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CALIFORNIA FORM 700

FAIR POLITICAL PRACTICES COMMISSION
A PUBLIC DOCUMENT

STATEMENT OF ECONOMIC INTERESTS

COVER PAGE

RECEIVED
FAIR POLITICAL
PRACTICES COMMISSION

Please type or print in ink.

NAME OF FILER (LAST) (FIRST) (MIDDLE)
KLEIN JOAN DEMPSEY
2013 MAR 19

1. Office, Agency, or Court

COURT OF APPEAL - SECOND DIST.
FILED

FEB 27 2013

JOSEPH A. LANE Clerk
D. POTTE R. Deputy Clerk

Agency Name
Court of Appeal
Division, Board, Department, District, if applicable
Second Appellate District
Your Position
Justice

If filing for multiple positions, list below or on an attachment.

Agency: _____ Position: _____

2. Jurisdiction of Office (Check at least one box)

- State
- Multi-County _____
- City of _____
- Judge or Court Commissioner (Statewide Jurisdiction)
- County of _____
- Other _____

3. Type of Statement (Check at least one box)

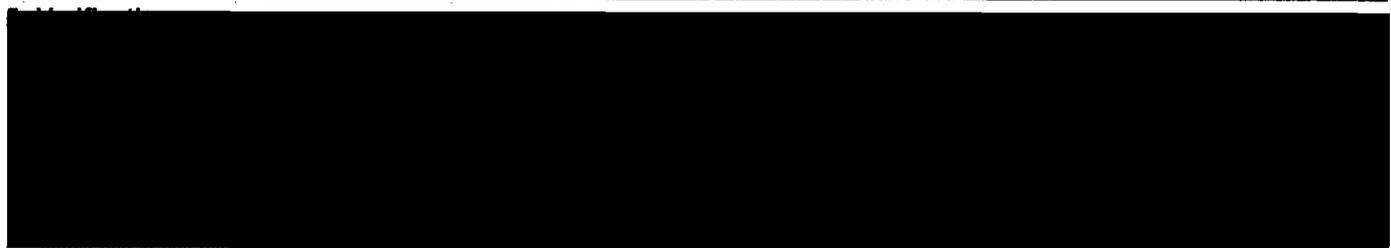
- Annual: The period covered is January 1, 2012, through December 31, 2012.
- or-
- The period covered is _____ through December 31, 2012.
- Assuming Office: Date assumed _____
- Candidate: Election year _____ and office sought, if different than Part 1: _____
- Leaving Office: Date Left _____ (Check one)
- The period covered is January 1, 2012, through the date of leaving office.
- The period covered is _____ through the date of leaving office.

4. Schedule Summary

Check applicable schedules or "None."

Total number of pages including this cover page: 11

- Schedule A-1 - Investments - schedule attached
- Schedule A-2 - Investments - schedule attached
- Schedule B - Real Property - schedule attached
- Schedule C - Income, Loans, & Business Positions - schedule attached
- Schedule D - Income - Gifts - schedule attached
- Schedule E - Income - Gifts - Travel Payments - schedule attached
- or-
- None - No reportable interests on any schedule



herein and in any attached schedules is true and complete. I acknowledge

I certify under penalty of perjury under the laws of the State of California

Date Signed 2-27-13
(month, day, year)

SCHEDULE A-1

Investments

Stocks, Bonds, and Other Interests

(Ownership Interest is Less Than 10%)

Do not attach brokerage or financial statements.

CALIFORNIA FORM **700**

FAIR POLITICAL PRACTICES COMMISSION

Name

JOAN Dempsey Klein

▶ NAME OF BUSINESS ENTITY
SEE Attached Schedule

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE
 \$2,000 - \$10,000 \$10,001 - \$100,000
 \$100,001 - \$1,000,000 Over \$1,000,000

NATURE OF INVESTMENT
 Stock Other _____ (Describe)
 Partnership Income Received of \$0 - \$499
 Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE:
 ____/____/12 ____/____/12
 ACQUIRED DISPOSED

▶ NAME OF BUSINESS ENTITY

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE
 \$2,000 - \$10,000 \$10,001 - \$100,000
 \$100,001 - \$1,000,000 Over \$1,000,000

NATURE OF INVESTMENT
 Stock Other _____ (Describe)
 Partnership Income Received of \$0 - \$499
 Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE:
 ____/____/12 ____/____/12
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▶ NAME OF BUSINESS ENTITY

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE
 \$2,000 - \$10,000 \$10,001 - \$100,000
 \$100,001 - \$1,000,000 Over \$1,000,000

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 Stock Other _____ (Describe)
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IF APPLICABLE, LIST DATE:
 ____/____/12 ____/____/12
 ACQUIRED DISPOSED

▶ NAME OF BUSINESS ENTITY

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE
 \$2,000 - \$10,000 \$10,001 - \$100,000
 \$100,001 - \$1,000,000 Over \$1,000,000

NATURE OF INVESTMENT
 Stock Other _____ (Describe)
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IF APPLICABLE, LIST DATE:
 ____/____/12 ____/____/12
 ACQUIRED DISPOSED

▶ NAME OF BUSINESS ENTITY

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE
 \$2,000 - \$10,000 \$10,001 - \$100,000
 \$100,001 - \$1,000,000 Over \$1,000,000

NATURE OF INVESTMENT
 Stock Other _____ (Describe)
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 Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE:
 ____/____/12 ____/____/12
 ACQUIRED DISPOSED

▶ NAME OF BUSINESS ENTITY

GENERAL DESCRIPTION OF BUSINESS ACTIVITY

FAIR MARKET VALUE
 \$2,000 - \$10,000 \$10,001 - \$100,000
 \$100,001 - \$1,000,000 Over \$1,000,000

NATURE OF INVESTMENT
 Stock Other _____ (Describe)
 Partnership Income Received of \$0 - \$499
 Income Received of \$500 or More (Report on Schedule C)

IF APPLICABLE, LIST DATE:
 ____/____/12 ____/____/12
 ACQUIRED DISPOSED

Comments: _____

KLEIN DECLARATION OF TRUST

Positions as of 31-Dec-2012

Description	Economic Sector (GICS)**	Economic Subsector (GICS)**	Nature of Investment	Market Value Range (based on 12/31/12 values)
AFFILIATED MANAGERS GROUP INC CMN	Financials	Asset Management & Custody Banks	US Equity	\$2,000 - \$10,000
AGCO CORP CMN	Industrials	Construction & Farm Machinery & Heavy Trucks	US Equity	\$2,000 - \$10,000
AMERICAN INTL GROUP, INC. CMN	Financials	Multi-line Insurance	US Equity	\$10,001 - \$100,000
ANALOG DEVICES, INC. CMN	Information Technology	Semiconductors	US Equity	\$2,000 - \$10,000
AON PLC CMN	Financials	Insurance Brokers	US Equity	\$10,001 - \$100,000
BANK OF AMERICA CORP CMN	Financials	Diversified Financial Services	US Equity	\$10,001 - \$100,000
BP P.L.C. SPONSORED ADR CMN	Energy	Integrated Oil & Gas	US Equity	\$10,001 - \$100,000
BRINK'S COMPANY (THE) CMN	Industrials	Diversified Commercial Services	US Equity	\$2,000 - \$10,000
BROOKFIELD ASSET MANAGEMENT IN CMN	Financials	Real Estate Management & Development	US Equity	\$10,001 - \$100,000
BUNGE LIMITED. ORD CMN	Consumer Staples	Agricultural Products	US Equity	\$10,001 - \$100,000
CAPITAL ONE FINANCIAL CORP CMN	Financials	Consumer Finance	US Equity	\$10,001 - \$100,000
CARBO CERAMICS INC CMN	Energy	Oil & Gas Equipment & Services	US Equity	\$2,000 - \$10,000
CARDINAL HEALTH INC CMN	Health Care	Health Care Distributors	US Equity	\$10,001 - \$100,000
CARMAX, INC. CMN	Consumer Discretionary	Specialty Stores	US Equity	\$10,001 - \$100,000
CERNER CORP CMN	Health Care	Health Care Services	US Equity	\$2,000 - \$10,000
CHICAGO BRIDGE & IRON COMPANY CMN SERIES	Industrials	Construction & Engineering	US Equity	\$2,000 - \$10,000
COLUMBIA SPORTSWEAR COMPANY COMMON STOCK	Consumer Discretionary	Apparel, Accessories & Luxury Goods	US Equity	\$2,000 - \$10,000
COMCAST CORPORATION CMN CLASS A VOTING	Consumer Discretionary	Broadcasting & Cable TV	US Equity	\$10,001 - \$100,000
CONCHO RESOURCES INC. CMN	Energy	Oil & Gas Exploration & Production	US Equity	\$2,000 - \$10,000
CORE LABORATORIES N.V. CMN	Energy	Oil & Gas Equipment & Services	US Equity	\$10,001 - \$100,000
CVS CAREMARK CORPORATION CMN	Consumer Staples	Drug Retail	US Equity	\$10,001 - \$100,000
DARLING INTERNATIONAL INC CMN	Consumer Staples	Agricultural Products	US Equity	\$2,000 - \$10,000
EATON VANCE CORP (NON-VTG) CMN	Financials	Asset Management & Custody Banks	US Equity	\$2,000 - \$10,000
EL PASO PIPELINE PARTNERS, L.P. UNITS REPRESENTING LIMITED PATNERSHIP INTERESTS	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
ENERGY TRANSFER EQUITY L P CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
ENTERPRISE PRODUCTS PART L.P. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
FACTSET RESEARCH SYSTEMS INC CMN	Information Technology	Application Software	US Equity	\$10,001 - \$100,000
GARTNER, INC. CMN	Information Technology	IT Consulting & Services	US Equity	\$10,001 - \$100,000
GENERAL ELECTRIC CO CMN	Industrials	Industrial Conglomerates	US Equity	\$10,001 - \$100,000
GOOGLE, INC. CMN CLASS A	Information Technology	Internet Software & Services	US Equity	\$10,001 - \$100,000
HILL-ROM HOLDINGS, INC CMN	Health Care	Health Care Equipment	US Equity	\$2,000 - \$10,000
ICONIX BRAND GROUP INC CMN	Consumer Discretionary	Apparel, Accessories & Luxury Goods	US Equity	\$2,000 - \$10,000
ILLUMINA INC CMN	Health Care	Biotechnology	US Equity	\$10,001 - \$100,000
INVESCO LTD. CMN	Financials	Asset Management & Custody Banks	US Equity	\$10,001 - \$100,000
ISHARES MSCI EMERGING MKT INDEX FUND ETF	Exchange Traded Fund		Non-US Equity	\$100,001 - \$1,000,000
ISHARES RUSSELL 2000 INDEX FUND	Exchange Traded Fund		US Equity	\$10,001 - \$100,000
ISHARES TRUST - RUSSELL 1000 VALUE INDEX FUND ETF ISHARES RUSSELL 1000 VAL INDEX	Exchange Traded Fund		US Equity	\$100,001 - \$1,000,000
ITC HOLDINGS CORP. CMN	Utilities	Electric Utilities	US Equity	\$10,001 - \$100,000
KOPPERS HOLDINGS INC. CMN	Materials	Commodity Chemicals	US Equity	\$2,000 - \$10,000
LIFE TECHNOLOGIES CORPORATION CMN	Health Care	Life Sciences Tools & Services	US Equity	\$10,001 - \$100,000
LOWES COMPANIES INC CMN	Consumer Discretionary	Home Improvement Retail	US Equity	\$10,001 - \$100,000
MARKWEST ENERGY PARTNERS, L.P. UNIT LTD PARTNERSHIP INT	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
MARSH & MCLENNAN CO INC CMN	Financials	Insurance Brokers	US Equity	\$10,001 - \$100,000
MICROSOFT CORPORATION CMN	Information Technology	Systems Software	US Equity	\$10,001 - \$100,000
MIDDLEBY CORP CMN	Industrials	Industrial Machinery	US Equity	\$2,000 - \$10,000
NEWMONT MINING CORPORATION CMN	Materials	Gold	US Equity	\$10,001 - \$100,000

This only includes positions held at the close of business on 12/31/12 (and not positions closed in 2012) that have a value greater than \$2,000. **GICS classification developed by and the exclusive property of MSCI and Standard + Poor's.

KLEIN DECLARATION OF TRUST

Description	Economic Sector (GICS)**	Economic Subsector (GICS)**	Nature of Investment	Market Value Range (based on 12/31/12 values)
NIELSEN HOLDINGS B.V. CMN	Industrials	Research & Consulting Services	US Equity	\$10,001 - \$100,000
NORDSON CORP CMN	Industrials	Industrial Machinery	US Equity	\$2,000 - \$10,000
NOVARTIS AG-ADR SPONSORED ADR CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
OGE ENERGY CORP (HOLDING CO) CMN	Utilities	Electric Utilities	US Equity	\$2,000 - \$10,000
PERRIGO COMPANY CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
PFIZER INC. CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
PLAINS ALL AMERICAN PIPELINE L.P. COMMON UNITS	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
POLARIS INDS INC CMN	Consumer Discretionary	Leisure Products	US Equity	\$2,000 - \$10,000
PRECISION CASTPARTS CORP. CMN	Industrials	Aerospace & Defense	US Equity	\$10,001 - \$100,000
PROCTER & GAMBLE COMPANY (THE) CMN	Consumer Staples	Household Products	US Equity	\$10,001 - \$100,000
REPUBLIC SERVICES INC CMN	Industrials	Environmental Services	US Equity	\$10,001 - \$100,000
ROSE ROCK MIDSTREAM L P CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
SANDERSON FARMS INC CMN	Consumer Staples	Packaged Foods & Meats	US Equity	\$2,000 - \$10,000
SANOFI SPONSORED ADR CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
SMITHFIELD FOODS INC. CMN	Consumer Staples	Packaged Foods & Meats	US Equity	\$2,000 - \$10,000
SOUTHWEST AIRLINES CO CMN	Industrials	Airlines	US Equity	\$10,001 - \$100,000
STATE STREET CORPORATION (NEW) CMN	Financials	Asset Management & Custody Banks	US Equity	\$10,001 - \$100,000
SYSCO CORPORATION CMN	Consumer Staples	Food Distributors	US Equity	\$10,001 - \$100,000
TARGA RESOURCES PARTNERS LP CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
TEEKAY LNG PARTNERS L.P. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
TESORO LOGISTICS LP CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
TEXAS INSTRUMENTS INC. CMN	Information Technology	Semiconductors	US Equity	\$10,001 - \$100,000
THE WILLIAMS COMPANIES, INC. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
THERMO FISHER SCIENTIFIC INC CMN	Health Care	Health Care Equipment	US Equity	\$10,001 - \$100,000
THOR INDUSTRIES INC CMN	Consumer Discretionary	Automobile Manufacturers	US Equity	\$2,000 - \$10,000
TIME WARNER INC. CMN	Consumer Discretionary	Movies & Entertainment	US Equity	\$10,001 - \$100,000
TRINITY INDUSTRIES INC (DEL) CMN	Industrials	Construction & Farm Machinery & Heavy Trucks	US Equity	\$2,000 - \$10,000
UNITEDHEALTH GROUP INCORPORATE CMN	Health Care	Managed Health Care	US Equity	\$10,001 - \$100,000
URS CORPORATION CMN	Industrials	Construction & Engineering	US Equity	\$10,001 - \$100,000
WELLPOINT, INC. CMN	Health Care	Managed Health Care	US Equity	\$10,001 - \$100,000
WESTERN GAS PARTNERS, LP CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
WILLIAMS PARTNERS L. P. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
WYNN RESORTS, LIMITED CMN	Consumer Discretionary	Casinos & Gaming	US Equity	\$10,001 - \$100,000

ROBLAR + FSTs

Positions as of 31-Dec-2012

Description	Economic Sector (GICS)**	Economic Subsector (GICS)**	Nature of Investment	Market Value Range (based on 12/31/12 values)
AES CORP. CMN	Utilities	Electric Utilities	US Equity	\$10,001 - \$100,000
AIRGAS INC CMN	Materials	Industrial Gases	US Equity	\$10,001 - \$100,000
AMAZON.COM INC CMN	Consumer Discretionary	Internet Retail	US Equity	\$10,001 - \$100,000
AMERICAN INTL GROUP, INC. CMN	Financials	Multi-line Insurance	US Equity	\$10,001 - \$100,000
ANALOG DEVICES, INC. CMN	Information Technology	Semiconductors	US Equity	\$2,000 - \$10,000
ANSYS INC CMN	Information Technology	Application Software	US Equity	\$10,001 - \$100,000
AON PLC CMN	Financials	Insurance Brokers	US Equity	\$10,001 - \$100,000
APPLE, INC. CMN	Information Technology	Computer Hardware	US Equity	\$10,001 - \$100,000

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ROBLAR + FSTs

Description	Economic Sector (GICS)**	Economic Subsector (GICS)**	Nature of Investment	Market Value Range (based on 12/31/12 values)
APPLIED MATERIALS INC CMN	Information Technology	Semiconductor Equipment	US Equity	\$10,001 - \$100,000
BANK OF AMERICA CORP CMN	Financials	Diversified Financial Services	US Equity	\$10,001 - \$100,000
BP P.L.C. SPONSORED ADR CMN	Energy	Integrated Oil & Gas	US Equity	\$10,001 - \$100,000
BROOKFIELD ASSET MANAGEMENT IN CMN	Financials	Real Estate Management & Development	US Equity	\$10,001 - \$100,000
BUNGE LIMITED. ORD CMN	Consumer Staples	Agricultural Products	US Equity	\$10,001 - \$100,000
CAPITAL ONE FINANCIAL CORP CMN	Financials	Consumer Finance	US Equity	\$10,001 - \$100,000
CARDINAL HEALTH INC CMN	Health Care	Health Care Distributors	US Equity	\$10,001 - \$100,000
CARMAX, INC. CMN	Consumer Discretionary	Specialty Stores	US Equity	\$10,001 - \$100,000
CERNER CORP CMN	Health Care	Health Care Services	US Equity	\$10,001 - \$100,000
CHARLES SCHWAB CORPORATION CMN	Financials	Investment Banking & Brokerage	US Equity	\$10,001 - \$100,000
CHARLES SCHWAB CORPORATION CMN	Financials	Investment Banking & Brokerage	US Equity	\$10,001 - \$100,000
CHOICE HOTELS INTL INC CMN	Consumer Discretionary	Hotels, Resorts & Cruise Lines	US Equity	\$10,001 - \$100,000
CITIGROUP INC. CMN	Financials	Diversified Financial Services	US Equity	\$10,001 - \$100,000
COMCAST CORPORATION CMN CLASS A VOTING	Consumer Discretionary	Broadcasting & Cable TV	US Equity	\$10,001 - \$100,000
CONCHO RESOURCES INC. CMN	Energy	Oil & Gas Exploration & Production	US Equity	\$2,000 - \$10,000
CORE LABORATORIES N.V. CMN	Energy	Oil & Gas Equipment & Services	US Equity	\$10,001 - \$100,000
CVS CAREMARK CORPORATION CMN	Consumer Staples	Drug Retail	US Equity	\$10,001 - \$100,000
DEVON ENERGY CORPORATION (NEW) CMN	Energy	Oil & Gas Exploration & Production	US Equity	\$10,001 - \$100,000
DICKS SPORTING GOODS INC CMN	Consumer Discretionary	Specialty Stores	US Equity	\$10,001 - \$100,000
DISCOVERY COMMUNICATIONS, INC. CMN SERIES A	Consumer Discretionary	Broadcasting & Cable TV	US Equity	\$10,001 - \$100,000
DOUGLAS EMMETT INC. CMN	Financials	Office REITs	US Equity	\$2,000 - \$10,000
E.I. DU PONT DE NEMOURS AND CO CMN	Materials	Diversified Chemicals	US Equity	\$10,001 - \$100,000
EATON VANCE CORP (NON-VTG) CMN	Financials	Asset Management & Custody Banks	US Equity	\$10,001 - \$100,000
ECOLAB INC CMN	Materials	Specialty Chemicals	US Equity	\$10,001 - \$100,000
EDWARDS LIFESCIENCES CORP CMN	Health Care	Health Care Equipment	US Equity	\$10,001 - \$100,000
EL PASO PIPELINE PARTNERS, L.P. UNITS REPRESENTING LIMITED PARTNERSHIP INTERESTS	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
ENTERPRISE PRODUCTS PART L.P. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
EQUINIX INC CMN	Information Technology	Internet Software & Services	US Equity	\$10,001 - \$100,000
FACTSET RESEARCH SYSTEMS INC CMN	Information Technology	Application Software	US Equity	\$10,001 - \$100,000
FASTENAL CO CMN	Industrials	Trading Companies & Distributors	US Equity	\$10,001 - \$100,000
FLEXTRONICS INTERNATIONAL LTD CMN	Information Technology	Electronic Manufacturing Services	US Equity	\$10,001 - \$100,000
GARTNER, INC. CMN	Information Technology	IT Consulting & Services	US Equity	\$10,001 - \$100,000
GENERAL ELECTRIC CO CMN	Industrials	Industrial Conglomerates	US Equity	\$10,001 - \$100,000
GENESIS ENERGY, L.P. COMMON STOCK	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
GOOGLE, INC. CMN CLASS A	Information Technology	Internet Software & Services	US Equity	\$10,001 - \$100,000
GOOGLE, INC. CMN CLASS A	Information Technology	Internet Software & Services	US Equity	\$10,001 - \$100,000
HYATT HOTELS CORPORATION CMN CLASS A	Consumer Discretionary	Hotels, Resorts & Cruise Lines	US Equity	\$10,001 - \$100,000
IDEX LABORATORIES CMN	Health Care	Health Care Equipment	US Equity	\$10,001 - \$100,000
ILLUMINA INC CMN	Health Care	Biotechnology	US Equity	\$10,001 - \$100,000
INTUITIVE SURGICAL, INC. CMN	Health Care	Health Care Equipment	US Equity	\$10,001 - \$100,000
INVESCO LTD. CMN	Financials	Asset Management & Custody Banks	US Equity	\$10,001 - \$100,000
ITC HOLDINGS CORP. CMN	Utilities	Electric Utilities	US Equity	\$10,001 - \$100,000
LIFE TECHNOLOGIES CORPORATION CMN	Health Care	Life Sciences Tools & Services	US Equity	\$10,001 - \$100,000
LOWES COMPANIES INC CMN	Consumer Discretionary	Home Improvement Retail	US Equity	\$10,001 - \$100,000
MARKWEST ENERGY PARTNERS, L.P. UNIT LTD PARTNERSHIP INT	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
MARSH & MCLENNAN CO INC CMN	Financials	Insurance Brokers	US Equity	\$10,001 - \$100,000
METTLER-TOLEDO INTL CMN	Information Technology	Electronic Equipment & Instruments	US Equity	\$10,001 - \$100,000

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ROBLAR + FSTs

Description	Economic Sector (GICS)**	Economic Subsector (GICS)**	Nature of Investment	Market Value Range (based on 12/31/12 values)
MICROSOFT CORPORATION CMN	Information Technology	Systems Software	US Equity	\$10,001 - \$100,000
MORNINGSTAR, INC. CMN	Consumer Discretionary	Publishing	US Equity	\$10,001 - \$100,000
MSCI INC. CMN	Financials	Specialized Finance	US Equity	\$10,001 - \$100,000
NEWMONT MINING CORPORATION CMN	Materials	Gold	US Equity	\$10,001 - \$100,000
NIELSEN HOLDINGS B.V. CMN	Industrials	Research & Consulting Services	US Equity	\$10,001 - \$100,000
NON-US EQUITY MANAGERS: PORTFOLIO 1 [SERIES] CLASS 1	Non-US Equity	LLC Manager	Non-US Equity	>\$1,000,000
NOVARTIS AG-ADR SPONSORED ADR CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
OWENS-ILLINOIS INC CMN	Materials	Metal & Glass Containers	US Equity	\$10,001 - \$100,000
PERRIGO COMPANY CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
PFIZER INC. CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
PLAINS ALL AMERICAN PIPELINE L.P. COMMON UNITS	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
PRECISION CASTPARTS CORP. CMN	Industrials	Aerospace & Defense	US Equity	\$10,001 - \$100,000
PRICELINE.COM INC CMN	Consumer Discretionary	Internet Retail	US Equity	\$10,001 - \$100,000
PROCTER & GAMBLE COMPANY (THE) CMN	Consumer Staples	Household Products	US Equity	\$10,001 - \$100,000
RALPH LAUREN CORP CMN CLASS A	Consumer Discretionary	Apparel, Accessories & Luxury Goods	US Equity	\$10,001 - \$100,000
REPUBLIC SERVICES INC CMN	Industrials	Environmental Services	US Equity	\$10,001 - \$100,000
ROSE ROCK MIDSTREAM L P CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
SANOFI SPONSORED ADR CMN	Health Care	Pharmaceuticals	US Equity	\$10,001 - \$100,000
SBA COMMUNICATIONS CORP CMN	Telecommunication Services	Wireless Telecommunication Services	US Equity	\$10,001 - \$100,000
SOUTHWEST AIRLINES CO CMN	Industrials	Airlines	US Equity	\$10,001 - \$100,000
SPDR EURO STOXX 50 FD ETF	Exchange Traded Fund		Non-US Equity	\$10,001 - \$100,000
STATE STREET CORPORATION (NEW) CMN	Financials	Asset Management & Custody Banks	US Equity	\$10,001 - \$100,000
SYSCO CORPORATION CMN	Consumer Staples	Food Distributors	US Equity	\$10,001 - \$100,000
TARGA RESOURCES PARTNERS LP CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
TEEKAY LNG PARTNERS L.P. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
TESORO LOGISTICS LP CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
TEXAS INSTRUMENTS INC. CMN	Information Technology	Semiconductors	US Equity	\$10,001 - \$100,000
THE WILLIAMS COMPANIES, INC. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$2,000 - \$10,000
THERMO FISHER SCIENTIFIC INC CMN	Health Care	Health Care Equipment	US Equity	\$10,001 - \$100,000
TIME WARNER INC. CMN	Consumer Discretionary	Movies & Entertainment	US Equity	\$10,001 - \$100,000
UNITEDHEALTH GROUP INCORPORATE CMN	Health Care	Managed Health Care	US Equity	\$10,001 - \$100,000
VERISK ANALYTICS INC. CMN CLASS A	Industrials	Research & Consulting Services	US Equity	\$10,001 - \$100,000
VONTOBEL: NON-US EQUITY LLC - CLASS 1	Non-US Equity	LLC Manager	Non-US Equity	\$100,001 - \$1,000,000
WEATHERFORD INTERNATIONAL LTD CMN	Energy	Oil & Gas Equipment & Services	US Equity	\$10,001 - \$100,000
WELLPOINT, INC. CMN	Health Care	Managed Health Care	US Equity	\$10,001 - \$100,000
WILLIAMS PARTNERS L. P. CMN	Energy	Oil & Gas Refining, Marketing & Transportation	US Equity	\$10,001 - \$100,000
WISDOM TREE JAPAN HEDGED EQUITY FUND	Exchange Traded Fund		Non-US Equity	\$100,001 - \$1,000,000
WYNN RESORTS, LIMITED CMN	Consumer Discretionary	Casinos & Gaming	US Equity	\$10,001 - \$100,000

This only includes positions held at the close of business on 12/31/12 (and not positions closed in 2012) that have a value greater than \$2,000. **GICS classification developed by and the exclusive property of MSCI and Standard + Poor's.