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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2014Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2014 or tax year beginning

02/01, 2014, and ending

01/31, 2015

Name of foundation **STOKES AND SARAH BROWN CHARITABLE FOUNDATION**
2055002233A Employer identification number
26-0110679

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

REGIONS BANK TRUST DEPT PO BOX 2886

251-690-1024

City or town, state or province, country, and ZIP or foreign postal code

MOBILE, AL 36652-2886

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 4,895,012.J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	14	14		STMT 1
4 Dividends and interest from securities	137,797	126,055		STMT 2
5a Gross rents				
b Net rental income or (loss)	78,421			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	3,082,364			
7 Capital gain net income (from Part IV, line 2)		76,711		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	216,232	202,780		
13 Compensation of officers, directors, trustees, etc.	45,731	36,585		9,146
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 3	800	NONE	NONE	800
c Other professional fees (attach schedule) STMT 4	18,694	18,694		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	29,727	2,522		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	747	749		
24 Total operating and administrative expenses. Add lines 13 through 23	95,699	58,550	NONE	9,946
25 Contributions, gifts, grants paid	253,050			253,050
26 Total expenses and disbursements. Add lines 24 and 25	348,749	58,550	NONE	262,996
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-132,517			
b Net investment income (if negative, enter -0-)		144,230		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	192,834.	120,394.	120,394.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule)	742,891.	617,673.	651,539.
	b	Investments - corporate stock (attach schedule)	3,109,643.	3,203,106.	3,493,646.
	c	Investments - corporate bonds (attach schedule)	640,989.	601,619.	629,433.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,686,357.	4,542,792.	4,895,012.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,686,357.	4,542,792.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,686,357.	4,542,792.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,686,357.	4,542,792.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,686,357.
2	Enter amount from Part I, line 27a	2	-132,517.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,144.
4	Add lines 1, 2, and 3	4	4,554,984.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	12,192.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,542,792.

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Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (e.g., real estate,
2-story brick warehouse; or common stock, 200 shs. MLC Co.)(b) How
acquired
P - Purchase
D - Donation(c) Date
acquired
(mo., day, yr.)(d) Date sold
(mo., day, yr.)**1a PUBLICLY TRADED SECURITIES**

b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,082,364.		3,005,653.	76,711.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			76,711.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	76,711.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	{ }	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	186,110.	4,817,107.	0.038635
2012	231,156.	4,338,021.	0.053286
2011	174,940.	4,336,885.	0.040338
2010	154,500.	4,133,224.	0.037380
2009	185,112.	3,653,091.	0.050673

2 Total of line 1, column (d)	2	0.220312
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.044062
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	4,949,602.
5 Multiply line 4 by line 3	5	218,089.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,442.
7 Add lines 5 and 6	7	219,531.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	262,996.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b.	1	1,442.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2.	3	1,442.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,442.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014.	6a	9,443.
b	Exempt foreign organizations - tax withheld at source.	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868).	6c	NONE
d	Backup withholding erroneously withheld.	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	9,443.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached.	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	8,001.
11	Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 1,444. Refunded ☐ Refundable ☐	11	6,557.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ TN ☐ _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>REGIONS BANK TRUST DEPARTMENT</u> Telephone no. <u>(251) 690-1024</u> Located at <u>11 NORTH WATER STREET, 25TH FLOOR, MOBILE, AL</u> ZIP+4 <u>36602</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country <u></u>				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? ☐ Yes ☒ No	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) ☐ Yes ☒ No	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) ☐ Yes ☒ No	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	X

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

- 5a** During the year did the foundation pay or incur any amount to:
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No
- b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b		
6b		X
7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		45,731.		

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	NONE	
2		
All other program-related investments See instructions.		
3	NONE	
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,024,977.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,024,977.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,024,977.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	75,375.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,949,602.
6	Minimum investment return. Enter 5% of line 5	6	247,480.

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

1	Minimum investment return from Part X, line 6	1	247,480.
2a	Tax on investment income for 2014 from Part VI, line 5 2a	1,442.	
b	Income tax for 2014. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	1,442.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	246,038.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	246,038.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	246,038.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	262,996.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	262,996.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,442.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	261,554.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				246,038.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			27,687.	
b Total for prior years 20 <u>12</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>262,996.</u>				
a Applied to 2013, but not more than line 2a			27,687.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2014 distributable amount				235,309.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				10,729.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
FIRST UNITED METHODIST CHURCH 511 OAK STREET SPRINGFIELD TN 37172	NONE	PC	CHARITABLE	38,000.
FRIENDS OF GORHAM-MCBANE PUBLIC LIBRARY 405 WHITE STREET SPRINGFIELD TN 37172	NONE	SO III FI	CHARITABLE	100,000.
ROBERTSON COUNTY YMCA 3332 TOM AUSTIN HWY SPRINGFIELD TN 37172	NONE	PC	CHARITABLE	20,000.
SPRINGFIELD ROBERTSON COUNTY SENIOR CITIZENS 601 SOUTH LOCUST STREET SPRINGFIELD TN 37172	NONE	PC	SENIOR CITIZEN ASSISTANCE	30,000.
ROBERTSON COUNTY HISTORY MUSEUM P O BOX 1022 SPRINGFIELD TN 37172	NONE	PC	EDUCATIONAL	5,050.
COMMUNITY SPIRIT, INC. 4727 GOODMAN RD. ADAMS TN 37010-4905	NONE	PC	EDUCATIONAL	10,000.
WILLOW OAK CENTER FOR ARTS & LEARNING P. O. BOX 236 SPRINGFIELD TN 37122	NONE	PC	EDUCATIONAL	50,000.
Total			3a	253,050.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	14.	
4 Dividends and interest from securities				14	137,797.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	78,421.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue. a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					216,232.	
13 Total. Add line 12, columns (b), (d), and (e)					216,232.	

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

[illegible]

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

**Sign
Here**

Julie Schmka
Signature of officer or trustee

12/14/2015
Date

TRUST OFFICER
Title

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no.

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INTEREST	14.	14.
	-----	-----
TOTAL	14.	14.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST FROM SECURITIES	137,797.	126,055.
	-----	-----
TOTAL	137,797.	126,055.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - ACCOUNTING FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	800.			800.
TOTALS	800.	NONE	NONE	800.
	=====	=====	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER PROFESSTIONAL FEES	18,694.	18,694.
	-----	-----
TOTALS	18,694.	18,694.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,326.	2,326.
FEDERAL TAX PAYMENT - PRIOR YE	24,340.	
FEDERAL ESTIMATES - PRINCIPAL	3,061.	
FOREIGN TAXES ON QUALIFIED FOR		64.
FOREIGN TAXES ON NONQUALIFIED		132.
	-----	-----
TOTALS	29,727.	2,522.
	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER EXPENSES	747.	749.
TOTALS	----- 747. =====	----- 749. =====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED ASSET LISTING US	536,465.	392,755.	418,835.
SEE ATTACHED ASSET LISTING MBS	206,426.	224,918.	232,704.
	-----	-----	-----
TOTALS	742,891.	617,673.	651,539.
	=====	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED LISTING COM STK	1,909,853.	1,989,348.	2,291,662.
FOREIGN STOCK	803,987.	628,622.	634,239.
MUTUAL FUNDS - EQUITIES	262,621.	441,982.	424,598.
MUTUAL FUNDS - INTERNATIONAL	133,182.	143,154.	143,147.
	-----	-----	-----
TOTALS	3,109,643.	3,203,106.	3,493,646.
	=====	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION

26-0110679

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATT. ASSET LISTING-CORP BD	640,989.	601,619.	629,433.
TOTALS	----- 640,989. =====	----- 601,619. =====	----- 629,433. =====

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

DESCRIPTION -----	AMOUNT -----
TIP INFLATION INDEX ADJUSTMENT	760.
ACCRETION	384.

TOTAL	1,144.
	=====

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

DESCRIPTION -----	AMOUNT -----
ROC ADJUSTMENT	262.
AMORTIZATION	11,926.
ROUNDING	4.

TOTAL	12,192.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

REGIONS BANK, TRUSTEE

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 45,731.

OFFICER NAME:

VIRGINIA SORY BROWN

ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

EVELYN A. SMITH

ADDRESS:

3730 BURNS COURT

ANN ARBOR, MI 48105

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JOE GASTON

ADDRESS:

5876 OWENS CHAPEL ROAD

SPRINGFIELD, TN 37172

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

WILLIAM R. GOODMAN III

ADDRESS:

122 6TH AVENUE WEST

SPRINGFIELD, TN 37172

TITLE:

ADVISORY COMM MBR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

45,731.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c

=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	4,895,012.		
FEBRUARY	5,070,410.		
MARCH	5,075,916.		
APRIL	5,063,344.		
MAY	5,125,628.		
JUNE	5,210,356.		
JULY	5,142,350.		
AUGUST	4,991,624.		
SEPTEMBER	4,851,188.		
OCTOBER	4,936,206.		
NOVEMBER	4,992,265.		
DECEMBER	4,945,428.		
	-----	-----	-----
TOTAL	60,299,727.		
	=====	=====	=====
AVERAGE FMV	5,024,977.		
	=====	=====	=====

STOKES AND SARAH BROWN CHARITABLE FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d

26-0110679

=====

RECIPIENT NAME:

REGIONS BANK, TRUSTEE

ADDRESS:

150 4TH AVENUE NORTH

NASHVILLE, TN 37219

RECIPIENT'S PHONE NUMBER: 615-748-2922

FORM, INFORMATION AND MATERIALS:

APPLICATION FORM IS AVAILABLE AT THE ABOVE
ADDRESS

SUBMISSION DEADLINES:

APPLICATION FORM SHOULD BE SUBMITTED PRIOR
TO OCTOBER 1.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE ORGANIZATION'S EXEMPT PURPOSE IS TO SUPPORT PUBLIC CHARITIES
& PROMOTE CHARITABLE PURPOSES DESIGNED TO BENEFIT RESIDENTS OF
ROBERTSON CO, TENNESSEE & SURROUNDING COMMUNITIES.

STATEMENT 15



REGIONS BANK

Run on 12/14/2015 11:56:36 AM

Asset Details

As of 01/31/2015

Combined Portfolios
Settlement Date Basis

Account: 2055002233
 AS TRUSTEE OF THE STOKES
 AND SARAH BROWN
 CHARITABLE
 FOUNDATION, DATED FEBRUARY
 3, 2005

Administrator: GREG FIREK, JR @ 615-748-2818

Investment Officer: DALE HALL @ 615-748-2041

Investment Authority: Sole

Investment Objective: GROWTH WITH INCOME (65E/35F)

Lot Select Method: HIFO

Sort By: Security Type

Ticker	CUSIP/ Description	Units	Price	Tax Cost	Book Value	Market Value	Unrealized Gain/Loss	% of Portfolio	Est. Y Income
	Cash								
	CASH								
	Total For Cash	0.000000							
	Short Term Investments								
999990484	REGIONS TRUST CASH SWEEP	120,393.830000	1.000	120,393.83	120,393.83	120,394		2.46	24
	Total For Short Term Investments	120,393.830000		120,393.83	120,393.83	120,394			24
	U S Government Obligations								
31359MH89	FEDERAL NATIONAL MORTGAGE ASSN 5% 03/15/2016	23,000.000000	105.269	24,030.26	24,030.26	24,212	182	0.49	1,150
912810EQ7	UNITED STATES TREASURY 6.25% 08/15/2023	28,000.000000	137.508	34,104.35	34,104.35	38,502	4,398	0.79	1,750
912810RB6	UNITED STATES TREASURY DTD 05/15/2013 2.875% 05/15/2043	63,000.000000	112.953	51,654.06	51,654.06	71,160	19,506	1.45	1,811
912828NR7	UNITED STATES TREASURY N/B DTD 07/31/2010 2.375% 07/31/2017	94,000.000000	104.328	97,827.22	97,827.22	98,068	241	2.00	2,233
912828PJ3	UNITED STATES TREASURY DTD 11/30/2010 1.375% 11/30/2015	147,000.000000	100.984	148,680.20	148,680.20	148,446	234	3.03	2,021
912828VB3	UNITED STATES TREASURY DTD 05/15/2013 1.75% 05/15/2023	38,000.000000	101.172	36,459.22	36,459.22	38,445	1,986	0.79	665

Total For U S Government Obligations	393,000.000000		392,755.31	392,755.31	418,835	26,079		9,630
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Mortgage Backed Securities

3128M74W3 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05937 DTD 07/01/2010 4.5% 08/01/2040 OFV 15,000	<u>3,907.780000</u>	108.528	4,166.66	4,166.66	4,241	74	0.09	176
3128M7KV7 FEDERAL HOME LOAN MORTGAGE CORP POOL #G05408 DTD 04/01/2009 5% 12/01/2036 OFV 28,000	<u>3,479.610000</u>	110.378	3,770.49	3,770.49	3,841	70	0.08	174
312943WG4 FEDERAL HOME LOAN MORTGAGE CORP POOL #A95147 DTD 11/01/2010 4% 11/01/2040 OFV 12,000	<u>6,505.670000</u>	107.672	6,983.44	6,983.44	7,005	21	0.14	260
31368HMT7 FEDERAL NATIONAL MORTGAGE ASSN POOL #190370 DTD 05/01/2006 6% 06/01/2036 OFV 64,000	<u>4,799.350000</u>	113.550	5,214.80	5,214.80	5,450	235	0.11	288
3138A5BP6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH3645 DTD 01/01/2011 4% 02/01/2041 OFV 32,000	<u>13,638.900000</u>	107.225	14,220.69	14,220.69	14,624	404	0.30	546
3138A7FR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH5575 DTD 02/01/2011 4% 02/01/2041 OFV 18,000	<u>8,485.060000</u>	107.169	8,779.38	8,779.38	9,093	314	0.19	339
3138A8SR8 FEDERAL NATIONAL MORTGAGE ASSN POOL #AH6827 DTD 03/01/2011 4% 03/01/2026 OFV 23,000	<u>6,543.690000</u>	106.999	6,874.96	6,874.96	7,002	127	0.14	262
3138EGNK6 FEDERAL NATIONAL MORTGAGE ASSN POOL #AL0393 DTD 06/01/2011 4.5% 06/01/2041 OFV 11,000	<u>5,105.180000</u>	110.342	5,430.65	5,430.65	5,633	203	0.12	230
3138MFTC1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AQ0546 DTD 11/01/2012 3.5% 11/01/2042 OFV 13,000	<u>10,526.950000</u>	105.753	10,502.28	10,502.28	11,133	630	0.23	368
3138WPJG0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AT2062 DTD 04/01/2013	<u>15,051.410000</u>	103.642	15,079.63	15,079.63	15,600	520	0.32	376

2.5%
04/01/2028 OFV 18,000

3138X3EH1 FEDERAL NATIONAL MORTGAGE ASSN POOL #AU3735 DTD 08/01/2013 3% 08/01/2043 OFV 13,000	<u>12,190.490000</u>	103.506	12,182.86	12,182.86	12,618	435	0.26	366	2
---	----------------------	---------	-----------	-----------	--------	-----	------	-----	---

31402C4H2 FEDERAL NATIONAL MORTGAGE ASSN POOL #725424 DTD 04/01/04 5.5% 04/01/2034 OFV 132,552	<u>7,867.340000</u>	112.483	7,831.71	7,831.71	8,849	1,018	0.18	433	4
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31402DDB3 FEDERAL NATIONAL MORTGAGE ASSN POOL #725598 DTD 06/01/2004 5.5% 07/01/2034 OFV 15,006	<u>1,209.230000</u>	112.496	1,198.46	1,198.46	1,360	162	0.03	67	4
--	---------------------	---------	----------	----------	-------	-----	------	----	---

31402RFV6 FEDERAL NATIONAL MORTGAGE ASSN POOL #735580 DTD 05/01/05 5% 06/01/2035 OFV 59,000	<u>5,831.170000</u>	110.835	6,289.44	6,289.44	6,463	174	0.13	292	4
---	---------------------	---------	----------	----------	-------	-----	------	-----	---

31402RUW7 FEDERAL NATIONAL MORTGAGE ASSN POOL #735997 DTD 10/01/2005 5.5% 11/01/2035 OFV 192,000	<u>17,418.910000</u>	112.221	19,220.67	19,220.67	19,548	327	0.40	958	4
---	----------------------	---------	-----------	-----------	--------	-----	------	-----	---

31402V4E7 FEDERAL NATIONAL MORTGAGE ASSN POOL #739821 DTD 09/01/2003 5% 09/01/2033 OFV 310,000	<u>16,473.650000</u>	110.877	18,084.98	18,084.98	18,265	181	0.37	824	4
--	----------------------	---------	-----------	-----------	--------	-----	------	-----	---

31403CXG1 FEDERAL NATIONAL MORTGAGE ASSN POOL #745079 DTD 11/01/05 5% 12/01/2020 OFV 46,347	<u>4,455.140000</u>	108.244	4,304.09	4,304.09	4,822	518	0.10	223	4
---	---------------------	---------	----------	----------	-------	-----	------	-----	---

31410FSS5 FEDERAL NATIONAL MORTGAGE ASSN POOL #888029 6% 12/01/2036 OFV 50,736	<u>2,615.900000</u>	113.432	2,635.52	2,635.52	2,967	332	0.06	157	5
--	---------------------	---------	----------	----------	-------	-----	------	-----	---

31410FZ99 FEDERAL NATIONAL MORTGAGE ASSN POOL #888268 DTD 03/01/07 6% 03/01/2037 OFV 48,000	<u>2,867.080000</u>	113.411	3,076.72	3,076.72	3,252	175	0.07	172	5
---	---------------------	---------	----------	----------	-------	-----	------	-----	---

31410GJW4 FEDERAL NATIONAL MORTGAGE ASSN POOL # 888677 5.5% 08/01/2022 OFV 47,000	<u>2,092.720000</u>	109.352	2,085.20	2,085.20	2,288	203	0.05	115	5
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31410NJP4 FEDERAL NATL MTG ASSN POOL #892270 6% 08/01/2036	<u>2,506.000000</u>	113.314	2,498.15	2,498.15	2,840	342	0.06	150	5
--	---------------------	---------	----------	----------	-------	-----	------	-----	---

OFV 18,000

31410TDA0 FEDERAL NATIONAL MORTGAGE ASSN POOL #896597 5% 08/01/2021 OFV 9,000	<u>322.350000</u>	107.877	313.93	313.93	348	34	0.01	16	4
31412XV35 FEDERAL NATIONAL MORTGAGE ASSN POOL #938134 DTD 06/01/07 6% 07/01/2037 OFV 27,000	<u>1,677.780000</u>	113.192	1,695.34	1,695.34	1,899	204	0.04	101	5
31413YRR4 FEDERAL NATIONAL MORTGAGE ASSN POOL #959596 DTD 11/01/07 6% 11/01/2037 OFV 32,000	<u>1,145.440000</u>	113.390	1,153.49	1,153.49	1,299	145	0.03	69	5
31416BK72 FEDERAL NATIONAL MORTGAGE ASSN POOL #995018 DTD 10/01/08 5.5% 06/01/2038 OFV 94,000	<u>6,630.410000</u>	111.740	7,042.73	7,042.73	7,409	366	0.15	365	4
31416RBE2 FEDERAL NATIONAL MORTGAGE ASSN POOL #AA7236 DTD 05/01/2009 4% 06/01/2039 OFV 12,000	<u>3,892.520000</u>	107.165	4,116.95	4,116.95	4,171	54	0.09	156	3
31416XH60 FEDERAL NATIONAL MORTGAGE ASSN POOL #AB2052 DTD 12/01/2010 3.5% 01/01/2026 OFV 33,000	<u>11,522.600000</u>	106.308	12,201.35	12,201.35	12,249	48	0.25	403	3
31418AFC7 FEDERAL NATIONAL MORTGAGE ASSN POOL #MA1062 DTD 04/01/2012 3% 05/01/2027 OFV 10,000	<u>6,167.660000</u>	105.404	6,458.70	6,458.70	6,501	42	0.13	185	2
31418RGS4 FEDERAL NATIONAL MORTGAGE ASSN POOL #AD3808 DTD 04/01/2010 4.5% 04/01/2040 OFV 42,000	<u>10,291.780000</u>	108.913	11,057.23	11,057.23	11,209	152	0.23	463	4
31418UEE0 FEDERAL NATIONAL MORTGAGE ASSN POOL # AD6432 DTD 06/01/2010 4.5% 06/01/2040 OFV 14,000	<u>3,704.620000</u>	108.902	3,946.58	3,946.58	4,034	88	0.08	167	4
31419BCT0 FEDERAL NATIONAL MORTGAGE ASSN POOL #AE0981 DTD 02/01/2011 3.5% 03/01/2041 OFV 18,000	<u>9,058.590000</u>	105.801	9,566.73	9,566.73	9,584	17	0.20	317	3
31419DMQ1 FEDERAL NATIONAL MORTGAGE ASSN POOL	<u>6,683.810000</u>	106.320	6,934.44	6,934.44	7,106	172	0.15	234	3

#AE3066 DTD 09/01/2010
3.5%
09/01/2025 OFV 25,000

Total For Mortgage Backed Securities	214,668.790000	224,918.25	224,918.25	232,704	7,786	9,250
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Corporate Bonds

001055AC6 AFLAC INC DTD 5/21/09 8.5% 05/15/2019	<u>9,000.000000</u>	126.692	10,933.10	10,933.10	11,402	469	0.23	765
00206RAM4 AT&T INC DTD 05/13/08 5.6% 05/15/2018	<u>11,000.000000</u>	112.441	11,375.29	11,375.29	12,369	993	0.25	616
0258M0DA4 AMERICAN EXPRESS CREDIT CORP SERIES: MTN DTD 09/13/2010 2.75% 09/15/2015	<u>12,000.000000</u>	101.343	12,190.61	12,190.61	12,161	29-	0.25	330
03523TBA5 ANHEUSER-BUSCH INBEV WOR DTD 01/27/2011 2.875% 02/15/2016	<u>12,000.000000</u>	102.145	12,080.14	12,080.14	12,257	177	0.25	345
037833AJ9 APPLE INC DTD 05/03/2013 1% 05/03/2018	<u>13,000.000000</u>	99.594	12,888.52	12,888.52	12,947	59	0.26	130
055451AN8 BHP BILLITON FIN USA LTD DTD 02/24/2012 1% 02/24/2015	<u>24,000.000000</u>	100.040	23,984.07	23,984.07	24,010	26	0.49	240
06739GBB4 BARCLAYS BANK PLC DTD 04/07/2010 3.9% 04/07/2015	<u>12,000.000000</u>	100.604	12,043.99	12,043.99	12,072	28	0.25	468
07330NAH8 BRANCH BANKING & TRUST CALLABLE DTD 03/04/2014 1% 04/03/2017-2017	<u>12,000.000000</u>	99.797	11,964.38	11,964.38	11,976	11	0.24	120
12673PAC9 CA INC DTD 11/13/09 5.375% 12/01/2019	<u>11,000.000000</u>	112.594	11,294.78	11,294.78	12,385	1,091	0.25	591
149123BQ3 CATERPILLAR INC DTD 12/05/08 7.9% 12/15/2018	<u>10,000.000000</u>	122.719	11,292.41	11,292.41	12,272	979	0.25	790
17275RAC6 CISCO SYSTEMS INC CALLABLE 5.5% 02/22/2016	<u>11,000.000000</u>	105.330	11,973.43	11,973.43	11,586	387-	0.24	605
172967GG0 CITIGROUP INC DTD 01/10/2013 1.25% 01/15/2016	<u>24,000.000000</u>	100.316	24,057.03	24,057.03	24,076	19	0.49	300
20030NAZ4 COMCAST CORP DTD 06/18/09 5.7% 07/01/2019	<u>10,000.000000</u>	116.819	10,371.21	10,371.21	11,682	1,311	0.24	570

24422ESS9 JOHN DEERE CAPITAL CORP SERIES MTN DTD 09/15/2014 2.3% 09/16/2019	<u>12,000.000000</u>	102.848	11,997.01	11,997.01	12,342	345	0.25	276	2
25459HAN5 DIRECTV HOLDGS/FING DTD 03/11/2010 3.55% 03/15/2015	<u>12,000.000000</u>	100.344	12,259.18	12,259.18	12,041	218-	0.25	426	3
26441CAG0 DUKE ENERGY CORPORATION DTD 11/17/2011 2.15% 11/15/2016	<u>12,000.000000</u>	102.292	12,026.39	12,026.39	12,275	249	0.25	258	2
345397WR0 FORD MOTOR CREDIT DTD 06/06/2014 1.724% 12/06/2017	<u>12,000.000000</u>	99.817	12,012.41	12,012.41	11,978	34-	0.24	207	1
369622SM8 GENERAL ELECTRIC CAPITAL CORP DTD 02/11/11 5.3% 02/11/2021	<u>13,000.000000</u>	116.429	13,404.64	13,404.64	15,136	1,731	0.31	689	4
38141EA25 GOLDMAN SACHS GROUP INC DTD 2/5/09 7.5% 02/15/2019	<u>10,000.000000</u>	120.500	10,972.37	10,972.37	12,050	1,078	0.25	750	6
42809HAB3 HESS CORPORATION DTD 2/3/09 8.125% 02/15/2019	<u>10,000.000000</u>	119.355	11,889.82	11,889.82	11,936	46	0.24	813	6
428236BE2 HEWLETT-PACKARD CO DTD 12/02/2010 2.2% 12/01/2015	<u>12,000.000000</u>	101.070	11,934.69	11,934.69	12,128	194	0.25	264	2
458140AJ9 INTEL CORP DTD 09/19/2011 3.3% 10/01/2021	<u>12,000.000000</u>	107.618	11,985.28	11,985.28	12,914	929	0.26	396	3
459200GX3 INTERNATIONAL BUSINESS MACHINES DTD 07/22/2011 1.95% 07/22/2016	<u>24,000.000000</u>	102.057	24,531.05	24,531.05	24,494	37-	0.50	468	1
46625HHL7 J P MORGAN CHASE & CO DTD 04/23/09 6.3% 04/23/2019	<u>11,000.000000</u>	117.306	11,481.55	11,481.55	12,904	1,422	0.26	693	5
50075NBB9 KRAFT FOOD INC DTD 02/08/2010 4.125% 02/09/2016	<u>12,000.000000</u>	103.156	12,135.94	12,135.94	12,379	243	0.25	495	4
50076QAK2 KRAFT FOODS INC DTD 12/04/2012 1.625% 06/04/2015	<u>12,000.000000</u>	100.295	12,104.09	12,104.09	12,035	69-	0.25	195	1
565849AJ5 MARATHON OIL CORP DTD 10/29/2012 .9% 11/01/2015	<u>12,000.000000</u>	99.715	11,997.41	11,997.41	11,966	32-	0.24	108	6
59018YN64 MERRILL LYNCH & CO INC SERIES: MTN DTD 04/25/08 6.875%	<u>11,000.000000</u>	115.207	11,401.44	11,401.44	12,673	1,271	0.26	756	5

04/25/2018

59022CAJ2 BANK OF AMERICA CORP 6.11% 01/29/2037	<u>10,000.000000</u>	123.361	9,350.20	9,350.20	12,336	2,986	0.25	611	4
60871RAD2 MOLSON COORS BREWING CO DTD 05/03/2012 5% 05/01/2042	<u>12,000.000000</u>	115.119	12,137.42	12,137.42	13,814	1,677	0.28	600	4
61747YCJ2 MORGAN STANLEY SERIES: MTN DTD 9/23/09 5.625% 09/23/2019	<u>11,000.000000</u>	114.438	11,095.00	11,095.00	12,588	1,493	0.26	619	4
61761JVL0 MORGAN STANLEY DTD 10/23/2014 3.7% 10/23/2024	<u>12,000.000000</u>	105.346	12,030.35	12,030.35	12,642	611	0.26	444	3
68389XAC9 ORACLE CORPORATION DTD 04/09/08 5.75% 04/15/2018	<u>13,000.000000</u>	113.864	13,732.76	13,732.76	14,802	1,070	0.30	748	5
71645WAP6 PETROBRAS INTL FIN CO DTD 10/30/09 5.75% 01/20/2020	<u>23,000.000000</u>	92.739	23,645.24	23,645.24	21,330	2,315-	0.44	1,323	6
717081DB6 PFIZER INC DTD 3/24/09 6.2% 03/15/2019	<u>10,000.000000</u>	118.587	11,183.92	11,183.92	11,859	675	0.24	620	5
74432QBP9 PRUDENTIAL FINANCIAL DTD 11/18/2010 4.5% 11/15/2020	<u>11,000.000000</u>	111.661	10,978.18	10,978.18	12,283	1,305	0.25	495	4
78011DAC8 ROYAL BANK OF CANADA DTD 09/19/2012 1.2% 09/19/2017	<u>25,000.000000</u>	100.103	24,981.96	24,981.96	25,026	44	0.51	300	1
867914BE2 SUNTRUST BKS INC DTD 11/01/2011 3.5% 01/20/2017	<u>12,000.000000</u>	104.643	12,073.09	12,073.09	12,557	484	0.26	420	3
87425EAL7 TALISMAN ENERGY INC DTD 6/1/09 7.75% 06/01/2019	<u>10,000.000000</u>	115.776	11,625.61	11,625.61	11,578	48-	0.24	775	6
87612EAP1 TARGET CORP CALLABLE 5.375% 05/01/2017	<u>11,000.000000</u>	109.778	11,131.47	11,131.47	12,076	944	0.25	591	4
89233P5F9 TOYOTA MOTOR CREDIT CORP SERIES MTN DTD 09/15/2011 3.4% 09/15/2021	<u>12,000.000000</u>	107.468	12,018.79	12,018.79	12,896	877	0.26	408	3
92343VAW4 VERIZON COMMUNICATIONS DTD 03/28/2011 6% 04/01/2041	<u>10,000.000000</u>	124.609	10,073.58	10,073.58	12,461	2,387	0.25	600	4
929903DT6 WACHOVIA CORP DTD 06/08/07 5.75% 06/15/2017	<u>11,000.000000</u>	110.497	11,389.04	11,389.04	12,155	766	0.25	633	5
931142CM3	<u>9,000.000000</u>	140.540	11,535.52	11,535.52	12,649	1,113	0.26	558	4

WAL MART STORES INC DTD
04/15/2008 6.2% 04/15/2038

931427AH1 WALGREENS BOOTS ALLIANCE CALLABLE DTD 11/18/2014 3.8% 11/18/2024-2024	<u>12,000.000000</u>	105.745	12,080.78	12,080.78	12,689	609	0.26	456	3
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94974BGE4 WELLS FARGO & COMPANY DTD 11/04/2014 4.65% 11/04/2044	<u>12,000.000000</u>	110.397	11,973.51	11,973.51	13,248	1,274	0.27	558	4
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Total For Corporate Bonds	584,000.000000		601,618.65	601,618.65	629,433	27,814		23,421	
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Common Stock

<u>AMAG</u> 00163U106 AMAG PHARMACEUTICALS INC	<u>97.000000</u>	44.190	4,412.78	4,412.78	4,286	126-	0.09		(
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<u>AHS</u> 001744101 AMN HEALTHCARE SERVICES INC	<u>188.000000</u>	18.820	2,756.42	2,756.42	3,538	782	0.07		(
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<u>AZZ</u> 002474104 AZZ INC	<u>58.000000</u>	42.190	2,515.13	2,515.13	2,447	68-	0.05	35	1
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<u>ABT</u> 002824100 ABBOTT LABS	<u>466.000000</u>	44.760	16,142.71	16,142.71	20,858	4,715	0.43	447	2
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<u>ACHC</u> 00404A109 ACADIA HEALTHCARE CO INC	<u>128.000000</u>	57.750	7,122.84	7,122.84	7,392	269	0.15		(
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<u>ATVI</u> 00507V109 ACTIVISION BLIZZARD INC	<u>321.000000</u>	20.895	5,471.84	5,471.84	6,707	1,235	0.14	64	(
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<u>A</u> 00846U101 AGILENT TECHNOLOGIES INC	<u>94.000000</u>	37.770	3,511.95	3,511.95	3,550	38	0.07	38	1
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<u>AKAM</u> 00971T101 AKAMAI TECHNOLOGIES INC	<u>147.000000</u>	58.155	7,706.49	7,706.49	8,549	842	0.17		(
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<u>AKRX</u> 009728106 AKORN INC AKORN INC	<u>112.000000</u>	42.580	4,111.04	4,111.04	4,769	658	0.10		(
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<u>ATI</u> 01741R102 ALLEGHENY TECHNOLOGIES INC	<u>156.000000</u>	28.530	4,762.97	4,762.97	4,451	312-	0.09	112	2
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<u>AMZN</u> 023135106 AMAZON.COM INC	<u>39.000000</u>	354.530	11,288.20	11,288.20	13,827	2,538	0.28		(
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<u>AXL</u> 024061103 AMERICAN AXLE & MFG HLDGS INC	<u>222.000000</u>	24.350	4,193.09	4,193.09	5,406	1,213	0.11		(
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<u>AEL</u> 025676206 AMERICAN EQUITY INVT LIFE	<u>180.000000</u>	25.510	4,158.88	4,158.88	4,592	433	0.09	36	(
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<u>AWR</u> 029899101 AMERICAN STATES WATER CO	<u>91.000000</u>	39.640	2,908.16	2,908.16	3,607	699	0.07	78	2
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<u>AMT</u> 03027X100 AMERICAN TOWER CORPORATION CL A	<u>140.000000</u>	96.950	10,480.31	10,480.31	13,573	3,093	0.28	213	1
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<u>ABC</u>	03073E105 AMERISOURCEBERGEN CORP	<u>95.000000</u>	95.050	6,009.25	6,009.25	9,030	3,021	0.18	110	1
<u>APH</u>	032095101 AMPHENOL CORP CL A	<u>522.000000</u>	53.710	20,894.84	20,894.84	28,037	7,142	0.57	261	(
<u>AMSG</u>	03232P405 AMSURG CORP	<u>111.000000</u>	55.180	5,589.33	5,589.33	6,125	536	0.13		(
<u>ANSS</u>	03662Q105 ANSYS INC	<u>268.000000</u>	80.670	22,781.02	22,781.02	21,620	1,161-	0.44		(
<u>AAPL</u>	037833100 APPLE INC	<u>278.000000</u>	117.160	17,328.99	17,328.99	32,570	15,241	0.67	523	1
<u>ARCB</u>	03937C105 ARCBEST CORP	<u>84.000000</u>	37.260	3,083.51	3,083.51	3,130	46	0.06	20	(
<u>ARRS</u>	04270V106 ARRIS GROUP INC	<u>147.000000</u>	26.220	4,770.00	4,770.00	3,854	916-	0.08		(
<u>AHT</u>	044103109 ASHFORD HOSPITALITY TRUST	<u>380.000000</u>	10.520	4,068.26	4,068.26	3,998	71-	0.08	182	4
<u>ADSK</u>	052769106 AUTO DESK INC	<u>129.000000</u>	54.005	5,549.61	5,549.61	6,967	1,417	0.14		(
<u>BCR</u>	067383109 CR BARD INC	<u>36.000000</u>	171.030	4,157.93	4,157.93	6,157	1,999	0.13	32	(
<u>BBCN</u>	073295107 BBCN BANCORP INC	<u>250.000000</u>	12.950	4,291.96	4,291.96	3,238	1,054-	0.07	100	3
<u>BIG</u>	089302103 BIG LOTS INC	<u>72.000000</u>	45.910	3,185.93	3,185.93	3,306	120	0.07	49	1
<u>BIO</u>	090572207 BIO-RAD LABORATORIES INC CL A	<u>32.000000</u>	114.470	3,811.71	3,811.71	3,663	149-	0.07		(
<u>BCC</u>	09739D100 BOISE CASCADE COMPANY	<u>151.000000</u>	40.440	4,284.15	4,284.15	6,106	1,822	0.12		(
<u>BWA</u>	099724106 BORG WARNER INC	<u>154.000000</u>	54.010	7,909.61	7,909.61	8,318	408	0.17	80	(
<u>BXP</u>	101121101 BOSTON PROPERTIES INC	<u>47.000000</u>	138.800	5,210.55	5,210.55	6,524	1,313	0.13	122	1
<u>BDN</u>	105368203 BRANDYWINE RLTY TR	<u>276.000000</u>	16.610	3,979.65	3,979.65	4,584	605	0.09	166	3
<u>BMJ</u>	110122108 BRISTOL MYERS SQUIBB CO	<u>291.000000</u>	60.270	17,201.16	17,201.16	17,539	337	0.36	431	2
<u>BC</u>	117043109 BRUNSWICK CORP	<u>127.000000</u>	54.280	5,421.12	5,421.12	6,894	1,472	0.14	64	(
<u>BWLD</u>	119848109 BUFFALO WILD WINGS INC	<u>25.000000</u>	178.320	3,700.95	3,700.95	4,458	757	0.09		(
<u>CBG</u>	12504L109 CBRE GROUP INC	<u>312.000000</u>	32.340	7,254.19	7,254.19	10,090	2,836	0.21		(
<u>CNO</u>	12621E103	<u>323.000000</u>	15.520	5,943.96	5,943.96	5,013	931-	0.10	78	1

CNO FINANCIAL GROUP, INC

<u>CSX</u>	126408103 CSX CORP	<u>285.000000</u>	33.300	7,380.36	7,380.36	9,491	2,110	0.19	182	1
<u>CVS</u>	126650100 CVS HEALTH CORPORATION	<u>260.000000</u>	98.160	10,227.68	10,227.68	25,522	15,294	0.52	364	1
<u>CBT</u>	127055101 CABOT CORP	<u>82.000000</u>	42.410	3,493.72	3,493.72	3,478	16-	0.07	72	2
<u>CATM</u>	14161H108 CARDTRONICS INC	<u>133.000000</u>	33.610	5,575.69	5,575.69	4,470	1,106-	0.09		(
<u>CHFC</u>	163731102 CHEMICAL FINANCE CORP	<u>81.000000</u>	28.360	2,502.72	2,502.72	2,297	206-	0.05	78	3
<u>CHSP</u>	165240102 CHESAPEAKE LODGING TRUST	<u>129.000000</u>	36.720	3,438.25	3,438.25	4,737	1,299	0.10	181	3
<u>CNK</u>	17243V102 CINEMARK HOLDINGS INC	<u>129.000000</u>	37.170	3,963.08	3,963.08	4,795	832	0.10	129	2
<u>CTSH</u>	192446102 COGNIZANT TECHNOLOGY SOLUTIONS CL A	<u>350.000000</u>	54.130	15,025.57	15,025.57	18,946	3,920	0.39		(
<u>COHR</u>	192479103 COHERENT INC	<u>49.000000</u>	61.880	2,980.45	2,980.45	3,032	52	0.06		(
<u>CFX</u>	194014106 COLFAX CORP	<u>98.000000</u>	45.310	5,095.97	5,095.97	4,440	656-	0.09		(
<u>CMCSK</u>	20030N200 COMCAST CORP SPECIAL CL A	<u>373.000000</u>	52.900	16,921.13	16,921.13	19,732	2,811	0.40	336	1
<u>CTBI</u>	204149108 COMMUNITY TR BANCORP INC	<u>49.000000</u>	31.580	1,831.18	1,831.18	1,547	284-	0.03	59	3
<u>COST</u>	22160K105 COSTCO WHOLESALE CORP	<u>158.000000</u>	142.990	18,439.98	18,439.98	22,592	4,152	0.46	224	(
<u>CVD</u>	222816100 COVANCE INC	<u>157.000000</u>	106.210	13,543.41	13,543.41	16,675	3,132	0.34		(
<u>CCK</u>	228368106 CROWN HOLDINGS INC	<u>164.000000</u>	44.310	7,805.76	7,805.76	7,267	539-	0.15		(
<u>CMI</u>	231021106 CUMMINS INC	<u>67.000000</u>	139.460	8,934.43	8,934.43	9,344	409	0.19	209	2
<u>CYBX</u>	23251P102 CYBERONICS INC	<u>71.000000</u>	55.570	4,712.85	4,712.85	3,945	767-	0.08		(
<u>DHI</u>	23331A109 D R HORTON INC	<u>474.000000</u>	24.520	9,132.12	9,132.12	11,622	2,490	0.24	119	1
<u>DHR</u>	235851102 DANAHER CORP DEL	<u>579.000000</u>	82.380	37,274.05	37,274.05	47,698	10,424	0.97	232	(
<u>DRI</u>	237194105 DARDEN RESTAURANTS INC	<u>99.000000</u>	61.380	4,646.63	4,646.63	6,077	1,430	0.12	218	3
<u>DVA</u>	23918K108 DAVITA HEALTHCARE PARTNERS INC	<u>345.000000</u>	75.060	20,732.76	20,732.76	25,896	5,163	0.53		(

<u>DEPO</u>	249908104 DEPOMED INC	<u>284.000000</u>	18.270	4,539.62	4,539.62	5,189	649	0.11	(
<u>DISCK</u>	25470F302 DISCOVERY COMMUNICATIONS - C	<u>447.000000</u>	27.880	16,489.93	16,489.93	12,462	4,028-	0.25	(
<u>DOV</u>	260003108 DOVER CORP	<u>67.000000</u>	70.040	5,780.68	5,780.68	4,693	1,088-	0.10	107 2
<u>DFT</u>	26613Q106 DUPONT FABROS TECHNOLOGY (REIT)	<u>147.000000</u>	37.260	4,233.32	4,233.32	5,477	1,244	0.11	247 4
<u>EOG</u>	26875P101 EOG RES INC	<u>133.000000</u>	89.030	12,683.64	12,683.64	11,841	843-	0.24	89 (
<u>EMN</u>	277432100 EASTMAN CHEMICAL CO	<u>118.000000</u>	70.890	9,188.24	9,188.24	8,365	823-	0.17	189 2
<u>EV</u>	278265103 EATON VANCE CORP COM NON VTG	<u>177.000000</u>	40.250	6,810.77	6,810.77	7,124	313	0.15	177 2
<u>SATS</u>	278768106 ECHOSTAR CORPORATION	<u>117.000000</u>	52.170	5,560.72	5,560.72	6,104	543	0.12	(
<u>ECL</u>	278865100 ECOLAB INC	<u>252.000000</u>	103.770	25,327.37	25,327.37	26,150	823	0.53	333 1
<u>EFII</u>	286082102 ELECTRONICS FOR IMAGING INC	<u>116.000000</u>	38.650	4,932.36	4,932.36	4,483	449-	0.09	(
<u>EBS</u>	29089Q105 EMERGENT BIOSOLUTIONS INC	<u>127.000000</u>	28.030	3,348.67	3,348.67	3,560	211	0.07	(
<u>ENTA</u>	29251M106 ENANTA PHARMACEUTICALS INC	<u>74.000000</u>	43.440	2,991.84	2,991.84	3,215	223	0.07	(
<u>ENS</u>	29275Y102 ENERSYS	<u>67.000000</u>	58.380	4,812.58	4,812.58	3,911	901-	0.08	47 1
<u>ENTG</u>	29362U104 ENTEGRIS INC	<u>230.000000</u>	13.000	2,745.05	2,745.05	2,990	245	0.06	(
<u>EEFT</u>	298736109 EURONET WORLDWIDE INC	<u>84.000000</u>	45.390	4,226.72	4,226.72	3,813	414-	0.08	(
<u>ESRX</u>	30219G108 EXPRESS SCRIPTS HOLDING CO	<u>802.000000</u>	80.710	51,338.23	51,338.23	64,729	13,391	1.32	(
<u>XOM</u>	30231G102 EXXON MOBIL CORP	<u>123.000000</u>	87.420	8,063.29	8,063.29	10,753	2,689	0.22	339 3
<u>FTI</u>	30249U101 FMC TECHNOLOGIES INC	<u>552.000000</u>	37.480	29,499.61	29,499.61	20,689	8,811-	0.42	(
<u>FAST</u>	311900104 FASTENAL CO	<u>553.000000</u>	44.400	25,861.30	25,861.30	24,553	1,308-	0.50	619 2
<u>FIS</u>	31620M106 FIDELITY NATIONAL INFORMATION	<u>255.000000</u>	62.430	12,716.02	12,716.02	15,920	3,204	0.33	245 1

<u>FNSR</u>	31787A507 FINISAR CORPORATION	<u>167.000000</u>	18.140	3,742.34	3,742.34	3,029	713-	0.06	(
<u>FMER</u>	337915102 FIRSTMERIT CORP	<u>218.000000</u>	16.385	4,664.21	4,664.21	3,572	1,092-	0.07	140 :
<u>FOSL</u>	34988V106 FOSSIL GROUP INC	<u>96.000000</u>	97.800	11,086.43	11,086.43	9,389	1,698-	0.19	(
<u>BEN</u>	354613101 FRANKLIN RESOURCES	<u>372.000000</u>	51.530	19,707.67	19,707.67	19,169	539-	0.39	223 :
<u>GMT</u>	361448103 GATX CORP	<u>127.000000</u>	57.150	6,029.00	6,029.00	7,258	1,229	0.15	168 :
<u>GD</u>	369550108 GENERAL DYNAMICS CORP	<u>56.000000</u>	133.210	5,072.31	5,072.31	7,460	2,387	0.15	139 :
<u>GIS</u>	370334104 GENERAL MILLS INC	<u>364.000000</u>	52.480	17,521.62	17,521.62	19,103	1,581	0.39	597 :
<u>GILD</u>	375558103 GILEAD SCIENCES INC	<u>270.000000</u>	104.830	19,634.32	19,634.32	28,304	8,670	0.58	(
<u>GPN</u>	37940X102 GLOBAL PMTS INC	<u>78.000000</u>	87.310	4,605.00	4,605.00	6,810	2,205	0.14	6 (
<u>GS</u>	38141G104 GOLDMAN SACHS GROUP INC	<u>101.000000</u>	172.410	16,222.66	16,222.66	17,413	1,191	0.36	242 :
	38259P508 GOOGLE INC CL A	<u>35.000000</u>	537.550	15,237.82	15,237.82	18,814	3,576	0.38	(
	38259P706 GOOGLE INC CL C - W/I	<u>35.000000</u>	534.520	15,198.63	15,198.63	18,708	3,510	0.38	(
<u>LOPE</u>	38526M106 GRAND CANYON EDUCATION INC.	<u>120.000000</u>	43.820	5,477.32	5,477.32	5,258	219-	0.11	(
<u>GPK</u>	388689101 GRAPHIC PACKAGING HOLDING CO	<u>267.000000</u>	14.480	2,788.75	2,788.75	3,866	1,077	0.08	(
<u>GBX</u>	393657101 GREENBRIER COMPANIES INC	<u>53.000000</u>	51.930	3,422.77	3,422.77	2,752	670-	0.06	32 :
<u>HTH</u>	432748101 HILLTOP HOLDINGS INC	<u>269.000000</u>	18.150	6,246.97	6,246.97	4,882	1,365-	0.10	(
<u>HON</u>	438516106 HONEYWELL INTERNATIONAL INC	<u>212.000000</u>	97.760	16,213.17	16,213.17	20,725	4,512	0.42	439 :
<u>HMN</u>	440327104 HORACE MANN EDUCATORS CORP N	<u>71.000000</u>	30.470	2,180.97	2,180.97	2,163	18-	0.04	65 :
<u>ICON</u>	451055107 ICONIX BRAND GROUP	<u>115.000000</u>	33.240	4,131.39	4,131.39	3,823	309-	0.08	(
<u>IDA</u>	451107106 IDACORP INC	<u>31.000000</u>	67.910	1,751.42	1,751.42	2,105	354	0.04	58 :
<u>IGTE</u>	45169U105 IGATE CORP	<u>154.000000</u>	35.400	5,121.15	5,121.15	5,452	330	0.11	(

<u>ITW</u>	452308109 ILLINOIS TOOL WORKS INC	<u>161.000000</u>	93.090	13,454.65	13,454.65	14,987	1,533	0.31	312	2
<u>IDTI</u>	458118106 INTEGRATED DEVICE TECH INC	<u>207.000000</u>	18.290	3,443.81	3,443.81	3,786	342	0.08		(
<u>ISSI</u>	45812P107 INTEGRATED SILICON SOLUTION INC	<u>157.000000</u>	16.080	2,094.55	2,094.55	2,525	430	0.05	38	1
<u>TEG</u>	45822P105 INTEGRYS ENERGY GROUP INC	<u>99.000000</u>	81.100	5,619.16	5,619.16	8,029	2,410	0.16	269	3
<u>ICE</u>	45866F104 INTERCONTINENTALEXCHANGE	<u>43.000000</u>	205.730	8,205.29	8,205.29	8,846	641	0.18	112	1
<u>IBM</u>	459200101 INTERNATIONAL BUSINESS MACHINES	<u>53.000000</u>	153.310	9,636.45	9,636.45	8,125	1,511-	0.17	233	2
	459902102 INTERNATIONAL GAME TECHNOLOGY	<u>242.000000</u>	16.920	4,550.47	4,550.47	4,095	456-	0.08	106	2
<u>INTU</u>	461202103 INTUIT INC	<u>139.000000</u>	86.820	9,378.06	9,378.06	12,068	2,690	0.25	139	1
<u>ISRG</u>	46120E602 INTUITIVE SURGICAL INC	<u>69.000000</u>	494.480	26,875.62	26,875.62	34,119	7,244	0.70		(
<u>JPM</u>	46625H100 J P MORGAN CHASE & CO	<u>728.000000</u>	54.380	30,726.33	30,726.33	39,589	8,862	0.81	1,165	2
<u>JNJ</u>	478160104 JOHNSON & JOHNSON	<u>265.000000</u>	100.140	17,766.88	17,766.88	26,537	8,770	0.54	742	2
<u>JCI</u>	478366107 JOHNSON CTLS INC	<u>313.000000</u>	46.470	13,402.43	13,402.43	14,545	1,143	0.30	326	2
<u>JOY</u>	481165108 JOY GLOBAL INC	<u>109.000000</u>	41.940	5,567.69	5,567.69	4,571	996-	0.09	87	1
<u>JCOM</u>	48123V102 J2 GLOBAL INC	<u>82.000000</u>	57.440	4,082.12	4,082.12	4,710	628	0.10	93	1
<u>KS</u>	48562P103 KAPSTONE PAPER AND PACKAGING KOOC	<u>90.000000</u>	29.870	2,748.08	2,748.08	2,688	60-	0.05	9	(
<u>KEY</u>	493267108 KEYCORP	<u>505.000000</u>	12.990	5,823.19	5,823.19	6,560	737	0.13	131	2
<u>KEYS</u>	49338L103 KEYSIGHT TECHNOLOGIES INC	<u>49.000000</u>	33.390	1,427.18	1,427.18	1,636	209	0.03		(
<u>KRG</u>	49803T300 KITE REALTY GROUP TRUST REIT	<u>123.000000</u>	30.560	3,181.60	3,181.60	3,759	577	0.08	128	3
<u>KFY</u>	500643200 KORN FERRY INTL COM NEW	<u>178.000000</u>	28.500	5,096.24	5,096.24	5,073	23-	0.10		(

<u>LZB</u>	505336107 LA-Z-BOY CHAIR CO	<u>167.000000</u>	26.690	4,300.86	4,300.86	4,457	156	0.09	53	1
<u>LKFN</u>	511656100 LAKELAND FINANCIAL CORP	<u>84.000000</u>	37.740	3,361.48	3,361.48	3,170	191-	0.06	71	2
<u>EL</u>	518439104 LAUDER ESTEE COS INC CL A	<u>371.000000</u>	70.590	26,155.15	26,155.15	26,189	34	0.54	356	1
<u>LAD</u>	536797103 LITHIA MOTORS INC CL A	<u>62.000000</u>	84.700	4,399.98	4,399.98	5,251	851	0.11	40	(
<u>LFUS</u>	537008104 LITTLEFUSE INC	<u>58.000000</u>	98.740	5,359.77	5,359.77	5,727	367	0.12	58	1
<u>LMT</u>	539830109 LOCKHEED MARTIN CORP	<u>72.000000</u>	188.370	9,393.44	9,393.44	13,563	4,169	0.28	432	3
<u>LO</u>	544147101 LORILLARD INC.	<u>195.000000</u>	65.610	9,193.83	9,193.83	12,794	3,600	0.26	480	3
<u>SHOO</u>	556269108 STEVEN MADDEN, LTD.	<u>119.000000</u>	34.340	4,301.76	4,301.76	4,086	215-	0.08		(
<u>MAS</u>	574599106 MASCO CORP	<u>311.000000</u>	24.840	6,215.69	6,215.69	7,725	1,510	0.16	112	1
<u>MMS</u>	577933104 MAXIMUS INC	<u>157.000000</u>	55.720	7,299.23	7,299.23	8,748	1,449	0.18	28	(
<u>MJN</u>	582839106 MEAD JOHNSON NUTRITION COMPANY	<u>318.000000</u>	98.490	24,239.97	24,239.97	31,320	7,080	0.64	477	1
<u>MDAS</u>	584045108 MEDASSETS INC MED ASSETS	<u>219.000000</u>	18.510	5,288.09	5,288.09	4,054	1,234-	0.08		(
<u>MD</u>	585028106 MEDNAX, INC MEDNAX	<u>91.000000</u>	67.890	4,718.25	4,718.25	6,178	1,460	0.13		(
<u>MENT</u>	587200106 MENTOR GRAPHICS CORP	<u>177.000000</u>	23.010	3,904.69	3,904.69	4,073	168	0.08	35	(
<u>MRK</u>	58933Y105 MERCK & CO. INC. NEW	<u>430.000000</u>	60.280	25,529.72	25,529.72	25,920	391	0.53	774	2
<u>MET</u>	59156R108 METLIFE INC	<u>405.000000</u>	46.500	15,635.36	15,635.36	18,833	3,197	0.39	567	3
<u>MSCC</u>	595137100 MICROSEMI CORP	<u>130.000000</u>	27.860	3,196.83	3,196.83	3,622	425	0.07		(
<u>MUR</u>	626717102 MURPHY OIL CORP	<u>67.000000</u>	44.910	4,071.92	4,071.92	3,009	1,063-	0.06	94	3
<u>MYGN</u>	62855J104 MYRIAD GENETICS INC	<u>87.000000</u>	37.420	2,997.40	2,997.40	3,256	258	0.07		(
<u>NDAQ</u>	631103108 NASDAQ, INC	<u>291.000000</u>	45.600	11,293.25	11,293.25	13,270	1,976	0.27	175	1
<u>NATI</u>	636518102 NATIONAL INSTRS CORP	<u>447.000000</u>	30.080	13,805.74	13,805.74	13,446	360-	0.27	340	2
<u>N</u>	64118Q107 NETSUITE INC	<u>107.000000</u>	98.430	9,699.63	9,699.63	10,532	832	0.22		(

<u>NFX</u>	651290108 NEWFIELD EXPL CO	<u>176.000000</u>	29.780	4,951.94	4,951.94	5,241	289	0.11	(
<u>NOC</u>	666807102 NORTHROP GRUMMAN CORP	<u>28.000000</u>	156.950	4,150.44	4,150.44	4,395	244	0.09	78 1
<u>OXY</u>	674599105 OCCIDENTAL PETE CORP	<u>113.000000</u>	80.000	10,330.24	10,330.24	9,040	1,290-	0.18	325 3
<u>ORCL</u>	68389X105 ORACLE CORPORATION	<u>141.000000</u>	41.890	3,224.67	3,224.67	5,906	2,682	0.12	68 1
<u>ORB</u>	685564106 ORBITAL SCIENCES CORP	<u>145.000000</u>	28.090	4,119.97	4,119.97	4,073	47-	0.08	(
<u>PPG</u>	693506107 PPG INDS INC	<u>42.000000</u>	222.880	9,148.22	9,148.22	9,361	213	0.19	113 1
<u>PMT</u>	70931T103 PENNYMAC MORTGAGE INVESTMENT TR	<u>146.000000</u>	22.510	3,406.20	3,406.20	3,286	120-	0.07	356 10
<u>PFE</u>	717081103 PFIZER INC	<u>618.000000</u>	31.250	17,796.53	17,796.53	19,313	1,516	0.39	692 3
<u>PM</u>	718172109 PHILIP MORRIS INTERNATIONAL INC	<u>342.000000</u>	80.240	30,801.95	30,801.95	27,442	3,360-	0.56	1,368 4
<u>PIR</u>	720279108 PIER 1 IMPORTS INC	<u>186.000000</u>	16.810	3,118.84	3,118.84	3,127	8	0.06	45 1
<u>PLT</u>	727493108 PLANTRONICS INC NEW	<u>69.000000</u>	45.830	3,477.43	3,477.43	3,162	315-	0.06	41 1
<u>POR</u>	736508847 PORTLAND GEN ELEC CO	<u>83.000000</u>	39.700	2,859.43	2,859.43	3,295	436	0.07	93 2
<u>PRIM</u>	74164F103 PRIMORIS SERVICES CORPORATION	<u>176.000000</u>	18.780	5,370.74	5,370.74	3,305	2,065-	0.07	28 (
<u>PGR</u>	743315103 PROGRESSIVE CORP OHIO	<u>203.000000</u>	25.950	5,515.51	5,515.51	5,268	248-	0.11	139 2
<u>PRU</u>	744320102 PRUDENTIAL FINANCIAL INC	<u>106.000000</u>	75.880	9,328.65	9,328.65	8,043	1,285-	0.16	246 3
<u>QRVO</u>	74736K101 QORVO INC	<u>59.000000</u>	73.870	2,354.10	2,354.10	4,358	2,004	0.09	(
<u>QCOM</u>	747525103 QUALCOMM INC	<u>423.000000</u>	62.460	17,003.43	17,003.43	26,421	9,417	0.54	711 2
<u>RPXC</u>	74972G103 RPX CORPORATION	<u>172.000000</u>	12.350	2,670.99	2,670.99	2,124	547-	0.04	(
<u>RDN</u>	750236101 RADIAN GROUP INC	<u>303.000000</u>	15.760	4,690.45	4,690.45	4,775	85	0.10	3 (
<u>RJF</u>	754730109 RAYMOND JAMES FINL INC	<u>148.000000</u>	52.620	6,167.53	6,167.53	7,788	1,620	0.16	107 1
<u>RGA</u>	759351604 REINSURANCE GROUP OF AMERICA	<u>79.000000</u>	82.810	5,566.15	5,566.15	6,542	976	0.13	104 1

<u>RSG</u>	760759100 REPUBLIC SVCS INC CL A	<u>228.000000</u>	39.680	7,597.68	7,597.68	9,047	1,449	0.19	255	2
<u>ROSE</u>	777779307 ROSETTA RES INC	<u>139.000000</u>	17.070	5,500.39	5,500.39	2,373	3,128-	0.05		(
<u>RHP</u>	78377T107 RYMAN HOSPITALITY PPTYS INC	<u>88.000000</u>	54.900	4,337.48	4,337.48	4,831	494	0.10	194	2
<u>STJ</u>	790849103 ST JUDE MED INC	<u>155.000000</u>	65.870	10,348.18	10,348.18	10,210	138-	0.21	167	1
<u>CRM</u>	79466L302 SALESFORCE.COM INC	<u>423.000000</u>	56.450	22,819.95	22,819.95	23,878	1,058	0.49		(
<u>SCSC</u>	806037107 SCANSOURCE INC	<u>63.000000</u>	34.480	2,649.21	2,649.21	2,172	477-	0.04		(
<u>SLB</u>	806857108 SCHLUMBERGER LTD	<u>424.000000</u>	82.390	27,026.29	27,026.29	34,933	7,907	0.71	848	2
<u>SCHW</u>	808513105 CHARLES SCHWAB CORP NEW	<u>1,341.000000</u>	25.980	30,496.32	30,496.32	34,839	4,343	0.71	322	(
<u>SMG</u>	810186106 SCOTTS MIRACLE-GRO CO	<u>82.000000</u>	63.430	4,592.87	4,592.87	5,201	608	0.11	148	2
<u>SEE</u>	81211K100 SEALED AIR CORP	<u>274.000000</u>	40.500	7,664.51	7,664.51	11,097	3,432	0.23	142	1
<u>SBGI</u>	829226109 SINCLAIR BROADCAST GROUP INC CL A	<u>141.000000</u>	24.740	3,757.45	3,757.45	3,488	269-	0.07	93	2
<u>SNA</u>	833034101 SNAP ON INC	<u>93.000000</u>	132.710	9,450.16	9,450.16	12,342	2,892	0.25	197	1
<u>STMP</u>	852857200 STAMPS.COM INC.	<u>42.000000</u>	45.570	1,949.98	1,949.98	1,914	36-	0.04		(
<u>SBUX</u>	855244109 STARBUCKS CORP	<u>404.000000</u>	87.530	31,212.24	31,212.24	35,362	4,150	0.72	517	1
<u>STT</u>	857477103 STATE STREET CORP	<u>128.000000</u>	71.510	8,615.84	8,615.84	9,153	537	0.19	154	1
<u>SRCL</u>	858912108 STERICYCLE INC	<u>245.000000</u>	131.290	28,624.30	28,624.30	32,166	3,542	0.66		(
	859152100 STERIS CORP	<u>104.000000</u>	65.220	5,786.03	5,786.03	6,783	997	0.14	96	1
<u>SF</u>	860630102 STIFEL FINL CORP	<u>143.000000</u>	47.150	5,934.24	5,934.24	6,742	808	0.14		(
<u>SGY</u>	861642106 STONE ENERGY CORP	<u>221.000000</u>	14.080	5,602.83	5,602.83	3,112	2,491-	0.06		(
<u>INN</u>	866082100 SUMMIT HOTEL PROPERTIES, INC	<u>325.000000</u>	12.820	3,128.59	3,128.59	4,167	1,038	0.09	153	3
<u>SWFT</u>	87074U101 SWIFT TRANSPORTATION CO.	<u>223.000000</u>	24.580	5,594.52	5,594.52	5,481	113-	0.11		(
<u>SYNA</u>	87157D109	<u>55.000000</u>	76.810	3,278.70	3,278.70	4,225	946	0.09		(

SYNAPTICS INC

<u>SNPS</u>	871607107 SYNOPSYS INC	<u>133.000000</u>	42.990	5,035.90	5,035.90	5,718	682	0.12	(
<u>TJX</u>	872540109 TJX COS INC NEW	<u>212.000000</u>	65.940	12,158.15	12,158.15	13,979	1,821	0.29	148 1
<u>TAL</u>	874083108 TAL INTERNATIONAL GROUP INC TAL INTERNATIONAL GROUP INC	<u>88.000000</u>	40.650	3,556.57	3,556.57	3,577	21	0.07	253 ;
<u>TGT</u>	87612E106 TARGET CORP	<u>196.000000</u>	73.610	13,020.14	13,020.14	14,428	1,407	0.29	408 2
<u>TEN</u>	880349105 TENNECO AUTOMOTIVE INC	<u>88.000000</u>	51.420	5,277.69	5,277.69	4,525	753-	0.09	(
<u>TXN</u>	882508104 TEXAS INSTRUMENTS INC	<u>231.000000</u>	53.450	10,210.91	10,210.91	12,347	2,136	0.25	314 2
<u>TXRH</u>	882681109 TEXAS ROADHOUSE INC	<u>144.000000</u>	33.590	3,777.72	3,777.72	4,837	1,059	0.10	86 1
<u>TMO</u>	883556102 THERMO FISHER SCIENTIFIC, INC.	<u>105.000000</u>	125.210	6,692.14	6,692.14	13,147	6,455	0.27	63 (
<u>THO</u>	885160101 THOR INDS INC	<u>95.000000</u>	56.350	5,448.52	5,448.52	5,353	95-	0.11	103 1
<u>MMM</u>	88579Y101 3M CO	<u>63.000000</u>	162.300	5,011.60	5,011.60	10,225	5,213	0.21	258 2
<u>TWX</u>	887317303 TIME WARNER INC	<u>264.000000</u>	77.930	19,145.57	19,145.57	20,574	1,428	0.42	335 1
<u>TRV</u>	89417E109 TRAVELERS COMPANIES, INC.	<u>263.000000</u>	102.820	13,862.48	13,862.48	27,042	13,179	0.55	579 2
<u>TRS</u>	896215209 TRIMAS CORP	<u>127.000000</u>	26.990	4,257.80	4,257.80	3,428	830-	0.07	(
<u>TGI</u>	896818101 TRIUMPH GROUP INC	<u>92.000000</u>	57.060	5,856.08	5,856.08	5,250	607-	0.11	15 (
<u>TRIP</u>	896945201 TRIPADVISOR INC. - W/I	<u>247.000000</u>	67.010	17,637.14	17,637.14	16,551	1,086-	0.34	(
<u>TBI</u>	89785X101 TRUEBLUE INC	<u>91.000000</u>	22.060	2,295.06	2,295.06	2,007	288-	0.04	(
<u>USB</u>	902973304 US BANCORP DEL	<u>98.000000</u>	41.910	4,417.68	4,417.68	4,107	311-	0.08	96 2
<u>UBNT</u>	90347A100 UBIQUITI NETWORKS INC	<u>89.000000</u>	26.295	4,357.37	4,357.37	2,340	2,017-	0.05	15 (
<u>UPS</u>	911312106 UNITED PARCEL SERVICE INC CL B	<u>152.000000</u>	98.840	14,016.82	14,016.82	15,024	1,007	0.31	407 2
<u>UTX</u>	913017109 UNITED TECHNOLOGIES CORP	<u>200.000000</u>	114.780	13,789.15	13,789.15	22,956	9,167	0.47	472 2
<u>WOOF</u>	918194101	<u>127.000000</u>	52.100	4,430.59	4,430.59	6,617	2,186	0.14	(

VCA, INC.

<u>VAL</u>	920355104 VALSPAR CORP	<u>127.000000</u>	83.430	8,566.41	8,566.41	10,596	2,029	0.22	152	1
<u>VZ</u>	92343V104 VERIZON COMMUNICATIONS	<u>430.000000</u>	45.710	13,455.32	13,455.32	19,655	6,200	0.40	946	4
<u>V</u>	92826C839 VISA INC - CLASS A SHRS	<u>155.000000</u>	254.910	13,919.61	13,919.61	39,511	25,591	0.81	298	(
<u>WNC</u>	929566107 WABASH NATL CORP	<u>319.000000</u>	12.470	4,242.86	4,242.86	3,978	265-	0.08		(
<u>WCG</u>	94946T106 WELLCARE HEALTH PLANS INC	<u>26.000000</u>	72.850	2,026.53	2,026.53	1,894	132-	0.04		(
<u>WFC</u>	949746101 WELLS FARGO & CO	<u>767.000000</u>	51.920	29,056.26	29,056.26	39,823	10,766	0.81	1,074	2
<u>WSBC</u>	950810101 WESBANCO INC	<u>89.000000</u>	P 30.180	2,756.68	2,756.68	2,686	71-	0.05	78	2
<u>WAL</u>	957638109 WESTERN ALLIANCE BANCORP	<u>243.000000</u>	25.710	5,731.64	5,731.64	6,248	516	0.13		(
<u>WLL</u>	966387102 WHITING PETROLEUM CORP	<u>95.000000</u>	30.020	5,606.47	5,606.47	2,852	2,755-	0.06		(
<u>WFM</u>	966837106 WHOLE FOODS MKT INC	<u>699.000000</u>	52.095	37,142.31	37,142.31	36,414	728-	0.74	363	1
<u>WIBC</u>	97186T108 WILSHIRE BANCORP INC	<u>386.000000</u>	9.100	4,094.41	4,094.41	3,513	582-	0.07	77	2
<u>WTFC</u>	97650W108 WINTRUST FINANCIAL CORP	<u>110.000000</u>	43.470	5,207.62	5,207.62	4,782	426-	0.10	48	1
<u>XLNX</u>	983919101 XILINX INC	<u>165.000000</u>	38.575	7,634.15	7,634.15	6,365	1,269-	0.13	191	3
<u>ZUMZ</u>	989817101 ZUMIEZ INC	<u>76.000000</u>	37.290	2,545.11	2,545.11	2,834	289	0.06		(
<u>NBR</u>	G6359F103 NABORS INDUSTRIES LTD	<u>378.000000</u>	11.510	6,183.66	6,183.66	4,351	1,833-	0.09	91	2
Total For Common Stock		42,863.000000		1,980,721.29	1,980,721.29	2,283,236	302,515		32,800	

Foreign Stock

<u>ARZTY</u>	04338X102 ARYZTA AG -UNSPON ADR	<u>219.000000</u>	37.760	10,138.02	10,138.02	8,269	1,869-	0.17	72	(
<u>AHKS</u>	043400100 ASAHI CHEM INDUS	<u>310.000000</u>	19.955	4,808.04	4,808.04	6,186	1,378	0.13	80	1
<u>ALPMY</u>	04623U102 ASTELLAS PHARMA INC UNSP ADR	<u>420.000000</u>	15.575	4,193.28	4,193.28	6,542	2,348	0.13	83	1
<u>ANZBY</u>	052528304 AUSTRALIA & NEW ZEALAND BKG GR SPONSORED ADR ONE ADR RPRS 5 ORD SHS	<u>286.000000</u>	25.699	8,170.09	8,170.09	7,350	820-	0.15	441	(

<u>BASFY</u>	055262505 BASF SE SPONSORED ADR	<u>48.000000</u>	89.712	5,200.84	5,200.84	4,306	895-	0.09	131	3
<u>BP</u>	055622104 BP PLC SPONSORED ADR ONE ADR REPRS 6 ORDINARY SHS	<u>216.000000</u>	38.830	8,807.33	8,807.33	8,387	420-	0.17	518	6
<u>BT</u>	05577E101 BT GROUP PLC SPONSORED ADR ONE ADR REPRESENTS 10 ORD SHS	<u>153.000000</u>	62.780	9,682.90	9,682.90	9,605	78-	0.20	273	2
<u>BIDU</u>	056752108 BAIDU, INC. ADR	<u>22.000000</u>	217.920	4,909.52	4,909.52	4,794	115-	0.10		(
<u>BBD</u>	059460303 BANCO BRADESCO BANCO BRADESCO S.A.	<u>379.000000</u>	12.480	5,181.24	5,181.24	4,730	451-	0.10	141	2
<u>BCH</u>	059520106 BANCO DE CHILE ADR	<u>44.000000</u>	65.740	3,074.30	3,074.30	2,893	182-	0.06	130	4
<u>SAN</u>	05964H105 BANCO SANTANDER S.A. ADR ONE ADR REPRS ONE ORD SHS	<u>1,004.000000</u>	6.690	8,586.04	8,586.04	6,717	1,869-	0.14	602	8
<u>BACHY</u>	06426M104 BANK OF CHINA LTD -UNSPON ADR	<u>1,052.000000</u>	13.994	12,331.11	12,331.11	14,722	2,391	0.30	702	4
<u>BAYRY</u>	072730302 BAYER A G SPONSORED ADRS ONE ADR REPRS 1 ORD SH	<u>74.000000</u>	144.498	8,652.08	8,652.08	10,693	2,041	0.22	156	1
<u>BAMXY</u>	072743206 BAYERISCHE MOTOREN WERKE BMW - UNSPONSORED ADR	<u>168.000000</u>	38.894	6,056.40	6,056.40	6,534	478	0.13	139	2
<u>BTI</u>	110448107 BRITISH AMERN TOB PLC SPONSORED ADR EACH ADR REPRS TWO ORDINARY SHS	<u>108.000000</u>	112.650	11,158.56	11,158.56	12,166	1,008	0.25	521	4
<u>CNI</u>	136375102 CANADIAN NATIONAL RAILWAY	<u>149.000000</u>	65.980	10,287.15	10,287.15	9,831	456-	0.20	150	1
<u>CABGY</u>	142795202 CARLSBERG A/S - B -SPON ADR	<u>233.000000</u>	14.704	4,756.20	4,756.20	3,426	1,330-	0.07	46	1
<u>DEO</u>	25243Q205 DIAGEO PLC-SPONSORED ADR EACH ADR REPRS FOUR ORD SHS	<u>73.000000</u>	118.130	9,002.82	9,002.82	8,623	379-	0.18	246	2
<u>ECIFY</u>	285039103 ELECTRICITE DE FRANCE UNSPONSOR ADR	<u>850.000000</u>	5.438	4,752.49	4,752.49	4,622	131-	0.09	192	4
<u>ERJ</u>	29082A107 EMBRAER SA - ADR	<u>154.000000</u>	35.260	5,375.02	5,375.02	5,430	55	0.11	18	(
<u>EXPGY</u>	30215C101	<u>434.000000</u>	17.617	7,156.66	7,156.66	7,646	489	0.16	151	1

	EXPERIAN GROUP LTD - SPON ADR									
<u>GBOOY</u>	40052P107 GRUPO FINANCIERO BANORTE -SPON ADR	<u>219.000000</u>	25.489	7,097.79	7,097.79	5,582	1,516-	0.11	48	(
<u>HENYO</u>	42550U208 HENKEL KGAA - SPONS ADR PFD	<u>70.000000</u>	114.651	7,585.20	7,585.20	8,026	440	0.16	85	1
<u>HTHIY</u>	433578507 HITACHI LTD SPONSORED ADR EACH ADR REPRS 10 COMMON SHS	<u>61.000000</u>	76.389	4,786.54	4,786.54	4,660	127-	0.10	54	1
<u>HMC</u>	438128308 HONDA MOTOR CO LTD SPONS ADR AMERN SHS ONE ADR REPRS 2 ORDINARY SHS	<u>194.000000</u>	30.220	5,859.51	5,859.51	5,863	3	0.12	136	2
<u>HUWHY</u>	448415208 HUTCHISON WHAMPOA LTD UNSPONSORED ADR ONE ADR REPRES FIVE ORD SHS	<u>510.000000</u>	26.543	12,682.50	12,682.50	13,537	854	0.28	278	2
<u>IMO</u>	453038408 IMPERIAL OIL LTD COM NEW	<u>111.000000</u>	37.110	4,817.40	4,817.40	4,119	698-	0.08	52	1
<u>ITYBY</u>	453142101 IMPERIAL TOBACCO GROUP PLC ADR	<u>88.000000</u>	93.839	7,382.19	7,382.19	8,258	876	0.17	365	4
<u>INFY</u>	456788108 INFOSYS LIMITED SPON ADR 1/4 SHARE	<u>248.000000</u>	34.080	6,783.41	6,783.41	8,452	1,668	0.17	143	1
<u>ING</u>	456837103 ING GROEP N V SPONSORED ADR ONE ADR REPRS ONE ORDINARY SHS	<u>544.000000</u>	12.440	6,379.67	6,379.67	6,767	388	0.14		(
<u>ISNPY</u>	46115H107 INTESA SANPAOLO SPON ADR	<u>293.000000</u>	17.590	5,642.49	5,642.49	5,154	489-	0.11	90	1
<u>ITOCY</u>	465717106 ITOCHU CORP UNSPON ADR	<u>288.000000</u>	20.432	6,837.12	6,837.12	5,884	953-	0.12	197	3
<u>JAPAY</u>	471105205 JAPAN TOBACCO INC UNSPONSORED ADR	<u>488.000000</u>	13.730	6,529.44	6,529.44	6,700	171	0.14		(
<u>KPCPY</u>	485785109 KASIKORNBANK PUBLIC CO LMTD UNSPON ADR	<u>143.000000</u>	27.131	3,703.70	3,703.70	3,880	176	0.08	50	1
<u>KHOLY</u>	49989A109 KOC HOLDING AS UNSPON ADR	<u>193.000000</u>	26.136	4,713.06	4,713.06	5,044	331	0.10	57	1
<u>KEP</u>	500631106 KOREA ELECTRIC POWER CORP SPONSORED ADR ONE ADR REPRS 1/2 ORD SHS	<u>291.000000</u>	19.320	3,970.77	3,970.77	5,622	1,651	0.11		(

<u>LPL</u>	50186V102 L.G. DISPLAY COMPANY LTD ADR	<u>325.000000</u>	16.190	5,340.40	5,340.40	5,262	79-	0.11	(
<u>LVMUY</u>	502441306 LVMH MOET HENNESSY LOUIS VUITTON - ADR	<u>200.000000</u>	32.387	7,836.37	7,836.37	6,477	1,359-	0.13	121 1
<u>LVNGY</u>	526250105 LENOVO GROUP LTD ADR	<u>266.000000</u>	25.899	5,641.86	5,641.86	6,889	1,247	0.14	154 2
<u>LNEGY</u>	535223200 LINDE AG - SPONSORED ADR	<u>347.000000</u>	19.172	6,433.38	6,433.38	6,653	219	0.14	98 1
<u>MGA</u>	559222401 MAGNA INTERNATIONAL INC	<u>88.000000</u>	96.020	7,424.56	7,424.56	8,450	1,025	0.17	134 1
<u>MGDDY</u>	59410T106 MICHELIN (CGDE) -UNSPON ADR	<u>361.000000</u>	19.574	7,899.89	7,899.89	7,066	834-	0.14	188 2
<u>MTU</u>	606822104 MITSUBISHI UF J FINL GRP- ADR	<u>692.000000</u>	5.300	4,121.90	4,121.90	3,668	454-	0.07	99 2
<u>NSRGY</u>	641069406 NESTLE SA - SPONS ADR	<u>211.000000</u>	76.572	14,580.42	14,580.42	16,157	1,576	0.33	428 2
<u>NTES</u>	64110W102 NETEASE, INC. ADR	<u>30.000000</u>	109.250	2,167.40	2,167.40	3,278	1,110	0.07	73 2
<u>NSANY</u>	654744408 NISSAN MOTOR CO LTD SPONSORED ADR ONE ADR REPRESENTS 2 ORDINARY SH	<u>630.000000</u>	17.307	11,233.40	11,233.40	10,903	330-	0.22	293 2
<u>NMR</u>	65535H208 NOMURA HLDGS INC ADR ONE ADR REPRESENTS 1 ORD SHARE	<u>467.000000</u>	5.290	3,394.10	3,394.10	2,470	924-	0.05	57 2
	677862104 LUKOIL SPONSORED ADR 1 ADR REPRS 4 COMMON SHS	<u>94.000000</u>	39.672	5,038.74	5,038.74	3,729	1,310-	0.08	205 5
<u>BKRKY</u>	69366X100 PT BANK RAKYAT INDONESIA - UN ADR	<u>187.000000</u>	18.433	3,302.42	3,302.42	3,447	145	0.07	61 1
<u>PPERY</u>	69367U105 PT BANK MANDIRI UNSPON ADR	<u>370.000000</u>	8.684	3,204.90	3,204.90	3,213	8	0.07	110 3
<u>PTAIY</u>	69367X109 PT ASTRA INTERNATIONAL TBK -UNSP ADR	<u>284.000000</u>	12.394	3,450.60	3,450.60	3,520	69	0.07	74 2
<u>PNDZY</u>	698341104 PANDORA A/S - ADR	<u>383.000000</u>	17.914	6,470.46	6,470.46	6,861	391	0.14	76 1
<u>PBR</u>	71654V408 PETROLEO BRASILEIRO SA ADR	<u>445.000000</u>	6.010	5,697.19	5,697.19	2,674	3,023-	0.05	(
<u>PUK</u>	74435K204 PRUDENTIAL PLC ADR	<u>224.000000</u>	48.540	8,616.68	8,616.68	10,873	2,256	0.22	262 2

<u>RICOY</u>	765658307 RICOH COMPANY, LTD ADR	<u>477.000000</u>	9.850	5,534.01	5,534.01	4,698	836-	0.10	125	2
<u>RHHBY</u>	771195104 ROCHE HOLDINGS LTD SPONSORED ADR ONE ADR REPRS 1/100TH OF A GENUSSCHEIN SHS	<u>291.000000</u>	33.775	9,639.37	9,639.37	9,829	189	0.20	266	2
<u>RYCEY</u>	775781206 ROLLS-ROYCE HOLDINGS PLC SPONSORED ADR ONE ADR REPRS 5 ORD SHS	<u>75.000000</u>	66.948	6,700.65	6,700.65	5,021	1,680-	0.10		(
<u>RY</u>	780087102 ROYAL BANK OF CANADA	<u>117.000000</u>	56.590	7,511.40	7,511.40	6,621	890-	0.14	308	4
	783513104 RYANAIR HOLDINGS PLC SPONSORED ADR ONE ADR RPRS 5 ORD SHS	<u>72.000000</u>	65.980	5,112.60	5,112.60	4,751	362-	0.10		(
<u>SKM</u>	78440P108 SK TELECOM LTD SPONSORED ADR ONE ADR REPRS 1/90TH OF AN ORD SHS	<u>312.000000</u>	28.750	7,397.27	7,397.27	8,970	1,573	0.18	20	(
<u>SLLDY</u>	80104Q208 SANLAM LIMITED SPONSORED ADR	<u>470.000000</u>	12.076	5,540.22	5,540.22	5,676	136	0.12	148	2
<u>SSL</u>	803866300 SASOL LTD-SPONSORED ADR	<u>53.000000</u>	37.080	2,564.25	2,564.25	1,965	599-	0.04	87	4
<u>SKHSY</u>	816078307 SEKISUI HOUSE SPONS-ADR	<u>352.000000</u>	12.991	5,033.66	5,033.66	4,573	461-	0.09	126	2
<u>SNN</u>	83175M205 SMITH & NEPHEW P L C	<u>295.000000</u>	35.800	8,917.40	8,917.40	10,561	1,644	0.22	123	1
<u>SDXAY</u>	833792104 SODEXHO - SPONSORED ADR	<u>59.000000</u>	99.450	6,446.20	6,446.20	5,868	579-	0.12	105	1
<u>SFTBY</u>	83404D109 SOFTBANK GROUP CORPORATION - UNSPONS ADR	<u>212.000000</u>	29.639	7,103.75	7,103.75	6,283	820-	0.13	28	(
<u>STO</u>	85771P102 STATOIL ASA - SPON ADR	<u>466.000000</u>	16.800	9,397.72	9,397.72	7,829	1,569-	0.16	687	8
<u>SWDBY</u>	870195104 SWEDBANK AB	<u>353.000000</u>	24.249	8,647.85	8,647.85	8,560	88-	0.17	456	5
<u>TSM</u>	874039100 TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	<u>210.000000</u>	22.710	3,710.26	3,710.26	4,769	1,059	0.10	84	1
<u>TTM</u>	876568502 TATA MOTORS LTD SPONSORED ADR 1 ADR REPRES 1 ORD SHR	<u>104.000000</u>	49.320	4,184.37	4,184.37	5,129	945	0.10	15	(
<u>TTNDY</u>	87873R101 TECHTRONIC INDUSTRIES	<u>599.000000</u>	16.380	7,900.81	7,900.81	9,812	1,911	0.20	89	(

COMPANY										
<u>TNABY</u>	880277108 TENAGA NASIONAL SPONSORED ADR	<u>353.000000</u>	15.987	5,548.67	5,548.67	5,643	95	0.12	106	1
<u>TCEHY</u>	88032Q109 TENCENT HOLDINGS LTD UNSPONSOR ADR	<u>398.000000</u>	17.025	4,318.30	4,318.30	6,776	2,458	0.14	56	(
<u>UOVEY</u>	911271302 UNITED OVERSEAS BK LTD SPONSORED ADR	<u>100.000000</u>	34.262	3,273.00	3,273.00	3,426	153	0.07	112	3
<u>VRX</u>	91911K102 VALEANT PHARMACEUTICALS INTL INC NEW	<u>52.000000</u>	159.970	6,449.76	6,449.76	8,318	1,869	0.17		(
<u>WX</u>	929352102 WUXI PHARMATECH INC -ADR	<u>118.000000</u>	40.100	3,896.75	3,896.75	4,732	835	0.10		(
<u>ACN</u>	G1151C101 ACCENTURE PLC SEDOL #B4BNMY3 ISIN #IE00B4NMY34	<u>401.000000</u>	84.030	30,861.58	30,861.58	33,696	2,834	0.69	818	2
<u>DLPH</u>	G27823106 DELPHI AUTOMOTIVE PLC	<u>227.000000</u>	68.730	13,688.16	13,688.16	15,602	1,914	0.32	227	1
<u>ETN</u>	G29183103 EATON CORP PLC ISIN: IE00B8KQN827 SEDOL: B8KQN82	<u>185.000000</u>	63.090	12,580.61	12,580.61	11,672	909-	0.24	363	3
<u>G</u>	G3922B107 GENPACT LIMITED	<u>997.000000</u>	20.070	18,194.78	18,194.78	20,010	1,815	0.41		(
<u>HELE</u>	G4388N106 HELEN OF TROY LTD	<u>58.000000</u>	75.220	3,563.38	3,563.38	4,363	799	0.09		(
<u>HOLI</u>	G45667105 HOLLYSYS AUTOMATION TECH LTD SEDOL# B0JCH50 ISIN# VGG456671053	<u>240.000000</u>	25.190	4,910.69	4,910.69	6,046	1,135	0.12		(
<u>MDT</u>	G5960L103 MEDTRONIC PLC	<u>118.000000</u>	71.400	8,626.93	8,626.93	8,425	202-	0.17	144	1
<u>RNR</u>	G7496G103 RENAISSANCE RE HLDGS LTD	<u>56.000000</u>	95.630	5,136.75	5,136.75	5,355	219	0.11	65	1
<u>ACE</u>	H0023R105 ACE LTD	<u>126.000000</u>	107.960	11,920.14	11,920.14	13,603	1,683	0.28	328	2
<u>CLB</u>	N22717107 CORE LABORATORIES N V	<u>160.000000</u>	92.750	26,419.36	26,419.36	14,840	11,579-	0.30	352	2
<u>BLX</u>	P16994132 BANCO LATINO AMERICANO DE COM	<u>238.000000</u>	27.870	7,612.84	7,612.84	6,633	980-	0.14	367	5
Total For Foreign Stock		24,085.000000		637,249.04	637,249.04	642,664	5,415		14,382	

**Mutual Funds - Fixed
Income**

<u>JYIIX</u>	41015K862 JOHN HANCOCK FUNDS III - CORE HIGH YIELD FUND	<u>8,339.784000</u>	10.190	91,357.95	91,357.95	84,982	6,376-	1.74	5,830	€
<u>PFORX</u>	693390882 PIMCO FOREIGN BOND U.S. DOLLAR HEDGED #103	<u>15,551.695000</u>	10.970	172,528.68	172,528.68	170,602	1,927-	3.48	4,090	€
<u>TGBAX</u>	880208400 TEMPLETON GLOBAL BOND FUND ADV	<u>13,707.516000</u>	12.330	178,095.36	178,095.36	169,014	9,082-	3.45	12,460	€
Total For Mutual Funds - Fixed Income		37,598.995000		441,981.99	441,981.99	424,598	17,384-		22,380	
Mutual Funds - International										
<u>HIEMX</u>	92828T889 VIRTUS EMERGING MARKETS OPPORTUNITY-I	<u>14,006.584000</u>	10.220	143,153.52	143,153.52	143,147	6-	2.93	1,219	€
Total For Mutual Funds - International		14,006.584000		143,153.52	143,153.52	143,147	6-		1,219	
Total Portfolio				4,542,791.88	4,542,791.88	4,895,012	352,220	100.00	113,105	€

P = Pledged Asset