	15,969	19,428
SYMANTEC CORP 21,183 26,373	SUTRON CORP	21,780	12,500
SYNTEL INC 38,314 40,482 TAIWAN SEMICONDUCTOR MFG CO LTD ADR 29,147 34,711 TECK RESOURCES LTD CLB ORD CAD 12,188 7,052 TELLENOR ASA ADR 28,290 26,034 TERADATA COIRT NEW (DELA) 53,745 39,312 TEXAS INSTRUMENTS 71,726 130,615 TEXAS ROADHOUSE INC CLA 21,307 27,852 THERM OFISHER SCIENTIFIC INC 19,052 37,587 TIMK CO LTO ADR 24,767 26,034 TIMKEN CO 9,290 9,518 TIMKEN STEEL CORP COM 3,850 4,110 TIX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NEW SEE 25,669 25,509 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 19,104 </td <td>SWIFT ENERGY CO HOLDING CO</td> <td>12,596</td> <td>3,848</td>	SWIFT ENERGY CO HOLDING CO	12,596	3,848
TAIWAN SEMICONDUCTOR MFG CO LTD ADR	SYMANTEC CORP	21,183	26,373
TECK RESOURCES LTD CL B ORD CAD 12,188 7,052 TELLENOR ASA ADR 28,290 26,034 TERADATA COIRT NEW (DELA) 53,745 39,312 TEXAS INSTRUMENTS 71,726 130,615 TEXAS ROADHOUSE INC CL A 21,307 27,855 THERMO FISHER SCIENTIFIC INC 19,052 37,585 THERMO FISHER SCIENTIFIC INC 19,052 37,585 THERMO FISHER SCIENTIFIC INC 9,290 9,518 TIMKEN CO 17,089 96,081 TIMKEN CO 17,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 17,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 17,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 12,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 13,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CROT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,001 TRINET GROUP INC 25,364 53,001 TRINET GROUP INC 26,498 25,966 UNILEVER NV NY SHS NEW 6,545 8,237 UNILEVER NV NY SHS NEW NETHERLANDS SPON SPON ADR 77,089 96,081 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNIVERSAL PEUR NY SHS NEW NETHERLANDS SPON SPON ADR 73,569 33,432 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,463 66,500 UNION PACIFIC CORP 55,464 3,506 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,844 3,596 UNIVERSAL POWER GROUP INC 56,846 3,690 UNIVERSAL POWER GROUP INC 56,846 3,690 UNIVERSAL POWER GROUP INC 56,846 3,690 UNIVERSAL POWER GROUP INC 56,846 3,690 UNIVERSAL POWER GROUP INC 56,846 3,690 UNIVERSAL POWER GROUP INC 56,846 3,690 UNIVERSAL POWER GROUP INC 56,846 3,6	SYNTELINC	38,314	40,482
TELLENOR ASA ADR 28,290 26,034 TERADATA COIRT NEW (DELA) 53,745 33,312 TERAS INSTRUMENTS 71,726 130,615 TEXAS INSTRUMENTS 71,726 130,615 TEXAS INSTRUMENTS 71,726 130,615 TEXAS RODUCUSE INC CL A 21,307 27,855 THERMO FISHER SCIENTIFIC INC 19,052 37,587 THERMO FISHER SCIENTIFIC INC 19,052 37,587 THIK CO LTD ADR 24,767 26,034 TIMKEN CO 9,290 9,518 TIMKENSTEEL CORP COM 3,850 4,110 TJX COS INC NEW 77,089 96,081 TJX COS INC NEW 77,089 96,081 TJX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CROT CORP 18,103 25,723 TOYOTA MOTOR CROT CORP 18,103 25,723 TOYOTA MOTOR CROT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 35,364 53,031 TRINET GROUP INC 35,364 35,363 UNITED PARCIFIC CORP 35,364 36,500 UNITED PARCIFIC CORP 35,463 65,500 UNITED PARCIFIC CORP 36,360 40,825 UNITED PARCIFIC CORP 36,360 40,825 UNITED PARCIFIC CORP 36,360 40,825 UNITED PARCIFIC CORP 36,360 40,825 UNITED PARCIFIC CORP 36,360 40,825 UNITED PARCIFIC CORP 36,360 40,825 UNITED PARCIFIC CORP 36,360 40,825 UNITED PARCIFIC CORP 36,360 40,825 UNIVERSAL PARCIFIC CORP 36,360 40,825 UNIVERSAL PARCIFIC CORP 36,360 40,825 UNIVERSAL PARCIFIC CORP 36,360 40,825 UN BANCORP DEL NEW 35,360 40,825 UN BANCORP DEL NEW 35,360 40,825	TAIWAN SEMICONDUCTOR MFG CO LTD ADR	29,147	34,711
TERADATA COIRT NEW (DELA) 53,745 39,312 TEXAS INSTRUMENTS 71,726 130,612 TEXAS ROADHOUSE INC CLA 21,307 27,852 THERMO FISHER SCIENTIFIC INC 19,052 37,587 THK CO LTD ADR 24,767 26,033 TIMKEN CO 9,290 9,518 TIMKEN STEEL CORP COM 3,850 4,110 TIX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TOKONTO DOMINION BN NEW CANADA CAD 23,289 26,599 TORONTO DOMINION BK NTS BE 25,669 25,909 TORONTO DOMINION BK NTS BE 25,669 25,900 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CROT CORP 25,179 25,334 TOYOTA MOTOR CROT CORP 25,179 25,334 TOYOTA MOTOR CROT CORP 26,498 25,962 TUPERWARE BRANDS CORP 12,512 37,800 TUPE TRUBE BROWN Y SHS NEW 6,545 <t< td=""><td>TECK RESOURCES LTD CL B ORD CAD</td><td>12,188</td><td>7,052</td></t<>	TECK RESOURCES LTD CL B ORD CAD	12,188	7,052
TEXAS INSTRUMENTS 71,726 130,615 TEXAS ROADHOUSE INC CL A 21,307 27,852 THERMO FISHER SCIENTIFIC INC 19,052 37,587 THK CO LTD ADR 24,767 26,034 TIMKEN CO 9,290 9,518 TIMKEN STEEL CORP COM 3,850 4,110 TIX COS ING NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CORP TOORP 25,364 53,031 TRINET GROUP INC 26,498 25,969 TYCO INTL PLC 21,271 22,369 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 8	TELLENOR ASA ADR	28,290	26,034
TEXAS ROADHOUSE INC CL A 21,307 27,852 THERMO FISHER SCIENTIFIC INC 19,052 37,583 TIMK CO LTD ADR 24,767 26,034 TIMKEN CO 9,290 9,518 TIMKENSTEEL CORP COM 3,850 4,110 TIX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CRDT CORP 25,179 25,334 TOYOTA MOTOR CRDT CORP 14,948 15,000 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INT LIC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNIVERSAL ELECTRONICS INC 10,796 39,432 UNIVERSAL POWER GROUP INC 26,477 36,646	TERADATA COIRT NEW (DELA)	53,745	39,312
THERMO FISHER SCIENTIFIC INC 19,052 37,587 THK CO LTD ADR 24,767 26,034 TIMKEN CO 9,290 9,518 TIMKEN TECL CORP COM 3,850 4,110 TIX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,999 TORONTO DOMINION BK NTS BE 25,669 25,900 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CRDT CORP 25,179 25,344 TOYOTA MOTOR CRDT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPERWARE BRANDS CORP 12,512 37,800 TYCO INTL, PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 TYMILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 38,303 UNIVIEW RV NY SHS NEW NETHERLANDS SPON SPON ADR <t< td=""><td>TEXAS INSTRUMENTS</td><td>71,726</td><td>130,615</td></t<>	TEXAS INSTRUMENTS	71,726	130,615
THK CO LTD ADR 24,767 26,034 TIMKEN CO 9,290 9,518 TIMKENSTEEL CORP COM 3,850 4,110 TIX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NEW CANADA CAD 31,678 31,867 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 31,678 31,867 TOYOTA MOTOR CROT CORP 25,179 25,334 TOYOTA MOTOR CROT CORP 25,179 25,334 TOYOTA MOTOR CROT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,011 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,269 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 27,960 39,432 UNION PACIFIC CORP 27,960 39,432 <td>TEXAS ROADHOUSE INC CL A</td> <td>21,307</td> <td>27,852</td>	TEXAS ROADHOUSE INC CL A	21,307	27,852
TIMKEN CO 9,290 9,518 TIMKENSTEEL CORP COM 3,850 4,110 TJX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOYAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CROP TOCORP 25,179 25,334 TOYOTA MOTOR CROT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 27,960 39,432 UNIVER SALL SERVICE INC CL B 25,114 32,684 UNIVER PACEL SERVICE INC CL B 25,114 32,684 UNIVITEDHEALTH GROUP INC 8,970 <t< td=""><td>THERMO FISHER SCIENTIFIC INC</td><td>19,052</td><td>37,587</td></t<>	THERMO FISHER SCIENTIFIC INC	19,052	37,587
TIMKENSTEEL CORP COM 3,850 4,110 TIJX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,999 TORONTO DOMINION BK NEW CANADA CAD 32,289 26,999 TORONTO DOMINION BK NTS BE 25,669 25,900 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,732 TOYOTA MOTOR CRDT CORP 25,179 25,334 TOYOTA MOTOR CRDT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 33,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNINTED PARCEL SERVICE INC CL B 25	THK CO LTD ADR	24,767	26,034
TIX COS INC NEW 77,089 96,081 TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CROT CORP 25,179 25,334 TOYOTA MOTOR CROT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B <td< td=""><td>TIMKEN CO</td><td>9,290</td><td>9,518</td></td<>	TIMKEN CO	9,290	9,518
TOKIO MARINE HOLDINGS INC SPON ADR 24,200 25,745 TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,719 TOYOTA MOTOR CRDT CORP 25,179 25,334 TOYOTA MOTOR CRDT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNIVERSAL POWER GROUP INC	TIMKENSTEEL CORP COM	3,850	4,110
TORONTO DOMINION BK NEW CANADA CAD 23,289 26,996 TORONTO DOMINION BK NTS BE 25,669 25,900 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CRDT CORP 25,179 25,334 TOYOTA MOTOR CRDT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 11,2512 37,800 TYCO INTL PLC UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 173,569 33,038 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 35,841 3,596 UNIVERSAL ELECTRONICS INC UNIVERSAL POWER GROUP INC 58,844 3,596 UNIVERSAL POWER GROUP INC 58,844 3,596 UNIVERSAL POWER GROUP INC 58,844 3,596 UNIS BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716	TJX COS INC NEW	77,089	96,081
TORONTO DOMINION BK NTS BE 25,669 25,900 TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CROT CORP 25,179 25,334 TOYOTA MOTOR CROT CORP 14,948 15,000 TOYOTA MOTOR CROT CORP 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV NY SHS NEW 6,545 8,237 UNILEVER NV NY SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 28,477 38,616 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNS BANCORP DEL NEW 84,216	TOKIO MARINE HOLDINGS INC SPON ADR	24,200	25,745
TOTAL SA FRANCE SPON ADR 31,678 31,846 TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CROT CORP 25,179 25,334 TOYOTA MOTOR CROT CORP 14,948 15,000 TOYOTA MOTOR CROT CORP 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 28,477 38,616 UNITIL CORP 8,970 16,502 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 55,534 61,716 <	TORONTO DOMINION BK NEW CANADA CAD	23,289	26,996
TOYOTA MOTOR CORP NEW JAPAN SPON ADR 18,103 25,723 TOYOTA MOTOR CRDT CORP 25,179 25,334 TOYOTA MOTOR CRDT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TYPOPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITEDHEALTH GROUP INC 28,477 38,616 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 </td <td>TORONTO DOMINION BK NTS BE</td> <td>25,669</td> <td>25,900</td>	TORONTO DOMINION BK NTS BE	25,669	25,900
TOYOTA MOTOR CRDT CORP 25,179 25,334 TOYOTA MOTOR CRDT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR UNION PACIFIC CORP 27,960 UNION PACIFIC CORP 27,960 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED HEALTH GROUP INC 28,477 38,616 UNIVERSAL ELECTRONICS INC UNIVERSAL ELECTRONICS INC UNIVERSAL POWER GROUP INC UNIVERSAL POWER GROUP INC UNIVERSAL POWER GROUP INC UNIVERSAL POWER GROUP INC UNIVERSAL POWER GROUP INC US BANCORP DEL NEW US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344	TOTAL SA FRANCE SPON ADR	31,678	31,846
TOYOTA MOTOR CRDT CORP 14,948 15,000 TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 28,477 38,616 UNITED PARCEL SERVICE INC CL B 32,647 UNITED PARCEL SERVICE INC CL B 32,647 UNITED FARCEL SERVICE INC CL B 48,477 38,616 UNITEL CORP UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTO TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 48,216 93,496 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716	TOYOTA MOTOR CORP NEW JAPAN SPON ADR	18,103	25,723
TRAVELERS CO INC 25,364 53,031 TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED PARCEL SERVICE INC CL B 28,477 38,616 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNITD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 26,007 43,781 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344	TOYOTA MOTOR CRDT CORP	25,179	25,334
TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITIL CORP 8,970 16,502 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344	TOYOTA MOTOR CRDT CORP	14,948	15,000
TRINET GROUP INC 26,498 25,962 TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITIL CORP 8,970 16,502 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 55,534 61,716 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344	TRAVELERS CO INC	25,364	53,031
TUPPERWARE BRANDS CORP 12,512 37,800 TYCO INTL PLC 21,770 22,369 UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITED HEALTH GROUP INC 28,477 38,616 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 26,007 43,781 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344	TRINET GROUP INC	26,498	25,962
UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITEDHEALTH GROUP INC 28,477 38,616 UNIVIERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 26,007 43,781 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344	TUPPERWARE BRANDS CORP	12,512	37,800
UNILEVER NV N Y SHS NEW 6,545 8,237 UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITEDHEALTH GROUP INC 28,477 38,616 UNIVIERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 26,007 43,781 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344			22,369
UNILEVER NV N Y SHS NEW NETHERLANDS SPON SPON ADR 73,569 83,038 UNION PACIFIC CORP 55,463 68,500 UNION PACIFIC CORP 27,960 39,432 UNITED PARCEL SERVICE INC CL B 25,114 32,684 UNITEDHEALTH GROUP INC 28,477 38,616 UNITIL CORP 8,970 16,502 UNIVERSAL ELECTRONICS INC 10,647 11,966 UNIVERSAL POWER GROUP INC 5,844 3,596 UNTD TECHNOLOGIES CORP 26,380 40,825 US BANCORP DEL NEW 84,216 93,496 US BANCORP DEL NEW 26,007 43,781 US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344	UNILEVER NV N Y SHS NEW		8,237
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US BANCORP DEL NEW 55,534 61,716 US BANCORP NTS BE 9,260 9,344			
US BANCORP NTS BE 9,260 9,344			
TWO I RESUMES TO I TO DE 4 I SE 004	VAIL RESORTS INC	23,851	25,881

VANGUARD BD INDEX FD INC TOTAL NOND MKT EFT	200,613	201,807
VASCO DATA SECURITY INTERNATIONAL INV	21,500	23,076
VCAINC	25,799	32,042
VENTAS REALTY LP NTS BE	17,112	17,143
VERIFONE SYSTEMS INC	18,963	21,055
VERINT SYSTEMS INC	19,732	21,447
VERIZON COMMUNICATIONS	16,441	16,485
VERIZON COMMUNICATIONS	13,333	13,384
VERIZON COMMUNICATIONS INC	39,660	65,258
VF CORP	10,822	34,679
VISA INC CL A	47,538	58,995
VISTEON CORP COM NEW	20,162	35,371
VODAFONE GROUP PLC NTS	11,869	11,851
VOLKSWAGEN A G REPSTG PREF DM	29,562	29,405
VOLT INFORMATION SCI	11,439	9,657
VOXX INTL CORP CL A	12,308	11,616
WABTECINC	49,488	58,651
WAL MART STORES INC	16,031	25,420
WATERLOO INVT HOLDINGS		-
WATERS CORP	40,145	53,542
WELLS FARGO & CO NEW	54,984	91,330
WELLS FARGO & CO NTS BE	24,983	25,095
WELLS FARGO & CO NTS BE	19,602	19,543
WESTERN ASSET/CLAYMORE INFLATION LINKED OPPORTUNITIES & INC FUND	116,897	112,924
WESTFIELD CORP SPON ADR	10,203	7,928
WEYERHAEUSER CO	11,044	24,118
WHIRLPOOL CORP	22,532	30,611
WHOLE FOODS MARKET INC	33,181	42,857
WILLIAMS SONOMA INC	32,079	41,624
WILSHIRE BANCORP INC	26,517	27,351
ZELTIQ AESTHETICS INC	25,766	27,212
ZURICH INS GROUP LTD SPON ADR	20,038	20,892
	16,588,609	19,678,802

Part XV Supplementary Information 3 Grants and Contributions Paid During the You				
Recipient	If recipient is an individual,			
Name and address (home or business)	show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY PLAYGROUND OF COLUMBIA	Or Substantial contributor	PC	TO SUPPORT PROGRAMS	
P.O. BOX 1426			THAT DEVELOP	
COLUMBIA, MO 65205	+		SELF-KNOWLEDGE AND	
•			POSITIVE SELF-IMAGE OF	
			YOUTH.	5,000.
DAVID DOUGLAS SCHOOL DISTRICT		PC	TO SUPPORT THE EARLY	
1500 S.E. 130TH			LEARNING WING AND	
PORTLAND, OR 97233			NEIGHBORHOOD CENTER AT	
			EARL BOYLES ELEMENTARY	
			SCHOOL	25,000.
ECOTRUST FOOD & FARMS		PC	TO SUPPORT FOR	
721 N.W. NINTH AVENUE, SUITE 200			ECOTRUST'S FOOD SYSTEM	
PORTLAND, OR 97209	ļ		REFORM EFFORTS AND	
			FOODHUB.	75,000.
EVANSTON REBUILDING WAREHOUSE		PC	TO PROMOTE THE	
2101 DEMPSTER STREET			REDUCTION OF WASTE IN	
EVANSTON, IL 60202			LANDFILLS THROUGH	
			SUSTAINABLE	
			DECONSTRUCTION AND	10,000.
			1	
EXPONENT PHILANTHROPY		PC	TO CONTINUE SERVING	
1720 N. STREET NW			MEMBER FOUNDATIONS	
WASHINGTON, DC 20036			NATIONWIDE.	1,000.
FAMILY PROMISE OF GREATER HELENA		PC	TO RETURN CHILDREN AND	
P.O. BOX 939			THEIR FAMILIES IN A	
HELENA, MT 59624			HOMELESS SITUATION TO	
			SUSTAINABLE	
			INDEPENDENCE.	5,000.
FARMER FOODSHARE		PC	TO SUPPORT THE	
P.O. BOX 2873			BUILDING OF HEALTHY	
CHAPEL HILL, NC 27515			COMMUNITY FOOD SYSTEMS	5,000.
FOOD BANK FOR CENTRAL AND NE MISSOURI		PC	TO SUPPORT THE BUDDY	
2101 VANDIVER DRIVE		,	PACKS PROGRAM WHICH	
COLUMBIA, MO 65202			SEEKS TO REDUCE CHILD	
			FOOD INSECURITY	40,000.
FRIENDS OF ZENGER FARM	l	PC	TO SUPPORT THE	
11741 S.E. FOSTER ROAD			CONSTRUCTION OF AN	
PORTLAND, OR 97266	1		URBAN GRANGE, WHICH	
	1		WILL BE A HUB FOR	
2001	 	-	HEALTHY FOOD AND	50,000.
GOSW	1	PC	TO SUPPORT A HEALTHY	
P.O. BOX 6381			FUNDING COMMUNITY IN	
PORTLAND, OR 97228		}	DREGON AND SOUTHWEST	
	1		WASHINGTON; TO SUPPORT	0 445
Total from eartinustion shorts	1	L	DESIGN AND	8,413.
Total from continuation sheets				871,413.

Part XV Supplementary Information 3 Grants and Contributions Paid During the Ye	ear (Continuation)			
Recipient	If recipient is an individual,			
Name and address (home or business)	show any relationship to any foundation manager	Foundation status of	Purpose of grant or contribution	Amount
,	or substantial contributor	recipient	 	
		}		
GREATER CHICAGO FOOD DEPOSITORY		PC	GENERAL OPERATING	
4100 W. ANN LURIE PL.		ĺ	SUPPORT	
CHICAGO, IL 60610			 	40,000
LATINO NETWORK		PC	TO SUPPORT THE JUNTOS	
240 N. BROADWAY, SUITE 214		{	APRENDEMOS PROGRAM	
PORTLAND, OR 97227				30,000
MATTHEW 25 MINISTRIES		PC	TO SUPPORT LOCAL	
MOUNTAINEER TURKEY STRUT 6165 LAWRENCE			MISSOURI CHARITIES	
MILLER, MO 65707			THROUGH THE	
		Į.	MOUNTAINEER TURKEY	
	<u> </u>	 	STRUT 5K RUN/WALK	1,000.
		1		
MISSION INVESTORS EXCHANGE		PC	GENERAL OPERATING	
2101 FOURTH AVE., SUITE 650	•		SUPPORT	
SEATTLE, WA 98121		İ	1	1,000
MONTANA COMMUNITY FOUNDATION		PC	TO SUPPORT THE	
1 N. LAST CHANCE GULCH, SUITE 1			ADVANCING EARLY	
HELENA, MT 59624		İ	CHILDHOOD EDUCATION	
			ALLIANCE	10,000.
MOSAC		PC	TO SUPPORT THE	
		1	MISSOURI LIGHTS ON	
P.O. BOX 7365			AFTERSCHOOL GLOW 5K	
COLUMBIA, MO 65202			FUN MILE EVENT	5,000.
MYRNA LOY CENTER		PC	TO SUPPORT FILM AND	
15 N. EWING			THEATER SYSTEMS	
HELENA, MT 59601			UPGRADES	5,000.
				- - .
NATURE CONSERVANCY OF PORTLAND		PC	TO SUPPORT THE	
821 S.E. 14TH AVENUE		1	ORGANIZATION'S	
PORTLAND, OR 97214			VOLUNTEER PROGRAM	25,000.
OREGON CHILDREN'S FOUNDATION		PC	TO CREATE A CONTINUUM	==,
101 S.W. MARKET STREET			OF CHILDREN'S LITERACY	
PORTLAND, OR 97201			SUPPORT SERVICES IN	
·		ĺ	WASHINGTON COUNTY,	
			OREGON; AND TO PROVIDE	42,500
OREGON COMMUNITY FOUNDATION	<u> </u>	PC	TO SUPPORT A STATEWIDE	,
1221 S.W. YAMHILL, SUITE 100		[NEEDS ASSESSMENT OF	
PORTLAND, OR 97205			OREGON LIBRARIES; TO	
·			IMPROVE SCHOOL	
			READINESS AND THIRD	178,000.
Total from continuation sheets				

3 Grants and Contributions Paid During the Y	ear (Continuation)			
Recipient	If recipient is an individual, show any relationship to	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	any foundation manager or substantial contributor	recipient	Contribution	
OREGON PEDIATRIC SOCIETY		PC	TO CREATE A CONTINUUM	
4000 KRUSE WAY PLACE, SUITE 210			OF CHILDREN'S LITERACY	
LAKE OSWEGO, OR 97035			SUPPORT SERVICES IN	
			WASHINGTON COUNTY,	
			OREGON	32,500.
		1		
OREGON PUBLIC BROADCASTING		PC	GENERAL OPERATING	
7140 S.W. MACADAM	1	1	SUPPORT	
PORTLAND, OR 97219				5,000.
PETTIS COUNTY COMMUNITY PARTNERSHIP		PC	TO SUPPORT A	
515 SOUTH KENTUCKY AVENUE			CONFERENCE BEING	
SEDALIA, MO 65301			ORGANIZED BY PETTIS	
•			COUNTY COMMUNITY	
			PARTNERSHIP	2,000.
PINCHOT INSTITUTE FOR CONSERVATION	 	PC	TO SUPPORT THE FIRST	
1616 P STREET N.W., SUITE 100			AGGREGATED	
WASHINGTON, DC 20036			(MULTI-LANDOWNER)	
•		1	FOREST CARBON CREDIT	
			TRANSACTION IN THE	150,000.
PORTLAND PARKS FOUNDATION	 	PC	TO SUPPORT A MOBILE	
506 S.W. SIXTH AVENUE, SUITE 100			CLIMBING WALL PROGRAM	
PORTLAND, OR 97204			TO UNDERSERVED,	
		ļ	FINANCIALLY	
			DISADVANTAGED	5,000.
SALVATION ARMY		PC	GENERAL OPERATING	
8495 S.E. MONTEREY AVE. #9		1.0	SUPPORT	
HAPPY VALLEY, OR 97086			Politoki	5,000.
SOCIAL VENTURE PARTNERS PORTLAND		PC	GENERAL OPERATING	3,000.
221 N.W. 2ND AVE.		1	SUPPORT; SUPPORT FOR	
			READY FOR KINDERGARTEN	
PORTLAND, OR 97209		[AND COMMUNITY	
			EDUCATION WORKER	90 000
WITT AMERICA DADRING CUID	 	PC	TO SUPPORT THE NATURE	80,000.
WILLAMETTE PARTNERSHIP		FC	AND HEALTH INITIATIVE:	
4640 S.W. MACADAM, SUITE 50			1 '1	
PORTLAND, OR 97239		•	SUPPORT CONVENING	
			HEALTH AND	20.000
		<u> </u>	CONSERVATION LEADERS	30,000.
	<u> </u>		1	
Total from continuation sheets				

Part XV Supplementary Information
3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution
NAME OF RECIPIENT - ADELANTE MUJERES
TO PROVIDE HOLISTIC EDUCATIONAL AND EMPOWERMENT OPPORTUNITIES TO
LOW-INCOME LATINA WOMEN AND THEIR FAMILIES
NAME OF RECIPIENT - COMMUNITY HEALTH PARTNERS
TO SUPPORT THE PARENTS AS TEACHERS PROGRAM WITHIN THE MONTANA FUNDER
COLLABORATIVE'S MONTANA EARLY CHILDHOOD INITIATIVE
NAME OF RECIPIENT - EVANSTON REBUILDING WAREHOUSE
TO PROMOTE THE REDUCTION OF WASTE IN LANDFILLS THROUGH SUSTAINABLE
DECONSTRUCTION AND RENOVATION BUILDING PRACTICES
NAME OF RECIPIENT - FRIENDS OF ZENGER FARM
TO SUPPORT THE CONSTRUCTION OF AN URBAN GRANGE, WHICH WILL BE A HUB FOR
HEALTHY FOOD AND COMMUNITY CONNECTION
NAME OF RECIPIENT - GOSW
TO SUPPORT A HEALTHY FUNDING COMMUNITY IN OREGON AND SOUTHWEST
WASHINGTON; TO SUPPORT DESIGN AND IMPLEMENTATION OF A 2020 STRATEGIC
PLAN
NAME OF RECIPIENT - OREGON CHILDREN'S FOUNDATION
TO CREATE A CONTINUUM OF CHILDREN'S LITERACY SUPPORT SERVICES IN
WASHINGTON COUNTY, OREGON; AND TO PROVIDE EVALUATION ON THE PROJECT
NAME OF RECIPIENT - OREGON COMMUNITY FOUNDATION
TO SUPPORT A STATEWIDE NEEDS ASSESSMENT OF OREGON LIBRARIES; TO
IMPROVE SCHOOL READINESS AND THIRD GRADE READING SCORES FOR CHILDREN

Part XV Supplementary Information
3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution
NAME OF RECIPIENT - PINCHOT INSTITUTE FOR CONSERVATION
TO SUPPORT THE FIRST AGGREGATED (MULTI-LANDOWNER) FOREST CARBON CREDIT
TRANSACTION IN THE U.S.
NAME OF RECIPIENT - PORTLAND PARKS FOUNDATION
TO SUPPORT A MOBILE CLIMBING WALL PROGRAM TO UNDERSERVED, FINANCIALLY
DISADVANTAGED NEIGHBORHOODS
NAME OF RECIPIENT - SOCIAL VENTURE PARTNERS PORTLAND
GENERAL OPERATING SUPPORT; SUPPORT FOR READY FOR KINDERGARTEN AND
COMMUNITY EDUCATION WORKER PROGRAMS
NAME OF RECIPIENT - WILLAMETTE PARTNERSHIP
TO SUPPORT THE NATURE AND HEALTH INITIATIVE; SUPPORT CONVENING HEALTH
AND CONSERVATION LEADERS IN OREGON

Form **8868**

(Rev. January 2014)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

▶ Information about Form 8868 and its instructions is at www.lrs.gov/form8868 .

OMB No. 1545-1709

• if y	ou are filing for an Automatic 3-Month Extension, comple	ete only P	art I and check this box		•	X	
• If y	ou are filing for an Additional (Not Automatic) 3-Month Ex	ctension,	complete only Part II (on page 2 of	this form)	١.		
	· · · · · · · · · · · · · · · · · · ·		atic 3-month extension on a previous	-			
	ronic filing (e-file). You can electronically file Form 8868 if						
-	red to file Form 990-T), or an additional (not automatic) 3-mo				•		
of tim	e to file any of the forms listed in Part I or Part II with the ex	ception of	f Form 8870, Information Return for	Transfers	Associated With Ce	ertain	
Perso	onal Benefit Contracts, which must be sent to the IRS in par	oer format	(see instructions). For more details	on the ele	ctronic filing of this	form,	
visit v	www.irs.gov/efile and click on e-file for Chanties & Nonprofits t I Automatic 3-Month Extension of Time		submit original (no copies ne	eded).			
A cor	poration required to file Form 990-T and requesting an auto	matic 6-m	onth extension - check this box and	complete			
Part I	only					. 🗀	
	her corporations (including 1120-C filers), partnerships, REN income tax returns.	IICs, and t	trusts must use Form 7004 to reques				
					er's identifying nui		
Type				Employe	Employer identification number (EIN) or		
print	LORA L. AND MARTIN N. KELL	r i		1	47 6174060		
File by	the FAMILY FOUNDATION TRUST				47-6174269		
due dat	w 405 14TH STREET, NO. 809	ee instruc	itions.	Social se	Social security number (SSN)		
return instruct	566	oreign add	dress, see instructions.				
	Omining / On July						
Enter	the Return code for the return that this application is for (file	e a separa	te application for each return)			0 4	
Annli	cation	Return	Application			Return	
Is Fo		Code	Is For			Code	
	990 or Form 990-EZ	01	Form 990-T (corporation)			07	
	990-BL	02	Form 1041-A			08	
	4720 (individual)	03	····				
	990-PF	04					
	990-T (sec. 401(a) or 408(a) trust)	05					
	990-T (trust other than above)	06					
1 01112	COMMON COUNSEL		<u> </u>			12	
• Th	e books are in the care of A05 FOURTEENTH			KTAND	CA 94613)	
	ephone No. ► (510) 834-2995		Fax No. ▶ <u>(510)</u> 834-		7 011 3 1012	<u> </u>	
	he organization does not have an office or place of business	s in the Ur					
	his is for a Group Return, enter the organization's four digit			 f this is fo	r the whole group	hack this	
	. If it is for part of the group, check this box	`	· · · · · · · · · · · · · · · · · · ·				
	I request an automatic 3-month (6 months for a corporation				ocio trio exterisioni is	101.	
•			tion return for the organization name		The extension		
	is for the organization's return for:		non retain for the enganization name	ou abovo.	THE CALCUSION		
	► X calendar year 2014 or						
	tax year beginning	an	d ending				
			d onding		_·		
2	If the tax year entered in line 1 is for less than 12 months, c	heck reas	on: Initial return	Final retur	'n		
	Change in accounting period						
	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. 13a \$ 15b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and			0.			
		•				^	
	estimated tax payments made. Include any prior year overp		· · _ · _ · _ · _ · _ · _ · _ · _ ·	3b_	\$	<u> </u>	
					•		
-	by using EFTPS (Electronic Federal Tax Payment System). Son. If you are going to make an electronic funds withdrawal			3c	\$ 070 FO (0.	
	on. If you are going to make an electronic lunds withdrawal ctions.	(anect ae	on, wan ans rotti 6666, see rotti 8	4JJ-EU ar	10 rorm 8879-EO 10	r payment	

Form 8868 (Rev. 1-2014)					Page 2	
If you are filing for an Additional (Not Automatic) 3-Month Ex	ctension, c	complete only Part II and check this	box		▶ X	
Note. Only complete Part II if you have already been granted an a	automatic	3-month extension on a previously fi	led Form	8868.		
• If you are filing for an Automatic 3-Month Extension, comple	te only Pa	art I (on page 1).				
Part II Additional (Not Automatic) 3-Month E	xtensio	n of Time. Only file the origin	al (no c	opies ne	eded).	
		Enter filer's	identifyi	ng number	, see instructions	
Type or Name of exempt organization or other filer, see instru	ctions				tion number (EIN) or	
print LORA L. AND MARTIN N. KELLEY			• •		` ,	
File by the FAMILY FOUNDATION TRUST				47-6174269		
due date for Number, street, and room or suite no. If a P.O. box, s	ee instruc	tions.	Social se	curity num	ber (SSN)	
return See 405 14TH STREET, NO. 809				•	,	
Instructions City, town or post office, state, and ZIP code. For a fo	oreign add	ress, see instructions.		<u> </u>	_	
OAKLAND, CA 94612	J	,				
Enter the Return code for the return that this application is for (file	a senara	te application for each return)			0 4	
Eller the rictain code for the retain that the application to ter (inc	o a copara	to application for each return,	• •			
Application	Return	Application			Return	
	Code	Is For			Code	
Is For Form 990 or Form 990-EZ	01	13 1-01			Code	
	02	Form 1041-A				
Form 990-BL	†		· · · · · ·		80	
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	
STOP! Do not complete Part II if you were not already granted COMMON COUNSEL	-		ously file	d Form 88	168.	
- 0014	Group Exe	mption Number (GEN) If ch a list with the names and EINs of BER 16, 2015.	this is fo	r the whole		
· · · · · · · · · · · · · · · · · · ·	book road	n: initial return	Final r	oturn	 ,	
6 If the tax year entered in line 5 is for less than 12 months, cl	HECK TEAS	on minarretum		etum		
Change in accounting period						
7 State in detail why you need the extension THE INFORMATION NECESSARY TO F	DEDAI	PE A COMPLETE AND A	CCTTD	አጥድ ጥን	V DEMITON	
IS NOT YET AVAILABLE.	KEFAI	KE A COMPLETE AND P	CCOR	WIR IN	AN KEIUKN	
15 NOT TEL AVAIDABLE.						
	 -					
			_, .			
- 1(1):						
8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720,	or 6069, 6	enter the tentative tax, less any		_	•	
nonrefundable credits. See instructions.			8a	_\$	<u> </u>	
b If this application is for Forms 990-PF, 990-T, 4720, or 6069,	-					
tax payments made. Include any prior year overpayment allo	owed as a	credit and any amount paid				
previously with Form 8868.			8b	\$	<u> </u>	
C Balance due. Subtract line 8b from line 8a. Include your pay	•	n this form, if required, by using				
EFTPS (Electronic Federal Tax Payment System). See instru			8c	\$	0.	
		t be completed for Part II or	_			
Under penalties of perjury, I declare that I have examined this form, including it is true, correct, and complete, and that I amount for ized to prepare this for	ng accompa rm.	anying schedules and statements, and to	the best of	my knowled	dge and belief,	
Signature Title	Pf	7-	Date	► &	16/15	
					8868 (Rev. 1-2014)	