

ANNUAL STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2012
OF THE CONDITIONS AND AFFAIRS OF

FRANKLIN REGIONAL RETIREMENT SYSTEM

Organized under the Laws of the Commonwealth of Massachusetts to the
PUBLIC EMPLOYEE RETIREMENT ADMINISTRATION COMMISSION

Date of Certificate: February 4, 1939

Effective Date: January 1, 1940

Administration Offices located at:

278 Main Street - Suite 311 Greenfield MA 01301

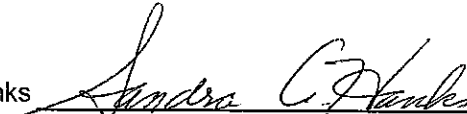
Telephone Number (413) 774-4837

We, the undersigned members of the Franklin Regional Board of Retirement, certify under the penalties of perjury, that we are the official board members of said retirement system, and that on the thirty-first day of December last all of the herein-described assets were the absolute property of said retirement system, free and clear from any liens or claims thereon, except as stated, and the following statements, with the schedules and explanations therein contained, annexed, or referred to, are a full and correct exhibit of all the assets, liabilities, income and disbursements, changes in fund balances and of the conditions and affairs of the said retirement system on the said thirty-first day of December last, and for the year ended on that date, according to the best of our information, knowledge and belief, respectively.

BOARD OF RETIREMENT

First Member - Chair/Treasurer
Term Expires December 31, 2014

Sandra A. Hanks



Second Member Appointed by Advisory Council
Term Expires December 31, 2015

Herbert L. Sanderson, Jr.



Third Elected Member
Term Expires December 31, 2014

Mary A. Stokarski



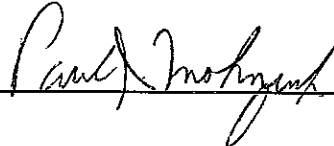
Fourth Elected Member
Term Expires December 31, 2013

David R. Gendron



Fifth Appointed Member
Term Expires June 30, 2015

Paul J. Mokrzecki



INVESTMENT MANAGERS

see next page

INVESTMENT CONSULTANT

Dahab Associates, 450 Washington St, Dedham, MA

CUSTODIAN

Comerica Bank, P.O. Box 75000, Detroit, MI

ANNUAL STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2012

FRANKLIN REGIONAL RETIREMENT SYSTEM

Investment Managers:

Daruma Asset Management, Inc.	80 West 40 th Street, 9 th Floor New York, NY 10018
Polen Capital Management	2700 N. Military Trail, Suite 230 Boca Raton, FL 33431
Income Research & Management	100 Federal Street, 33rd Floor Boston, MA 02110-4106
Pension Reserve Investment Mgmt.	84 State Street, Suite 250 Boston, MA 02109
O'Shaughnessy Asset Management	6 Suburban Avenue Stamford, CT 06901
Seizert Capital Partners	185 Oakland Avenue, Suite 100 Birmingham, MI 48009
Rhumblin Advisors	30 Rowes Wharf, Suite 420 Boston, MA 02110
Prudential Investment Management	8 Campus Drive Parsippany, NJ 07054

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

ANNUAL STATEMENT BALANCE TESTS

1 ASSET BALANCE

Assets Previous Year	\$84,547,387.26
Income Current Year	20,597,074.61
Disbursements Current Year	<u>(9,043,187.03)</u>
Assets Current Year	96,101,274.84

2 ASSET DIFFERENCE

Assets Current Year	\$96,101,274.84
Assets Previous Year	<u>(84,547,387.26)</u>
Difference	\$11,553,887.58

3 INCOME DIFFERENCE

Income Current Year	\$20,597,074.61
Disbursements Current Year	<u>(9,043,187.03)</u>
Difference	\$11,553,887.58

4 FUND CHANGE DIFFERENCE

Total Fund Change Credits Current Year	\$22,711,353.65
Total Fund Change Debits Current Year	<u>(11,157,466.07)</u>
Difference	\$11,553,887.58

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

ASSETS & LIABILITIES

		<u>2012</u>	<u>2011</u>	<u>2010</u>
1	1040 Cash	1,335,467.01	844,585.01	909,052.91
3	1180 Fixed Income Securities	0.00	0.00	0.00
5	1170 Equities (at market value)	25,682,411.65	11,713,011.94	13,361,147.96
6	1172 Pooled Domestic Equity Funds	0.00	7,338,112.72	6,586,939.31
7	1173 Pooled International Equity Funds	0.00	0.00	0.00
9	1181 Pooled Domestic Fixed Income Funds	12,017,655.92	10,748,026.51	8,869,330.80
13	1194 Pooled Real Estate Funds	4,989,676.41	3,615,753.89	3,917,016.78
18	1199 PRIT Fund	51,759,032.91	50,125,034.05	49,563,855.27
19	1350 Prepaid Expenses	4,671.65	4,349.38	5,128.45
20	1398 Accounts Receivable (A)	426,368.94	370,870.70	693,568.41
21	1550 Interest Due and Accrued	65.80	45.89	46.43
22	2020 Accounts Payable (A)	<u>(114,075.45)</u>	<u>(212,402.83)</u>	<u>(73,238.39)</u>
	Total	96,101,274.84	84,547,387.26	83,832,847.93
Funds:				
1	3293 Annuity Savings Fund	\$27,352,295.53	26,819,918.64	26,004,391.75
2	3294 Annuity Reserve Fund	\$8,074,409.17	7,322,171.29	6,766,401.29
3	3295 Military Service Fund	\$3,491.54	3,488.05	3,481.09
4	3296 Pension Fund	\$5,754,170.55	5,661,801.18	5,696,918.11
6	3297 Pension Reserve Fund	<u>\$54,916,908.05</u>	<u>44,740,008.10</u>	<u>45,361,655.69</u>
	Total Assets at Market Value	\$96,101,274.84	84,547,387.26	83,832,847.93

Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012

	Balance 12/31 Prior Year	Receipts	Interfund Transfers	Disbursements	Balance 12/31 Current Year
3293 Annuity Savings Fund	\$26,819,918.64	3,277,821.41	(\$1,765,167.86)	(\$980,276.66)	\$27,352,295.53
3294 Annuity Reserve Fund	\$7,322,171.29	235,693.26	1,768,622.95	(1,252,078.33)	\$8,074,409.17
3296 Pension Fund	\$5,661,801.18	5,623,854.14	342,201.00	(5,873,685.77)	\$5,754,170.55
3295 Military Service Fund	\$3,488.05	3.49	0.00	0.00	\$3,491.54
3298 Expense Fund	\$0.00	937,146.27	0.00	(937,146.27)	\$0.00
3297 Pension Reserve Fund	\$44,740,008.10	10,522,556.04	(\$345,656.09)		\$54,916,908.05
TOTAL ALL FUNDS	\$84,547,387.26	\$20,597,074.61	\$0.00	(\$9,043,187.03)	\$96,101,274.84
Annuity Savings Fund to Pension Reserve Fund to Pension Reserve Fund to	Annuity Reserve Fund Annuity Savings Fund Pension Fund		\$1,768,622.95 \$3,455.09 \$342,201.00	for Retirements transfers and refunds from 10 Year Write Offs Pension Fund Appropriation FY13	

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

RECEIPTS

	<u>2012</u>	<u>2011</u>	<u>2010</u>
1 Annuity Savings Fund:			
(a) 4891-Members Deductions	\$ 2,759,548.30	\$ 2,780,511.29	\$ 2,799,243.18
(b) 4892-Transfers From Other Systems	340,824.24	340,446.46	135,888.25
(c) 4893-Member Make Up Payments and Redeposits	40,059.06	42,554.14	61,738.97
(d) 4900-Member Payments from Rollovers	84,146.80	38,619.66	46,797.36
(e) Investment Income Credited to Members Accounts	53,243.01	84,811.45	79,743.18
Subtotal	3,277,821.41	3,286,943.00	3,123,410.94
2 Annuity Reserve Fund			
(a) Investment Income Credited to Annuity Reserve Fund	235,693.26	204,281.91	191,009.52
Subtotal	\$235,693.26	\$204,281.91	\$191,009.52
3 Pension Fund			
(a) 4898-3(8)(c) Reimbursements From Other Systems	308,020.74	292,295.53	264,159.90
(b) 4899-Received From Commonwealth for COLA and Survivor Benefits	67,626.01	90,179.00	100,544.51
(c) 4894-Pension Fund Appropriation	5,202,363.00	4,954,423.00	4,378,679.44
(d) 4840 -Workers' Compensation Settlements	45,844.39	0.00	0.00
Subtotal	5,623,854.14	5,336,897.53	4,743,383.85
4 Military Service Fund			
(a) 4890-Contribution Received from Municipality	-	-	1,679.11
(b) Investment Income Credited to Military Service Fund	3.49	6.96	5.39
Subtotal	3.49	6.96	1,684.50
5 Expense Fund			
(a) 4896-Expense Fund Appropriation	0.00	0.00	0.00
(b) Investment Income Credited to Expense Fund	937,146.27	829,130.91	784,072.75
Subtotal	937,146.27	829,130.91	784,072.75
6 Pension Reserve Fund			
(a) 4897-Federal Grant Reimbursement	-	-	-
(b) 4895-Pension Reserve Appropriation	206.12	54,730.76	494,454.28
(c) 4822-Interest Not Refunded	12,997.99	8,777.41	3,958.75
(d) 4825-Miscellaneous Income	7,814.73	383.94	1,840.32
(e) Excess Investment Income	10,501,537.20	(683,789.22)	10,041,619.95
Subtotal	10,522,556.04	-619,897.11	10,541,873.30
TOTAL RECEIPTS	20,597,074.61	9,037,363.20	19,385,434.86

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

DISBURSEMENTS

	<u>2012</u>	<u>2011</u>	<u>2010</u>
1 Annuity Savings Fund:			
(a) 5757-Refunds to Members	\$541,614.44	\$594,635.44	\$312,564.22
(b) 5756-Transfers to Other Systems	438,662.22	447,249.56	441,656.71
Subtotal	\$980,276.66	\$1,041,885.00	\$754,220.93
2 Annuity Reserve Fund:			
(a) 5750-Annuities Paid	\$1,203,873.31	\$1,067,196.96	\$964,187.80
(b) 5759-Option B Refunds	\$48,205.02	\$12,596.54	0.00
Subtotal	\$1,252,078.33	\$1,079,793.50	\$964,187.80
3 Pension Fund:			
(a) 5751-Pensions Paid			
Regular Pension Payments	\$4,823,937.25	\$4,285,709.50	\$3,989,389.16
Survivorship Payments	\$273,173.63	\$261,162.44	\$205,917.51
Ordinary Disability Payments	\$14,348.32	\$21,115.62	\$24,343.92
Accidental Disability Payments	\$351,531.18	\$352,887.26	\$307,017.38
Accidental Death Payments	\$58,228.16	\$67,693.68	\$98,433.37
Section 101 Benefits	\$0.00		
(b) 5755-3(8)(c) Reimbursements to Other Systems	\$284,841.22	\$293,266.96	\$556,670.49
(c) 5752-COLA's Paid	67,626.01	90,179.00	103,458.14
(d) 5753-Chapter 389 Beneficiary Increase Paid	0.00	0.00	0.00
Subtotal	\$5,873,685.77	\$5,372,014.46	\$5,285,229.97
4 Military Service Fund:			
(a) 4890-Return to Municipality for Members who withdrew their funds	0.00	0.00	0.00
Subtotal	0.00	0.00	0.00
5 Expense Fund:			
(a) 5118-Board Member Stipend	\$19,666.60	\$18,000.00	\$18,000.00
(b) 5119-Salaries	\$236,493.31	\$233,572.25	\$230,732.28
(c) 5304-Management Fees	\$504,924.98	\$442,197.97	\$391,767.90
(d) 5305-Custodial Fees	\$13,559.18	\$10,000.00	\$15,070.33
(e) 5307-Consultant Fees	\$20,000.00	\$20,000.00	\$20,000.00
(f) 5308-Legal Expenses	\$29,149.45	\$6,701.00	\$14,941.00
(g) 5309-Medical Expenses	\$0.00	\$0.00	\$0.00
(h) 5310-Fiduciary Insurance	\$10,089.00	\$9,803.50	\$9,498.00
(i) 5311-Service Contracts	\$0.00	\$0.00	\$0.00
(j) 5312-Rent	\$17,641.80	\$17,424.00	\$17,424.00
(k) 5315-Professional Services	\$14,950.00	\$14,450.00	\$16,450.00
5315-002-Actuarial Services	\$11,006.00		
(l) 5320-Education and Training	\$16,530.00	\$9,238.00	\$1,865.00
(m) 5589-Administrative Expenses	\$40,314.92	\$37,686.54	\$42,100.25
(n) 5599-Furniture and Equipment	\$1,234.15	\$7,536.93	\$3,213.22
(o) 5719-Travel	\$1,586.88	\$2,520.72	\$3,010.77
Subtotal	\$937,146.27	\$829,130.91	\$784,072.75
TOTAL DISBURSEMENTS	\$9,043,187.03	\$8,322,823.87	\$7,787,711.45

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

Investment Income

	2012	2011	2010
Investment Income Received From:			
(a) Cash (from Schedule 1)	3,504.76	5,539.78	4,327.26
(b) Short Term Investments (from Schedule 2)	-	-	-
(c) Fixed Income Securities (from Schedules 3A and 3C)	-	-	-
(d) Equities (from schedules 4A and 4C)	363,284.21	104,041.58	92,237.28
(e) Pooled Funds (from Schedule 5)	1,826,302.79	1,746,098.88	1,492,735.11
(f) Commission Recapture			
4821- TOTAL INVESTMENT INCOME	2,193,091.76	1,855,680.24	1,589,299.65
Plus:			
4884-Realized Gains (Profits)	2,459,905.82	2,594,474.68	2,344,974.80
4886-Unrealized Gains (Incr. in Market Value)	\$11,712,838.88	8,832,163.14	14,549,389.06
1550-Interest Due and Accrued- Current Year	65.80	45.89	46.43
	14,172,810.50	11,426,683.71	16,894,410.29
Less:			
4823-Paid Accrued Interest on Fixed Income Securites	-	-	-
4885-Realized Losses	(698,087.04)	(1,602,666.80)	(564,373.81)
4887-Unrealized Losses (Decrease in Market Value)	(3,940,146.10)	(11,245,208.71)	(6,822,882.97)
1550-Interest Due and Accrued- Prior Year	(45.89)	(46.43)	(2.37)
	(4,684,329.03)	(12,896,582.74)	(13,430,169.15)
NET INVESTMENT INCOME	11,727,623.23	434,442.01	11,096,450.79
Income Required:			
Annuity Savings Fund (From supplementary schedule)	53,243.01	84,811.45	79,743.18
Annuity Reserve Fund	235,693.26	204,281.91	191,009.52
Expense Fund	937,146.27	829,130.91	784,072.75
Military Service Fund	3.49	6.96	5.39
	1,226,086.03	1,118,231.23	1,054,830.84
TOTAL INCOME REQUIRED	1,226,086.03	1,118,231.23	1,054,830.84
Net Investment Income	11,727,623.23	434,442.01	11,096,450.79
Less Income Required:	(1,226,086.03)	(1,118,231.23)	(1,054,830.84)
EXCESS INCOME TO PENSION RESERVE FUND	10,501,537.20	(683,789.22)	10,041,619.95

Annual Statement of the Franklin Regional Retirement System for Year Ended December 31, 2012

MEMBERSHIP FOR CURRENT YEAR

ACTIVE MEMBERS	Group 1	Group 2&4	TOTAL
Active Membership Dec 31, previous year	1,023	112	1,135
Inactive Membership Dec.31, previous year	353	81	434
Enrolled during current year	120	5	125
Transfers between groups	-	-	-
Reinstatements of disabled members	1	-	1
SUBTOTAL	1,497	198	1,695
Deduct			
Death	-	-	-
Withdrawal	(96)	(12)	(108)
Retirements	(35)	(4)	(39)
Adj. for members multiple units	-	-	-
SUBTOTAL	(131)	(16)	(147)
TOTAL	1,366	182	1,548
Active Membership Dec 31, current year	955	95	1,050
Inactive Membership Dec.31, current year	411	87	498

RETIREE MEMBERS, BENEFICIARIES and SURVIVORS

Retired Beneficiary, and Survivor Membership, Dec. 31, previous year	438	47	485
Retirements during the year:			
Superannuation	33	4	37
Ordinary disability	-	-	-
Accidental disability	2	-	2
Termination Retirement Allowance	-	-	-
Beneficiary of Deceased Retiree	-	-	-
Survivor benefits from active membership	-	-	-
SUBTOTAL	35	4	39
Deduct			
Deaths of retired members	(20)	(1)	(21)
Termination of Survivors Benefits	(2)	(1)	(3)
Reinstatement of disabled pensions	-	-	-
SUBTOTAL	(22)	(2)	(24)
TOTAL	13	2	15
Retired Membership Dec. 31, current year	404	36	440
Superannuation	404	36	440
Ordinary disability	2	-	2
Accidental disability	9	6	15
Termination	-	-	-
Beneficiaries from accidental deaths	1	3	4
Beneficiaries from Section 100	-	-	-
Beneficiaries from Section 101	-	-	-
Beneficiaries under Option (C)	13	2	15
Option (D) Survivor Allowance	20	2	22
Section 128 Survivor Allowance	2	-	2
TOTAL	451	49	500
Total Retired, Beneficiary and Survivor Membership, Dec. 31, current year	1,817	231	2,048

TOTAL MEMBERSHIP

Active, Inactive, Retired, Beneficiary and Survivor, Dec. 31, current year	1,817	231	2,048
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**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

Schedule A

Detail of Accounts Receivable and Accounts Payable

	<u>Amount</u>	<u>Original Date</u>
<u>Accounts Receivable</u>		
1398 State COLA Receivable	-	12/31/2012
4891 Member Deductions	\$161,830.38	12/31/2012
4894 Pension Fund Appropriation	259,458.56	12/31/2012
5119 PrePaid Employee Insurance	2,136.36	12/31/2012
5312 PrePaid Rent Expense	1,495.56	12/31/2012
5589 PrePaid Administrative Expenses	1,039.73	12/31/2012
1398 Stone Consulting for FRCOG	5,080.00	12/31/2012
 TOTAL RECEIVABLES	 \$ 431,040.59	
 <u>Accounts Payable</u>		
5119 Salaries	13,120.28	12/31/2012
5304 Management fees	69,818.06	12/31/2012
5305 Custodial Fees	3,750.53	12/31/2012
5307 Investment Consultant	5,000.00	12/31/2012
5308 Legal Expense	1,826.00	12/31/2012
5315 Professional Services	11,081.00	12/31/2012
5589 Administrative expense	5,439.58	12/31/2012
4891 Member Deductions	-	12/31/2012
4891 Member Deductions	-	12/31/2012
5755 3(8)c	-	12/31/2012
5320 Education and Training	4,040.00	12/31/2012
 TOTAL PAYABLES	 \$ 114,075.45	

**Annual Statement
Franklin Regional Retirement System
December 31, 2012**

**Annuity Reserve Interest Calculation
(Interest Posted to the Annuity Reserve Fund)**

Month	Debit Balance		Transfers Out	Credit Balance		Balance	Balance X .0025
	5750	5759		3294	Transfers In		
2011 Interest for Dis. Retirees					450.33		450.33
Dec. 31, 2011 with 2011 Dis. Retirees added				7,322,171.29	36,528.44	7,359,150.06	18,397.88
January 31, 2012	91,920.46				539,692.87	7,806,922.47	19,517.31
February 28, 2012	94,985.46					7,711,937.01	19,279.84
March 31, 2012	101,716.35					7,610,220.66	19,025.55
April 30, 2012	98,862.96				109,900.77	7,621,258.47	19,053.15
May 31, 2012	97,099.99				63,816.58	7,587,975.06	18,969.94
June 30, 2012	97,299.76				446,457.99	7,937,133.29	19,842.83
July 31, 2012	99,977.06				267,519.72	8,104,675.95	20,261.69
August 31, 2012	99,342.66				145,589.95	8,150,923.24	20,377.31
September 30, 2012	108,583.93				79,159.18	8,121,498.49	20,303.75
October 31, 2012	104,620.90				78,436.03	8,095,313.62	20,238.28
November 30, 2012	105,155.51	48,205.02				7,990,158.11	19,975.40
December 31, 2012	104,308.27				1,521.42	7,887,371.26	

totals: 1,203,873.31 48,205.02

1,768,622.95

235,693.26

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

APPENDIX PAGE 1

PLAN DESCRIPTION

The plan is a contributory defined benefit plan covering all Franklin Regional Retirement System member unit employees deemed eligible by the retirement board, with the exception of school department employees who serve in a teaching capacity. The pensions of such school employees are administered by the Teachers' Retirement Board.

Instituted In 1940, the System is a member of the Massachusetts Contributory Retirement System and is governed by Chapter 32 of the Massachusetts General laws. Membership in the plan is mandatory immediately upon the commencement of employment for all permanent, full-time employees.

The system provides for retirement allowance benefits up to a maximum of 80% of a member's highest three- year average annual rate of regular compensation. Benefit payments are based upon a member's age, length of creditable service, level of compensation, and group classification.

Members become vested after ten years of creditable service. A superannuation retirement allowance may be received upon the completion of twenty years of service or upon reaching the age of 55 with ten years of service. Normal retirement for most employees occurs at age 65 (for certain hazardous duty and public safety positions, normal retirement is at age 55).

A retirement allowance consists of two parts: an annuity and a pension. A member's accumulated total deductions and a portion of the interest they generate constitute the annuity. The differential between the total retirement benefit and the annuity is the pension. The average retirement benefit is approximately 80- 85% pension and 15-20% annuity.

Active members contribute either 5, 7, 8, or 9% of their gross regular compensation. Members joining the retirement system after January 1, 1979 must contribute an additional 2% on regular compensation earned at a rate in excess of \$30,000. The percentage rate is keyed to the date upon which an employee's membership commences. These deductions are deposited in the Annuity Savings Fund and earn interest at a rate determined by the Executive Director of PERAC according to statute. When a member's retirement becomes effective, his/her deductions and related interest are transferred to the Annuity Reserve Fund. Cost-of-living adjustments and any other increase in benefits imposed by state law granted between 1981 and 1996 are borne by the state.

The pension portion of any retirement benefit is paid from the Pension Fund of the System. The governmental unit employing the member must annually appropriate and contribute the amount of current year pension payments as determined by PERAC's Actuary. Until recently, retirement systems were paying only the actual retirement benefits that were due each year. Systems had no statutory authorization to put aside any money for the future benefits of employees who are now working. large unfunded liabilities resulted from operating upon this pay-as-you-go basis. In 1977, legislation authorized local governments to appropriate funds to meet future pension obligations.

In 1983, additional legislation was passed requiring the transfer of investment earnings (In excess of the amount credited to member accounts) into the Pension Reserve Fund. These Initiatives have significantly reduced the rate of growth of the retirement systems' unfunded liabilities, and in some systems have actually reduced such liability.

Administrative expenses are funded through excess Investment income.

Members who become permanently and totally disabled for further duty may be eligible to receive a disability retirement allowance. The amount of benefits to be received in such cases is dependent upon several factors including: whether or not the disability is work related, the member's age, years of creditable service, level of compensation, veteran's status, and group classification.

Employees who resign from service and who are not eligible to receive a retirement allowance or are under the age of 55 are entitled to request a refund of their accumulated total deductions. In addition, depending upon the number of years of creditable service, such employees are entitled to receive either zero (0%) percent, fifty (50%) percent, or one hundred (100%) percent of the regular interest which has accrued upon those deductions. Survivor benefits are extended to eligible beneficiaries of members whose death occurs prior to or following retirement.

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

APPENDIX PAGE 2

SIGNIFICANT ACCOUNTING POLICIES

The accounting records of the System are maintained on a calendar year basis in accordance with the standards and procedures established by the Executive Director of Public Employee Retirement Administration Commission. All investments are stated at market value at the end of the year.

The *Annuity Savings Fund* is the fund in which members' contributions are deposited. Active members contribute either 5, 7, 8 or 9% of their gross regular compensation. Voluntary contributions, redeposits, and transfers to and from other systems, are also accounted for in this fund. Members' contributions to the fund earn interest at a rate determined by PERAC. Interest for some members who withdraw with less than ten years of service is transferred to the Pension Reserve Fund. Upon retirement, a members' contributions and interest are transferred to the Annuity Reserve Fund. Dormant account balances must be transferred to the Pension Reserve Fund after a period of ten years of inactivity.

The *Annuity Reserve Fund* is the fund to which a member's account is transferred upon retirement from the Annuity Savings Fund and Special Military Service Credit Fund. The annuity portion of the retirement allowance is paid from this fund. Interest is credited monthly to this fund at the rate of 3% annually on the previous month's balance.

The *Special Military Service Credit Fund* contains contributions and interest for members while on a military leave for service in the Armed Forces who will receive creditable service for the period of that leave.

The *Expense Fund* contains amounts transferred from investment income or appropriated by the governmental units for the purposes of administering the retirement system.

The *Pension Fund* contains the amounts appropriated by the governmental units as established by PERAC to pay the pension portion of each retirement allowance.

The *Pension Reserve Fund* contains amounts appropriated by the governmental units for the purposes of funding future retirement benefits. Any profit or loss realized on the sale or maturity of any investment or on the unrealized gain of a market valued investment as of the valuation date is credited to the Pension Reserve Fund. Additionally, any investment income in excess of the amount required to credit interest to the Annuity Savings Fund, Annuity Reserve Fund, Expense Fund, and Special Military Service Credit Fund is credited to this Reserve account.

The *Investment Income Account* is credited all income derived from invested funds. At the end of the year the income credited to the Annuity Savings Fund, Annuity Reserve Fund, Expense Fund, and Special Military Service Credit Fund is distributed from this account and the remaining balance is transferred to the Pension Reserve Fund.

**Annual Statement of the Franklin Regional Retirement System for
the Year Ended December 31, 2012**

APPENDIX PAGE 3

PERAC INFORMATION DISCLOSURE

The most recent actuarial valuation of the System was prepared by Stone Consulting, Inc. as of January 1, 2012

The normal cost for employees on that date was:	2,629,061	8.8% of payroll
The normal cost for the employer on that date was:	1,205,608	4.0% of payroll

The actuarial liability for active members was:	71,129,850
The actuarial liability for retired members was (includes inactives):	<u>64,193,444</u>
Total actuarial accrued liability:	<u>135,323,294</u>

System assets as of that date:	<u>85,648,257</u>
Unfunded actuarial accrued liability:	49,675,037

The ratio of system's assets to total actuarial liability was:	63%
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As of that date the total covered employee payroll was:	30,037,760
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The principal actuarial assumptions used in the valuation are as follows:	
Investment Return	7.875% per annum
Rate of Salary Increase	4.25% per year

SCHEDULE OF FUNDING PROGRESS (Dollars in \$000's)

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UALL as a % of Covered Payroll ((b-a)/c)
01/01/2012	85,648	135,323	49,675	63%	30,038	165%
01/01/2010	79,459	119,349	39,891	67%	29,457	135%
01/01/2008	77,859	105,972	28,113	73%	30,302	93%
01/01/2006	61,539	91,823	30,284	67%	26,229	115%
01/01/2003	41,299	72,770	31,471	57%	23,638	133%
01/01/2001	42,002	57,235	15,233	73%	17,923	85%
01/01/1998	41,568	64,535	22,967	64%	15,254	151%
01/01/1995	24,578	49,024	24,446	50%	11,638	210%

Schedule No: 1
Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
Cash Account Activity During Year

	(A)	(B)	(C)	(D)	(E)	(F)	(G)		
Description	Account No.	Interest Rate at Year End	Book Value at End of Previous Yr	Total Deposits This Year	Income Reinvested/ Redeposited Into Account	Withdrawals During Year	=A+B+C-D Book Value Dec 31st Current Yr	Cash Income Pd to System Not Reinvested or Redeposited	Interest Due and Accrued on Dec. 31st
1041	8244123464	0.01%	2,003.35	8,958,642.17	12.62	8,958,201.76	2,456.38		
1041	8244123456	0.20%	287,750.49	12,295,347.76	2,002.54	12,138,884.12	446,216.67		
1042	1055059842		185,944.28	2,868,365.89	315.82	2,811,324.01	243,301.98		
1042	1055057639		321,927.25	4,526,715.81	484.11	4,555,928.12	293,199.05		20.76
1042	1055063221			6,086,808.14	470.25	5,870,487.22	216,791.17		23.05
1042	1055063249			8,080,013.11	219.42	7,946,780.77	133,451.76		12.79
1047	IRM F200800								9.20
1048	Prudential PRISA-Cash Holding Account		46,909.64			46,909.64			
1099	PETTY CASH		50.00				50.00		
			\$ 844,585.01	\$ 42,815,892.88	\$ 3,504.76	\$ 42,328,515.64	\$ 1,335,467.01	\$ -	\$ 65.80

Schedule No: 2
Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
Short Term Securities

Description	(A) Date Acquired	(B) Par Value	(C) Cost Including Commissions	(D) Amount Received At Maturity Less Commissions and Excluding Interest	(E) Book Value Dec. 31st Current Year	(F) Interest Received During Year	(G) Due and Accrued Dec. 31st
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NONE

The Franklin Regional Retirement System

has no activity to report on

Schedules 2, 3A, 3B, and 3C.

Schedule No. 3A
 Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
 Domestic Fixed Income Securities Owned at End of Year

<u>Description</u>	(A)	(B)	(C)	(D)	(E)	(F)	(G)
	<u>CUSIP</u>	Cost or Market Value at End of Prior Year	<u>Unrealized Gain</u>	<u>Unrealized Loss</u>	<u>Market Value</u>	Interest Received During Year	Interest Due and Accrued Dec. 31st

NONE

The Franklin Regional Retirement System

has no activity to report on

Schedules 2, 3A, 3B, and 3C.

Schedule No. 3B
Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
Domestic Fixed Income Securities Purchased During Year

Description	(A) CUSIP NO	(B) Par Value	(C) Date Acquired (Trade Date)	(D) Name of Broker	(E) Comm- issions Paid	(F) Paid Accrued Interest	(G) Cost Excluding Accrued Interest But Including Commissions
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NONE

The Franklin Regional Retirement System

**has no activity to report on
Schedules 2, 3A, 3B, and 3C.**

Schedule No. 3C
 Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
 Domestic Fixed Income Securities Sold During Year

(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)
CUSIP	Par Value	Date Sold or Matured (Trade Date)	Name of Broker	Commissions Paid	Market Value Previous Dec 31st or cost if purchased Current Year	Amount Received on Sale Less Commissions Excluding Accrued Interest	=G- F Realized Gain	=G- F Realized Loss	Interest Received During Year Including Interest Sold

The Franklin Regional Retirement System

has no activity to report on

Schedules 2, 3A, 3B, and 3C.

Description
 NONE

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012

Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G - F-D-E UNREALIZED GAIN	H - F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
ABBOTT LABS	002824100	4,763.00	65.50	0.00	286,508.24	311,976.50	25,468.26	0.00	5,784.93
ACCENTURE PLC CL A	G1151C101	4,108.00	66.50	0.00	244,969.43	273,182.00	28,212.57	0.00	6,948.45
ACXIOM CORP	005125109	20,308.00	17.46	214,529.70	42,233.97	354,577.68	97,814.01	0.00	0.00
ADVANCE AUTO PARTS	00751Y106	84.00	72.35	0.00	6,811.56	6,077.40	0.00	-734.16	10.08
ADVANTAGE OIL & GAS LTD	00765F101	32,101.00	3.24	171,768.60	-41,843.21	104,007.24	0.00	-25,918.15	0.00
AETNA INC	00817Y108	2,459.00	46.31	0.00	116,134.39	113,876.29	0.00	-2,258.10	1,517.96
AETNA INC	00817Y108	4,129.00	46.31	0.00	153,791.89	191,213.99	37,422.10	0.00	722.58
AGILENT TECHNOLOGIES INC	00846U101	4,102.00	40.94	0.00	153,514.37	167,935.88	14,421.51	0.00	310.20
ALLERGAN INC	018490102	3,450.00	91.73	0.00	307,898.82	316,468.50	8,569.68	0.00	502.50
AMERIPRISE FINL INC	03076C106	3,856.00	62.63	0.00	208,239.14	241,501.28	33,262.14	0.00	3,246.20
AMERISOURCEBERGEN CORP	03073E105	3,810.00	43.18	0.00	146,369.72	164,515.80	18,146.08	0.00	1,584.65
AMGEN INC	031162100	1,026.00	86.20	0.00	90,886.68	88,441.20	0.00	-2,445.48	104.40
APPLE INC	037833100	857.00	532.17	0.00	471,287.68	456,072.18	0.00	-15,215.50	4,319.50
ARMSTRONG WORLD INDS INC NEW	04247X102	6,132.00	50.73	198,292.40	72,358.85	311,076.36	40,425.11	0.00	38,646.00
ASTRAZENECA PLC SPON ADR	046353108	3,929.00	47.27	0.00	178,433.69	185,723.83	7,290.14	0.00	3,178.80
AUTOZONE INC	053332102	195.00	354.43	0.00	73,692.04	69,113.85	0.00	-4,578.19	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	1,994.00	21.91	0.00	39,704.19	43,678.57	3,974.38	0.00	6,489.16
BEACON ROOFING SUPPLY INC	073685109	7,621.00	33.28	0.00	232,638.41	253,626.88	20,988.47	0.00	0.00

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G = F-D-E UNREALIZED GAIN	H = F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
BEST BUY	086516101	1,662.00	11.85	0.00	38,099.76	19,694.70	0.00	-18,405.06	2,685.57
BLACKROCK INC	09247X101	183.00	206.71	0.00	36,562.04	37,827.93	1,265.89	0.00	1,020.00
BRUNSWICK CORP	117043109	14,134.00	29.09	0.00	303,282.95	411,158.06	107,875.11	0.00	706.70
C H ROBINSON WORLDWIDE INC	12541W209	2,447.00	63.22	0.00	162,579.17	154,699.34	0.00	-7,879.83	3,767.05
CA INC	12673P105	4,599.00	21.98	0.00	111,775.34	101,086.02	0.00	-10,689.32	1,409.00
CADENCE DESIGN SYS	127387108	25,284.00	13.51	286,624.00	-21,746.48	341,586.84	76,709.32	0.00	0.00
CENTENE CORP	15135B101	7,094.00	41.00	0.00	263,517.94	290,854.00	27,336.06	0.00	0.00
CHECK POINT SOFTWARE TECH ADR	M2246S104	3,120.00	47.64	0.00	128,493.46	148,636.80	20,143.34	0.00	0.00
CHUBB CORP	17123Z101	1,032.00	75.32	0.00	69,655.87	77,730.24	8,074.37	0.00	3,130.35
CIENA CORP	171779309	13,220.00	15.70	190,575.00	-18,577.03	207,554.00	35,556.03	0.00	0.00
COCA-COLA ENTERPRISES INC NEW	19122T109	914.00	31.73	0.00	28,934.55	29,001.22	66.67	0.00	812.16
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	5,382.00	73.88	0.00	368,274.57	397,634.54	29,359.97	0.00	0.00
CONAGRA FOODS INC	205887102	1,287.00	29.50	0.00	33,564.96	37,966.50	4,401.54	0.00	2,596.84
CONOCOPHILLIPS	20825C104	4,162.00	57.99	0.00	236,163.76	241,354.38	5,190.62	0.00	7,184.10
COSTAR GROUP INC	22160N109	4,321.00	89.37	296,281.20	-3,386.26	386,167.77	93,272.83	0.00	0.00
CROCS INC COM	227046109	22,462.00	14.39	0.00	407,229.71	323,228.18	0.00	-84,001.53	0.00
DEALERTRACK HLDGS INC	242309102	10,021.00	28.72	0.00	286,829.14	287,803.12	973.98	0.00	0.00
DENBURY RESOURCES INC COM NEW	247916208	7,275.00	16.20	0.00	116,543.31	117,855.00	1,311.69	0.00	0.00

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G = F-D-E UNREALIZED GAIN	H = F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
DIANA SHIPPING INC	Y2066G104	15,985.00	7.30	119,306.00	-1,173.83	116,690.50	0.00	-1,441.67	0.00
DIGITALGLOBE INC	25389M877	9,543.00	24.44	0.00	220,936.77	233,230.92	12,294.15	0.00	0.00
DIRECTV	25490A309	4,573.00	50.16	0.00	214,369.88	229,381.68	15,011.80	0.00	0.00
ENDO PHARMACEUT HLDGS INC	29264F205	6,175.00	26.23	211,496.25	-2,254.70	161,970.87	0.00	-47,270.68	0.00
ENI S P A SPON ADR SPONSORED ADR	26874R108	1,099.00	49.14	0.00	49,530.68	54,004.86	4,454.18	0.00	0.00
EVEREST RE GROUP LTD	G3223R108	1,455.00	109.95	184,998.00	-59,725.45	159,977.25	34,704.70	0.00	3,199.20
FACTSET RESEARCH SYSTEMS INC	303075105	2,620.00	88.06	0.00	235,162.96	230,717.20	0.00	-4,445.76	2,371.50
FIFTH THIRD BANCORP COM	316773100	11,240.00	15.20	161,289.60	-17,017.80	170,848.00	26,576.20	0.00	3,833.60
FLOWSERVE CORP	34354P105	292.00	146.80	0.00	41,309.45	42,865.60	1,556.15	0.00	0.00
FOSTER WHEELER AG	H27178104	8,940.00	24.32	159,723.30	4,508.55	217,420.80	53,188.95	0.00	0.00
FRANCE TELECOM SA-SPON ADR	35177Q105	9,726.00	11.05	0.00	131,383.03	107,472.30	0.00	-23,910.73	8,944.77
FRANCISCAS HLDGS CORP	351793104	10,467.00	25.93	0.00	294,913.89	271,409.31	0.00	-23,504.58	0.00
GAMESTOP CORP NEW CL A	36467W109	6,480.00	25.09	149,606.00	-6,913.98	162,583.20	19,891.18	0.00	5,705.00
GAP INC	364760108	7,044.00	31.04	0.00	175,956.33	218,645.76	42,689.43	0.00	3,093.50
GOOGLE INC CL A	38259P508	540.00	707.38	0.00	336,297.81	381,985.20	45,687.39	0.00	0.00
GRAINGER W W INC	384802104	537.00	202.37	0.00	112,389.80	108,672.69	0.00	-3,717.11	429.60
HCC INS HLDGS INC	404132102	4,785.00	37.21	151,525.00	-15,977.19	178,049.85	42,502.04	0.00	3,316.58
HEALTHSOUTH CORP	421924309	13,713.00	21.11	251,938.86	-1,697.64	289,481.43	39,240.21	0.00	0.00

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G = F-D-E UNREALIZED GAIN	H = F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
INGERSOLL-RAND PLC	G47791101	2,234.00	47.96	0.00	90,552.61	107,142.64	16,590.03	0.00	988.48
INTEL CORP	458140100	3,688.00	20.62	0.00	98,868.72	76,046.56	0.00	-22,822.16	2,331.81
INTERFACE INC CL A	458665304	19,620.00	16.07	210,258.80	17,582.63	315,293.40	87,451.97	0.00	1,711.30
INTUIT INC	461202103	4,815.00	59.48	0.00	279,524.62	286,374.05	6,849.43	0.00	1,627.95
INTUITIVE SURGICAL INC	46120E602	590.00	490.37	0.00	303,835.91	289,318.30	0.00	-14,517.61	0.00
ION GEOPHYSICAL CORP	462044108	40,731.00	6.51	0.00	247,352.38	265,158.81	17,806.43	0.00	0.00
ITT INDS INC	450911201	8,205.00	23.46	111,824.05	43,751.35	192,489.30	36,913.90	0.00	2,687.69
KNOLL INC	498904200	17,000.00	15.36	226,611.00	24,130.64	261,120.00	10,378.36	0.00	7,075.60
KOHL'S CORP	500255104	3,941.00	42.98	0.00	193,148.48	169,384.18	0.00	-23,764.30	4,428.80
KROGER CO	501044101	4,451.00	26.02	0.00	104,246.61	115,815.02	11,568.41	0.00	1,158.88
L-3 COMMUNICATIONS HLDGS INC	502424104	2,720.00	76.62	170,367.40	4,463.88	208,406.40	33,575.12	0.00	5,195.00
L-3 COMMUNICATIONS HLDGS INC	502424104	3,068.00	76.62	0.00	207,303.35	235,070.16	27,766.81	0.00	3,893.50
LIBERTY MEDIA CORP NEW	530322106	200.00	116.01	0.00	22,124.54	23,202.00	1,077.46	0.00	0.00
LIBERTY MEDIA CORP NEW	530322106	3,290.00	116.01	407,421.00	-144,537.50	381,672.90	118,789.40	0.00	0.00
LIFE TIME FITNESS INC	53217R207	4,566.00	49.21	301,070.00	-88,822.95	224,692.86	12,445.81	0.00	0.00
LIMITED BRANDS	532716107	856.00	47.06	0.00	39,203.67	38,871.56	0.00	-332.11	3,923.50
LINCOLN NATL CORP IND	534187109	5,898.00	25.90	0.00	134,111.84	152,758.20	18,646.36	0.00	448.72
LOCKHEED MARTIN CORP	539830109	1,993.00	92.29	0.00	176,654.54	183,933.97	7,279.43	0.00	7,178.25

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G = F-D-E UNREALIZED GAIN	H = F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
LOEWS CORP	540424108	5,115.00	40.75	178,084.50	16,071.43	208,436.25	14,280.32	0.00	1,216.88
LOWES COS INC	548661107	5,165.00	35.52	0.00	146,944.25	183,460.80	36,516.55	0.00	2,988.84
LUMBER LIQUIDATORS HLDGS INC	55003T107	6,775.00	52.83	246,533.60	-112,588.35	357,923.25	223,978.00	0.00	0.00
MARRIOTT INTL INC NEW CL A	571903202	333.00	37.27	0.00	12,386.63	12,410.91	24.28	0.00	86.58
MARVELL TECHNOLOGY GROUP LTD	G5876H105	18,020.00	7.26	0.00	148,799.85	130,836.01	0.00	-17,963.84	1,081.20
MARVELL TECHNOLOGY GROUP LTD	G5876H105	2,278.00	7.26	0.00	34,515.87	16,539.65	0.00	-17,976.22	1,050.48
MAXIMUS INC	577933104	6,092.00	63.22	274,150.50	-19,624.32	385,136.24	130,610.06	0.00	2,234.07
MCGRAW-HILL COMPANIES INC	580645109	2,352.00	54.67	0.00	109,737.98	128,583.84	18,845.86	0.00	7,448.51
MICROSOFT CORP	594918104	10,666.00	26.71	0.00	338,513.29	284,885.66	0.00	-53,627.63	5,779.18
MOTOROLA SOLUTIONS INC.	620076307	2,888.00	55.68	0.00	146,134.85	160,803.84	14,668.99	0.00	324.14
MURPHY OIL CORP	626717102	3,537.00	59.55	141,969.78	52,202.00	210,628.35	16,456.57	0.00	12,613.48
NIKE INC CL B	654106103	5,662.00	51.60	0.00	280,845.88	292,159.20	11,313.32	0.00	1,798.14
NIPPON T & T CORP ADR	654624105	1,348.00	21.03	0.00	32,067.41	28,348.44	0.00	-3,718.97	0.00
NORFOLK SOUTHERN CORP SOUTHERN	655844108	781.00	61.84	0.00	54,806.35	48,297.04	0.00	-6,509.31	865.13
NORTHROP GRUMMAN CORP	666807102	2,642.00	67.58	0.00	163,118.50	178,546.36	15,427.86	0.00	3,741.10
O REILLY AUTOMOTIVE INC NEW	67103H107	316.00	89.42	0.00	28,521.21	28,256.72	0.00	-264.49	0.00
ORACLE CORPORATION	68389X105	8,376.00	33.32	0.00	251,652.59	279,088.32	27,435.73	0.00	3,373.20
PANDORA MEDIA INC COM	698354107	26,782.00	9.18	0.00	297,358.89	245,858.76	0.00	-51,500.13	0.00

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G = F-D-E UNREALIZED GAIN	H = F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
PINNACLE ENTERTAINMENT INC	723456109	18,796.00	15.83	226,568.00	-34,993.76	297,540.68	105,966.44	0.00	0.00
PROGRESS SOFTWARE CORP	743312100	13,973.00	20.99	234,715.50	37,971.11	293,293.27	20,606.66	0.00	0.00
QEP RES INC	74733V100	5,145.00	30.27	0.00	144,768.20	155,739.15	10,970.95	0.00	164.00
QUALCOMM INC	747525103	5,960.00	61.86	0.00	370,714.85	368,683.22	0.00	-2,031.63	4,340.00
RAYTHEON COMPANY	755111507	627.00	57.56	0.00	32,189.30	36,090.12	3,900.82	0.00	1,439.00
REDWOOD TRUST INC REIT	758075402	10,125.00	16.89	88,209.70	19,894.92	171,011.25	62,906.63	0.00	9,807.50
REGIONS FINL CORP	7591EP100	28,800.00	7.13	117,239.50	26,876.04	205,344.00	61,238.46	0.00	990.50
ROCKWELL COLLINS	774341101	310.00	58.17	0.00	16,872.33	18,032.70	1,160.37	0.00	93.00
ROGERS CORP	775133101	5,641.00	49.66	160,709.60	50,325.51	280,132.06	69,096.95	0.00	0.00
ROVI CORP	779376102	15,645.00	15.43	198,852.20	70,702.25	241,402.35	0.00	-28,152.10	0.00
ROYAL KPN NV ADR	780641205	14,231.00	4.90	0.00	146,103.85	69,717.67	0.00	-76,386.18	10,804.39
SAFEWAY INC	786514208	3,280.00	18.09	0.00	70,939.84	59,335.20	0.00	-11,604.64	4,074.53
SCHULMAN A INC	808194104	6,180.00	28.94	0.00	149,504.53	178,825.10	29,320.57	0.00	1,997.77
SEAGATE TECHNOLOGY	G7945M10	3,174.00	30.42	0.00	94,101.32	96,553.08	2,451.76	0.00	2,116.26
SEMTECH CORP COM	816850101	8,120.00	28.95	255,894.20	-55,935.49	235,074.00	35,115.29	0.00	0.00
SHUTTERFLY INC	82568P304	11,343.00	29.87	220,089.20	59,749.70	338,815.41	58,976.51	0.00	0.00
SLM CORP	78442P106	5,466.00	17.13	0.00	92,021.54	93,632.58	1,611.04	0.00	603.26
SOHU.COM INC	83408W103	4,440.00	47.34	0.00	197,913.22	210,189.60	12,276.38	0.00	0.00

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G = F-D-E UNREALIZED GAIN	H = F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
SOTHEBYS HLDGS INC CL A	835898107	7,573.00	33.62	177,171.30	42,816.67	254,604.26	34,616.29	0.00	3,495.64
STARBUCKS CORP	855244109	6,080.00	53.63	0.00	294,467.75	326,070.40	31,602.65	0.00	3,253.90
T ROWE PRICE GROUP INC	74144T108	5,200.00	65.12	0.00	320,227.72	338,608.92	18,381.20	0.00	11,966.00
TELECOM ITALIA SPA SPON ADR	87927Y102	2,808.00	9.05	0.00	32,095.44	25,412.40	0.00	-6,683.04	1,686.83
TELEFONICA SA SPONSORED ADR	879382208	447.00	13.49	0.00	5,643.68	6,030.03	386.35	0.00	0.00
TESSERA TECHNOLOGIES INC	88164L100	12,980.00	16.45	203,596.25	9,719.89	213,521.00	204.86	0.00	3,739.50
TIME WARNER CABLE INC	88732J207	1,987.00	97.19	0.00	158,623.96	193,116.53	34,492.57	0.00	3,279.92
TRAVELERS COS INC	89417E109	3,093.00	71.82	0.00	178,981.39	222,139.26	43,157.87	0.00	5,536.47
UNITED STATIONERS INC	913004107	8,459.00	30.99	218,803.20	43,922.95	262,144.41	0.00	-581.74	3,707.60
UNITED THERAPEUTICS CORP DEL	91307C102	2,425.00	53.42	113,636.25	2,679.20	129,543.50	13,228.05	0.00	0.00
UNUMPROVIDENT CORP	91529Y106	1,531.00	20.82	0.00	36,116.29	31,875.42	0.00	-4,240.87	736.57
VARIAN MEDICAL SYSTEMS INC	92220P105	3,807.00	70.24	0.00	249,190.08	267,403.68	18,213.60	0.00	0.00
VERA BRADLEY INC	92335C106	10,509.00	25.10	199,305.00	90,492.57	263,775.90	0.00	-26,021.67	0.00
VIACOM INC NEW CL B	92553P201	3,879.00	52.74	0.00	187,664.69	204,578.46	16,913.77	0.00	3,021.44
VIRGIN MEDIA INC	92769L101	5,334.00	36.75	0.00	149,622.27	196,024.50	46,402.23	0.00	411.04
VISTEON CORP	92839U206	4,390.00	53.82	181,781.60	29,481.86	236,269.80	25,006.34	0.00	0.00
WABTEC CORP	929740108	3,710.00	87.54	319,671.50	-58,145.47	324,773.40	63,247.37	0.00	652.90
WELLCARE HEALTH PLANS INC	94946T106	4,906.00	48.69	0.00	232,933.77	238,873.14	5,939.37	0.00	0.00

SCHEDULE 4A

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Owned at End of Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C SHARE PRICE	D MARKET VALUE END OF PRIOR YEAR	E BUY/SELL BOOK VALUE	F MARKET VALUE END OF CURRENT YEAR	G - F-D-E UNREALIZED GAIN	H - F-D-E UNREALIZED LOSS	I DIVIDENDS RECEIVED
WELLPOINT INC	94973V107	1,534.00	60.92	0.00	99,839.69	93,451.28	0.00	-6,388.41	1,877.67
WESTERN DIGITAL CORP	958102105	2,925.00	42.49	177,343.50	-81,629.66	124,283.25	28,569.41	0.00	1,462.50
WESTERN UN CO	959802109	9,795.00	13.61	0.00	160,367.15	133,309.95	0.00	-27,057.20	1,691.87
WEX INC	96208T104	5,399.00	75.37	299,082.80	-2,967.20	406,922.63	110,807.03	0.00	0.00
WYNDHAM WORLDWIDE CORP COM	98310W108	1,749.00	53.21	0.00	85,993.21	93,064.29	7,071.08	0.00	1,038.91
WYNN RESORTS LTD	983134107	1,904.00	112.49	0.00	201,667.35	214,180.96	12,513.61	0.00	10,961.00
XEROX CORP	984121103	4,489.00	6.82	0.00	30,952.21	30,614.98	0.00	-337.23	0.00
ZIMMER HOLDINGS INC	98956P102	287.00	66.66	0.00	17,295.71	19,131.42	1,835.71	0.00	154.98
ZIONS BANCORP	989701107	8,225.00	21.40	111,925.00	26,261.47	176,015.00	37,828.53	0.00	313.55
Totals:				8,520,838.84	14,812,438.71	25,682,411.65	3,028,031.43	-678,897.33	310,239.84

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options**

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
ABBOTT LABS	002824100	3,290.0000	3/7/2012	POLEN	131.60	188,677.55
ABBOTT LABS	002824100	1,063.0000	8/1/2012	POLEN	42.52	70,606.69
ABBOTT LABS	002824100	410.0000	8/6/2012	POLEN	16.40	27,224.00
ACCENTURE PLC CL A	G1151C101	4,450.0000	3/7/2012	POLEN	178.00	264,974.81
ACCENTURE PLC CL A	G1151C101	420.0000	8/6/2012	POLEN	16.80	25,367.83
ACME PACKET INC	004764106	1,270.0000	4/13/2012	DARUMA	50.80	32,383.48
ACME PACKET INC	004764106	830.0000	4/19/2012	DARUMA	33.20	22,397.63
ACME PACKET INC	004764106	790.0000	4/25/2012	DARUMA	15.80	21,219.40
ACME PACKET INC	004764106	700.0000	4/26/2012	DARUMA	28.00	18,630.08
ACME PACKET INC	004764106	340.0000	5/11/2012	DARUMA	13.60	8,614.17
ACME PACKET INC	004764106	1,470.0000	5/15/2012	DARUMA	58.80	37,217.75
ACME PACKET INC	004764106	1,910.0000	5/16/2012	DARUMA	76.40	47,747.33
ACXIOM CORP	005125109	440.0000	4/3/2012	DARUMA	17.60	6,430.07
ACXIOM CORP	005125109	920.0000	4/4/2012	DARUMA	36.80	13,607.72
ACXIOM CORP	005125109	740.0000	7/3/2012	DARUMA	29.60	10,368.88
ACXIOM CORP	005125109	520.0000	8/7/2012	DARUMA	20.80	8,211.01

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
ACXIOM CORP	005125109	120.0000	9/20/2012	DARUMA	4.80	2,188.93
ACXIOM CORP	005125109	243.0000	10/4/2012	DARUMA	9.72	4,418.81
ADVANCE AUTO PARTS	00751Y106	84.0000	5/21/2012	O'SHAUGHNESSY	0.84	6,811.56
ADVANTAGE OIL & GAS LTD	00765F101	1,290.0000	1/26/2012	DARUMA	51.60	4,734.43
ADVANTAGE OIL & GAS LTD	00765F101	1,290.0000	1/27/2012	DARUMA	51.60	4,669.28
ADVANTAGE OIL & GAS LTD	00765F101	500.0000	1/30/2012	DARUMA	20.00	1,831.85
ADVANTAGE OIL & GAS LTD	00765F101	390.0000	1/31/2012	DARUMA	15.60	1,471.82
ADVANTAGE OIL & GAS LTD	00765F101	640.0000	2/1/2012	DARUMA	25.60	2,392.13
ADVANTAGE OIL & GAS LTD	00765F101	330.0000	2/2/2012	DARUMA	13.20	1,212.35
ADVANTAGE OIL & GAS LTD	00765F101	3,060.0000	8/7/2012	DARUMA	122.40	11,765.39
AETNA INC	00817Y108	3,585.0000	3/7/2012	O'SHAUGHNESSY	71.70	169,313.46
AETNA INC	00817Y108	1,594.0000	7/26/2012	SEIZERT	63.76	59,159.56
AETNA INC	00817Y108	330.0000	8/2/2012	SEIZERT	13.20	12,241.81
AETNA INC	00817Y108	575.0000	8/3/2012	SEIZERT	17.25	20,862.09
AETNA INC	00817Y108	315.0000	8/7/2012	SEIZERT	12.60	11,374.97
AETNA INC	00817Y108	340.0000	8/22/2012	SEIZERT	6.80	12,871.99

SCHEDULE 4B

Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A	B	C	D	E	F
	CUSIP	SHARES	DATE ACQUIRED	MANAGER	COMMISSION	COST BASIS
AETNA INC	00817Y108	975.0000	9/10/2012	SEIZERT	29.25	37,281.47
AGILENT TECHNOLOGIES INC	00846U101	1,597.0000	7/26/2012	SEIZERT	63.88	58,670.27
AGILENT TECHNOLOGIES INC	00846U101	270.0000	8/2/2012	SEIZERT	10.80	10,330.52
AGILENT TECHNOLOGIES INC	00846U101	500.0000	8/3/2012	SEIZERT	20.00	19,219.45
AGILENT TECHNOLOGIES INC	00846U101	300.0000	8/7/2012	SEIZERT	12.00	11,343.99
AGILENT TECHNOLOGIES INC	00846U101	435.0000	8/22/2012	SEIZERT	17.40	16,046.54
AGILENT TECHNOLOGIES INC	00846U101	1,000.0000	10/16/2012	SEIZERT	40.00	37,903.60
AIR METHODS CORP	009128307	60.0000	7/3/2012	DARUMA	2.40	5,637.70
ALLERGAN INC	018490102	3,150.0000	3/7/2012	POLEN	126.00	282,122.82
ALLERGAN INC	018490102	300.0000	8/6/2012	POLEN	12.00	25,776.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	5,140.0000	5/2/2012	DARUMA	205.60	46,710.78
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	540.0000	7/3/2012	DARUMA	21.60	5,330.50
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	510.0000	8/7/2012	DARUMA	20.40	4,662.42
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	1,219.0000	9/27/2012	DARUMA	48.76	13,403.64
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	708.0000	9/28/2012	DARUMA	28.32	7,761.24
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	542.0000	9/28/2012	DARUMA	21.68	5,872.57

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
AMERIGROUP CORPORATION	03073T102	140.0000	7/3/2012	DARUMA	5.60	9,217.96
AMERIPRISE FINL INC	03076C106	1,327.0000	3/7/2012	O'SHAUGHNESSY	13.27	74,552.32
AMERIPRISE FINL INC	03076C106	272.0000	3/16/2012	O'SHAUGHNESSY	5.44	15,297.91
AMERIPRISE FINL INC	03076C106	213.0000	4/20/2012	O'SHAUGHNESSY	4.26	11,699.00
AMERIPRISE FINL INC	03076C106	102.0000	4/23/2012	O'SHAUGHNESSY	2.04	5,550.75
AMERIPRISE FINL INC	03076C106	255.0000	5/21/2012	O'SHAUGHNESSY	5.10	12,561.43
AMERIPRISE FINL INC	03076C106	302.0000	6/15/2012	O'SHAUGHNESSY	5.44	14,452.15
AMERIPRISE FINL INC	03076C106	44.0000	7/20/2012	O'SHAUGHNESSY	0.88	2,229.26
AMERIPRISE FINL INC	03076C106	505.0000	8/7/2012	O'SHAUGHNESSY	5.05	25,305.55
AMERIPRISE FINL INC	03076C106	269.0000	8/17/2012	O'SHAUGHNESSY	5.38	14,657.00
AMERIPRISE FINL INC	03076C106	10.0000	9/14/2012	O'SHAUGHNESSY	0.10	560.77
AMERIPRISE FINL INC	03076C106	291.0000	9/18/2012	O'SHAUGHNESSY	2.91	16,259.74
AMERIPRISE FINL INC	03076C106	130.0000	9/28/2012	O'SHAUGHNESSY	1.30	7,307.03
AMERIPRISE FINL INC	03076C106	6.0000	10/1/2012	O'SHAUGHNESSY	0.06	334.38
AMERIPRISE FINL INC	03076C106	14.0000	10/19/2012	O'SHAUGHNESSY	0.28	796.60
AMERIPRISE FINL INC	03076C106	1.0000	10/23/2012	O'SHAUGHNESSY	0.02	58.86

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
AMERIPRISE FINL INC	03076C106	22.0000	10/26/2012	O'SHAUGHNESSY	0.22	1,250.21
AMERIPRISE FINL INC	03076C106	6.0000	10/29/2012	O'SHAUGHNESSY	0.06	341.99
AMERIPRISE FINL INC	03076C106	6.0000	11/16/2012	O'SHAUGHNESSY	0.06	346.63
AMERIPRISE FINL INC	03076C106	81.0000	11/19/2012	O'SHAUGHNESSY	0.81	4,677.56
AMERISOURCEBERGEN CORP	03073E105	1,255.0000	4/17/2012	SEIZERT	25.10	48,758.13
AMERISOURCEBERGEN CORP	03073E105	320.0000	4/18/2012	SEIZERT	12.80	12,133.92
AMERISOURCEBERGEN CORP	03073E105	650.0000	4/18/2012	SEIZERT	13.00	24,414.07
AMERISOURCEBERGEN CORP	03073E105	465.0000	5/22/2012	SEIZERT	18.60	17,052.99
AMERISOURCEBERGEN CORP	03073E105	675.0000	7/18/2012	SEIZERT	27.00	26,709.01
AMERISOURCEBERGEN CORP	03073E105	445.0000	8/7/2012	SEIZERT	17.80	17,301.60
AMGEN INC	031162100	145.0000	8/7/2012	O'SHAUGHNESSY	1.45	11,721.80
AMGEN INC	031162100	815.0000	12/14/2012	O'SHAUGHNESSY	16.30	73,233.46
AMGEN INC	031162100	66.0000	12/14/2012	O'SHAUGHNESSY	0.66	5,931.42
APOLLO GROUP INC CL A	037604105	667.0000	3/7/2012	O'SHAUGHNESSY	6.67	28,216.57
APPLE INC	037833100	930.0000	3/7/2012	POLEN	37.20	506,475.95
APPLE INC	037833100	70.0000	8/6/2012	POLEN	2.80	42,686.35

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
APPLE INC	037833100	68.0000	12/14/2012	POLEN	2.72	37,035.52
APPLIED MATLS INC	038222105	1,520.0000	1/1/2012	SEIZERT	30.40	16,597.64
ARMSTRONG WORLD INDS INC NEW	04247X102	350.0000	5/1/2012	DARUMA	14.00	15,947.33
ARMSTRONG WORLD INDS INC NEW	04247X102	160.0000	5/2/2012	DARUMA	6.40	7,429.57
ARMSTRONG WORLD INDS INC NEW	04247X102	390.0000	5/3/2012	DARUMA	15.60	17,183.56
ARMSTRONG WORLD INDS INC NEW	04247X102	50.0000	5/4/2012	DARUMA	2.00	2,190.70
ARMSTRONG WORLD INDS INC NEW	04247X102	60.0000	5/30/2012	DARUMA	2.40	2,749.79
ARMSTRONG WORLD INDS INC NEW	04247X102	50.0000	5/31/2012	DARUMA	2.00	2,340.03
ARMSTRONG WORLD INDS INC NEW	04247X102	130.0000	6/6/2012	DARUMA	5.20	5,800.18
ARMSTRONG WORLD INDS INC NEW	04247X102	190.0000	7/3/2012	DARUMA	7.60	9,060.23
ARMSTRONG WORLD INDS INC NEW	04247X102	160.0000	8/7/2012	DARUMA	6.40	6,288.80
ARMSTRONG WORLD INDS INC NEW	04247X102	72.0000	10/4/2012	DARUMA	2.88	3,368.66
ASTRAZENECA PLC SPON ADR	046353108	3,108.0000	3/7/2012	O'SHAUGHNESSY	31.08	140,000.17
ASTRAZENECA PLC SPON ADR	046353108	635.0000	8/7/2012	O'SHAUGHNESSY	6.35	29,749.75
ASTRAZENECA PLC SPON ADR	046353108	53.0000	9/14/2012	O'SHAUGHNESSY	0.53	2,482.35
ASTRAZENECA PLC SPON ADR	046353108	344.0000	11/16/2012	O'SHAUGHNESSY	3.44	15,705.94

SCHEDULE 4B

Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
AUTOZONE INC	053332102	319.0000	3/7/2012	O'SHAUGHNESSY	3.19	120,552.62
BAE SYSTEMS PLC SPON ADR	05523R107	6,056.0000	3/7/2012	O'SHAUGHNESSY	121.12	120,817.20
BAE SYSTEMS PLC SPON ADR	05523R107	32.0000	5/21/2012	O'SHAUGHNESSY	0.64	562.29
BALL CORP	058498106	676.0000	3/7/2012	O'SHAUGHNESSY	6.76	27,003.70
BALLY TECHNOLOGIES INC	05874B107	160.0000	7/3/2012	DARUMA	6.40	7,285.78
BALLY TECHNOLOGIES INC	05874B107	120.0000	8/7/2012	DARUMA	4.80	5,157.60
BARD C R INC	067383109	217.0000	3/7/2012	O'SHAUGHNESSY	2.17	20,304.69
BEACON ROOFING SUPPLY INC	073685109	358.0000	10/22/2012	DARUMA	14.32	10,695.93
BEACON ROOFING SUPPLY INC	073685109	174.0000	10/22/2012	DARUMA	6.96	5,214.80
BEACON ROOFING SUPPLY INC	073685109	435.0000	10/23/2012	DARUMA	17.40	13,256.49
BEACON ROOFING SUPPLY INC	073685109	580.0000	10/23/2012	DARUMA	11.60	17,434.80
BEACON ROOFING SUPPLY INC	073685109	348.0000	10/23/2012	DARUMA	13.92	10,561.80
BEACON ROOFING SUPPLY INC	073685109	1,045.0000	10/24/2012	DARUMA	41.80	31,427.85
BEACON ROOFING SUPPLY INC	073685109	145.0000	10/24/2012	DARUMA	2.90	4,340.58
BEACON ROOFING SUPPLY INC	073685109	1,312.0000	10/29/2012	DARUMA	52.48	39,896.61
BEACON ROOFING SUPPLY INC	073685109	324.0000	10/29/2012	DARUMA	6.48	9,916.02

SCHEDULE 4B

Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
BEACON ROOFING SUPPLY INC	073685109	948.0000	10/30/2012	DARUMA	37.92	28,775.50
BEACON ROOFING SUPPLY INC	073685109	190.0000	10/30/2012	DARUMA	3.80	5,774.10
BEACON ROOFING SUPPLY INC	073685109	345.0000	10/31/2012	DARUMA	13.80	10,715.98
BEACON ROOFING SUPPLY INC	073685109	644.0000	10/31/2012	DARUMA	25.76	19,900.24
BEACON ROOFING SUPPLY INC	073685109	160.0000	12/19/2012	DARUMA	6.40	5,070.72
BEACON ROOFING SUPPLY INC	073685109	245.0000	12/19/2012	DARUMA	9.80	7,750.89
BEACON ROOFING SUPPLY INC	073685109	245.0000	12/20/2012	DARUMA	9.80	7,942.07
BEACON ROOFING SUPPLY INC	073685109	123.0000	12/20/2012	DARUMA	4.92	3,964.03
BEST BUY	086516101	4,155.0000	3/7/2012	O'SHAUGHNESSY	83.10	102,462.30
BEST BUY	086516101	648.0000	4/20/2012	O'SHAUGHNESSY	12.96	14,148.69
BEST BUY	086516101	197.0000	5/21/2012	O'SHAUGHNESSY	3.94	3,803.85
BLACKROCK INC	09247X101	113.0000	3/7/2012	O'SHAUGHNESSY	1.13	22,420.33
BLACKROCK INC	09247X101	79.0000	4/20/2012	O'SHAUGHNESSY	0.79	15,927.40
BRUNSWICK CORP	117043109	3,770.0000	5/22/2012	DARUMA	150.80	80,447.65
BRUNSWICK CORP	117043109	1,860.0000	5/23/2012	DARUMA	74.40	39,526.86
BRUNSWICK CORP	117043109	590.0000	5/24/2012	DARUMA	23.60	12,663.88

SCHEDULE 4BAnnual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
BRUNSWICK CORP	117043109	520.0000	5/25/2012	DARUMA	20.80	11,473.85
BRUNSWICK CORP	117043109	140.0000	5/29/2012	DARUMA	5.60	3,045.99
BRUNSWICK CORP	117043109	430.0000	5/30/2012	DARUMA	17.20	9,369.61
BRUNSWICK CORP	117043109	830.0000	6/6/2012	DARUMA	33.20	16,949.76
BRUNSWICK CORP	117043109	300.0000	6/25/2012	DARUMA	12.00	6,475.53
BRUNSWICK CORP	117043109	1,190.0000	6/26/2012	DARUMA	47.60	24,991.55
BRUNSWICK CORP	117043109	320.0000	7/3/2012	DARUMA	12.80	6,640.51
BRUNSWICK CORP	117043109	250.0000	7/11/2012	DARUMA	10.00	5,576.23
BRUNSWICK CORP	117043109	1,130.0000	7/12/2012	DARUMA	45.20	25,182.05
BRUNSWICK CORP	117043109	630.0000	8/1/2012	DARUMA	25.20	13,138.27
BRUNSWICK CORP	117043109	280.0000	8/1/2012	DARUMA	5.60	5,810.00
BRUNSWICK CORP	117043109	940.0000	8/2/2012	DARUMA	37.60	20,817.43
BRUNSWICK CORP	117043109	700.0000	8/7/2012	DARUMA	28.00	14,297.01
BRUNSWICK CORP	117043109	850.0000	10/3/2012	DARUMA	34.00	19,395.05
BRUNSWICK CORP	117043109	174.0000	10/4/2012	DARUMA	6.96	3,912.67
C H ROBINSON WORLDWIDE INC	12541W209	4,410.0000	3/7/2012	POLEN	176.40	293,001.28

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012**
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
CA INC	12673P105	477.0000	5/21/2012	O'SHAUGHNESSY	9.54	12,459.72
CA INC	12673P105	445.0000	6/15/2012	O'SHAUGHNESSY	8.90	11,222.68
CA INC	12673P105	88.0000	6/18/2012	O'SHAUGHNESSY	1.76	2,241.52
CA INC	12673P105	356.0000	7/20/2012	O'SHAUGHNESSY	7.12	9,192.67
CA INC	12673P105	656.0000	8/7/2012	O'SHAUGHNESSY	6.56	15,801.07
CA INC	12673P105	2.0000	8/17/2012	O'SHAUGHNESSY	0.02	50.91
CA INC	12673P105	156.0000	9/14/2012	O'SHAUGHNESSY	3.12	4,181.61
CA INC	12673P105	136.0000	9/17/2012	O'SHAUGHNESSY	2.72	3,704.99
CA INC	12673P105	357.0000	9/19/2012	O'SHAUGHNESSY	3.57	9,782.80
CA INC	12673P105	118.0000	10/19/2012	O'SHAUGHNESSY	2.36	2,964.36
CA INC	12673P105	346.0000	11/16/2012	O'SHAUGHNESSY	3.46	7,639.85
CA INC	12673P105	1,462.0000	12/14/2012	O'SHAUGHNESSY	29.24	32,533.16
CADENCE DESIGN SYS	127387108	900.0000	7/3/2012	DARUMA	36.00	9,357.21
CADENCE DESIGN SYS	127387108	690.0000	8/7/2012	DARUMA	27.60	8,418.00
CADENCE DESIGN SYS	127387108	299.0000	10/4/2012	DARUMA	11.96	3,794.31
CENTENE CORP	15135B101	220.0000	7/24/2012	DARUMA	8.80	8,279.85

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options**

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
CENTENE CORP	15135B101	910.0000	7/26/2012	DARUMA	36.40	31,839.08
CENTENE CORP	15135B101	959.0000	7/27/2012	DARUMA	38.36	35,399.95
CENTENE CORP	15135B101	291.0000	7/27/2012	DARUMA	5.82	10,792.40
CENTENE CORP	15135B101	1,150.0000	7/30/2012	DARUMA	46.00	42,017.21
CENTENE CORP	15135B101	1,370.0000	7/31/2012	DARUMA	54.80	51,436.79
CENTENE CORP	15135B101	260.0000	8/7/2012	DARUMA	10.40	9,595.20
CENTENE CORP	15135B101	670.0000	9/20/2012	DARUMA	26.80	25,364.93
CENTENE CORP	15135B101	790.0000	10/4/2012	DARUMA	31.60	29,449.15
CENTENE CORP	15135B101	120.0000	10/4/2012	DARUMA	4.80	4,477.78
CENTENE CORP	15135B101	79.0000	10/4/2012	DARUMA	3.16	2,932.08
CENTENE CORP	15135B101	472.0000	12/19/2012	DARUMA	18.88	19,347.75
CHECK POINT SOFTWARE TECH ADR	M22465104	3,120.0000	10/23/2012	SEIZERT	124.80	128,493.46
CHUBB CORP	171232101	2,748.0000	3/7/2012	O'SHAUGHNESSY	27.48	185,479.01
CIENA CORP	171779309	1,150.0000	4/3/2012	DARUMA	46.00	18,688.65
CIENA CORP	171779309	520.0000	5/15/2012	DARUMA	20.80	6,268.86
CIENA CORP	171779309	590.0000	7/3/2012	DARUMA	23.60	9,146.71

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
CIENA CORP	171779309	480.0000	8/7/2012	DARUMA	19.20	7,357.68
CIENA CORP	171779309	1,560.0000	9/5/2012	DARUMA	62.40	21,307.57
CIENA CORP	171779309	204.0000	10/4/2012	DARUMA	8.16	2,672.97
CIENA CORP	171779309	520.0000	10/5/2012	DARUMA	20.80	6,870.81
CIENA CORP	171779309	1,480.0000	10/30/2012	DARUMA	59.20	18,421.12
COACH INC	189754104	3,560.0000	3/7/2012	POLEN	142.40	273,277.35
COCA-COLA ENTERPRISES INC NEW	19122T109	1,824.0000	3/7/2012	O'SHAUGHNESSY	18.24	52,037.26
COCA-COLA ENTERPRISES INC NEW	19122T109	289.0000	11/16/2012	O'SHAUGHNESSY	5.78	8,817.74
COCA-COLA ENTERPRISES INC NEW	19122T109	625.0000	12/14/2012	O'SHAUGHNESSY	12.50	20,116.81
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	4,080.0000	3/7/2012	POLEN	163.20	291,139.82
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	812.0000	5/16/2012	POLEN	32.48	49,525.50
COGNIZANT TECHNOLOGY SOLUTIONS	192446102	490.0000	8/6/2012	POLEN	19.60	27,609.25
CONAGRA FOODS INC	205887102	4,608.0000	3/7/2012	O'SHAUGHNESSY	92.16	120,176.64
CONOCOPHILLIPS	20825C104	2,079.0000	3/7/2012	O'SHAUGHNESSY	20.79	161,791.31
CONOCOPHILLIPS	20825C104	303.0000	4/20/2012	O'SHAUGHNESSY	6.06	22,561.23
CONOCOPHILLIPS	20825C104	72.0000	5/21/2012	O'SHAUGHNESSY	0.72	3,781.08

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
CONOCOPHILLIPS	20825C104	665.0000	5/21/2012	O'SHAUGHNESSY	13.30	35,024.69
CONOCOPHILLIPS	20825C104	54.0000	5/22/2012	O'SHAUGHNESSY	0.54	2,800.70
CONOCOPHILLIPS	20825C104	431.0000	7/20/2012	O'SHAUGHNESSY	8.62	24,044.50
CONOCOPHILLIPS	20825C104	558.0000	8/7/2012	O'SHAUGHNESSY	5.58	30,354.53
COSTAR GROUP INC	22160N109	180.0000	7/3/2012	DARUMA	7.20	14,286.58
COSTAR GROUP INC	22160N109	120.0000	8/7/2012	DARUMA	4.80	9,486.00
COSTAR GROUP INC	22160N109	51.0000	10/4/2012	DARUMA	2.04	4,204.26
CROCS INC COM	227046109	430.0000	4/18/2012	DARUMA	17.20	8,988.98
CROCS INC COM	227046109	1,750.0000	4/19/2012	DARUMA	70.00	37,209.20
CROCS INC COM	227046109	420.0000	4/20/2012	DARUMA	16.80	9,176.08
CROCS INC COM	227046109	480.0000	4/23/2012	DARUMA	19.20	10,470.91
CROCS INC COM	227046109	1,420.0000	4/24/2012	DARUMA	56.80	31,550.55
CROCS INC COM	227046109	260.0000	4/26/2012	DARUMA	5.20	5,590.81
CROCS INC COM	227046109	290.0000	4/27/2012	DARUMA	11.60	6,242.42
CROCS INC COM	227046109	2,410.0000	5/1/2012	DARUMA	96.40	48,775.99
CROCS INC COM	227046109	1,850.0000	5/1/2012	DARUMA	74.00	37,988.64

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
CROCS INC COM	227046109	980.0000	5/9/2012	DARUMA	19.60	18,399.01
CROCS INC COM	227046109	530.0000	5/14/2012	DARUMA	21.20	9,367.96
CROCS INC COM	227046109	540.0000	5/15/2012	DARUMA	21.60	9,415.22
CROCS INC COM	227046109	330.0000	5/30/2012	DARUMA	13.20	5,677.58
CROCS INC COM	227046109	830.0000	5/30/2012	DARUMA	33.20	14,218.65
CROCS INC COM	227046109	580.0000	5/30/2012	DARUMA	11.60	9,925.54
CROCS INC COM	227046109	1,070.0000	5/31/2012	DARUMA	42.80	18,706.70
CROCS INC COM	227046109	1,490.0000	6/1/2012	DARUMA	59.60	26,547.48
CROCS INC COM	227046109	320.0000	6/4/2012	DARUMA	12.80	5,609.22
CROCS INC COM	227046109	1,570.0000	7/3/2012	DARUMA	47.10	24,345.68
CROCS INC COM	227046109	300.0000	7/17/2012	DARUMA	9.00	4,268.01
CROCS INC COM	227046109	220.0000	7/20/2012	DARUMA	4.40	3,109.70
CROCS INC COM	227046109	337.0000	7/20/2012	DARUMA	13.48	4,781.96
CROCS INC COM	227046109	430.0000	7/26/2012	DARUMA	17.20	6,192.60
CROCS INC COM	227046109	1,020.0000	8/7/2012	DARUMA	40.80	15,917.20
CROCS INC COM	227046109	235.0000	10/4/2012	DARUMA	9.40	3,787.57

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
CROCS INC COM	227046109	1,347.0000	10/30/2012	DARUMA	53.88	17,751.04
CROCS INC COM	227046109	1,023.0000	10/30/2012	DARUMA	40.92	13,215.01
DEALERTRACK HLDGS INC	242309102	70.0000	7/5/2012	DARUMA	2.80	2,032.80
DEALERTRACK HLDGS INC	242309102	230.0000	7/11/2012	DARUMA	4.60	6,727.89
DEALERTRACK HLDGS INC	242309102	260.0000	7/12/2012	DARUMA	5.20	7,686.04
DEALERTRACK HLDGS INC	242309102	1,530.0000	7/17/2012	DARUMA	45.90	44,413.45
DEALERTRACK HLDGS INC	242309102	1,080.0000	7/19/2012	DARUMA	32.40	31,352.40
DEALERTRACK HLDGS INC	242309102	40.0000	7/26/2012	DARUMA	1.60	1,138.74
DEALERTRACK HLDGS INC	242309102	30.0000	7/31/2012	DARUMA	0.90	854.72
DEALERTRACK HLDGS INC	242309102	1,300.0000	8/2/2012	DARUMA	26.00	37,868.74
DEALERTRACK HLDGS INC	242309102	1,503.0000	8/3/2012	DARUMA	45.09	43,914.80
DEALERTRACK HLDGS INC	242309102	205.0000	8/6/2012	DARUMA	6.15	5,923.64
DEALERTRACK HLDGS INC	242309102	540.0000	8/7/2012	DARUMA	10.80	15,398.10
DEALERTRACK HLDGS INC	242309102	196.0000	8/16/2012	DARUMA	7.84	5,462.07
DEALERTRACK HLDGS INC	242309102	118.0000	8/17/2012	DARUMA	4.72	3,250.53
DEALERTRACK HLDGS INC	242309102	30.0000	10/3/2012	DARUMA	1.20	832.98

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
DEALERTRACK HLDGS INC	242309102	100.0000	10/3/2012	DARUMA	4.00	2,783.58
DEALERTRACK HLDGS INC	242309102	460.0000	10/4/2012	DARUMA	18.40	12,898.40
DEALERTRACK HLDGS INC	242309102	105.0000	10/4/2012	DARUMA	4.20	2,944.20
DEALERTRACK HLDGS INC	242309102	1,280.0000	10/4/2012	DARUMA	51.20	35,884.93
DEALERTRACK HLDGS INC	242309102	58.0000	10/17/2012	DARUMA	2.32	1,568.32
DEALERTRACK HLDGS INC	242309102	28.0000	10/18/2012	DARUMA	1.12	771.10
DEALERTRACK HLDGS INC	242309102	187.0000	10/23/2012	DARUMA	7.48	5,241.07
DEALERTRACK HLDGS INC	242309102	200.0000	10/24/2012	DARUMA	8.00	5,603.66
DEALERTRACK HLDGS INC	242309102	294.0000	11/15/2012	DARUMA	11.76	7,668.34
DEALERTRACK HLDGS INC	242309102	177.0000	11/15/2012	DARUMA	7.08	4,608.64
DENBURY RESOURCES INC COM NEW	247916208	1,786.0000	10/16/2012	SEIZERT	71.44	29,022.50
DENBURY RESOURCES INC COM NEW	247916208	2,854.0000	10/16/2012	SEIZERT	57.08	46,151.75
DENBURY RESOURCES INC COM NEW	247916208	1,100.0000	10/31/2012	SEIZERT	44.00	16,918.66
DENBURY RESOURCES INC COM NEW	247916208	1,535.0000	12/18/2012	SEIZERT	30.70	24,450.40
DEUTSCHE TELEKOM AGSPON ADR ONE	251566105	950.0000	3/7/2012	O'SHAUGHNESSY	19.00	10,953.50
DIAMOND OFFSHORE DRILLING INC	25271C102	210.0000	8/7/2012	SEIZERT	8.40	13,737.59

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Equities Purchased During Month - Equities defined as stocks or options**

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
DIANA SHIPPING INC	Y2066G104	1,830.0000	8/7/2012	SEIZERT	73.20	12,252.77
DIGITALGLOBE INC	25389M877	687.0000	10/17/2012	DARUMA	27.48	14,526.55
DIGITALGLOBE INC	25389M877	688.0000	10/17/2012	DARUMA	27.52	14,557.12
DIGITALGLOBE INC	25389M877	422.0000	10/17/2012	DARUMA	16.88	8,933.70
DIGITALGLOBE INC	25389M877	149.0000	10/18/2012	DARUMA	5.96	3,171.79
DIGITALGLOBE INC	25389M877	84.0000	10/24/2012	DARUMA	3.36	1,887.62
DIGITALGLOBE INC	25389M877	750.0000	10/25/2012	DARUMA	30.00	16,807.95
DIGITALGLOBE INC	25389M877	312.0000	10/26/2012	DARUMA	12.48	7,107.83
DIGITALGLOBE INC	25389M877	850.0000	10/29/2012	DARUMA	34.00	19,776.53
DIGITALGLOBE INC	25389M877	264.0000	10/29/2012	DARUMA	5.28	6,165.72
DIGITALGLOBE INC	25389M877	347.0000	10/30/2012	DARUMA	13.88	8,029.27
DIGITALGLOBE INC	25389M877	773.0000	10/30/2012	DARUMA	30.92	17,861.40
DIGITALGLOBE INC	25389M877	160.0000	10/31/2012	DARUMA	6.40	3,766.34
DIGITALGLOBE INC	25389M877	1,108.0000	10/31/2012	DARUMA	44.32	25,891.63
DIGITALGLOBE INC	25389M877	116.0000	11/19/2012	DARUMA	4.64	2,842.72
DIGITALGLOBE INC	25389M877	352.0000	11/19/2012	DARUMA	14.08	8,649.52

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
DIGITALGLOBE INC	25389M877	789.0000	11/19/2012	DARUMA	15.78	19,535.64
DIGITALGLOBE INC	25389M877	340.0000	11/20/2012	DARUMA	13.60	8,166.70
DIGITALGLOBE INC	25389M877	139.0000	11/26/2012	DARUMA	5.56	3,374.50
DIGITALGLOBE INC	25389M877	127.0000	12/6/2012	DARUMA	5.08	3,129.39
DIGITALGLOBE INC	25389M877	654.0000	12/7/2012	DARUMA	26.16	16,109.98
DIGITALGLOBE INC	25389M877	341.0000	12/10/2012	DARUMA	10.23	8,381.78
DIGITALGLOBE INC	25389M877	91.0000	12/11/2012	DARUMA	3.64	2,263.09
DIRECTV CL A	25490A101	4,089.0000	3/7/2012	O'SHAUGHNESSY	81.78	190,547.40
DIRECTV CL A	25490A101	484.0000	8/7/2012	O'SHAUGHNESSY	4.84	23,822.48
DR PEPPER SNAPPLE GROUP	26138E109	1,542.0000	3/7/2012	O'SHAUGHNESSY	15.42	58,865.08
ENDO PHARMACEUT HLDGS INC	29264F205	740.0000	8/7/2012	SEIZERT	29.60	21,571.00
ENI S P A SPON ADR SPONSORED ADR	26874R108	68.0000	10/19/2012	O'SHAUGHNESSY	0.68	3,146.24
ENI S P A SPON ADR SPONSORED ADR	26874R108	5.0000	10/23/2012	O'SHAUGHNESSY	0.05	233.95
ENI S P A SPON ADR SPONSORED ADR	26874R108	269.0000	10/24/2012	O'SHAUGHNESSY	2.69	12,436.38
ENI S P A SPON ADR SPONSORED ADR	26874R108	512.0000	11/16/2012	O'SHAUGHNESSY	10.24	22,565.22
ENI S P A SPON ADR SPONSORED ADR	26874R108	75.0000	11/21/2012	O'SHAUGHNESSY	0.75	3,275.21

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
ENI S P A SPON ADR SPONSORED ADR	26874R108	26.0000	11/30/2012	O'SHAUGHNESSY	0.26	1,195.71
ENI S P A SPON ADR SPONSORED ADR	26874R108	144.0000	12/14/2012	O'SHAUGHNESSY	2.88	6,697.97
EVEREST RE GROUP LTD	G3223R108	170.0000	8/7/2012	SEIZERT	6.80	17,216.90
EXPRESS SCRIPTS INC CL A	30219G108	467.0000	3/7/2012	O'SHAUGHNESSY	4.67	24,773.88
FACTSET RESEARCH SYSTEMS INC	303075105	1,930.0000	3/7/2012	POLEN	77.20	168,186.76
FACTSET RESEARCH SYSTEMS INC	303075105	480.0000	4/4/2012	POLEN	19.20	47,595.55
FACTSET RESEARCH SYSTEMS INC	303075105	210.0000	8/6/2012	POLEN	8.40	19,380.65
FIFTH THIRD BANCORP COM	316773100	1,305.0000	8/7/2012	SEIZERT	52.20	17,898.60
FLOWSERVE CORP	34354P105	103.0000	11/16/2012	O'SHAUGHNESSY	2.06	14,050.66
FLOWSERVE CORP	34354P105	189.0000	12/14/2012	O'SHAUGHNESSY	3.78	27,258.79
FOSTER WHEELER AG	H27178104	620.0000	1/11/2012	SEIZERT	24.80	12,274.45
FOSTER WHEELER AG	H27178104	1,805.0000	7/18/2012	SEIZERT	72.20	29,058.70
FOSTER WHEELER AG	H27178104	1,280.0000	8/7/2012	SEIZERT	51.20	22,700.80
FRANCE TELECOM SA-SPON ADR	35177Q105	3,938.0000	3/7/2012	O'SHAUGHNESSY	78.76	59,463.80
FRANCE TELECOM SA-SPON ADR	35177Q105	2,627.0000	5/21/2012	O'SHAUGHNESSY	52.54	33,884.36
FRANCE TELECOM SA-SPON ADR	35177Q105	238.0000	6/15/2012	O'SHAUGHNESSY	4.76	2,900.96

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
FRANCE TELECOM SA-SPON ADR	35177Q105	1,303.0000	8/7/2012	O'SHAUGHNESSY	26.06	16,756.58
FRANCE TELECOM SA-SPON ADR	35177Q105	199.0000	8/17/2012	O'SHAUGHNESSY	3.98	2,786.60
FRANCE TELECOM SA-SPON ADR	35177Q105	1,421.0000	12/14/2012	O'SHAUGHNESSY	59.48	15,590.73
FRANCESCAS HLDGS CORP	351793104	1,569.0000	10/19/2012	DARUMA	62.76	47,277.11
FRANCESCAS HLDGS CORP	351793104	204.0000	10/19/2012	DARUMA	8.16	6,124.39
FRANCESCAS HLDGS CORP	351793104	403.0000	10/19/2012	DARUMA	16.12	12,175.96
FRANCESCAS HLDGS CORP	351793104	1,212.0000	10/22/2012	DARUMA	48.48	36,964.30
FRANCESCAS HLDGS CORP	351793104	513.0000	10/23/2012	DARUMA	20.52	15,433.61
FRANCESCAS HLDGS CORP	351793104	1,024.0000	10/23/2012	DARUMA	40.96	30,813.70
FRANCESCAS HLDGS CORP	351793104	2,010.0000	10/24/2012	DARUMA	80.40	59,393.09
FRANCESCAS HLDGS CORP	351793104	161.0000	11/14/2012	DARUMA	6.44	4,057.25
FRANCESCAS HLDGS CORP	351793104	152.0000	11/14/2012	DARUMA	6.08	3,840.57
FRANCESCAS HLDGS CORP	351793104	457.0000	11/14/2012	DARUMA	18.28	11,557.53
FRANCESCAS HLDGS CORP	351793104	107.0000	12/11/2012	DARUMA	4.28	2,678.77
FRANCESCAS HLDGS CORP	351793104	294.0000	12/11/2012	DARUMA	11.76	7,361.76
FRANCESCAS HLDGS CORP	351793104	294.0000	12/11/2012	DARUMA	11.76	7,371.93

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
FRANSCAS HLDGS CORP	351793104	796.0000	12/12/2012	DARUMA	31.84	18,936.76
FRANSCAS HLDGS CORP	351793104	460.0000	12/18/2012	DARUMA	18.40	11,037.01
FRANSCAS HLDGS CORP	351793104	497.0000	12/31/2012	DARUMA	19.88	12,189.52
FRANSCAS HLDGS CORP	351793104	314.0000	12/31/2012	DARUMA	12.56	7,700.63
GAMESTOP CORP NEW CL A	36467W109	345.0000	4/13/2012	SEIZERT	10.35	7,374.38
GAMESTOP CORP NEW CL A	36467W109	670.0000	6/6/2012	SEIZERT	20.10	12,816.30
GAMESTOP CORP NEW CL A	36467W109	855.0000	8/7/2012	SEIZERT	34.20	13,736.26
GAMESTOP CORP NEW CL A	36467W109	420.0000	8/22/2012	SEIZERT	16.80	7,660.38
GAP INC	364760108	9,736.0000	3/7/2012	O'SHAUGHNESSY	194.72	242,802.21
GAP INC	364760108	354.0000	6/15/2012	O'SHAUGHNESSY	7.08	9,117.09
GILEAD SCIENCES INC	375558103	776.0000	3/7/2012	O'SHAUGHNESSY	7.76	36,060.72
GLAXOSMITHKLINE PLC ADR	37733W105	396.0000	3/7/2012	O'SHAUGHNESSY	3.96	17,582.40
GOOGLE INC CL A	38259P508	490.0000	3/7/2012	POLEN	19.60	304,595.81
GOOGLE INC CL A	38259P508	50.0000	8/6/2012	POLEN	2.00	31,702.00
GRAINGER W W INC	384802104	537.0000	10/22/2012	POLEN	21.48	112,389.80
HCC INS HLDGS INC	404132102	400.0000	3/6/2012	SEIZERT	16.00	12,367.80

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
HCC INS HLDGS INC	404132102	630.0000	8/7/2012	SEIZERT	25.20	19,917.51
HEALTHSOUTH CORP	421924309	690.0000	7/3/2012	DARUMA	27.60	15,473.04
HEALTHSOUTH CORP	421924309	400.0000	8/7/2012	DARUMA	16.00	8,734.00
HEALTHSOUTH CORP	421924309	300.0000	9/20/2012	DARUMA	12.00	7,268.82
HEALTHSOUTH CORP	421924309	160.0000	10/4/2012	DARUMA	6.40	3,845.15
HEWLETT PACKARD CO	428236103	3,105.0000	3/7/2012	O'SHAUGHNESSY	31.05	78,834.40
HILL-ROM HOLDINGS INC	431475102	520.0000	5/1/2012	DARUMA	20.80	16,795.58
HILL-ROM HOLDINGS INC	431475102	210.0000	7/3/2012	DARUMA	8.40	6,155.37
HILL-ROM HOLDINGS INC	431475102	190.0000	8/7/2012	DARUMA	7.60	4,839.30
HILL-ROM HOLDINGS INC	431475102	446.0000	8/10/2012	DARUMA	17.84	11,849.02
HILL-ROM HOLDINGS INC	431475102	360.0000	8/13/2012	DARUMA	14.40	9,595.15
HILL-ROM HOLDINGS INC	431475102	86.0000	10/4/2012	DARUMA	3.44	2,513.15
IBM CORP	459200101	49.0000	3/7/2012	O'SHAUGHNESSY	0.49	9,680.44
INGERSOLL-RAND PLC	G47791101	723.0000	4/20/2012	O'SHAUGHNESSY	14.46	28,816.25
INGERSOLL-RAND PLC	G47791101	390.0000	5/21/2012	O'SHAUGHNESSY	3.90	16,773.63
INGERSOLL-RAND PLC	G47791101	477.0000	6/15/2012	O'SHAUGHNESSY	9.54	18,957.55

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options**

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
INGERSOLL-RAND PLC	G47791101	120.0000	6/18/2012	O'SHAUGHNESSY	2.40	4,777.50
INGERSOLL-RAND PLC	G47791101	219.0000	7/20/2012	O'SHAUGHNESSY	4.38	8,736.46
INGERSOLL-RAND PLC	G47791101	19.0000	7/25/2012	O'SHAUGHNESSY	0.19	755.35
INGERSOLL-RAND PLC	G47791101	74.0000	7/27/2012	O'SHAUGHNESSY	0.74	2,933.63
INGERSOLL-RAND PLC	G47791101	212.0000	8/7/2012	O'SHAUGHNESSY	2.12	8,802.24
INTEL CORP	458140100	3,097.0000	3/7/2012	O'SHAUGHNESSY	30.97	83,247.05
INTEL CORP	458140100	104.0000	4/20/2012	O'SHAUGHNESSY	1.04	2,973.86
INTEL CORP	458140100	75.0000	5/21/2012	O'SHAUGHNESSY	0.75	2,018.21
INTEL CORP	458140100	412.0000	8/7/2012	O'SHAUGHNESSY	4.12	10,629.60
INTERFACE INC CL A	458665304	960.0000	7/3/2012	DARUMA	38.40	11,788.03
INTERFACE INC CL A	458665304	500.0000	8/7/2012	DARUMA	20.00	6,487.00
INTUIT INC	461202103	1,730.0000	3/7/2012	POLEN	69.20	99,713.05
INTUIT INC	461202103	968.0000	3/27/2012	POLEN	38.72	56,144.48
INTUIT INC	461202103	250.0000	8/6/2012	POLEN	10.00	14,482.50
INTUIT INC	461202103	1,867.0000	9/26/2012	POLEN	74.68	109,184.59
INTUITIVE SURGICAL INC	46120E602	540.0000	3/7/2012	POLEN	21.60	279,823.41

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012**
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
INTUITIVE SURGICAL INC	46120E602	50.0000	8/6/2012	POLEN	2.00	24,012.50
ION GEOPHYSICAL CORP	462044108	3,000.0000	4/18/2012	DARUMA	120.00	16,893.30
ION GEOPHYSICAL CORP	462044108	5,210.0000	4/19/2012	DARUMA	208.40	28,863.40
ION GEOPHYSICAL CORP	462044108	4,330.0000	4/20/2012	DARUMA	173.20	24,187.38
ION GEOPHYSICAL CORP	462044108	5,000.0000	4/24/2012	DARUMA	100.00	27,475.00
ION GEOPHYSICAL CORP	462044108	1,110.0000	4/25/2012	DARUMA	44.40	6,244.31
ION GEOPHYSICAL CORP	462044108	1,520.0000	4/26/2012	DARUMA	60.80	8,415.02
ION GEOPHYSICAL CORP	462044108	1,520.0000	4/27/2012	DARUMA	60.80	8,624.48
ION GEOPHYSICAL CORP	462044108	1,200.0000	5/1/2012	DARUMA	48.00	7,382.52
ION GEOPHYSICAL CORP	462044108	1,250.0000	5/2/2012	DARUMA	50.00	7,743.88
ION GEOPHYSICAL CORP	462044108	810.0000	5/3/2012	DARUMA	32.40	5,096.36
ION GEOPHYSICAL CORP	462044108	1,170.0000	5/4/2012	DARUMA	46.80	7,581.02
ION GEOPHYSICAL CORP	462044108	1,030.0000	5/7/2012	DARUMA	41.20	6,449.55
ION GEOPHYSICAL CORP	462044108	360.0000	5/11/2012	DARUMA	14.40	2,486.99
ION GEOPHYSICAL CORP	462044108	820.0000	5/14/2012	DARUMA	32.80	5,650.29
ION GEOPHYSICAL CORP	462044108	1,400.0000	5/15/2012	DARUMA	56.00	9,799.58

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
ION GEOPHYSICAL CORP	462044108	990.0000	7/3/2012	DARUMA	39.60	6,077.02
ION GEOPHYSICAL CORP	462044108	810.0000	8/7/2012	DARUMA	32.40	5,243.70
ION GEOPHYSICAL CORP	462044108	1,513.0000	8/22/2012	DARUMA	60.52	10,138.61
ION GEOPHYSICAL CORP	462044108	1,270.0000	8/23/2012	DARUMA	38.10	8,764.14
ION GEOPHYSICAL CORP	462044108	278.0000	9/6/2012	DARUMA	11.12	1,803.41
ION GEOPHYSICAL CORP	462044108	851.0000	9/6/2012	DARUMA	17.02	5,438.06
ION GEOPHYSICAL CORP	462044108	291.0000	10/4/2012	DARUMA	11.64	1,981.71
ION GEOPHYSICAL CORP	462044108	496.0000	10/4/2012	DARUMA	14.88	3,422.40
ION GEOPHYSICAL CORP	462044108	70.0000	10/4/2012	DARUMA	2.80	478.77
ION GEOPHYSICAL CORP	462044108	582.0000	10/4/2012	DARUMA	17.46	4,027.44
ION GEOPHYSICAL CORP	462044108	837.0000	10/5/2012	DARUMA	25.11	5,859.00
ION GEOPHYSICAL CORP	462044108	34.0000	10/5/2012	DARUMA	1.36	237.34
ION GEOPHYSICAL CORP	462044108	1,317.0000	10/9/2012	DARUMA	52.68	9,153.68
ION GEOPHYSICAL CORP	462044108	442.0000	10/10/2012	DARUMA	17.68	3,104.43
ION GEOPHYSICAL CORP	462044108	1,220.0000	10/11/2012	DARUMA	48.80	8,729.59
IRON MOUNTAIN INC	462846106	501.0000	3/7/2012	O'SHAUGHNESSY	5.01	15,485.91

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Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
IRON MOUNTAIN INC	462846106	44.4960	11/26/2012	O'SHAUGHNESSY	0.00	1,462.59
ITT INDS INC	450911201	680.0000	6/15/2012	SEIZERT	13.60	13,275.50
ITT INDS INC	450911201	1,430.0000	7/18/2012	SEIZERT	28.60	25,465.73
ITT INDS INC	450911201	960.0000	8/7/2012	SEIZERT	38.40	17,574.62
KIMBERLY CLARK CORP	494368103	511.0000	3/7/2012	O'SHAUGHNESSY	5.11	37,025.07
KNOLL INC	498904200	280.0000	7/5/2012	DARUMA	8.40	3,540.71
KNOLL INC	498904200	410.0000	7/5/2012	DARUMA	12.30	5,473.09
KNOLL INC	498904200	120.0000	7/26/2012	DARUMA	4.80	1,631.87
KNOLL INC	498904200	460.0000	8/7/2012	DARUMA	18.40	6,014.18
KNOLL INC	498904200	470.0000	9/20/2012	DARUMA	18.80	7,470.79
KOHL'S CORP	500255104	2,638.0000	3/7/2012	O'SHAUGHNESSY	26.38	128,781.09
KOHL'S CORP	500255104	295.0000	4/20/2012	O'SHAUGHNESSY	5.90	15,046.95
KOHL'S CORP	500255104	387.0000	5/21/2012	O'SHAUGHNESSY	7.74	18,225.61
KOHL'S CORP	500255104	19.0000	6/15/2012	O'SHAUGHNESSY	0.38	841.32
KOHL'S CORP	500255104	602.0000	8/7/2012	O'SHAUGHNESSY	6.02	30,253.51
KROGER CO	501044101	1,204.0000	3/7/2012	O'SHAUGHNESSY	12.04	29,458.03

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
KROGER CO	501044101	196.0000	4/20/2012	O'SHAUGHNESSY	3.92	4,640.54
KROGER CO	501044101	105.0000	4/20/2012	O'SHAUGHNESSY	1.05	2,498.48
KROGER CO	501044101	398.0000	5/21/2012	O'SHAUGHNESSY	7.96	8,883.68
KROGER CO	501044101	711.0000	7/20/2012	O'SHAUGHNESSY	14.22	15,604.32
KROGER CO	501044101	1,106.0000	8/7/2012	O'SHAUGHNESSY	22.12	24,243.41
KROGER CO	501044101	346.0000	11/16/2012	O'SHAUGHNESSY	6.92	8,611.70
KROGER CO	501044101	385.0000	12/14/2012	O'SHAUGHNESSY	7.70	10,306.45
L-3 COMMUNICATIONS HLDGS INC	502424104	145.0000	3/5/2012	SEIZERT	5.80	10,184.22
L-3 COMMUNICATIONS HLDGS INC	502424104	1,651.0000	3/7/2012	O'SHAUGHNESSY	16.51	114,735.91
L-3 COMMUNICATIONS HLDGS INC	502424104	37.0000	5/21/2012	O'SHAUGHNESSY	0.74	2,584.26
L-3 COMMUNICATIONS HLDGS INC	502424104	10.0000	6/15/2012	O'SHAUGHNESSY	0.10	695.18
L-3 COMMUNICATIONS HLDGS INC	502424104	119.0000	6/18/2012	O'SHAUGHNESSY	1.19	8,300.35
L-3 COMMUNICATIONS HLDGS INC	502424104	10.0000	6/19/2012	O'SHAUGHNESSY	0.10	696.81
L-3 COMMUNICATIONS HLDGS INC	502424104	11.0000	6/21/2012	O'SHAUGHNESSY	0.11	800.07
L-3 COMMUNICATIONS HLDGS INC	502424104	7.0000	6/25/2012	O'SHAUGHNESSY	0.07	513.09
L-3 COMMUNICATIONS HLDGS INC	502424104	68.0000	6/26/2012	O'SHAUGHNESSY	0.68	4,943.25

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
L-3 COMMUNICATIONS HLDGS INC	502424104	51.0000	6/28/2012	O'SHAUGHNESSY	0.51	3,672.91
L-3 COMMUNICATIONS HLDGS INC	502424104	14.0000	6/29/2012	O'SHAUGHNESSY	0.14	991.29
L-3 COMMUNICATIONS HLDGS INC	502424104	23.0000	7/3/2012	O'SHAUGHNESSY	0.23	1,631.84
L-3 COMMUNICATIONS HLDGS INC	502424104	233.0000	7/20/2012	O'SHAUGHNESSY	4.66	16,848.70
L-3 COMMUNICATIONS HLDGS INC	502424104	59.0000	7/24/2012	O'SHAUGHNESSY	1.18	4,115.21
L-3 COMMUNICATIONS HLDGS INC	502424104	78.0000	7/25/2012	O'SHAUGHNESSY	0.78	5,511.89
L-3 COMMUNICATIONS HLDGS INC	502424104	325.0000	8/7/2012	SEIZERT	13.00	22,432.51
L-3 COMMUNICATIONS HLDGS INC	502424104	697.0000	8/7/2012	O'SHAUGHNESSY	6.97	47,583.42
LEXMARK INTL INC	529771107	795.0000	6/6/2012	SEIZERT	31.80	20,073.43
LEXMARK INTL INC	529771107	350.0000	6/15/2012	SEIZERT	14.00	8,745.91
LIBERTY GLOBAL INC	530555101	1,407.0000	3/7/2012	O'SHAUGHNESSY	14.07	72,069.92
LIBERTY MEDIA CORP NEW	530322106	380.0000	8/7/2012	SEIZERT	15.20	35,758.00
LIBERTY MEDIA CORP NEW	530322106	200.0000	10/19/2012	O'SHAUGHNESSY	4.00	22,124.54
LIFE TIME FITNESS INC	53217R207	430.0000	4/24/2012	DARUMA	17.20	19,734.03
LIFE TIME FITNESS INC	53217R207	260.0000	7/3/2012	DARUMA	10.40	11,588.02
LIFE TIME FITNESS INC	53217R207	210.0000	8/7/2012	DARUMA	8.40	9,539.50

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
LIMITED BRANDS	532716107	434.0000	3/7/2012	O'SHAUGHNESSY	4.34	20,237.59
LIMITED BRANDS	532716107	368.0000	4/20/2012	O'SHAUGHNESSY	7.36	17,805.86
LIMITED BRANDS	532716107	24.0000	5/21/2012	O'SHAUGHNESSY	0.48	1,160.22
LINCOLN NATL CORP IND	534187109	401.0000	5/21/2012	O'SHAUGHNESSY	4.01	8,923.93
LINCOLN NATL CORP IND	534187109	46.0000	5/22/2012	O'SHAUGHNESSY	0.46	976.87
LINCOLN NATL CORP IND	534187109	27.0000	5/23/2012	O'SHAUGHNESSY	0.27	557.58
LINCOLN NATL CORP IND	534187109	722.0000	6/15/2012	O'SHAUGHNESSY	14.44	14,921.57
LINCOLN NATL CORP IND	534187109	1,002.0000	7/20/2012	O'SHAUGHNESSY	20.04	20,508.94
LINCOLN NATL CORP IND	534187109	128.0000	8/7/2012	O'SHAUGHNESSY	1.28	2,682.88
LINCOLN NATL CORP IND	534187109	861.0000	8/17/2012	O'SHAUGHNESSY	17.22	20,085.92
LINCOLN NATL CORP IND	534187109	82.0000	8/22/2012	O'SHAUGHNESSY	0.82	1,946.68
LINCOLN NATL CORP IND	534187109	12.0000	8/23/2012	O'SHAUGHNESSY	0.12	284.94
LINCOLN NATL CORP IND	534187109	199.0000	8/28/2012	O'SHAUGHNESSY	1.99	4,682.45
LINCOLN NATL CORP IND	534187109	47.0000	8/29/2012	O'SHAUGHNESSY	0.94	1,103.09
LINCOLN NATL CORP IND	534187109	153.0000	9/14/2012	O'SHAUGHNESSY	1.53	3,743.05
LINCOLN NATL CORP IND	534187109	214.0000	9/17/2012	O'SHAUGHNESSY	2.14	5,246.53

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
LINCOLN NATL CORP IND	534187109	519.0000	9/18/2012	O'SHAUGHNESSY	5.19	12,609.78
LINCOLN NATL CORP IND	534187109	502.0000	10/19/2012	O'SHAUGHNESSY	10.04	12,310.50
LINCOLN NATL CORP IND	534187109	62.0000	10/19/2012	O'SHAUGHNESSY	0.62	1,501.33
LINCOLN NATL CORP IND	534187109	62.0000	10/26/2012	O'SHAUGHNESSY	0.62	1,526.22
LINCOLN NATL CORP IND	534187109	25.0000	10/29/2012	O'SHAUGHNESSY	0.25	617.75
LINCOLN NATL CORP IND	534187109	57.0000	10/31/2012	O'SHAUGHNESSY	0.57	1,403.45
LINCOLN NATL CORP IND	534187109	34.0000	11/5/2012	O'SHAUGHNESSY	0.34	838.36
LINCOLN NATL CORP IND	534187109	206.0000	11/13/2012	O'SHAUGHNESSY	2.06	5,016.39
LINCOLN NATL CORP IND	534187109	508.0000	11/16/2012	O'SHAUGHNESSY	10.16	11,918.75
LINCOLN NATL CORP IND	534187109	20.0000	11/16/2012	O'SHAUGHNESSY	0.20	471.90
LINCOLN NATL CORP IND	534187109	9.0000	12/14/2012	O'SHAUGHNESSY	0.18	232.98
LOCKHEED MARTIN CORP	539830109	2,327.0000	3/7/2012	O'SHAUGHNESSY	23.27	206,259.46
LOEWS CORP	540424108	350.0000	3/5/2012	SEIZERT	14.00	13,761.48
LOEWS CORP	540424108	605.0000	8/7/2012	SEIZERT	24.20	23,770.45
LOWES COS INC	548661107	6,806.0000	3/7/2012	O'SHAUGHNESSY	136.12	193,630.70
LUMBER LIQUIDATORS HLDGS INC	550031107	460.0000	8/7/2012	DARUMA	18.40	19,413.38

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
LUMBER LIQUIDATORS HLDGS INC	55003T107	90.0000	10/4/2012	DARUMA	3.60	4,598.37
MARRIOTT INTL INC NEW CL A	571903202	308.0000	8/17/2012	O'SHAUGHNESSY	6.16	11,460.13
MARRIOTT INTL INC NEW CL A	571903202	25.0000	8/17/2012	O'SHAUGHNESSY	0.25	926.50
MARVELL TECHNOLOGY GROUP LTD	G5876H105	3,038.0000	3/7/2012	O'SHAUGHNESSY	30.38	45,690.61
MARVELL TECHNOLOGY GROUP LTD	G5876H105	1,558.0000	3/16/2012	O'SHAUGHNESSY	31.16	23,765.73
MARVELL TECHNOLOGY GROUP LTD	G5876H105	1,150.0000	4/20/2012	O'SHAUGHNESSY	23.00	17,728.40
MARVELL TECHNOLOGY GROUP LTD	G5876H105	135.0000	8/17/2012	O'SHAUGHNESSY	2.70	1,640.25
MARVELL TECHNOLOGY GROUP LTD	G5876H105	8,630.0000	10/16/2012	SEIZERT	345.20	75,950.04
MARVELL TECHNOLOGY GROUP LTD	G5876H105	7,560.0000	10/31/2012	SEIZERT	302.40	59,030.75
MARVELL TECHNOLOGY GROUP LTD	G5876H105	1,830.0000	11/20/2012	SEIZERT	36.60	13,819.06
MAXIMUS INC	577933104	150.0000	8/7/2012	DARUMA	6.00	7,455.50
MAXIMUS INC	577933104	73.0000	10/4/2012	DARUMA	2.92	4,387.53
MCGRAW-HILL COMPANIES INC	580645109	380.0000	3/7/2012	O'SHAUGHNESSY	3.80	17,599.09
MCGRAW-HILL COMPANIES INC	580645109	644.0000	4/20/2012	O'SHAUGHNESSY	12.88	31,514.53
MCGRAW-HILL COMPANIES INC	580645109	423.0000	5/21/2012	O'SHAUGHNESSY	8.46	19,675.21
MCGRAW-HILL COMPANIES INC	580645109	283.0000	6/15/2012	O'SHAUGHNESSY	5.66	12,248.95

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
MCGRAW-HILL COMPANIES INC	580645109	71.0000	6/18/2012	O'SHAUGHNESSY	0.71	3,065.36
MCGRAW-HILL COMPANIES INC	580645109	145.0000	7/20/2012	O'SHAUGHNESSY	2.90	6,804.33
MCGRAW-HILL COMPANIES INC	580645109	178.0000	7/26/2012	O'SHAUGHNESSY	1.78	8,207.99
MCGRAW-HILL COMPANIES INC	580645109	228.0000	8/7/2012	O'SHAUGHNESSY	2.28	10,622.52
MICROSOFT CORP	594918104	7,940.0000	3/7/2012	POLEN	317.60	255,728.34
MICROSOFT CORP	594918104	750.0000	8/6/2012	POLEN	30.00	22,035.00
MICROSOFT CORP	594918104	1,976.0000	8/23/2012	POLEN	79.04	60,749.95
MILLICOM INTL CELLULAR SA	L6388F110	56.0000	6/15/2012	O'SHAUGHNESSY	0.56	5,066.32
MILLICOM INTL CELLULAR SA	L6388F110	151.0000	7/20/2012	O'SHAUGHNESSY	3.02	14,138.13
MILLICOM INTL CELLULAR SA	L6388F110	153.0000	8/7/2012	O'SHAUGHNESSY	3.06	13,863.33
MILLICOM INTL CELLULAR SA	L6388F110	108.0000	8/17/2012	O'SHAUGHNESSY	2.16	9,797.76
MILLICOM INTL CELLULAR SA	L6388F110	87.0000	9/14/2012	O'SHAUGHNESSY	1.74	7,875.24
MILLICOM INTL CELLULAR SA	L6388F110	28.0000	9/18/2012	O'SHAUGHNESSY	0.56	2,513.28
MILLICOM INTL CELLULAR SA	L6388F110	113.0000	9/19/2012	O'SHAUGHNESSY	2.26	10,154.61
MILLICOM INTL CELLULAR SA	L6388F110	41.0000	10/22/2012	O'SHAUGHNESSY	0.82	3,742.07
MILLICOM INTL CELLULAR SA	L6388F110	212.0000	10/23/2012	O'SHAUGHNESSY	4.24	19,013.96

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
MILLICOM INTL CELLULAR SA	L6388F110	244.0000	11/16/2012	O'SHAUGHNESSY	4.88	20,539.63
MOTOROLA SOLUTIONS INC.	620076307	125.0000	5/21/2012	O'SHAUGHNESSY	2.50	6,146.89
MOTOROLA SOLUTIONS INC.	620076307	124.0000	6/15/2012	O'SHAUGHNESSY	2.48	5,903.73
MOTOROLA SOLUTIONS INC.	620076307	346.0000	7/20/2012	O'SHAUGHNESSY	6.92	15,609.17
MOTOROLA SOLUTIONS INC.	620076307	331.0000	8/7/2012	O'SHAUGHNESSY	3.31	15,732.36
MOTOROLA SOLUTIONS INC.	620076307	59.0000	8/17/2012	O'SHAUGHNESSY	1.18	2,793.87
MOTOROLA SOLUTIONS INC.	620076307	16.0000	8/17/2012	O'SHAUGHNESSY	0.16	756.32
MOTOROLA SOLUTIONS INC.	620076307	35.0000	9/14/2012	O'SHAUGHNESSY	0.70	1,710.35
MOTOROLA SOLUTIONS INC.	620076307	63.0000	9/17/2012	O'SHAUGHNESSY	1.26	3,092.68
MOTOROLA SOLUTIONS INC.	620076307	26.0000	9/20/2012	O'SHAUGHNESSY	0.26	1,299.42
MOTOROLA SOLUTIONS INC.	620076307	15.0000	9/21/2012	O'SHAUGHNESSY	0.15	746.59
MOTOROLA SOLUTIONS INC.	620076307	48.0000	9/24/2012	O'SHAUGHNESSY	0.48	2,389.84
MOTOROLA SOLUTIONS INC.	620076307	46.0000	9/25/2012	O'SHAUGHNESSY	0.46	2,283.28
MOTOROLA SOLUTIONS INC.	620076307	9.0000	10/3/2012	O'SHAUGHNESSY	0.09	453.74
MOTOROLA SOLUTIONS INC.	620076307	365.0000	10/19/2012	O'SHAUGHNESSY	7.30	18,518.06
MOTOROLA SOLUTIONS INC.	620076307	27.0000	10/22/2012	O'SHAUGHNESSY	0.27	1,377.99

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
MOTOROLA SOLUTIONS INC.	620076307	11.0000	10/23/2012	O'SHAUGHNESSY	0.11	558.45
MOTOROLA SOLUTIONS INC.	620076307	119.0000	10/24/2012	O'SHAUGHNESSY	1.19	5,994.87
MOTOROLA SOLUTIONS INC.	620076307	367.0000	11/16/2012	O'SHAUGHNESSY	7.34	19,572.04
MOTOROLA SOLUTIONS INC.	620076307	147.0000	11/19/2012	O'SHAUGHNESSY	2.94	7,798.48
MOTOROLA SOLUTIONS INC.	620076307	49.0000	11/20/2012	O'SHAUGHNESSY	0.49	2,594.31
MOTOROLA SOLUTIONS INC.	620076307	560.0000	12/14/2012	O'SHAUGHNESSY	11.20	30,802.41
MURPHY OIL CORP	626717102	865.0000	4/23/2012	SEIZERT	25.95	45,902.18
MURPHY OIL CORP	626717102	410.0000	8/7/2012	SEIZERT	16.40	22,185.72
NESTLE SA SPONSORED ADR REPSTG	641069406	96.0000	3/7/2012	O'SHAUGHNESSY	1.92	5,848.32
NEXEN INC	65334H102	800.0000	7/19/2012	SEIZERT	24.00	13,099.44
NIKE INC CL B	654106103	893.0000	6/15/2012	POLEN	35.72	95,890.43
NIKE INC CL B	654106103	100.0000	8/6/2012	POLEN	4.00	9,332.00
NIKE INC CL B	654106103	699.0000	8/17/2012	POLEN	27.96	66,808.74
NIKE INC CL B	654106103	1,139.0000	11/26/2012	POLEN	45.56	108,814.71
NIPPON T & T CORP ADR	654624105	783.0000	10/19/2012	O'SHAUGHNESSY	7.83	19,110.60
NIPPON T & T CORP ADR	654624105	565.0000	11/16/2012	O'SHAUGHNESSY	11.30	12,956.81

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
NORFOLK SOUTHERN CORP SOUTHERN	655844108	179.0000	3/7/2012	O'SHAUGHNESSY	1.79	12,333.89
NORFOLK SOUTHERN CORP SOUTHERN	655844108	126.0000	5/21/2012	O'SHAUGHNESSY	2.52	8,607.53
NORFOLK SOUTHERN CORP SOUTHERN	655844108	61.0000	6/15/2012	O'SHAUGHNESSY	0.61	4,029.70
NORFOLK SOUTHERN CORP SOUTHERN	655844108	8.0000	6/18/2012	O'SHAUGHNESSY	0.08	535.12
NORFOLK SOUTHERN CORP SOUTHERN	655844108	8.0000	6/21/2012	O'SHAUGHNESSY	0.08	554.51
NORFOLK SOUTHERN CORP SOUTHERN	655844108	4.0000	6/25/2012	O'SHAUGHNESSY	0.04	283.12
NORFOLK SOUTHERN CORP SOUTHERN	655844108	80.0000	6/28/2012	O'SHAUGHNESSY	0.80	5,491.99
NORFOLK SOUTHERN CORP SOUTHERN	655844108	68.0000	7/20/2012	O'SHAUGHNESSY	1.36	5,022.48
NORFOLK SOUTHERN CORP SOUTHERN	655844108	247.0000	8/7/2012	O'SHAUGHNESSY	2.47	17,948.01
NORTHROP GRUMMAN CORP	666807102	1,518.0000	3/7/2012	O'SHAUGHNESSY	15.18	91,308.16
NORTHROP GRUMMAN CORP	666807102	115.0000	6/15/2012	O'SHAUGHNESSY	2.30	6,854.66
NORTHROP GRUMMAN CORP	666807102	427.0000	7/20/2012	O'SHAUGHNESSY	8.54	27,170.61
NORTHROP GRUMMAN CORP	666807102	582.0000	8/7/2012	O'SHAUGHNESSY	5.82	37,785.07
NYSE EURONEXT	629491101	236.0000	10/19/2012	O'SHAUGHNESSY	4.72	5,712.69
NYSE EURONEXT	629491101	4.0000	12/14/2012	O'SHAUGHNESSY	0.04	94.40
O REILLY AUTOMOTIVE INC NEW	67103H107	59.0000	11/16/2012	O'SHAUGHNESSY	1.18	5,254.60

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
O'REILLY AUTOMOTIVE INC NEW	67103H107	20.0000	11/20/2012	O'SHAUGHNESSY	0.20	1,766.03
O'REILLY AUTOMOTIVE INC NEW	67103H107	83.0000	12/18/2012	O'SHAUGHNESSY	0.83	7,537.74
O'REILLY AUTOMOTIVE INC NEW	67103H107	154.0000	12/19/2012	O'SHAUGHNESSY	1.54	13,962.84
OMNICOM GROUP INC	681919106	2,303.0000	3/7/2012	O'SHAUGHNESSY	23.03	112,368.90
ORACLE CORPORATION	68389X105	8,810.0000	3/7/2012	POLEN	352.40	264,372.24
ORACLE CORPORATION	68389X105	840.0000	8/6/2012	POLEN	33.60	25,510.80
OSHKOSH TRUCK CORP	688239201	460.0000	3/2/2012	SEIZERT	9.20	10,835.35
OSHKOSH TRUCK CORP	688239201	159.0000	3/5/2012	SEIZERT	4.77	3,709.02
OSHKOSH TRUCK CORP	688239201	401.0000	3/6/2012	SEIZERT	12.03	9,398.60
OSHKOSH TRUCK CORP	688239201	285.0000	6/15/2012	SEIZERT	5.70	5,813.77
OSHKOSH TRUCK CORP	688239201	690.0000	6/18/2012	SEIZERT	27.60	14,123.40
OSHKOSH TRUCK CORP	688239201	730.0000	8/7/2012	SEIZERT	29.20	16,363.68
PANDORA MEDIA INC COM	698354107	1,878.0000	9/5/2012	DARUMA	75.12	22,591.21
PANDORA MEDIA INC COM	698354107	629.0000	9/5/2012	DARUMA	25.16	7,549.26
PANDORA MEDIA INC COM	698354107	3,756.0000	9/5/2012	DARUMA	150.24	44,351.97
PANDORA MEDIA INC COM	698354107	1,877.0000	9/5/2012	DARUMA	75.08	22,536.58

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
PANDORA MEDIA INC COM	698354107	1,670.0000	9/6/2012	DARUMA	66.80	19,939.80
PANDORA MEDIA INC COM	698354107	3,342.0000	9/6/2012	DARUMA	133.68	39,335.01
PANDORA MEDIA INC COM	698354107	3,342.0000	9/6/2012	DARUMA	133.68	40,051.20
PANDORA MEDIA INC COM	698354107	1,046.0000	9/6/2012	DARUMA	41.84	12,579.41
PANDORA MEDIA INC COM	698354107	737.0000	9/12/2012	DARUMA	14.74	7,394.98
PANDORA MEDIA INC COM	698354107	1,793.0000	9/12/2012	DARUMA	71.72	18,747.97
PANDORA MEDIA INC COM	698354107	1,110.0000	9/13/2012	DARUMA	44.40	11,149.40
PANDORA MEDIA INC COM	698354107	1,780.0000	9/27/2012	DARUMA	71.20	19,614.35
PANDORA MEDIA INC COM	698354107	160.0000	10/4/2012	DARUMA	6.40	1,686.45
PANDORA MEDIA INC COM	698354107	272.0000	10/4/2012	DARUMA	10.88	2,862.94
PANDORA MEDIA INC COM	698354107	1,479.0000	10/30/2012	DARUMA	59.16	11,448.94
PANDORA MEDIA INC COM	698354107	1,911.0000	10/30/2012	DARUMA	76.44	15,519.42
PINNACLE ENTERTAINMENT INC	723456109	1,090.0000	7/3/2012	DARUMA	43.60	9,849.13
PINNACLE ENTERTAINMENT INC	723456109	630.0000	8/7/2012	DARUMA	25.20	6,714.79
PINNACLE ENTERTAINMENT INC	723456109	510.0000	9/20/2012	DARUMA	20.40	6,236.74
PINNACLE ENTERTAINMENT INC	723456109	204.0000	10/4/2012	DARUMA	8.16	2,535.66

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
PROGRESS SOFTWARE CORP	743312100	620.0000	7/3/2012	DARUMA	24.80	12,112.32
PROGRESS SOFTWARE CORP	743312100	330.0000	8/7/2012	DARUMA	13.20	6,130.41
PROGRESS SOFTWARE CORP	743312100	153.0000	10/4/2012	DARUMA	6.12	3,294.30
PROGRESS SOFTWARE CORP	743312100	122.0000	10/5/2012	DARUMA	2.44	2,660.48
PROGRESS SOFTWARE CORP	743312100	316.0000	10/5/2012	DARUMA	12.64	6,869.59
PROGRESS SOFTWARE CORP	743312100	212.0000	10/5/2012	DARUMA	8.48	4,626.35
PROGRESS SOFTWARE CORP	743312100	200.0000	10/9/2012	DARUMA	8.00	4,406.16
QEP RES INC	74733V100	639.0000	7/31/2012	SEIZERT	12.78	18,307.35
QEP RES INC	74733V100	2,071.0000	7/31/2012	SEIZERT	62.13	59,779.42
QEP RES INC	74733V100	345.0000	8/7/2012	SEIZERT	13.80	9,323.35
QEP RES INC	74733V100	279.0000	8/22/2012	SEIZERT	5.58	7,531.72
QEP RES INC	74733V100	1,146.0000	8/22/2012	SEIZERT	45.84	30,929.85
QEP RES INC	74733V100	665.0000	9/10/2012	SEIZERT	13.30	18,896.51
QUALCOMM INC	747525103	5,440.0000	3/7/2012	POLEN	217.60	339,764.45
QUALCOMM INC	747525103	520.0000	8/6/2012	POLEN	20.80	30,950.40
RAYTHEON COMPANY	755111507	1,747.0000	3/7/2012	O'SHAUGHNESSY	17.47	89,688.53

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
REDWOOD TRUST INC REIT	758075402	595.0000	3/5/2012	SEIZERT	23.80	6,986.19
REDWOOD TRUST INC REIT	758075402	795.0000	3/5/2012	SEIZERT	31.80	9,239.09
REDWOOD TRUST INC REIT	758075402	1,200.0000	8/7/2012	SEIZERT	48.00	15,173.04
REGIONS FINL CORP	7591EP100	1,940.0000	3/5/2012	SEIZERT	77.60	11,393.81
REGIONS FINL CORP	7591EP100	2,825.0000	8/7/2012	SEIZERT	113.00	19,306.05
REGIONS FINL CORP	7591EP100	4,455.0000	10/30/2012	SEIZERT	89.10	29,221.68
ROCKWELL COLLINS	774341101	137.0000	10/19/2012	O'SHAUGHNESSY	1.37	7,452.95
ROCKWELL COLLINS	774341101	130.0000	10/22/2012	O'SHAUGHNESSY	1.30	7,096.04
ROCKWELL COLLINS	774341101	43.0000	10/23/2012	O'SHAUGHNESSY	0.43	2,323.34
ROGERS COMMUNIC INC CLASS B	775109200	1,787.0000	3/7/2012	O'SHAUGHNESSY	17.87	68,924.77
ROGERS CORP	775133101	90.0000	3/27/2012	DARUMA	3.60	3,405.04
ROGERS CORP	775133101	170.0000	3/28/2012	DARUMA	6.80	6,439.77
ROGERS CORP	775133101	470.0000	3/29/2012	DARUMA	18.80	18,108.25
ROGERS CORP	775133101	130.0000	7/3/2012	DARUMA	5.20	4,996.26
ROGERS CORP	775133101	140.0000	8/7/2012	DARUMA	5.60	5,510.40
ROGERS CORP	775133101	74.0000	9/10/2012	DARUMA	2.22	2,976.27

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
ROGERS CORP	775133101	49.0000	9/12/2012	DARUMA	1.96	2,047.47
ROGERS CORP	775133101	91.0000	9/13/2012	DARUMA	3.64	3,940.92
ROGERS CORP	775133101	67.0000	10/4/2012	DARUMA	2.68	2,901.13
ROVI CORP	779376102	1,530.0000	5/9/2012	DARUMA	61.20	40,127.46
ROVI CORP	779376102	1,030.0000	6/5/2012	DARUMA	41.20	25,048.06
ROVI CORP	779376102	540.0000	6/25/2012	DARUMA	21.60	11,659.68
ROVI CORP	779376102	840.0000	6/26/2012	DARUMA	33.60	17,988.35
ROVI CORP	779376102	400.0000	7/3/2012	DARUMA	16.00	7,691.28
ROVI CORP	779376102	880.0000	7/6/2012	DARUMA	35.20	16,622.67
ROVI CORP	779376102	2,640.0000	7/23/2012	DARUMA	105.60	26,835.34
ROVI CORP	779376102	1,530.0000	7/23/2012	DARUMA	61.20	16,160.47
ROVI CORP	779376102	2,200.0000	7/23/2012	DARUMA	88.00	24,044.68
ROVI CORP	779376102	1,070.0000	8/7/2012	DARUMA	42.80	14,198.37
ROVI CORP	779376102	247.0000	10/4/2012	DARUMA	9.88	3,531.19
ROVI CORP	779376102	160.0000	10/4/2012	DARUMA	6.40	2,279.66
ROYAL KPN NV ADR	780641205	14,149.0000	3/7/2012	O'SHAUGHNESSY	282.98	152,101.75

SCHEDULE 4B

Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
ROYAL KPN NV ADR	780641205	2,332.0000	8/7/2012	O'SHAUGHNESSY	46.64	18,189.60
SAFEWAY INC	786514208	7,542.0000	3/7/2012	O'SHAUGHNESSY	150.84	163,118.38
SARA LEE CORPORATION	803111103	5,811.0000	3/7/2012	O'SHAUGHNESSY	58.11	123,425.06
SCHULMAN A INC	808194104	168.0000	8/13/2012	DARUMA	6.72	3,756.33
SCHULMAN A INC	808194104	112.0000	8/14/2012	DARUMA	4.48	2,562.41
SCHULMAN A INC	808194104	56.0000	8/15/2012	DARUMA	2.24	1,291.04
SCHULMAN A INC	808194104	419.0000	8/16/2012	DARUMA	16.76	9,588.02
SCHULMAN A INC	808194104	558.0000	8/17/2012	DARUMA	22.32	12,833.67
SCHULMAN A INC	808194104	73.0000	8/23/2012	DARUMA	2.19	1,757.58
SCHULMAN A INC	808194104	390.0000	8/24/2012	DARUMA	11.70	9,508.55
SCHULMAN A INC	808194104	141.0000	8/27/2012	DARUMA	4.23	3,453.92
SCHULMAN A INC	808194104	178.0000	8/28/2012	DARUMA	5.34	4,353.38
SCHULMAN A INC	808194104	21.0000	8/29/2012	DARUMA	0.84	509.70
SCHULMAN A INC	808194104	451.0000	8/29/2012	DARUMA	13.53	10,949.06
SCHULMAN A INC	808194104	140.0000	8/31/2012	DARUMA	5.60	3,423.38
SCHULMAN A INC	808194104	69.0000	9/4/2012	DARUMA	2.07	1,692.57

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options**

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
SCHULMAN A INC	808194104	197.0000	9/4/2012	DARUMA	7.88	4,834.74
SCHULMAN A INC	808194104	144.0000	9/4/2012	DARUMA	2.88	3,537.36
SCHULMAN A INC	808194104	56.0000	9/5/2012	DARUMA	1.12	1,352.12
SCHULMAN A INC	808194104	225.0000	9/5/2012	DARUMA	6.75	5,442.32
SCHULMAN A INC	808194104	175.0000	9/5/2012	DARUMA	7.00	4,223.71
SCHULMAN A INC	808194104	92.0000	9/6/2012	DARUMA	3.68	2,238.88
SCHULMAN A INC	808194104	73.0000	9/7/2012	DARUMA	2.19	1,768.21
SCHULMAN A INC	808194104	100.0000	9/10/2012	DARUMA	3.00	2,445.67
SCHULMAN A INC	808194104	47.0000	10/4/2012	DARUMA	1.88	1,146.35
SCHULMAN A INC	808194104	112.0000	10/4/2012	DARUMA	4.48	2,733.56
SCHULMAN A INC	808194104	68.0000	10/5/2012	DARUMA	2.72	1,659.50
SCHULMAN A INC	808194104	263.0000	10/30/2012	DARUMA	10.52	6,398.90
SCHULMAN A INC	808194104	68.0000	10/31/2012	DARUMA	1.36	1,754.40
SCHULMAN A INC	808194104	225.0000	11/13/2012	DARUMA	9.00	5,743.78
SCHULMAN A INC	808194104	178.0000	11/14/2012	DARUMA	7.12	4,507.80
SCHULMAN A INC	808194104	52.0000	11/15/2012	DARUMA	2.08	1,309.27

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012**
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
SCHULMAN A INC	808194104	186.0000	11/15/2012	DARUMA	7.44	4,692.30
SCHULMAN A INC	808194104	140.0000	11/16/2012	DARUMA	5.60	3,491.38
SCHULMAN A INC	808194104	174.0000	11/19/2012	DARUMA	6.96	4,261.26
SCHULMAN A INC	808194104	149.0000	11/19/2012	DARUMA	5.96	3,642.66
SCHULMAN A INC	808194104	112.0000	11/20/2012	DARUMA	4.48	2,696.58
SCHULMAN A INC	808194104	38.0000	11/20/2012	DARUMA	1.52	914.21
SCHULMAN A INC	808194104	60.0000	11/21/2012	DARUMA	2.40	1,464.28
SCHULMAN A INC	808194104	120.0000	11/21/2012	DARUMA	4.80	2,930.34
SCHULMAN A INC	808194104	62.0000	11/23/2012	DARUMA	2.48	1,522.63
SCHULMAN A INC	808194104	122.0000	11/23/2012	DARUMA	4.88	2,993.75
SCHULMAN A INC	808194104	64.0000	11/23/2012	DARUMA	2.56	1,572.90
SCHULMAN A INC	808194104	102.0000	11/26/2012	DARUMA	4.08	2,546.06
SEAGATE TECHNOLOGY	G7945M107	2,907.0000	3/7/2012	O'SHAUGHNESSY	29.07	80,350.64
SEAGATE TECHNOLOGY	G7945M107	50.0000	8/17/2012	O'SHAUGHNESSY	0.50	1,718.75
SEAGATE TECHNOLOGY	G7945M107	494.0000	8/17/2012	O'SHAUGHNESSY	9.88	17,046.66
SEAGATE TECHNOLOGY	G7945M107	771.0000	9/14/2012	O'SHAUGHNESSY	15.42	23,113.58

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012**
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
SEAGATE TECHNOLOGY	G7945M107	657.0000	10/19/2012	O'SHAUGHNESSY	13.14	18,874.95
SEAGATE TECHNOLOGY	G7945M107	547.0000	11/16/2012	O'SHAUGHNESSY	10.94	15,024.67
SEAGATE TECHNOLOGY	G7945M107	655.0000	12/17/2012	O'SHAUGHNESSY	6.55	18,322.71
SEMTECH CORP COM	816850101	230.0000	7/3/2012	DARUMA	9.20	5,316.73
SEMTECH CORP COM	816850101	240.0000	7/11/2012	DARUMA	7.20	5,788.49
SEMTECH CORP COM	816850101	590.0000	7/12/2012	DARUMA	17.70	14,190.09
SEMTECH CORP COM	816850101	410.0000	8/7/2012	DARUMA	16.40	9,610.40
SHUTTERFLY INC	82568P304	340.0000	2/7/2012	DARUMA	13.60	9,252.25
SHUTTERFLY INC	82568P304	250.0000	2/8/2012	DARUMA	10.00	7,074.20
SHUTTERFLY INC	82568P304	470.0000	2/21/2012	DARUMA	18.80	13,169.54
SHUTTERFLY INC	82568P304	190.0000	2/22/2012	DARUMA	7.60	5,187.72
SHUTTERFLY INC	82568P304	340.0000	7/3/2012	DARUMA	13.60	9,773.13
SHUTTERFLY INC	82568P304	250.0000	8/7/2012	DARUMA	10.00	7,879.50
SHUTTERFLY INC	82568P304	450.0000	8/15/2012	DARUMA	18.00	13,786.43
SHUTTERFLY INC	82568P304	277.0000	8/15/2012	DARUMA	11.08	8,599.74
SHUTTERFLY INC	82568P304	126.0000	10/4/2012	DARUMA	5.04	3,778.85

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012**
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
SHUTTERFLY INC	82568P304	541.0000	11/7/2012	DARUMA	21.64	15,966.48
SHUTTERFLY INC	82568P304	119.0000	11/7/2012	DARUMA	4.76	3,518.66
SLM CORP	78442P106	738.0000	8/17/2012	O'SHAUGHNESSY	14.76	11,911.62
SLM CORP	78442P106	121.0000	8/20/2012	O'SHAUGHNESSY	2.42	1,952.94
SLM CORP	78442P106	178.0000	8/21/2012	O'SHAUGHNESSY	3.56	2,896.06
SLM CORP	78442P106	159.0000	9/14/2012	O'SHAUGHNESSY	1.59	2,547.63
SLM CORP	78442P106	518.0000	9/17/2012	O'SHAUGHNESSY	5.18	8,428.22
SLM CORP	78442P106	292.0000	9/18/2012	O'SHAUGHNESSY	2.92	4,809.33
SLM CORP	78442P106	35.0000	9/19/2012	O'SHAUGHNESSY	0.35	585.32
SLM CORP	78442P106	61.0000	9/20/2012	O'SHAUGHNESSY	0.61	1,015.67
SLM CORP	78442P106	561.0000	10/19/2012	O'SHAUGHNESSY	5.61	9,693.13
SLM CORP	78442P106	518.0000	10/19/2012	O'SHAUGHNESSY	10.36	8,955.55
SLM CORP	78442P106	171.0000	11/16/2012	O'SHAUGHNESSY	1.71	2,871.11
SLM CORP	78442P106	437.0000	11/16/2012	O'SHAUGHNESSY	8.74	7,349.42
SLM CORP	78442P106	1,187.0000	12/17/2012	O'SHAUGHNESSY	23.74	20,533.44
SLM CORP	78442P106	490.0000	12/17/2012	O'SHAUGHNESSY	4.90	8,472.10

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
SOHU.COM INC	83408W103	910.0000	2/10/2012	SEIZERT	18.20	47,163.48
SOHU.COM INC	83408W103	460.0000	2/13/2012	SEIZERT	18.40	24,057.77
SOHU.COM INC	83408W103	450.0000	2/13/2012	SEIZERT	9.00	23,400.54
SOHU.COM INC	83408W103	315.0000	3/2/2012	SEIZERT	12.60	16,086.36
SOHU.COM INC	83408W103	210.0000	3/5/2012	SEIZERT	8.40	10,496.26
SOHU.COM INC	83408W103	256.0000	5/25/2012	SEIZERT	10.24	11,258.11
SOHU.COM INC	83408W103	534.0000	5/25/2012	SEIZERT	16.02	23,487.99
SOHU.COM INC	83408W103	610.0000	7/20/2012	SEIZERT	24.40	21,812.26
SOHU.COM INC	83408W103	460.0000	8/2/2012	SEIZERT	18.40	16,069.87
SOHU.COM INC	83408W103	500.0000	8/7/2012	SEIZERT	20.00	17,815.00
SOTHEBYS HLDGS INC CL A	835898107	360.0000	6/25/2012	DARUMA	14.40	11,365.74
SOTHEBYS HLDGS INC CL A	835898107	270.0000	6/26/2012	DARUMA	10.80	8,504.33
SOTHEBYS HLDGS INC CL A	835898107	190.0000	7/3/2012	DARUMA	7.60	5,990.17
SOTHEBYS HLDGS INC CL A	835898107	470.0000	7/31/2012	DARUMA	18.80	13,288.08
SOTHEBYS HLDGS INC CL A	835898107	150.0000	8/1/2012	DARUMA	6.00	4,328.96
SOTHEBYS HLDGS INC CL A	835898107	60.0000	8/2/2012	DARUMA	2.40	1,757.19

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
SOTHEBYS HLDGS INC CL A	835898107	360.0000	8/7/2012	DARUMA	14.40	10,052.89
SOTHEBYS HLDGS INC CL A	835898107	83.0000	10/4/2012	DARUMA	3.32	2,597.62
SOTHEBYS HLDGS INC CL A	835898107	520.0000	10/5/2012	DARUMA	20.80	16,314.69
STARBUCKS CORP	855244109	5,550.0000	3/7/2012	POLEN	222.00	271,094.75
STARBUCKS CORP	855244109	530.0000	8/6/2012	POLEN	21.20	23,373.00
SYMANTEC CORP	871503108	1,415.0000	1/11/2012	SEIZERT	56.60	22,440.77
SYMANTEC CORP	871503108	1,710.0000	4/30/2012	SEIZERT	68.40	27,780.49
SYMANTEC CORP	871503108	1,525.0000	8/7/2012	SEIZERT	61.00	24,354.25
T ROWE PRICE GROUP INC	74144T108	4,750.0000	3/7/2012	POLEN	190.00	293,047.45
T ROWE PRICE GROUP INC	74144T108	450.0000	8/6/2012	POLEN	18.00	27,180.27
TARGET CORP	87612E106	789.0000	3/7/2012	O'SHAUGHNESSY	7.89	44,863.54
TATA MOTORS LTD SPON ADR	876568502	1,057.0000	3/7/2012	O'SHAUGHNESSY	10.57	28,827.88
TELECOM ITALIA SPA SPON ADR	87927Y102	4,939.0000	3/7/2012	O'SHAUGHNESSY	98.78	56,452.77
TELEFONICA BRASIL SA ADR	87936R106	932.0000	3/7/2012	O'SHAUGHNESSY	9.32	27,545.17
TELEFONICA SA SPONSORED ADR	879382208	391.0000	5/21/2012	O'SHAUGHNESSY	7.82	4,946.07
TELEFONICA SA SPONSORED ADR	879382208	6.0000	6/15/2012	O'SHAUGHNESSY	0.12	73.86

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
TELEFONICA SA SPONSORED ADR	879382208	3.0000	7/20/2012	O'SHAUGHNESSY	0.06	36.72
TELEFONICA SA SPONSORED ADR	879382208	47.0000	8/17/2012	O'SHAUGHNESSY	0.47	587.03
TELSTRA CORP LTD SPON ADR FINAL	87969N204	3,549.0000	3/7/2012	O'SHAUGHNESSY	70.98	63,527.10
TESSERA TECHNOLOGIES INC	88164L100	159.0000	2/27/2012	SEIZERT	3.18	2,706.98
TESSERA TECHNOLOGIES INC	88164L100	353.0000	2/27/2012	SEIZERT	10.59	6,010.11
TESSERA TECHNOLOGIES INC	88164L100	123.0000	2/27/2012	SEIZERT	2.46	2,090.67
TESSERA TECHNOLOGIES INC	88164L100	85.0000	2/28/2012	SEIZERT	2.55	1,446.77
TESSERA TECHNOLOGIES INC	88164L100	640.0000	3/6/2012	SEIZERT	25.60	10,809.47
TESSERA TECHNOLOGIES INC	88164L100	1,545.0000	8/7/2012	SEIZERT	61.80	21,495.89
TIME WARNER CABLE INC	88732J207	1,246.0000	3/7/2012	O'SHAUGHNESSY	12.46	98,810.92
TIME WARNER CABLE INC	88732J207	213.0000	4/20/2012	O'SHAUGHNESSY	4.26	17,312.64
TIME WARNER CABLE INC	88732J207	43.0000	4/24/2012	O'SHAUGHNESSY	0.86	3,497.19
TIME WARNER CABLE INC	88732J207	179.0000	5/21/2012	O'SHAUGHNESSY	3.58	13,706.35
TIME WARNER CABLE INC	88732J207	218.0000	6/15/2012	O'SHAUGHNESSY	4.36	16,818.13
TIME WARNER CABLE INC	88732J207	189.0000	8/7/2012	O'SHAUGHNESSY	1.89	16,488.28
TIME WARNER INC	887317303	975.0000	3/7/2012	O'SHAUGHNESSY	9.75	36,366.23

SCHEDULE 4B**Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012**
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
TRAVELERS COS INC	89417E109	3,093.0000	3/7/2012	O'SHAUGHNESSY	30.93	178,981.39
TYCO INTERNATIONAL LTD	H89128104	1,161.0000	3/7/2012	O'SHAUGHNESSY	11.61	59,907.72
UNITED STATIONERS INC	913004107	420.0000	7/3/2012	DARUMA	16.80	10,873.72
UNITED STATIONERS INC	913004107	200.0000	8/7/2012	DARUMA	8.00	4,875.00
UNITED STATIONERS INC	913004107	1,020.0000	8/10/2012	DARUMA	40.80	25,563.24
UNITED STATIONERS INC	913004107	99.0000	10/4/2012	DARUMA	3.96	2,610.99
UNITED THERAPEUTICS CORP DEL	91307C102	290.0000	8/7/2012	SEIZERT	11.60	15,436.70
UNUMPROVIDENT CORP	91529Y106	2,018.0000	3/7/2012	O'SHAUGHNESSY	20.18	47,604.62
VARIAN MEDICAL SYSTEMS INC	92220P105	4,310.0000	3/7/2012	POLEN	172.40	285,916.78
VARIAN MEDICAL SYSTEMS INC	92220P105	310.0000	8/6/2012	POLEN	12.40	17,206.09
VERA BRADLEY INC	92333C106	450.0000	3/20/2012	DARUMA	18.00	15,113.57
VERA BRADLEY INC	92333C106	910.0000	3/21/2012	DARUMA	36.40	30,580.00
VERA BRADLEY INC	92333C106	970.0000	3/27/2012	DARUMA	38.80	30,377.39
VERA BRADLEY INC	92333C106	550.0000	7/6/2012	DARUMA	22.00	10,738.48
VERA BRADLEY INC	92333C106	370.0000	7/9/2012	DARUMA	14.80	7,435.26
VERA BRADLEY INC	92333C106	490.0000	7/11/2012	DARUMA	19.60	10,543.58

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
VERA BRADLEY INC	92335C106	210.0000	7/12/2012	DARUMA	8.40	4,534.72
VERA BRADLEY INC	92335C106	30.0000	8/3/2012	DARUMA	1.20	679.92
VERA BRADLEY INC	92335C106	340.0000	8/6/2012	DARUMA	13.60	7,579.79
VERA BRADLEY INC	92335C106	606.0000	8/7/2012	DARUMA	24.24	13,376.72
VERA BRADLEY INC	92335C106	1,740.0000	9/5/2012	DARUMA	69.60	37,652.73
VERA BRADLEY INC	92335C106	153.0000	10/4/2012	DARUMA	6.12	3,752.16
VERA BRADLEY INC	92335C106	210.0000	10/4/2012	DARUMA	8.40	5,203.25
VIACOM INC NEW CL B	92553P201	1,111.0000	3/7/2012	O'SHAUGHNESSY	11.11	53,794.62
VIACOM INC NEW CL B	92553P201	33.0000	4/20/2012	O'SHAUGHNESSY	0.33	1,545.29
VIACOM INC NEW CL B	92553P201	24.0000	4/23/2012	O'SHAUGHNESSY	0.48	1,123.04
VIACOM INC NEW CL B	92553P201	43.0000	4/24/2012	O'SHAUGHNESSY	0.43	2,028.55
VIACOM INC NEW CL B	92553P201	53.0000	4/25/2012	O'SHAUGHNESSY	0.53	2,498.03
VIACOM INC NEW CL B	92553P201	359.0000	4/26/2012	O'SHAUGHNESSY	3.59	16,734.89
VIACOM INC NEW CL B	92553P201	298.0000	5/21/2012	O'SHAUGHNESSY	2.98	14,135.78
VIACOM INC NEW CL B	92553P201	35.0000	5/22/2012	O'SHAUGHNESSY	0.35	1,651.68
VIACOM INC NEW CL B	92553P201	49.0000	5/23/2012	O'SHAUGHNESSY	0.49	2,271.34

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SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
VIACOM INC NEW CL B	92553P201	28.0000	6/7/2012	O'SHAUGHNESSY	0.28	1,285.43
VIACOM INC NEW CL B	92553P201	462.0000	6/15/2012	O'SHAUGHNESSY	9.24	21,835.78
VIACOM INC NEW CL B	92553P201	45.0000	7/20/2012	O'SHAUGHNESSY	0.90	2,116.22
VIACOM INC NEW CL B	92553P201	489.0000	8/7/2012	O'SHAUGHNESSY	4.89	22,352.19
VIACOM INC NEW CL B	92553P201	52.0000	8/17/2012	O'SHAUGHNESSY	1.04	2,581.25
VIACOM INC NEW CL B	92553P201	14.0000	8/17/2012	O'SHAUGHNESSY	0.14	694.82
VIACOM INC NEW CL B	92553P201	508.0000	9/14/2012	O'SHAUGHNESSY	10.16	25,831.90
VIACOM INC NEW CL B	92553P201	193.0000	10/19/2012	O'SHAUGHNESSY	3.86	10,596.74
VIACOM INC NEW CL B	92553P201	83.0000	10/22/2012	O'SHAUGHNESSY	0.83	4,587.14
VIRGIN MEDIA INC	92769L101	828.0000	3/7/2012	O'SHAUGHNESSY	8.28	20,803.67
VIRGIN MEDIA INC	92769L101	234.0000	4/20/2012	O'SHAUGHNESSY	4.68	5,722.94
VIRGIN MEDIA INC	92769L101	621.0000	6/15/2012	O'SHAUGHNESSY	12.42	14,320.88
VIRGIN MEDIA INC	92769L101	224.0000	7/20/2012	O'SHAUGHNESSY	4.48	5,599.44
VIRGIN MEDIA INC	92769L101	640.0000	8/7/2012	O'SHAUGHNESSY	6.40	17,344.00
VIRGIN MEDIA INC	92769L101	359.0000	8/17/2012	O'SHAUGHNESSY	3.59	9,692.46
VIRGIN MEDIA INC	92769L101	84.0000	8/23/2012	O'SHAUGHNESSY	0.84	2,299.51

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Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
VIRGIN MEDIA INC	92769L101	57.0000	8/24/2012	O'SHAUGHNESSY	0.57	1,572.94
VIRGIN MEDIA INC	92769L101	92.0000	8/27/2012	O'SHAUGHNESSY	0.92	2,512.66
VIRGIN MEDIA INC	92769L101	225.0000	8/28/2012	O'SHAUGHNESSY	2.25	6,110.39
VIRGIN MEDIA INC	92769L101	305.0000	9/14/2012	O'SHAUGHNESSY	3.05	8,997.35
VIRGIN MEDIA INC	92769L101	813.0000	10/19/2012	O'SHAUGHNESSY	16.26	26,115.35
VIRGIN MEDIA INC	92769L101	540.0000	11/16/2012	O'SHAUGHNESSY	10.80	17,413.43
VIRGIN MEDIA INC	92769L101	312.0000	12/14/2012	O'SHAUGHNESSY	6.24	11,117.25
VISTEON CORP	92839U206	595.0000	1/12/2012	SEIZERT	17.85	31,109.16
VISTEON CORP	92839U206	125.0000	3/5/2012	SEIZERT	5.00	6,711.91
VISTEON CORP	92839U206	520.0000	8/7/2012	SEIZERT	20.80	16,131.39
WABTEC CORP	929740108	150.0000	7/3/2012	DARUMA	6.00	11,152.74
WABTEC CORP	929740108	120.0000	8/7/2012	DARUMA	4.80	9,297.60
WABTEC CORP	929740108	50.0000	10/4/2012	DARUMA	2.00	3,945.19
WALGREEN CO	931422109	775.0000	3/7/2012	O'SHAUGHNESSY	7.75	25,283.52
WAL-MART STORES INC	931142103	1,176.0000	3/7/2012	O'SHAUGHNESSY	11.76	69,276.63
WELL-CARE HEALTH PLANS INC	94946T106	17.0000	11/16/2012	DARUMA	0.68	787.41

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
WELLCARE HEALTH PLANS INC	94946T106	952.0000	11/19/2012	DARUMA	38.08	44,018.48
WELLCARE HEALTH PLANS INC	94946T106	6.0000	11/19/2012	DARUMA	0.24	275.85
WELLCARE HEALTH PLANS INC	94946T106	39.0000	11/20/2012	DARUMA	1.56	1,800.63
WELLCARE HEALTH PLANS INC	94946T106	268.0000	11/20/2012	DARUMA	10.72	12,475.24
WELLCARE HEALTH PLANS INC	94946T106	213.0000	11/21/2012	DARUMA	8.52	9,988.25
WELLCARE HEALTH PLANS INC	94946T106	420.0000	11/23/2012	DARUMA	16.80	20,120.06
WELLCARE HEALTH PLANS INC	94946T106	535.0000	11/26/2012	DARUMA	21.40	25,587.07
WELLCARE HEALTH PLANS INC	94946T106	119.0000	11/27/2012	DARUMA	4.76	5,739.97
WELLCARE HEALTH PLANS INC	94946T106	93.0000	11/27/2012	DARUMA	3.72	4,476.85
WELLCARE HEALTH PLANS INC	94946T106	190.0000	11/27/2012	DARUMA	3.80	9,180.80
WELLCARE HEALTH PLANS INC	94946T106	145.0000	11/29/2012	DARUMA	2.90	7,036.13
WELLCARE HEALTH PLANS INC	94946T106	330.0000	11/29/2012	DARUMA	13.20	15,908.97
WELLCARE HEALTH PLANS INC	94946T106	288.0000	11/30/2012	DARUMA	11.52	13,927.56
WELLCARE HEALTH PLANS INC	94946T106	58.0000	11/30/2012	DARUMA	2.32	2,808.36
WELLCARE HEALTH PLANS INC	94946T106	174.0000	11/30/2012	DARUMA	3.48	8,472.98
WELLCARE HEALTH PLANS INC	94946T106	45.0000	12/3/2012	DARUMA	1.80	2,121.75

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
WELLCARE HEALTH PLANS INC	94946T106	337.0000	12/3/2012	DARUMA	13.48	15,985.26
WELLCARE HEALTH PLANS INC	94946T106	36.0000	12/3/2012	DARUMA	0.72	1,707.66
WELLCARE HEALTH PLANS INC	94946T106	164.0000	12/10/2012	DARUMA	3.28	7,723.58
WELLCARE HEALTH PLANS INC	94946T106	75.0000	12/10/2012	DARUMA	3.00	3,550.10
WELLCARE HEALTH PLANS INC	94946T106	402.0000	12/19/2012	DARUMA	16.08	19,240.81
WELLPOINT INC	94973V107	1,619.0000	3/7/2012	O'SHAUGHNESSY	16.19	106,782.76
WELLPOINT INC	94973V107	102.0000	8/7/2012	O'SHAUGHNESSY	1.02	5,390.70
WESTERN DIGITAL CORP	958102105	585.0000	8/7/2012	SEIZERT	23.40	23,290.84
WESTERN UN CO	959802109	948.0000	9/10/2012	SEIZERT	18.96	16,751.16
WESTERN UN CO	959802109	5,952.0000	9/10/2012	SEIZERT	238.08	105,473.01
WESTERN UN CO	959802109	1,115.0000	12/12/2012	SEIZERT	22.30	14,521.31
WESTERN UN CO	959802109	1,780.0000	12/18/2012	SEIZERT	35.60	23,621.67
WRIGHT EXPRESS CORP	98233Q105	270.0000	7/3/2012	DARUMA	10.80	15,846.62
WRIGHT EXPRESS CORP	98233Q105	150.0000	8/7/2012	DARUMA	6.00	9,015.00
WRIGHT EXPRESS CORP	98233Q105	63.0000	10/4/2012	DARUMA	2.52	4,413.50
WYNDHAM WORLDWIDE CORP COM	98310W108	58.0000	3/16/2012	O'SHAUGHNESSY	0.58	2,635.44

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
WYNDHAM WORLDWIDE CORP COM	98310W108	43.0000	3/19/2012	O'SHAUGHNESSY	0.43	1,972.56
WYNDHAM WORLDWIDE CORP COM	98310W108	163.0000	3/20/2012	O'SHAUGHNESSY	1.63	7,434.66
WYNDHAM WORLDWIDE CORP COM	98310W108	47.0000	3/21/2012	O'SHAUGHNESSY	0.47	2,133.10
WYNDHAM WORLDWIDE CORP COM	98310W108	116.0000	3/22/2012	O'SHAUGHNESSY	1.16	5,234.18
WYNDHAM WORLDWIDE CORP COM	98310W108	154.0000	3/23/2012	O'SHAUGHNESSY	1.54	6,919.24
WYNDHAM WORLDWIDE CORP COM	98310W108	780.0000	3/29/2012	O'SHAUGHNESSY	7.80	33,396.40
WYNDHAM WORLDWIDE CORP COM	98310W108	407.0000	4/20/2012	O'SHAUGHNESSY	8.14	19,165.96
WYNDHAM WORLDWIDE CORP COM	98310W108	115.0000	9/14/2012	O'SHAUGHNESSY	1.15	6,204.22
WYNDHAM WORLDWIDE CORP COM	98310W108	11.0000	9/17/2012	O'SHAUGHNESSY	0.11	593.70
WYNDHAM WORLDWIDE CORP COM	98310W108	197.0000	10/19/2012	O'SHAUGHNESSY	3.94	10,770.15
WYNDHAM WORLDWIDE CORP COM	98310W108	54.0000	10/22/2012	O'SHAUGHNESSY	1.08	2,962.62
WYNDHAM WORLDWIDE CORP COM	98310W108	9.0000	10/23/2012	O'SHAUGHNESSY	0.09	491.83
WYNDHAM WORLDWIDE CORP COM	98310W108	223.0000	10/24/2012	O'SHAUGHNESSY	2.23	12,168.06
WYNDHAM WORLDWIDE CORP COM	98310W108	67.0000	11/16/2012	O'SHAUGHNESSY	1.34	3,413.59
WYNN RESORTS LTD	983134107	134.0000	5/21/2012	O'SHAUGHNESSY	2.68	14,428.33
WYNN RESORTS LTD	983134107	147.0000	6/15/2012	O'SHAUGHNESSY	2.65	14,866.01

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
WYNN RESORTS LTD	983134107	115.0000	7/20/2012	O'SHAUGHNESSY	2.30	11,154.79
WYNN RESORTS LTD	983134107	259.0000	8/7/2012	O'SHAUGHNESSY	2.59	24,133.62
WYNN RESORTS LTD	983134107	61.0000	8/17/2012	O'SHAUGHNESSY	0.61	6,166.12
WYNN RESORTS LTD	983134107	215.0000	8/17/2012	O'SHAUGHNESSY	4.30	21,669.79
WYNN RESORTS LTD	983134107	272.0000	10/19/2012	O'SHAUGHNESSY	5.44	31,849.92
WYNN RESORTS LTD	983134107	25.0000	10/22/2012	O'SHAUGHNESSY	0.25	2,928.71
WYNN RESORTS LTD	983134107	32.0000	10/23/2012	O'SHAUGHNESSY	0.32	3,766.92
WYNN RESORTS LTD	983134107	77.0000	10/24/2012	O'SHAUGHNESSY	0.77	8,998.85
WYNN RESORTS LTD	983134107	289.0000	11/16/2012	O'SHAUGHNESSY	5.78	30,887.66
WYNN RESORTS LTD	983134107	278.0000	12/14/2012	O'SHAUGHNESSY	5.56	30,816.63
XEROX CORP	984121103	458.0000	11/16/2012	O'SHAUGHNESSY	9.16	2,953.55
XEROX CORP	984121103	1,068.0000	11/19/2012	O'SHAUGHNESSY	21.36	6,835.09
XEROX CORP	984121103	768.0000	12/14/2012	O'SHAUGHNESSY	15.36	5,466.47
XEROX CORP	984121103	2,195.0000	12/17/2012	O'SHAUGHNESSY	43.90	15,697.10
XL GROUP PLC	G98290102	2,313.0000	3/7/2012	O'SHAUGHNESSY	23.13	48,430.06
ZIMMER HOLDINGS INC	98956P102	287.0000	3/7/2012	O'SHAUGHNESSY	2.87	17,295.71

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Annual Statement of the Franklin Regional Retirement System for Month Ended 12/31/2012
Equities Purchased During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C DATE ACQUIRED	D MANAGER	E COMMISSION	F COST BASIS
ZIONS BANCORP	989701107	785.0000	1/11/2012	SEIZERT	31.40	13,823.85
ZIONS BANCORP	989701107	505.0000	3/5/2012	SEIZERT	20.20	9,657.62
ZIONS BANCORP	989701107	980.0000	8/7/2012	SEIZERT	39.20	17,757.60
Totals:					19,796.79	20,411,343.64

SCHEDULE 4C

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
ACCENTURE PLC CL A	G1151C101	762.0000	POLEN	12/26/2012	30.48	52,116.43	45,373.21	6,743.22	0.00	0.00
ACME PACKET INC	004764106	540.0000	DARUMA	6/29/2012	21.60	10,134.44	13,769.35	0.00	-3,634.91	0.00
ACME PACKET INC	004764106	2,130.0000	DARUMA	6/29/2012	85.20	38,609.64	56,321.96	0.00	-17,712.32	0.00
ACME PACKET INC	004764106	1,650.0000	DARUMA	7/2/2012	66.00	29,471.96	43,027.55	0.00	-13,555.59	0.00
ACME PACKET INC	004764106	670.0000	DARUMA	7/2/2012	26.80	11,719.04	16,963.19	0.00	-5,244.15	0.00
ACME PACKET INC	004764106	1,660.0000	DARUMA	7/2/2012	66.40	29,581.53	41,628.71	0.00	-12,047.18	0.00
ACME PACKET INC	004764106	660.0000	DARUMA	7/2/2012	26.40	11,770.50	16,499.08	0.00	-4,728.58	0.00
ACXIOM CORP	005125109	245.0000	DARUMA	11/30/2012	9.80	4,252.98	2,991.45	1,261.53	0.00	0.00
ADVANTAGE OIL & GAS LTD	00765F101	447.0000	DARUMA	11/16/2012	17.88	1,508.36	1,850.58	0.00	-342.22	0.00
ADVANTAGE OIL & GAS LTD	00765F101	1,369.0000	DARUMA	11/23/2012	54.76	4,553.73	5,667.66	0.00	-1,113.93	0.00
ADVANTAGE OIL & GAS LTD	00765F101	874.0000	DARUMA	11/26/2012	34.96	2,903.62	3,618.36	0.00	-714.74	0.00
ADVANTAGE OIL & GAS LTD	00765F101	785.0000	DARUMA	11/26/2012	31.40	2,604.33	3,249.90	0.00	-645.57	0.00
ADVANTAGE OIL & GAS LTD	00765F101	498.0000	DARUMA	11/27/2012	19.92	1,648.14	2,061.72	0.00	-413.58	0.00
ADVANTAGE OIL & GAS LTD	00765F101	1,026.0000	DARUMA	11/28/2012	41.04	3,483.19	4,247.64	0.00	-764.45	0.00
ADVANTAGE OIL & GAS LTD	00765F101	2,066.0000	DARUMA	11/29/2012	82.64	6,857.72	8,553.24	0.00	-1,695.52	0.00
ADVANTAGE OIL & GAS LTD	00765F101	2,249.0000	DARUMA	11/30/2012	89.96	7,437.72	9,310.86	0.00	-1,873.14	0.00
ADVANTAGE OIL & GAS LTD	00765F101	486.0000	DARUMA	12/3/2012	19.44	1,609.01	2,012.04	0.00	-403.03	0.00

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Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A	B	C	D	E	F	G	H	I	J
	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
ADVANTAGE OIL & GAS LTD	00765F101	476.0000	DARUMA	12/4/2012	19.04	1,577.95	1,970.64	0.00	-392.69	0.00
ADVANTAGE OIL & GAS LTD	00765F101	704.0000	DARUMA	12/5/2012	28.16	2,337.01	2,914.56	0.00	-577.55	0.00
ADVANTAGE OIL & GAS LTD	00765F101	225.0000	DARUMA	12/6/2012	9.00	744.84	931.50	0.00	-186.66	0.00
ADVANTAGE OIL & GAS LTD	00765F101	267.0000	DARUMA	12/14/2012	10.68	884.67	1,105.38	0.00	-220.71	0.00
ADVANTAGE OIL & GAS LTD	00765F101	1,182.0000	DARUMA	12/17/2012	47.28	3,912.68	4,893.48	0.00	-980.80	0.00
ADVANTAGE OIL & GAS LTD	00765F101	1,578.0000	DARUMA	12/18/2012	63.12	5,234.74	6,532.92	0.00	-1,298.18	0.00
ADVANTAGE OIL & GAS LTD	00765F101	2,657.0000	DARUMA	12/21/2012	106.28	8,823.69	10,999.98	0.00	-2,176.29	0.00
AETNA INC	00817Y108	304.0000	O'SHAUGHNESSY	3/16/2012	6.08	14,039.31	14,357.40	0.00	-318.09	0.00
AETNA INC	00817Y108	366.0000	O'SHAUGHNESSY	4/20/2012	7.32	17,437.93	17,285.56	132.37	0.00	0.00
AETNA INC	00817Y108	183.0000	O'SHAUGHNESSY	6/15/2012	3.29	7,860.04	8,642.78	0.00	-782.74	0.00
AETNA INC	00817Y108	71.0000	O'SHAUGHNESSY	7/20/2012	1.42	2,716.89	3,353.21	0.00	-636.32	0.00
AETNA INC	00817Y108	202.0000	O'SHAUGHNESSY	12/14/2012	4.04	9,006.75	9,540.12	0.00	-533.37	0.00
AIR METHODS CORP	009128307	170.0000	DARUMA	2/27/2012	6.80	15,194.07	14,356.50	837.57	0.00	0.00
AIR METHODS CORP	009128307	80.0000	DARUMA	3/19/2012	3.20	7,075.79	6,756.00	319.79	0.00	0.00
AIR METHODS CORP	009128307	90.0000	DARUMA	3/20/2012	3.60	7,965.84	7,600.50	365.34	0.00	0.00
AIR METHODS CORP	009128307	150.0000	DARUMA	3/21/2012	6.00	13,378.00	12,667.50	710.50	0.00	0.00
AIR METHODS CORP	009128307	170.0000	DARUMA	3/23/2012	3.40	15,168.38	14,356.50	811.88	0.00	0.00

SCHEDULE 4C

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
AIR METHODS CORP	009128307	60.0000	DARUMA	6/15/2012	2.40	5,343.83	5,067.00	276.83	0.00	0.00
AIR METHODS CORP	009128307	100.0000	DARUMA	6/18/2012	4.00	8,903.05	8,445.00	458.05	0.00	0.00
AIR METHODS CORP	009128307	70.0000	DARUMA	6/19/2012	2.80	6,231.96	5,911.50	320.46	0.00	0.00
AIR METHODS CORP	009128307	510.0000	DARUMA	6/20/2012	20.40	46,172.07	43,069.50	3,102.57	0.00	0.00
AIR METHODS CORP	009128307	330.0000	DARUMA	7/10/2012	9.90	32,670.33	27,868.50	4,801.83	0.00	0.00
AIR METHODS CORP	009128307	160.0000	DARUMA	7/10/2012	6.40	15,828.45	13,512.00	2,316.45	0.00	0.00
AIR METHODS CORP	009128307	150.0000	DARUMA	7/11/2012	6.00	14,776.02	12,667.50	2,108.52	0.00	0.00
AIR METHODS CORP	009128307	130.0000	DARUMA	7/12/2012	5.20	12,806.92	10,978.50	1,828.42	0.00	0.00
AIR METHODS CORP	009128307	330.0000	DARUMA	7/16/2012	6.60	31,720.53	27,868.50	3,852.03	0.00	0.00
AIR METHODS CORP	009128307	120.0000	DARUMA	7/16/2012	4.80	11,487.10	10,134.00	1,353.10	0.00	0.00
AIR METHODS CORP	009128307	140.0000	DARUMA	7/17/2012	5.60	13,383.36	11,823.00	1,560.36	0.00	0.00
AIR METHODS CORP	009128307	180.0000	DARUMA	7/18/2012	7.20	17,286.13	15,201.00	2,085.13	0.00	0.00
AIR METHODS CORP	009128307	153.0000	DARUMA	7/19/2012	4.59	14,711.57	12,920.85	1,790.72	0.00	0.00
AIR METHODS CORP	009128307	147.0000	DARUMA	7/19/2012	2.94	13,967.74	12,984.85	982.89	0.00	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	1,439.0000	DARUMA	8/14/2012	57.56	16,224.21	27,254.66	0.00	-11,030.45	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	1,391.0000	DARUMA	8/14/2012	55.64	15,804.60	26,345.54	0.00	-10,540.94	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	88.0000	DARUMA	10/3/2012	3.52	1,112.29	1,666.72	0.00	-554.43	0.00

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Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	1,750,000	DARUMA	10/3/2012	70.00	22,037.78	16,122.10	5,915.68	0.00	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	1,456,000	DARUMA	10/3/2012	43.68	18,124.17	14,770.82	3,353.35	0.00	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	1,165,000	DARUMA	10/3/2012	34.95	14,801.00	12,788.80	2,012.20	0.00	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	619,000	DARUMA	10/3/2012	24.76	7,817.98	6,716.66	1,101.32	0.00	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	583,000	DARUMA	10/3/2012	23.32	7,351.46	11,042.02	0.00	-3,690.56	0.00
ALLSCRIPTS HEALTHCARE SOLUTIONS	01988P108	13,684,000	DARUMA	10/3/2012	547.36	172,699.14	223,026.87	0.00	-50,327.73	0.00
AMERIGROUP CORPORATION	03073T102	790,000	DARUMA	2/22/2012	31.60	55,288.26	46,673.20	8,615.06	0.00	0.00
AMERIGROUP CORPORATION	03073T102	350,000	DARUMA	3/23/2012	14.00	22,434.35	20,678.00	1,756.35	0.00	0.00
AMERIGROUP CORPORATION	03073T102	380,000	DARUMA	3/26/2012	15.20	24,356.65	22,450.40	1,906.25	0.00	0.00
AMERIGROUP CORPORATION	03073T102	190,000	DARUMA	7/24/2012	7.60	17,100.14	11,225.20	5,874.94	0.00	0.00
AMERIGROUP CORPORATION	03073T102	180,000	DARUMA	8/14/2012	3.60	16,164.63	10,634.40	5,530.23	0.00	0.00
AMERIGROUP CORPORATION	03073T102	170,000	DARUMA	9/7/2012	5.10	15,445.87	10,043.60	5,402.27	0.00	0.00
AMERIGROUP CORPORATION	03073T102	360,000	DARUMA	10/17/2012	14.40	32,974.68	21,268.80	11,705.88	0.00	0.00
AMERIGROUP CORPORATION	03073T102	650,000	DARUMA	11/5/2012	26.00	59,353.93	38,402.00	20,951.93	0.00	0.00
AMERIGROUP CORPORATION	03073T102	1,810,000	DARUMA	11/6/2012	72.40	165,330.02	107,881.56	57,448.46	0.00	0.00
ANNALY MTG MGMT INC	035710409	5,480,000	SEIZERT	1/11/2012	219.20	88,636.19	87,460.80	1,175.39	0.00	3,123.60
APOLLO GROUP INC CL A	037604105	318,000	O'SHAUGHNESSY	7/30/2012	6.36	8,819.69	13,452.58	0.00	-4,632.89	0.00

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SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
APOLLO GROUP INC CL A	037604105	349.0000	O'SHAUGHNESSY	8/7/2012	3.49	9,122.86	14,763.99	0.00	-5,641.13	0.00
APPLE INC	037833100	159.0000	POLEN	4/2/2012	6.36	98,243.79	86,591.05	11,652.74	0.00	0.00
APPLE INC	037833100	52.0000	POLEN	8/27/2012	2.08	34,239.15	28,319.09	5,920.06	0.00	0.00
APPLIED MATLS INC	038222105	4,535.0000	SEIZERT	3/2/2012	181.40	56,900.52	48,569.85	8,330.67	0.00	0.00
APPLIED MATLS INC	038222105	7,635.0000	SEIZERT	3/5/2012	305.40	93,954.61	82,089.29	11,865.32	0.00	973.60
ASTRAZENECA PLC SPON ADR	046353108	211.0000	O'SHAUGHNESSY	4/20/2012	2.11	9,537.49	9,504.52	32.97	0.00	0.00
AUTOZONE INC	053332102	72.0000	O'SHAUGHNESSY	11/16/2012	1.44	27,010.82	27,209.37	0.00	-198.55	0.00
AUTOZONE INC	053332102	52.0000	O'SHAUGHNESSY	12/14/2012	1.04	18,528.58	19,651.21	0.00	-1,122.63	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	325.0000	O'SHAUGHNESSY	3/29/2012	6.50	6,369.88	6,483.75	0.00	-113.87	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	694.0000	O'SHAUGHNESSY	7/20/2012	13.88	13,359.20	13,845.30	0.00	-486.10	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	26.0000	O'SHAUGHNESSY	10/19/2012	0.52	552.75	518.70	34.05	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	1.0000	O'SHAUGHNESSY	10/24/2012	0.02	20.58	19.95	0.63	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	2.0000	O'SHAUGHNESSY	10/25/2012	0.04	40.37	39.90	0.47	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	5.0000	O'SHAUGHNESSY	10/26/2012	0.10	97.47	99.75	0.00	-2.28	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	5.0000	O'SHAUGHNESSY	10/29/2012	0.10	100.46	99.75	0.71	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	1.0000	O'SHAUGHNESSY	10/30/2012	0.02	20.08	19.95	0.13	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	3.0000	O'SHAUGHNESSY	11/5/2012	0.06	60.44	59.85	0.59	0.00	0.00

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SECURITY NAME	A	B	C	D	E	F	G	H	I	J
	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
BAE SYSTEMS PLC SPON ADR	05523R107	1.0000	O'SHAUGHNESSY	11/6/2012	0.02	20.38	19.95	0.43	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	16.0000	O'SHAUGHNESSY	11/6/2012	0.32	324.78	319.20	5.58	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	3.0000	O'SHAUGHNESSY	11/7/2012	0.06	61.13	59.85	1.28	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	9.0000	O'SHAUGHNESSY	11/9/2012	0.18	184.31	179.55	4.76	0.00	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	1,069.0000	O'SHAUGHNESSY	11/16/2012	21.38	20,841.93	21,326.55	0.00	-484.62	0.00
BAE SYSTEMS PLC SPON ADR	05523R107	1,934.0000	O'SHAUGHNESSY	12/14/2012	38.68	41,992.96	38,583.30	3,409.66	0.00	0.00
BALL CORP	058498106	676.0000	O'SHAUGHNESSY	8/17/2012	13.52	28,452.00	27,003.70	1,448.30	0.00	67.60
BALLY TECHNOLOGIES INC	05874B107	420.0000	DARUMA	5/22/2012	16.80	19,089.07	16,615.20	2,473.87	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	180.0000	DARUMA	5/23/2012	7.20	8,039.29	7,120.80	918.49	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	470.0000	DARUMA	5/24/2012	18.80	20,893.24	18,593.20	2,300.04	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	990.0000	DARUMA	5/25/2012	39.60	44,502.97	39,164.40	5,338.57	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	320.0000	DARUMA	5/29/2012	12.80	14,158.50	12,659.20	1,499.30	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	854.0000	DARUMA	9/6/2012	34.16	37,799.07	33,784.24	4,014.83	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	1,146.0000	DARUMA	9/7/2012	45.84	50,636.47	45,335.76	5,300.71	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	294.0000	DARUMA	9/7/2012	5.88	12,980.12	11,630.64	1,349.48	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	310.0000	DARUMA	9/10/2012	12.40	13,721.47	12,263.60	1,457.87	0.00	0.00
BALLY TECHNOLOGIES INC	05874B107	1,308.0000	DARUMA	9/10/2012	52.32	57,915.50	51,744.48	6,171.02	0.00	0.00

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BALLY TECHNOLOGIES INC	05874B107	1,028.0000	DARUMA	9/11/2012	41.12	46,705.41	42,034.26	4,671.15	0.00	0.00
BARD C R INC	067383109	217.0000	O'SHAUGHNESSY	7/20/2012	4.34	23,001.13	20,304.69	2,696.44	0.00	41.23
BEST BUY	086516101	51.0000	O'SHAUGHNESSY	10/19/2012	1.02	898.76	1,257.66	0.00	-358.90	0.00
BEST BUY	086516101	4.0000	O'SHAUGHNESSY	10/24/2012	0.04	69.43	98.64	0.00	-29.21	0.00
BEST BUY	086516101	730.0000	O'SHAUGHNESSY	11/16/2012	14.60	11,464.24	18,001.80	0.00	-6,537.56	0.00
BEST BUY	086516101	283.0000	O'SHAUGHNESSY	11/27/2012	2.85	3,323.45	7,028.10	0.00	-3,704.65	0.00
BEST BUY	086516101	459.0000	O'SHAUGHNESSY	11/28/2012	4.59	5,411.48	11,318.94	0.00	-5,907.46	0.00
BEST BUY	086516101	1,290.0000	O'SHAUGHNESSY	11/29/2012	12.90	15,275.06	31,811.40	0.00	-16,536.34	0.00
BEST BUY	086516101	519.0000	O'SHAUGHNESSY	12/14/2012	5.19	6,337.67	12,798.54	0.00	-6,460.87	0.00
BLACKROCK INC	09247X101	9.0000	O'SHAUGHNESSY	10/19/2012	0.18	1,686.37	1,785.69	0.00	-99.32	0.00
BRADY CORPORATION CL A	104674106	170.0000	DARUMA	5/29/2012	6.80	4,625.20	5,366.90	0.00	-741.70	0.00
BRADY CORPORATION CL A	104674106	250.0000	DARUMA	5/30/2012	10.00	6,813.27	7,892.50	0.00	-1,079.23	0.00
BRADY CORPORATION CL A	104674106	190.0000	DARUMA	5/31/2012	7.60	5,182.64	5,998.30	0.00	-815.66	0.00
BRADY CORPORATION CL A	104674106	180.0000	DARUMA	6/15/2012	7.20	4,897.42	5,682.60	0.00	-785.18	0.00
BRADY CORPORATION CL A	104674106	120.0000	DARUMA	6/18/2012	4.80	3,261.66	3,788.40	0.00	-526.74	0.00
BRADY CORPORATION CL A	104674106	540.0000	DARUMA	6/20/2012	21.60	14,540.52	17,047.80	0.00	-2,507.28	0.00
BRADY CORPORATION CL A	104674106	480.0000	DARUMA	6/21/2012	19.20	12,916.89	15,153.60	0.00	-2,236.71	0.00

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BRADY CORPORATION CL A	104674106	782.0000	DARUMA	7/25/2012	31.28	20,860.71	24,687.74	0.00	-3,827.03	0.00
BRADY CORPORATION CL A	104674106	132.0000	DARUMA	7/25/2012	5.28	3,519.21	4,167.24	0.00	-648.03	0.00
BRADY CORPORATION CL A	104674106	5,126.0000	DARUMA	7/25/2012	153.78	133,631.82	161,827.82	0.00	-28,196.00	4,066.30
BRUNSWICK CORP	117043109	344.0000	DARUMA	11/15/2012	13.76	8,743.80	7,340.58	1,403.22	0.00	0.00
BRUNSWICK CORP	117043109	426.0000	DARUMA	11/16/2012	17.04	10,859.85	9,090.37	1,769.48	0.00	0.00
C H ROBINSON WORLDWIDE INC	12541W209	1,963.0000	POLEN	9/10/2012	78.52	110,551.91	130,422.11	0.00	-19,870.20	0.00
CADENCE DESIGN SYS	127387108	3,900.0000	DARUMA	4/26/2012	156.00	43,575.67	40,560.00	3,015.67	0.00	0.00
CADENCE DESIGN SYS	127387108	265.0000	DARUMA	11/30/2012	10.60	3,398.81	2,756.00	642.81	0.00	0.00
CENTENE CORP	15135B101	197.0000	DARUMA	11/30/2012	7.88	8,514.68	7,414.23	1,100.45	0.00	0.00
CHUBB CORP	171232101	116.0000	O'SHAUGHNESSY	7/20/2012	2.32	8,254.79	7,829.54	425.25	0.00	0.00
CHUBB CORP	171232101	161.0000	O'SHAUGHNESSY	8/17/2012	3.22	11,648.55	10,866.86	781.69	0.00	0.00
CHUBB CORP	171232101	332.0000	O'SHAUGHNESSY	9/14/2012	6.64	24,813.02	22,408.67	2,404.35	0.00	0.00
CHUBB CORP	171232101	487.0000	O'SHAUGHNESSY	10/19/2012	9.74	38,112.30	32,870.55	5,241.75	0.00	0.00
CHUBB CORP	171232101	244.0000	O'SHAUGHNESSY	11/16/2012	4.88	18,160.10	16,469.02	1,691.08	0.00	0.00
CHUBB CORP	171232101	376.0000	O'SHAUGHNESSY	12/14/2012	7.52	28,961.77	25,378.50	3,583.27	0.00	0.00
CIENA CORP	171779309	1,815.0000	DARUMA	8/17/2012	72.60	30,515.45	21,961.50	8,553.95	0.00	0.00
CIENA CORP	171779309	605.0000	DARUMA	8/17/2012	24.20	10,171.82	7,320.50	2,851.32	0.00	0.00

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CIENA CORP	171779309	330.0000	DARUMA	9/20/2012	13.20	4,753.28	3,993.00	760.28	0.00	0.00
CIENA CORP	171779309	1,147.0000	DARUMA	12/3/2012	45.88	16,337.61	13,878.70	2,458.91	0.00	0.00
CIENA CORP	171779309	2,150.0000	DARUMA	12/3/2012	86.00	30,671.43	26,015.00	4,656.43	0.00	0.00
CIENA CORP	171779309	1,075.0000	DARUMA	12/3/2012	43.00	15,343.45	13,007.50	2,335.95	0.00	0.00
CIENA CORP	171779309	477.0000	DARUMA	12/3/2012	9.54	6,837.64	5,771.70	1,065.94	0.00	0.00
CIENA CORP	171779309	704.0000	DARUMA	12/4/2012	28.16	10,295.69	8,518.40	1,777.29	0.00	0.00
CIENA CORP	171779309	378.0000	DARUMA	12/4/2012	15.12	5,584.18	4,573.80	1,010.38	0.00	0.00
CIENA CORP	171779309	353.0000	DARUMA	12/4/2012	14.12	5,136.35	4,271.30	865.05	0.00	0.00
COACH INC	189754104	1,030.0000	POLEN	7/10/2012	41.20	61,121.91	79,066.20	0.00	-17,944.29	0.00
COACH INC	189754104	2,530.0000	POLEN	8/3/2012	101.20	127,230.08	194,211.15	0.00	-66,981.07	1,869.00
COCA-COLA ENTERPRISES INC NEW	19122T109	685.0000	O'SHAUGHNESSY	8/17/2012	13.70	20,003.54	19,542.50	461.04	0.00	0.00
COCA-COLA ENTERPRISES INC NEW	19122T109	373.0000	O'SHAUGHNESSY	9/17/2012	7.46	11,417.38	10,641.39	775.99	0.00	0.00
COCA-COLA ENTERPRISES INC NEW	19122T109	596.0000	O'SHAUGHNESSY	9/18/2012	11.92	18,430.34	17,003.41	1,426.93	0.00	0.00
COCA-COLA ENTERPRISES INC NEW	19122T109	170.0000	O'SHAUGHNESSY	9/19/2012	1.70	5,275.90	4,849.96	425.94	0.00	0.00
CONAGRA FOODS INC	205887102	422.0000	O'SHAUGHNESSY	8/17/2012	8.44	10,384.38	11,005.76	0.00	-621.38	0.00
CONAGRA FOODS INC	205887102	139.0000	O'SHAUGHNESSY	8/21/2012	2.78	3,434.62	3,625.12	0.00	-190.50	0.00
CONAGRA FOODS INC	205887102	2.0000	O'SHAUGHNESSY	8/22/2012	0.04	49.43	52.16	0.00	-2.73	0.00

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	SECURITY NAME	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
CONAGRA FOODS INC	205887102	260.0000	O'SHAUGHNESSY	8/23/2012	5.20	6,423.64	6,780.80	0.00	-357.16	0.00
CONAGRA FOODS INC	205887102	263.0000	O'SHAUGHNESSY	9/14/2012	2.63	6,759.49	6,859.04	0.00	-99.55	0.00
CONAGRA FOODS INC	205887102	955.0000	O'SHAUGHNESSY	9/18/2012	9.55	24,626.12	24,906.40	0.00	-280.28	0.00
CONAGRA FOODS INC	205887102	671.0000	O'SHAUGHNESSY	10/19/2012	13.42	19,081.94	17,499.68	1,582.26	0.00	0.00
CONAGRA FOODS INC	205887102	356.0000	O'SHAUGHNESSY	10/22/2012	7.12	10,147.16	9,284.48	862.68	0.00	0.00
CONAGRA FOODS INC	205887102	147.0000	O'SHAUGHNESSY	11/9/2012	1.47	4,177.36	3,833.76	343.60	0.00	0.00
CONAGRA FOODS INC	205887102	96.0000	O'SHAUGHNESSY	11/16/2012	1.92	2,662.57	2,503.68	158.89	0.00	0.00
CONAGRA FOODS INC	205887102	10.0000	O'SHAUGHNESSY	12/14/2012	0.20	297.40	260.80	36.60	0.00	0.00
COSTAR GROUP INC	22160N109	172.0000	DARUMA	8/10/2012	6.88	14,258.58	11,477.56	2,781.02	0.00	0.00
COSTAR GROUP INC	22160N109	58.0000	DARUMA	8/10/2012	2.32	4,808.12	3,870.34	937.78	0.00	0.00
COSTAR GROUP INC	22160N109	184.0000	DARUMA	8/24/2012	7.36	15,386.59	12,278.32	3,108.27	0.00	0.00
COSTAR GROUP INC	22160N109	56.0000	DARUMA	8/24/2012	1.12	4,722.93	3,736.88	986.05	0.00	0.00
DE MASTER BLENDE	N048B3634	4,588.0000	O'SHAUGHNESSY	7/18/2012	0.00	50,585.30	64,908.90	0.00	-14,323.60	0.00
DEUTSCHE TELEKOM	251566105	950.0000	O'SHAUGHNESSY	3/16/2012	19.00	10,808.33	10,953.50	0.00	-145.17	0.00
DIAMOND OFFSHORE	25271C102	255.0000	SEIZERT	3/16/2012	5.10	17,727.28	14,091.30	3,635.98	0.00	0.00
DIAMOND OFFSHORE	25271C102	430.0000	SEIZERT	4/23/2012	12.90	28,527.15	23,761.80	4,765.35	0.00	0.00
DIAMOND OFFSHORE	25271C102	1,785.0000	SEIZERT	10/23/2012	53.55	127,254.44	100,772.09	26,482.35	0.00	4,733.75

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DIANA SHIPPING INC	Y2066G104	1,795.0000	SEIZERT	3/16/2012	35.90	15,334.05	13,426.60	1,907.45	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	109.0000	O'SHAUGHNESSY	8/17/2012	2.18	4,892.45	4,161.02	731.43	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	214.0000	O'SHAUGHNESSY	9/14/2012	4.28	9,575.15	8,169.34	1,405.81	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	56.0000	O'SHAUGHNESSY	9/17/2012	1.12	2,510.98	2,137.77	373.21	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	281.0000	O'SHAUGHNESSY	9/18/2012	2.81	12,694.90	10,727.04	1,967.86	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	9.0000	O'SHAUGHNESSY	10/19/2012	0.18	393.93	343.57	50.36	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	63.0000	O'SHAUGHNESSY	11/16/2012	0.63	2,772.21	2,404.99	367.22	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	508.0000	O'SHAUGHNESSY	11/19/2012	5.08	22,008.45	19,392.65	2,615.80	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	115.0000	O'SHAUGHNESSY	11/21/2012	1.15	4,937.36	4,390.07	547.29	0.00	0.00
DR PEPPER SNAPPLE GROUP	26138E109	187.0000	O'SHAUGHNESSY	11/27/2012	3.74	8,226.71	7,138.63	1,088.08	0.00	1,443.98
ENDO PHARMACEUT HLDGS INC	29264F205	690.0000	SEIZERT	3/16/2012	13.80	24,805.05	23,825.70	979.35	0.00	0.00
ENGILITY HLDGS INC	29285W104	0.3320	O'SHAUGHNESSY	7/24/2012	0.00	4.98	5.90	0.00	-0.92	0.00
ENGILITY HLDGS INC	29285W104	0.1650	SEIZERT	7/24/2012	0.00	2.47	3.29	0.00	-0.82	0.00
ENGILITY HLDGS INC	29285W104	372.0000	O'SHAUGHNESSY	8/7/2012	3.72	5,596.24	6,314.93	0.00	-718.69	0.00
ENGILITY HLDGS INC	29285W104	322.0000	SEIZERT	8/17/2012	12.88	5,446.21	6,423.67	0.00	-977.46	0.00
ENGILITY HLDGS INC	29285W104	77.0000	SEIZERT	8/20/2012	3.08	1,285.13	1,388.49	0.00	-103.36	0.00
EVEREST RE GROUP LTD	G3223R108	245.0000	SEIZERT	3/16/2012	4.90	22,773.34	20,602.05	2,171.29	0.00	0.00

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Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012

Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A	B	C	D	E	F	G	H	I	J
	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
EVEREST RE GROUP LTD	G3223R108	400.0000	SEIZERT	5/24/2012	16.00	39,182.84	33,636.00	5,546.84	0.00	0.00
EVEREST RE GROUP LTD	G3223R108	270.0000	SEIZERT	6/15/2012	10.80	27,814.91	22,704.30	5,110.61	0.00	0.00
EXPRESS SCRIPTS HLDG CO	30219G108	40.0000	O'SHAUGHNESSY	4/20/2012	0.40	2,306.48	2,121.96	184.52	0.00	0.00
EXPRESS SCRIPTS HLDG CO	30219G108	427.0000	O'SHAUGHNESSY	8/17/2012	8.54	26,421.48	22,651.92	3,769.56	0.00	0.00
FIFTH THIRD BANCORP COM	316773100	1,425.0000	SEIZERT	3/16/2012	28.50	19,778.64	18,126.00	1,652.64	0.00	0.00
FIFTH THIRD BANCORP COM	316773100	1,320.0000	SEIZERT	5/24/2012	39.60	17,621.73	16,790.40	831.33	0.00	0.00
FOREST LABS INC	345838106	505.0000	SEIZERT	3/16/2012	10.10	16,902.04	15,281.30	1,620.74	0.00	0.00
FOREST LABS INC	345838106	2,955.0000	SEIZERT	7/25/2012	118.20	103,192.49	89,418.30	13,774.19	0.00	0.00
FOREST LABS INC	345838106	1,015.0000	SEIZERT	7/27/2012	40.60	34,382.04	30,713.90	3,668.14	0.00	0.00
FOSTER WHEELER AG	H27178104	1,010.0000	SEIZERT	3/16/2012	20.20	23,441.67	19,331.40	4,110.27	0.00	0.00
FOSTER WHEELER AG	H27178104	2,100.0000	SEIZERT	9/10/2012	84.00	45,905.80	40,194.00	5,711.80	0.00	0.00
FRESH MKT INC	35804H106	280.0000	DARUMA	1/3/2012	11.20	11,342.38	11,172.00	170.38	0.00	0.00
FRESH MKT INC	35804H106	130.0000	DARUMA	1/4/2012	5.20	5,227.13	5,187.00	40.13	0.00	0.00
FRESH MKT INC	35804H106	270.0000	DARUMA	1/9/2012	10.80	10,581.93	10,773.00	0.00	-191.07	0.00
GAMESTOP CORP NEW CL A	36467W109	695.0000	SEIZERT	3/16/2012	13.90	16,533.75	16,770.35	0.00	-236.60	0.00
GAMESTOP CORP NEW CL A	36467W109	1,315.0000	SEIZERT	12/18/2012	39.45	36,799.45	31,730.95	5,068.50	0.00	0.00
GAP INC	364760108	500.0000	O'SHAUGHNESSY	3/26/2012	5.00	13,014.76	12,469.30	545.46	0.00	0.00

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Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
GAP INC	364760108	592.0000	O'SHAUGHNESSY	4/20/2012	11.84	15,694.27	14,763.65	930.62	0.00	0.00
GAP INC	364760108	200.0000	O'SHAUGHNESSY	5/8/2012	2.00	5,755.87	4,987.72	768.15	0.00	0.00
GAP INC	364760108	397.0000	O'SHAUGHNESSY	5/21/2012	7.15	10,918.04	9,900.62	1,017.42	0.00	0.00
GAP INC	364760108	647.0000	O'SHAUGHNESSY	7/20/2012	12.94	18,294.35	16,135.27	2,159.08	0.00	0.00
GAP INC	364760108	358.0000	O'SHAUGHNESSY	8/7/2012	3.58	11,531.71	8,928.02	2,603.69	0.00	0.00
GAP INC	364760108	174.0000	O'SHAUGHNESSY	8/17/2012	3.48	6,050.07	4,339.32	1,710.75	0.00	0.00
GAP INC	364760108	65.0000	O'SHAUGHNESSY	8/20/2012	1.30	2,263.39	1,621.01	642.38	0.00	0.00
GAP INC	364760108	31.0000	O'SHAUGHNESSY	8/22/2012	0.62	1,085.92	773.10	312.82	0.00	0.00
GAP INC	364760108	15.0000	O'SHAUGHNESSY	9/14/2012	0.30	530.99	374.08	156.91	0.00	0.00
GAP INC	364760108	61.0000	O'SHAUGHNESSY	10/19/2012	1.22	2,232.41	1,521.25	711.16	0.00	0.00
GAP INC	364760108	6.0000	O'SHAUGHNESSY	12/14/2012	0.12	190.97	149.63	41.34	0.00	0.00
GILEAD SCIENCES INC	375558103	185.0000	O'SHAUGHNESSY	3/16/2012	3.70	8,520.98	8,596.95	0.00	-75.97	0.00
GILEAD SCIENCES INC	375558103	591.0000	O'SHAUGHNESSY	4/20/2012	11.82	27,457.77	27,463.77	0.00	-6.00	0.00
GLAXOSMITHKLINE PLC ADR	37733W105	396.0000	O'SHAUGHNESSY	4/20/2012	3.96	18,116.59	17,582.40	534.19	0.00	0.00
HCC INS HLDGS INC	404132102	665.0000	SEIZERT	3/16/2012	13.30	20,638.69	18,287.50	2,351.19	0.00	0.00
HCC INS HLDGS INC	404132102	415.0000	SEIZERT	6/15/2012	16.60	13,077.18	11,412.50	1,664.68	0.00	0.00
HCC INS HLDGS INC	404132102	675.0000	SEIZERT	12/12/2012	27.00	24,932.12	18,562.50	6,369.62	0.00	0.00

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Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012

Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
HEALTHSOUTH CORP	421924309	869.0000	DARUMA	9/27/2012	34.76	21,200.95	15,355.23	5,845.72	0.00	0.00
HEALTHSOUTH CORP	421924309	609.0000	DARUMA	9/27/2012	24.36	14,798.12	10,761.03	4,037.09	0.00	0.00
HEALTHSOUTH CORP	421924309	217.0000	DARUMA	9/28/2012	8.68	5,355.34	3,834.39	1,520.95	0.00	0.00
HEALTHSOUTH CORP	421924309	480.0000	DARUMA	10/2/2012	16.00	9,626.14	7,068.00	2,558.14	0.00	0.00
HEWLETT PACKARD CO	428236103	696.0000	O'SHAUGHNESSY	9/14/2012	6.96	12,367.36	17,671.09	0.00	-5,303.73	0.00
HEWLETT PACKARD CO	428236103	1,243.0000	O'SHAUGHNESSY	10/19/2012	12.43	18,172.13	31,559.15	0.00	-13,387.02	0.00
HEWLETT PACKARD CO	428236103	30.0000	O'SHAUGHNESSY	11/16/2012	0.30	400.20	761.69	0.00	-361.49	0.00
HEWLETT PACKARD CO	428236103	1,078.0000	O'SHAUGHNESSY	11/19/2012	21.56	14,279.07	27,369.88	0.00	-13,090.81	0.00
HEWLETT PACKARD CO	428236103	28.0000	O'SHAUGHNESSY	11/20/2012	0.28	369.10	710.91	0.00	-341.81	0.00
HEWLETT PACKARD CO	428236103	30.0000	O'SHAUGHNESSY	11/23/2012	0.30	397.54	761.68	0.00	-364.14	1,192.32
HILL-ROM HOLDINGS INC	431475102	1,043.0000	DARUMA	10/25/2012	41.72	29,866.05	35,138.67	0.00	-5,272.62	0.00
HILL-ROM HOLDINGS INC	431475102	59.0000	DARUMA	10/25/2012	2.36	1,680.30	1,987.71	0.00	-307.41	0.00
HILL-ROM HOLDINGS INC	431475102	264.0000	DARUMA	10/25/2012	10.56	7,614.03	8,894.16	0.00	-1,280.13	0.00
HILL-ROM HOLDINGS INC	431475102	1,702.0000	DARUMA	10/26/2012	68.08	47,732.36	57,340.38	0.00	-9,608.02	0.00
HILL-ROM HOLDINGS INC	431475102	589.0000	DARUMA	10/26/2012	23.56	16,529.32	19,843.41	0.00	-3,314.09	0.00
HILL-ROM HOLDINGS INC	431475102	253.0000	DARUMA	10/29/2012	10.12	6,995.42	8,523.57	0.00	-1,528.15	0.00
HILL-ROM HOLDINGS INC	431475102	1,248.0000	DARUMA	10/29/2012	49.92	34,731.43	42,045.12	0.00	-7,313.69	0.00

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Equities Sold During Month - Equities defined as stocks or options

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HILL-ROM HOLDINGS INC	431475102	2,204,000	DARUMA	10/29/2012	88.16	60,316.61	64,954.05	0.00	-4,637.44	2,362.00
HILLSHIRE BRANDS CO	432589109	0.6000	O'SHAUGHNESSY	7/16/2012	0.00	16.64	21.28	0.00	-4.64	0.00
HILLSHIRE BRANDS CO	432589109	292,000	O'SHAUGHNESSY	9/19/2012	2.92	7,883.64	10,354.85	0.00	-2,471.21	0.00
HILLSHIRE BRANDS CO	432589109	625,000	O'SHAUGHNESSY	9/19/2012	12.50	16,806.93	22,163.63	0.00	-5,356.70	114.63
IBM CORP	459200101	49,000	O'SHAUGHNESSY	3/16/2012	0.98	9,896.76	9,680.44	216.32	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	1,600,000	DARUMA	4/27/2012	64.00	10,380.88	8,736.00	1,644.88	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	3,490,000	DARUMA	4/30/2012	139.60	22,931.92	19,055.40	3,876.52	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	1,780,000	DARUMA	5/1/2012	71.20	11,817.68	9,718.80	2,098.88	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	2,950,000	DARUMA	5/2/2012	118.00	19,569.56	16,107.00	3,462.56	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	1,970,000	DARUMA	5/3/2012	78.80	13,079.32	10,756.20	2,323.12	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	10,450,000	DARUMA	5/4/2012	418.00	63,200.17	57,057.00	6,143.17	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	2,610,000	DARUMA	5/7/2012	104.40	15,782.31	14,250.60	1,531.71	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	1,010,000	DARUMA	5/14/2012	40.40	5,911.19	5,514.60	396.59	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	1,510,000	DARUMA	5/15/2012	60.40	8,851.87	8,244.60	607.27	0.00	0.00

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Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012

Equities Sold During Month - Equities defined as stocks or options

	A	B	C	D	E	F	G	H	I	J
SECURITY NAME	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
INTEGRATED DEVICE TECHNOLOGY INC	458118106	990.0000	DARUMA	5/17/2012	39.60	5,704.84	5,405.40	299.44	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	1,530.0000	DARUMA	5/18/2012	61.20	8,739.16	8,353.80	385.36	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	390.0000	DARUMA	5/21/2012	15.60	2,219.59	2,129.40	90.19	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	540.0000	DARUMA	5/22/2012	21.60	3,014.16	2,948.40	65.76	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	660.0000	DARUMA	5/23/2012	26.40	3,575.99	3,603.60	0.00	-27.61	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	1,140.0000	DARUMA	5/24/2012	45.60	6,258.56	6,224.40	34.16	0.00	0.00
INTEGRATED DEVICE TECHNOLOGY INC	458118106	720.0000	DARUMA	5/25/2012	28.80	3,959.91	3,931.20	28.71	0.00	0.00
INTERFACE INC CLA	458665304	60.0000	DARUMA	9/20/2012	2.40	874.92	692.40	182.52	0.00	0.00
IRON MOUNTAIN INC	462846106	294.0000	O'SHAUGHNESSY	11/16/2012	5.88	9,933.77	9,087.54	846.23	0.00	0.00
IRON MOUNTAIN INC	462846106	16.0000	O'SHAUGHNESSY	11/19/2012	0.32	539.69	494.56	45.13	0.00	0.00
IRON MOUNTAIN INC	462846106	0.4960	O'SHAUGHNESSY	11/26/2012	0.00	16.30	15.33	0.97	0.00	0.00
IRON MOUNTAIN INC	462846106	235.0000	O'SHAUGHNESSY	12/14/2012	4.70	7,332.02	7,351.07	0.00	-19.05	2,430.56
ITT INDS INC	450911201	650.0000	SEIZERT	3/16/2012	13.00	14,800.23	12,564.50	2,235.73	0.00	0.00
KIMBERLY CLARK CORP	494368103	66.0000	O'SHAUGHNESSY	5/21/2012	1.32	5,263.58	4,782.10	481.48	0.00	0.00
KIMBERLY CLARK CORP	494368103	445.0000	O'SHAUGHNESSY	6/15/2012	8.90	36,071.25	32,242.97	3,828.28	0.00	707.44

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L-3 COMMUNICATIONS HLDGS INC	502424104	305.0000	SEIZERT	3/16/2012	6.10	21,136.61	20,337.40	799.21	0.00	0.00
LEXMARK INTL INC	529771107	430.0000	SEIZERT	2/13/2012	17.20	16,008.07	14,220.10	1,787.97	0.00	0.00
LEXMARK INTL INC	529771107	435.0000	SEIZERT	3/16/2012	8.70	15,775.77	14,385.45	1,390.32	0.00	0.00
LEXMARK INTL INC	529771107	4,568.0000	SEIZERT	7/18/2012	182.72	99,163.57	142,017.95	0.00	-42,854.38	1,991.40
LIBERTY GLOBAL INC	530555101	388.0000	O'SHAUGHNESSY	4/20/2012	7.76	19,183.34	19,874.29	0.00	-690.95	0.00
LIBERTY GLOBAL INC	530555101	75.0000	O'SHAUGHNESSY	4/25/2012	0.75	3,725.89	3,841.68	0.00	-115.79	0.00
LIBERTY GLOBAL INC	530555101	303.0000	O'SHAUGHNESSY	5/21/2012	6.06	15,168.17	15,520.39	0.00	-352.22	0.00
LIBERTY GLOBAL INC	530555101	181.0000	O'SHAUGHNESSY	6/15/2012	1.81	8,389.88	9,271.25	0.00	-881.37	0.00
LIBERTY GLOBAL INC	530555101	259.0000	O'SHAUGHNESSY	6/18/2012	2.59	11,986.51	13,266.60	0.00	-1,280.09	0.00
LIBERTY GLOBAL INC	530555101	90.0000	O'SHAUGHNESSY	6/19/2012	0.90	4,181.84	4,610.02	0.00	-428.18	0.00
LIBERTY GLOBAL INC	530555101	111.0000	O'SHAUGHNESSY	6/21/2012	1.11	5,236.89	5,685.69	0.00	-448.80	0.00
LIBERTY MEDIA CORP NEW	530322106	451.0000	SEIZERT	2/13/2012	18.04	38,405.11	35,200.55	3,204.56	0.00	0.00
LIBERTY MEDIA CORP NEW	530322106	249.0000	SEIZERT	2/13/2012	4.98	21,063.75	19,434.45	1,629.30	0.00	0.00
LIBERTY MEDIA CORP NEW	530322106	510.0000	SEIZERT	3/16/2012	20.40	45,368.78	39,805.50	5,563.28	0.00	0.00
LIBERTY MEDIA CORP NEW	530322106	556.0000	SEIZERT	4/18/2012	22.24	47,455.20	43,395.80	4,059.40	0.00	0.00
LIBERTY MEDIA CORP NEW	530322106	84.0000	SEIZERT	4/19/2012	3.36	7,172.24	6,556.20	616.04	0.00	0.00
LIBERTY MEDIA CORP NEW	530322106	460.0000	SEIZERT	4/23/2012	18.40	38,981.22	35,903.00	3,078.22	0.00	0.00

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LIFE TIME FITNESS INC	53217R207	261.0000	DARUMA	9/6/2012	5.22	12,462.47	12,201.75	260.72	0.00	0.00
LIFE TIME FITNESS INC	53217R207	329.0000	DARUMA	9/6/2012	13.16	15,600.93	15,380.75	220.18	0.00	0.00
LIFE TIME FITNESS INC	53217R207	290.0000	DARUMA	9/26/2012	5.80	13,377.40	13,557.50	0.00	-180.10	0.00
LIFE TIME FITNESS INC	53217R207	290.0000	DARUMA	9/26/2012	11.60	13,442.84	13,557.50	0.00	-114.66	0.00
LIFE TIME FITNESS INC	53217R207	581.0000	DARUMA	9/27/2012	23.24	26,935.65	27,161.75	0.00	-226.10	0.00
LIFE TIME FITNESS INC	53217R207	369.0000	DARUMA	9/28/2012	14.76	17,142.17	17,250.75	0.00	-108.58	0.00
LIFE TIME FITNESS INC	53217R207	135.0000	DARUMA	10/1/2012	5.40	6,169.55	6,311.25	0.00	-141.70	0.00
LIFE TIME FITNESS INC	53217R207	330.0000	DARUMA	10/2/2012	13.20	15,159.13	15,427.50	0.00	-268.37	0.00
LIFE TIME FITNESS INC	53217R207	59.0000	DARUMA	10/3/2012	2.36	2,704.34	2,758.25	0.00	-53.91	0.00
LIFE TIME FITNESS INC	53217R207	130.0000	DARUMA	10/4/2012	5.20	5,913.42	6,077.50	0.00	-164.08	0.00
LOCKHEED MARTIN CORP	539830109	132.0000	O'SHAUGHNESSY	11/16/2012	2.64	11,865.22	11,700.15	165.07	0.00	0.00
LOCKHEED MARTIN CORP	539830109	202.0000	O'SHAUGHNESSY	12/14/2012	4.04	18,704.98	17,904.77	800.21	0.00	0.00
LOEWS CORP	540424108	570.0000	SEIZERT	3/16/2012	11.40	22,109.90	21,460.50	649.40	0.00	0.00
LOWES COS INC	548661107	887.0000	O'SHAUGHNESSY	10/19/2012	17.74	28,754.74	25,235.15	3,519.59	0.00	0.00
LOWES COS INC	548661107	754.0000	O'SHAUGHNESSY	11/16/2012	15.08	24,426.71	21,451.30	2,975.41	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	290.0000	DARUMA	5/10/2012	11.60	8,201.50	5,121.40	3,080.10	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	130.0000	DARUMA	5/11/2012	5.20	3,571.86	2,295.80	1,276.06	0.00	0.00

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Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012

Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
LUMBER LIQUIDATORS HLDGS INC	55003T107	750.0000	DARUMA	6/29/2012	30.00	23,377.80	13,245.00	10,132.80	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	230.0000	DARUMA	7/3/2012	4.60	7,446.38	4,061.80	3,384.58	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	200.0000	DARUMA	7/3/2012	8.00	6,449.15	3,532.00	2,917.15	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	270.0000	DARUMA	7/10/2012	10.80	8,961.85	4,768.20	4,193.65	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	610.0000	DARUMA	7/11/2012	12.20	19,730.93	10,772.60	8,958.33	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	60.0000	DARUMA	7/11/2012	2.40	1,917.55	1,059.60	857.95	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	150.0000	DARUMA	7/11/2012	4.50	4,811.31	2,649.00	2,162.31	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	560.0000	DARUMA	7/12/2012	22.40	18,235.82	9,889.60	8,346.22	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	280.0000	DARUMA	7/12/2012	11.20	9,101.44	4,944.80	4,156.64	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	108.0000	DARUMA	7/20/2012	4.32	3,627.28	1,907.28	1,720.00	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	310.0000	DARUMA	7/23/2012	12.40	10,486.56	5,474.60	5,011.96	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	100.0000	DARUMA	7/30/2012	2.00	4,170.48	1,766.00	2,404.48	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	482.0000	DARUMA	7/31/2012	9.64	20,462.18	8,512.12	11,950.06	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	290.0000	DARUMA	7/31/2012	5.80	12,377.99	5,121.40	7,256.59	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	258.0000	DARUMA	7/31/2012	10.32	10,814.67	4,556.28	6,258.39	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	410.0000	DARUMA	7/31/2012	16.40	17,721.44	7,240.60	10,480.84	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	510.0000	DARUMA	9/6/2012	20.40	23,800.70	9,006.60	14,794.10	0.00	0.00

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Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
LUMBER LIQUIDATORS HLDGS INC	55003T107	507.0000	DARUMA	9/27/2012	20.28	26,076.96	8,953.62	17,123.34	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	340.0000	DARUMA	9/28/2012	13.60	17,623.50	6,004.40	11,619.10	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	390.0000	DARUMA	10/29/2012	15.60	22,581.04	6,887.40	15,693.64	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	148.0000	DARUMA	11/23/2012	5.92	8,142.76	2,613.68	5,529.08	0.00	0.00
LUMBER LIQUIDATORS HLDGS INC	55003T107	352.0000	DARUMA	11/23/2012	14.08	19,341.61	6,216.32	13,125.29	0.00	0.00
MARVELL TECHNOLOGY GROUP LTD	G5876H105	3,603.0000	O'SHAUGHNESSY	12/14/2012	72.06	30,920.97	54,309.12	0.00	-23,388.15	0.00
MAXIMUS INC	577933104	170.0000	DARUMA	3/23/2012	6.80	7,097.35	7,029.50	67.85	0.00	0.00
MAXIMUS INC	577933104	100.0000	DARUMA	3/26/2012	4.00	4,165.01	4,135.00	30.01	0.00	0.00
MAXIMUS INC	577933104	190.0000	DARUMA	3/27/2012	7.60	7,765.79	7,856.50	0.00	-90.71	0.00
MAXIMUS INC	577933104	130.0000	DARUMA	3/29/2012	5.20	5,415.88	5,375.50	40.38	0.00	0.00
MAXIMUS INC	577933104	80.0000	DARUMA	3/30/2012	3.20	3,338.06	3,308.00	30.06	0.00	0.00
MAXIMUS INC	577933104	30.0000	DARUMA	7/3/2012	1.20	1,429.77	1,240.50	189.27	0.00	0.00
MAXIMUS INC	577933104	61.0000	DARUMA	11/30/2012	2.44	3,757.23	2,522.35	1,234.88	0.00	0.00
MILLICOM INTL CELLULAR SA	L6388F110	116.0000	O'SHAUGHNESSY	12/14/2012	2.32	9,285.08	10,684.12	0.00	-1,399.04	0.00
MILLICOM INTL CELLULAR SA	L6388F110	1,077.0000	O'SHAUGHNESSY	12/18/2012	21.54	84,091.99	96,020.21	0.00	-11,928.22	3,042.15
MURPHY OIL CORP	626717102	285.0000	SEIZERT	3/16/2012	5.70	16,743.45	15,885.90	857.55	0.00	0.00
NESTLE SA SPONSORED ADR REPSTG	641069406	96.0000	O'SHAUGHNESSY	4/20/2012	1.92	5,952.82	5,848.32	104.50	0.00	0.00

SCHEDULE 4C

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Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
NEXEN INC	65334H102	795.0000	SEIZERT	3/16/2012	15.90	15,918.55	12,648.45	3,270.10	0.00	0.00
NEXEN INC	65334H102	2,174.0000	SEIZERT	7/26/2012	65.22	56,976.22	34,588.34	22,387.88	0.00	0.00
NEXEN INC	65334H102	4,896.0000	SEIZERT	7/26/2012	146.88	127,088.98	78,266.80	48,822.18	0.00	860.46
NYSE EURONEXT	629491101	240.0000	O'SHAUGHNESSY	12/26/2012	2.40	7,668.04	5,807.09	1,860.95	0.00	72.00
OMNICOM GROUP INC	681919106	191.0000	O'SHAUGHNESSY	6/15/2012	3.82	9,074.20	9,319.35	0.00	-245.15	0.00
OMNICOM GROUP INC	681919106	36.0000	O'SHAUGHNESSY	7/20/2012	0.72	1,761.34	1,756.53	4.81	0.00	0.00
OMNICOM GROUP INC	681919106	437.0000	O'SHAUGHNESSY	10/19/2012	8.74	22,410.47	21,322.28	1,088.19	0.00	0.00
OMNICOM GROUP INC	681919106	921.0000	O'SHAUGHNESSY	11/16/2012	18.42	43,116.66	44,937.80	0.00	-1,821.14	0.00
OMNICOM GROUP INC	681919106	718.0000	O'SHAUGHNESSY	12/14/2012	7.18	35,517.44	35,032.94	484.50	0.00	1,313.70
ORACLE CORPORATION	68389X105	1,274.0000	POLEN	12/24/2012	50.96	43,265.33	38,230.45	5,034.88	0.00	0.00
OSHKOSH TRUCK CORP	688239201	585.0000	SEIZERT	3/16/2012	11.70	13,548.54	12,507.30	1,041.24	0.00	0.00
OSHKOSH TRUCK CORP	688239201	6,300.0000	SEIZERT	10/16/2012	189.00	191,283.24	136,677.32	54,605.92	0.00	0.00
PHILLIPS 66	718546104	1,191.0000	O'SHAUGHNESSY	5/21/2012	11.91	38,256.92	44,194.28	0.00	-5,937.36	0.00
PINNACLE ENTERTAINMENT INC	723456109	360.0000	DARUMA	11/15/2012	14.40	4,216.44	3,657.60	558.84	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	181.0000	DARUMA	11/15/2012	7.24	2,125.80	1,838.96	286.84	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	658.0000	DARUMA	11/15/2012	26.32	7,695.46	6,685.28	1,010.18	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	141.0000	DARUMA	11/15/2012	2.82	1,650.37	1,432.56	217.81	0.00	0.00

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Equities Sold During Month - Equities defined as stocks or options

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PINNACLE ENTERTAINMENT INC	723456109	1,390.0000	DARUMA	11/21/2012	55.60	17,757.68	14,122.40	3,635.28	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	1,455.0000	DARUMA	12/24/2012	58.20	19,471.10	14,782.80	4,688.30	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	188.0000	DARUMA	12/27/2012	7.52	3,000.41	1,910.08	1,090.33	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	755.0000	DARUMA	12/27/2012	30.20	12,026.87	7,670.80	4,356.07	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	384.0000	DARUMA	12/27/2012	15.36	5,750.58	3,901.44	1,849.14	0.00	0.00
PINNACLE ENTERTAINMENT INC	723456109	426.0000	DARUMA	12/27/2012	17.04	6,841.02	4,328.16	2,512.86	0.00	0.00
PLEXUS CORP	729132100	370.0000	DARUMA	4/27/2012	14.80	11,581.44	10,130.60	1,450.84	0.00	0.00
PLEXUS CORP	729132100	910.0000	DARUMA	4/30/2012	36.40	29,340.47	24,915.80	4,424.67	0.00	0.00
PLEXUS CORP	729132100	50.0000	DARUMA	5/29/2012	2.00	1,421.65	1,369.00	52.65	0.00	0.00
PLEXUS CORP	729132100	200.0000	DARUMA	5/30/2012	8.00	5,683.09	5,476.00	207.09	0.00	0.00
PLEXUS CORP	729132100	90.0000	DARUMA	5/31/2012	3.60	2,561.67	2,464.20	97.47	0.00	0.00
PLEXUS CORP	729132100	200.0000	DARUMA	6/1/2012	8.00	5,740.07	5,476.00	264.07	0.00	0.00
PLEXUS CORP	729132100	70.0000	DARUMA	6/4/2012	2.80	1,964.41	1,916.60	47.81	0.00	0.00
PLEXUS CORP	729132100	120.0000	DARUMA	6/15/2012	4.80	3,633.61	3,285.60	348.01	0.00	0.00
PLEXUS CORP	729132100	160.0000	DARUMA	6/18/2012	6.40	4,828.59	4,380.80	447.79	0.00	0.00
PLEXUS CORP	729132100	480.0000	DARUMA	6/19/2012	19.20	14,598.58	13,142.40	1,456.18	0.00	0.00
PLEXUS CORP	729132100	230.0000	DARUMA	6/20/2012	9.20	6,939.01	6,297.40	641.61	0.00	0.00

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Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A	B	C	D	E	F	G	H	I	J
	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
PLEXUS CORP	729132100	2,650.0000	DARUMA	7/5/2012	79.50	73,058.86	72,557.00	501.86	0.00	0.00
PLEXUS CORP	729132100	70.0000	DARUMA	7/5/2012	2.80	1,981.53	1,916.60	64.93	0.00	0.00
PLEXUS CORP	729132100	130.0000	DARUMA	7/5/2012	5.20	3,636.63	3,559.40	77.23	0.00	0.00
PLEXUS CORP	729132100	190.0000	DARUMA	7/6/2012	5.70	5,304.87	5,202.20	102.67	0.00	0.00
PLEXUS CORP	729132100	60.0000	DARUMA	7/9/2012	1.80	1,712.37	1,642.80	69.57	0.00	0.00
PLEXUS CORP	729132100	530.0000	DARUMA	7/10/2012	21.20	15,258.72	14,511.40	747.32	0.00	0.00
PLEXUS CORP	729132100	140.0000	DARUMA	7/11/2012	5.60	3,966.49	3,833.20	133.29	0.00	0.00
PLEXUS CORP	729132100	140.0000	DARUMA	7/12/2012	5.60	3,921.59	3,833.20	88.39	0.00	0.00
PLEXUS CORP	729132100	30.0000	DARUMA	7/13/2012	1.20	847.00	821.40	25.60	0.00	0.00
PLEXUS CORP	729132100	50.0000	DARUMA	7/16/2012	2.00	1,391.96	1,369.00	22.96	0.00	0.00
PLEXUS CORP	729132100	310.0000	DARUMA	7/17/2012	12.40	8,397.06	8,487.80	0.00	-90.74	0.00
PLEXUS CORP	729132100	90.0000	DARUMA	7/18/2012	3.60	2,441.76	2,464.20	0.00	-22.44	0.00
PLEXUS CORP	729132100	224.0000	DARUMA	7/20/2012	8.96	5,955.64	6,133.12	0.00	-177.48	0.00
PLEXUS CORP	729132100	686.0000	DARUMA	7/23/2012	27.44	18,726.20	18,782.68	0.00	-56.48	0.00
PROGRESS SOFTWARE CORP	743312100	110.0000	DARUMA	9/20/2012	4.40	2,209.77	2,128.50	81.27	0.00	0.00
RAYTHEON COMPANY	755111507	190.0000	O'SHAUGHNESSY	3/16/2012	3.80	9,880.87	9,754.33	126.54	0.00	0.00
RAYTHEON COMPANY	755111507	275.0000	O'SHAUGHNESSY	5/21/2012	5.50	14,164.41	14,118.11	46.30	0.00	0.00

SCHEDULE 4C

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Equities Sold During Month - Equities defined as stocks or options

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SECURITY NAME	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
RAYTHEON COMPANY	755111507	616.0000	O'SHAUGHNESSY	6/15/2012	11.09	31,638.28	31,624.58	13.70	0.00	0.00
RAYTHEON COMPANY	755111507	1.0000	O'SHAUGHNESSY	8/17/2012	0.02	56.23	51.34	4.89	0.00	0.00
RAYTHEON COMPANY	755111507	10.0000	O'SHAUGHNESSY	9/14/2012	0.10	574.48	513.39	61.09	0.00	0.00
RAYTHEON COMPANY	755111507	5.0000	O'SHAUGHNESSY	10/19/2012	0.10	277.10	256.69	20.41	0.00	0.00
RAYTHEON COMPANY	755111507	10.0000	O'SHAUGHNESSY	11/16/2012	0.10	549.83	513.39	36.44	0.00	0.00
RAYTHEON COMPANY	755111507	13.0000	O'SHAUGHNESSY	12/14/2012	0.13	753.18	667.40	85.78	0.00	0.00
REDWOOD TRUST INC REIT	758075402	1,130.0000	SEIZERT	3/16/2012	22.60	12,565.37	11,503.40	1,061.97	0.00	0.00
REGIONS FINL CORP	7591EP100	3,285.0000	SEIZERT	3/16/2012	65.70	18,757.01	14,125.50	4,631.51	0.00	0.00
REGIONS FINL CORP	7591EP100	4,400.0000	SEIZERT	5/24/2012	88.00	27,146.06	18,920.00	8,226.06	0.00	0.00
ROGERS COMMUNIC INC CLASS B	775109200	139.0000	O'SHAUGHNESSY	4/20/2012	1.39	5,602.67	5,361.24	241.43	0.00	0.00
ROGERS COMMUNIC INC CLASS B	775109200	126.0000	O'SHAUGHNESSY	4/23/2012	1.26	5,087.52	4,859.83	227.69	0.00	0.00
ROGERS COMMUNIC INC CLASS B	775109200	68.0000	O'SHAUGHNESSY	5/21/2012	0.68	2,421.83	2,622.77	0.00	-200.94	0.00
ROGERS COMMUNIC INC CLASS B	775109200	557.0000	O'SHAUGHNESSY	5/22/2012	5.57	19,740.69	21,483.55	0.00	-1,742.86	0.00
ROGERS COMMUNIC INC CLASS B	775109200	33.0000	O'SHAUGHNESSY	5/23/2012	0.33	1,168.68	1,272.81	0.00	-104.13	0.00
ROGERS COMMUNIC INC CLASS B	775109200	78.0000	O'SHAUGHNESSY	5/24/2012	0.78	2,744.44	3,008.47	0.00	-264.03	0.00
ROGERS COMMUNIC INC CLASS B	775109200	187.0000	O'SHAUGHNESSY	6/15/2012	1.87	6,440.58	7,212.61	0.00	-772.03	0.00
ROGERS COMMUNIC INC CLASS B	775109200	80.0000	O'SHAUGHNESSY	6/18/2012	0.80	2,761.15	3,085.61	0.00	-324.46	0.00

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ROGERS COMMUNIC INC CLASS B	775109200	110.0000	O'SHAUGHNESSY	6/19/2012	1.10	3,798.89	4,242.71	0.00	-443.82	0.00
ROGERS COMMUNIC INC CLASS B	775109200	42.0000	O'SHAUGHNESSY	6/20/2012	0.42	1,469.76	1,619.94	0.00	-150.18	0.00
ROGERS COMMUNIC INC CLASS B	775109200	86.0000	O'SHAUGHNESSY	6/21/2012	0.86	3,031.79	3,317.03	0.00	-285.24	0.00
ROGERS COMMUNIC INC CLASS B	775109200	281.0000	O'SHAUGHNESSY	6/22/2012	5.62	10,104.33	10,838.20	0.00	-733.87	799.85
ROVI CORP	779376102	1,710.0000	DARUMA	12/17/2012	68.40	27,688.55	42,031.80	0.00	-14,343.25	0.00
ROVI CORP	779376102	339.0000	DARUMA	12/17/2012	6.78	5,513.71	8,332.62	0.00	-2,818.91	0.00
ROVI CORP	779376102	701.0000	DARUMA	12/17/2012	21.03	11,394.50	17,230.58	0.00	-5,836.08	0.00
ROVI CORP	779376102	351.0000	DARUMA	12/17/2012	14.04	5,683.33	8,627.58	0.00	-2,944.25	0.00
ROVI CORP	779376102	121.0000	DARUMA	12/18/2012	4.84	1,965.14	2,974.18	0.00	-1,009.04	0.00
ROVI CORP	779376102	182.0000	DARUMA	12/20/2012	7.28	2,877.91	4,473.56	0.00	-1,595.65	0.00
ROVI CORP	779376102	350.0000	DARUMA	12/20/2012	14.00	5,543.31	8,603.00	0.00	-3,059.69	0.00
ROVI CORP	779376102	733.0000	DARUMA	12/21/2012	29.32	11,725.46	18,017.14	0.00	-6,291.68	0.00
ROVI CORP	779376102	65.0000	DARUMA	12/21/2012	2.60	1,037.38	1,597.70	0.00	-560.32	0.00
ROVI CORP	779376102	220.0000	DARUMA	12/21/2012	8.80	3,516.62	5,407.60	0.00	-1,890.98	0.00
ROVI CORP	779376102	240.0000	DARUMA	12/24/2012	9.60	3,799.04	5,899.20	0.00	-2,100.16	0.00
ROVI CORP	779376102	500.0000	DARUMA	12/26/2012	20.00	7,859.82	12,290.00	0.00	-4,430.18	0.00
ROYAL KPN NV ADR	780641205	72.0000	O'SHAUGHNESSY	12/14/2012	1.44	426.06	774.00	0.00	-347.94	0.00

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ROYAL KPN NV ADR	780641205	887.0000	O'SHAUGHNESSY	12/26/2012	17.74	4,157.55	9,535.25	0.00	-5,377.70	0.00
ROYAL KPN NV ADR	780641205	1,117.0000	O'SHAUGHNESSY	12/27/2012	22.34	5,414.86	12,007.75	0.00	-6,592.89	0.00
ROYAL KPN NV ADR	780641205	174.0000	O'SHAUGHNESSY	12/28/2012	3.48	851.83	1,870.50	0.00	-1,018.67	0.00
SAFEWAY INC	786514208	103.0000	O'SHAUGHNESSY	6/15/2012	2.06	1,852.92	2,227.68	0.00	-374.76	0.00
SAFEWAY INC	786514208	312.0000	O'SHAUGHNESSY	8/17/2012	6.24	4,975.87	6,747.94	0.00	-1,772.07	0.00
SAFEWAY INC	786514208	349.0000	O'SHAUGHNESSY	9/14/2012	6.98	5,729.23	7,548.17	0.00	-1,818.94	0.00
SAFEWAY INC	786514208	101.0000	O'SHAUGHNESSY	9/17/2012	2.02	1,663.96	2,184.43	0.00	-520.47	0.00
SAFEWAY INC	786514208	141.0000	O'SHAUGHNESSY	9/18/2012	2.82	2,324.31	3,049.55	0.00	-725.24	0.00
SAFEWAY INC	786514208	221.0000	O'SHAUGHNESSY	9/19/2012	4.42	3,727.78	4,779.79	0.00	-1,052.01	0.00
SAFEWAY INC	786514208	1,022.0000	O'SHAUGHNESSY	10/19/2012	20.44	16,173.60	22,103.82	0.00	-5,930.22	0.00
SAFEWAY INC	786514208	773.0000	O'SHAUGHNESSY	11/16/2012	15.46	12,771.76	16,718.44	0.00	-3,946.68	0.00
SAFEWAY INC	786514208	235.0000	O'SHAUGHNESSY	11/20/2012	2.35	3,806.65	5,082.58	0.00	-1,275.93	0.00
SAFEWAY INC	786514208	96.0000	O'SHAUGHNESSY	11/21/2012	0.96	1,557.12	2,076.29	0.00	-519.17	0.00
SAFEWAY INC	786514208	121.0000	O'SHAUGHNESSY	12/14/2012	2.42	2,176.15	2,616.99	0.00	-440.84	0.00
SAFEWAY INC	786514208	788.0000	O'SHAUGHNESSY	12/17/2012	15.76	14,029.07	17,042.86	0.00	-3,013.79	0.00
SARA LEE CORPORATION	803111103	481.0000	O'SHAUGHNESSY	4/20/2012	9.62	10,358.14	10,216.39	141.75	0.00	0.00
SARA LEE CORPORATION	803111103	95.0000	O'SHAUGHNESSY	5/21/2012	1.90	2,010.94	2,017.79	0.00	-6.85	0.00

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Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A	B	C	D	E	F	G	H	I	J
	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
SARA LEE CORPORATION	803111103	647.0000	O'SHAUGHNESSY	6/15/2012	12.94	12,552.22	13,742.22	0.00	-1,190.00	13,764.00
SEAGATE TECHNOLOGY	G7945M107	173.0000	O'SHAUGHNESSY	4/20/2012	1.73	4,968.44	4,781.79	186.65	0.00	0.00
SEAGATE TECHNOLOGY	G7945M107	622.0000	O'SHAUGHNESSY	4/23/2012	6.22	18,000.64	17,192.33	808.31	0.00	0.00
SEAGATE TECHNOLOGY	G7945M107	541.0000	O'SHAUGHNESSY	5/21/2012	10.82	17,009.95	14,953.46	2,056.49	0.00	0.00
SEAGATE TECHNOLOGY	G7945M107	10.0000	O'SHAUGHNESSY	5/23/2012	0.10	281.89	276.40	5.49	0.00	0.00
SEAGATE TECHNOLOGY	G7945M107	83.0000	O'SHAUGHNESSY	5/24/2012	0.83	2,284.79	2,294.15	0.00	-9.36	0.00
SEAGATE TECHNOLOGY	G7945M107	1,478.0000	O'SHAUGHNESSY	6/15/2012	29.56	33,962.19	40,852.51	0.00	-6,890.32	0.00
SEMTECH CORP COM	816850101	770.0000	DARUMA	4/27/2012	30.80	20,016.70	19,111.40	905.30	0.00	0.00
SEMTECH CORP COM	816850101	410.0000	DARUMA	4/30/2012	16.40	10,822.68	10,176.20	646.48	0.00	0.00
SEMTECH CORP COM	816850101	440.0000	DARUMA	5/10/2012	17.60	11,209.80	10,920.80	289.00	0.00	0.00
SEMTECH CORP COM	816850101	310.0000	DARUMA	5/11/2012	12.40	7,774.50	7,694.20	80.30	0.00	0.00
SEMTECH CORP COM	816850101	460.0000	DARUMA	5/14/2012	18.40	11,544.59	11,417.20	127.39	0.00	0.00
SEMTECH CORP COM	816850101	340.0000	DARUMA	5/15/2012	13.60	8,494.56	8,438.80	55.76	0.00	0.00
SEMTECH CORP COM	816850101	100.0000	DARUMA	5/16/2012	4.00	2,537.46	2,482.00	55.46	0.00	0.00
SEMTECH CORP COM	816850101	170.0000	DARUMA	5/17/2012	6.80	4,241.74	4,219.40	22.34	0.00	0.00
SEMTECH CORP COM	816850101	170.0000	DARUMA	5/18/2012	6.80	4,240.70	4,219.40	21.30	0.00	0.00
SEMTECH CORP COM	816850101	90.0000	DARUMA	5/21/2012	3.60	2,245.19	2,233.80	11.39	0.00	0.00

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SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
SEMTECH CORP COM	816850101	180.0000	DARUMA	5/22/2012	7.20	4,409.63	4,467.60	0.00	-57.97	0.00
SEMTECH CORP COM	816850101	220.0000	DARUMA	5/23/2012	8.80	5,309.87	5,460.40	0.00	-150.53	0.00
SHUTTERFLY INC	82568P304	630.0000	DARUMA	3/15/2012	25.20	20,298.36	14,338.80	5,959.56	0.00	0.00
SHUTTERFLY INC	82568P304	1,050.0000	DARUMA	5/4/2012	42.00	33,625.49	23,898.00	9,727.49	0.00	0.00
SOHU.COM INC	83408W103	265.0000	SEIZERT	3/16/2012	10.60	13,440.55	13,734.42	0.00	-293.87	0.00
SOTHEBYS HLDGS INC CL A	835898107	780.0000	DARUMA	2/15/2012	31.20	29,490.53	22,253.40	7,237.13	0.00	0.00
SOTHEBYS HLDGS INC CL A	835898107	320.0000	DARUMA	2/16/2012	12.80	12,263.73	9,129.60	3,134.13	0.00	0.00
SYMANTEC CORP	871503108	1,255.0000	SEIZERT	3/16/2012	25.10	22,501.74	19,640.75	2,860.99	0.00	0.00
SYMANTEC CORP	871503108	2,510.0000	SEIZERT	8/22/2012	100.40	45,091.39	39,281.50	5,809.89	0.00	0.00
SYMANTEC CORP	871503108	2,669.0000	SEIZERT	9/10/2012	80.07	47,508.27	41,769.85	5,739.42	0.00	0.00
SYMANTEC CORP	871503108	1,126.0000	SEIZERT	9/10/2012	33.78	20,138.05	17,621.90	2,516.15	0.00	0.00
SYMANTEC CORP	871503108	2,755.0000	SEIZERT	10/30/2012	110.20	49,299.34	43,232.90	6,066.44	0.00	0.00
SYMANTEC CORP	871503108	4,090.0000	SEIZERT	10/31/2012	163.60	75,704.61	65,694.36	10,010.25	0.00	0.00
TARGET CORP	87612E106	46.0000	O'SHAUGHNESSY	7/20/2012	0.46	2,798.11	2,615.73	182.38	0.00	0.00
TARGET CORP	87612E106	187.0000	O'SHAUGHNESSY	7/20/2012	3.74	11,390.41	10,633.53	756.88	0.00	0.00
TARGET CORP	87612E106	556.0000	O'SHAUGHNESSY	10/19/2012	11.12	34,768.96	31,616.28	3,152.68	0.00	436.86
TATA MOTORS LTD SPON ADR	876568502	589.0000	O'SHAUGHNESSY	4/20/2012	11.78	17,027.19	16,063.97	963.22	0.00	0.00

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SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
TATA MOTORS LTD SPON ADR	876568502	146.0000	O'SHAUGHNESSY	5/21/2012	2.92	3,649.81	3,981.90	0.00	-332.09	0.00
TATA MOTORS LTD SPON ADR	876568502	322.0000	O'SHAUGHNESSY	5/22/2012	6.44	7,907.85	8,782.01	0.00	-874.16	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	750.0000	O'SHAUGHNESSY	3/29/2012	7.50	9,203.31	8,572.50	630.81	0.00	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	283.0000	O'SHAUGHNESSY	4/20/2012	2.83	3,087.46	3,234.69	0.00	-147.23	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	83.0000	O'SHAUGHNESSY	7/20/2012	0.83	748.46	948.69	0.00	-200.23	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	444.0000	O'SHAUGHNESSY	7/23/2012	8.88	4,021.03	5,074.92	0.00	-1,053.89	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	83.0000	O'SHAUGHNESSY	8/1/2012	0.83	677.98	948.69	0.00	-270.71	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	54.0000	O'SHAUGHNESSY	8/2/2012	0.54	443.80	617.22	0.00	-173.42	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	56.0000	O'SHAUGHNESSY	8/9/2012	0.56	481.69	640.08	0.00	-158.39	0.00
TELECOM ITALIA SPA SPON ADR	87927Y102	378.0000	O'SHAUGHNESSY	8/10/2012	3.78	3,374.36	4,320.54	0.00	-946.18	0.00
TELEFONICA BRASIL SA ADR	87936R106	380.0000	O'SHAUGHNESSY	4/20/2012	7.60	11,345.97	11,230.86	115.11	0.00	0.00
TELEFONICA BRASIL SA ADR	87936R106	552.0000	O'SHAUGHNESSY	5/21/2012	11.04	14,321.64	16,314.31	0.00	-1,992.67	842.35
TELSTRA CORP LTD SPON ADR FINAL	87969N204	850.0000	O'SHAUGHNESSY	3/29/2012	17.00	14,509.23	15,215.00	0.00	-705.77	0.00
TELSTRA CORP LTD SPON ADR FINAL	87969N204	1,858.0000	O'SHAUGHNESSY	4/20/2012	37.16	32,290.57	33,258.20	0.00	-967.63	0.00
TELSTRA CORP LTD SPON ADR FINAL	87969N204	19.0000	O'SHAUGHNESSY	4/23/2012	0.38	329.78	340.10	0.00	-10.32	0.00
TELSTRA CORP LTD SPON ADR FINAL	87969N204	217.0000	O'SHAUGHNESSY	4/24/2012	4.34	3,773.30	3,884.30	0.00	-111.00	0.00
TELSTRA CORP LTD SPON ADR FINAL	87969N204	605.0000	O'SHAUGHNESSY	5/21/2012	12.10	10,877.65	10,829.50	48.15	0.00	0.00

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TESSERA TECHNOLOGIES INC	88164L100	105.0000	SEIZERT	2/10/2012	4.20	2,058.52	1,758.75	299.77	0.00	0.00
TESSERA TECHNOLOGIES INC	88164L100	142.0000	SEIZERT	2/14/2012	5.68	2,739.55	2,378.50	361.05	0.00	0.00
TESSERA TECHNOLOGIES INC	88164L100	118.0000	SEIZERT	2/15/2012	4.72	2,254.93	1,976.50	278.43	0.00	0.00
TESSERA TECHNOLOGIES INC	88164L100	265.0000	SEIZERT	2/16/2012	10.60	5,064.45	4,438.75	625.70	0.00	0.00
TESSERA TECHNOLOGIES INC	88164L100	1,450.0000	SEIZERT	3/16/2012	58.00	23,333.55	24,287.50	0.00	-953.95	0.00
TIME WARNER CABLE INC	88732J207	101.0000	O'SHAUGHNESSY	12/14/2012	2.02	9,571.03	8,009.55	1,561.48	0.00	0.00
TIME WARNER INC	887317303	145.0000	O'SHAUGHNESSY	3/16/2012	2.90	5,267.05	5,408.31	0.00	-141.26	0.00
TIME WARNER INC	887317303	11.0000	O'SHAUGHNESSY	4/20/2012	0.22	392.89	410.29	0.00	-17.40	0.00
TIME WARNER INC	887317303	187.0000	O'SHAUGHNESSY	5/21/2012	1.87	6,628.07	6,974.86	0.00	-346.79	0.00
TIME WARNER INC	887317303	632.0000	O'SHAUGHNESSY	5/21/2012	12.64	22,407.30	23,572.77	0.00	-1,165.47	0.00
TYCO INTERNATIONAL LTD	H89128104	431.0000	O'SHAUGHNESSY	8/17/2012	8.62	24,405.69	22,239.64	2,166.05	0.00	0.00
TYCO INTERNATIONAL LTD	H89128104	530.0000	O'SHAUGHNESSY	9/14/2012	10.60	29,498.07	27,348.06	2,150.01	0.00	0.00
TYCO INTERNATIONAL LTD	H89128104	137.0000	O'SHAUGHNESSY	9/17/2012	1.37	7,681.67	7,069.21	612.46	0.00	0.00
TYCO INTERNATIONAL LTD	H89128104	42.0000	O'SHAUGHNESSY	9/20/2012	0.42	2,337.06	2,167.21	169.85	0.00	0.00
TYCO INTERNATIONAL LTD	H89128104	21.0000	O'SHAUGHNESSY	9/26/2012	0.21	1,171.23	1,083.60	87.63	0.00	580.50
UNITED THERAPEUTICS CORP DEL	91307C102	270.0000	SEIZERT	3/16/2012	5.40	12,425.18	12,757.50	0.00	-332.32	0.00
UNUMPROVIDENT CORP	91529Y106	487.0000	O'SHAUGHNESSY	12/14/2012	9.74	10,204.42	11,488.33	0.00	-1,283.91	0.00

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VALIDUS HOLDINGS LTD	G9319H102	760.0000	DARUMA	6/18/2012	30.40	23,924.18	23,940.00	0.00	-15.82	0.00
VALIDUS HOLDINGS LTD	G9319H102	510.0000	DARUMA	6/19/2012	20.40	15,954.74	16,065.00	0.00	-110.26	0.00
VALIDUS HOLDINGS LTD	G9319H102	550.0000	DARUMA	6/20/2012	22.00	17,290.95	17,325.00	0.00	-34.05	0.00
VALIDUS HOLDINGS LTD	G9319H102	1,110.0000	DARUMA	6/21/2012	44.40	34,516.23	34,965.00	0.00	-448.77	0.00
VALIDUS HOLDINGS LTD	G9319H102	150.0000	DARUMA	6/22/2012	6.00	4,678.13	4,725.00	0.00	-46.87	0.00
VALIDUS HOLDINGS LTD	G9319H102	680.0000	DARUMA	6/22/2012	27.20	21,288.28	21,420.00	0.00	-131.72	0.00
VALIDUS HOLDINGS LTD	G9319H102	2,710.0000	DARUMA	6/25/2012	108.40	84,169.08	85,365.00	0.00	-1,195.92	0.00
VALIDUS HOLDINGS LTD	G9319H102	1,180.0000	DARUMA	6/25/2012	47.20	36,687.02	37,170.00	0.00	-482.98	0.00
VALIDUS HOLDINGS LTD	G9319H102	1,230.0000	DARUMA	6/26/2012	49.20	38,438.97	38,745.00	0.00	-306.03	4,440.00
VARIAN MEDICAL SYSTEMS INC	92220P105	813.0000	POLEN	5/17/2012	32.52	51,908.64	53,932.79	0.00	-2,024.15	0.00
VERA BRADLEY INC	92335C106	20.0000	DARUMA	7/3/2012	0.80	407.22	645.00	0.00	-237.78	0.00
VERA BRADLEY INC	92335C106	1,197.0000	DARUMA	10/18/2012	47.88	33,619.26	38,603.25	0.00	-4,983.99	0.00
VERA BRADLEY INC	92335C106	293.0000	DARUMA	10/18/2012	5.86	8,208.21	9,449.25	0.00	-1,241.04	0.00
VERA BRADLEY INC	92335C106	176.0000	DARUMA	11/30/2012	7.04	4,898.66	5,676.00	0.00	-777.34	0.00
VERA BRADLEY INC	92335C106	172.0000	DARUMA	12/3/2012	6.88	4,702.87	5,547.00	0.00	-844.13	0.00
VERA BRADLEY INC	92335C106	116.0000	DARUMA	12/5/2012	4.64	3,231.74	3,741.00	0.00	-509.26	0.00
VERA BRADLEY INC	92335C106	112.0000	DARUMA	12/5/2012	4.48	3,100.13	3,612.00	0.00	-511.87	0.00

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VERA BRADLEY INC	92335C106	494.0000	DARUMA	12/5/2012	9.88	13,723.01	15,931.50	0.00	-2,208.49	0.00
VERA BRADLEY INC	92335C106	120.0000	DARUMA	12/5/2012	4.80	3,345.39	3,870.00	0.00	-524.61	0.00
VISTEON CORP	92839U206	490.0000	SEIZERT	3/16/2012	19.60	24,979.33	24,470.60	1,508.73	0.00	0.00
WABTEC CORP	929740108	610.0000	DARUMA	4/17/2012	24.40	46,335.60	42,669.50	3,666.10	0.00	0.00
WABTEC CORP	929740108	330.0000	DARUMA	11/5/2012	13.20	27,069.36	23,083.50	3,985.86	0.00	0.00
WABTEC CORP	929740108	240.0000	DARUMA	11/6/2012	9.60	19,789.04	16,788.00	3,001.04	0.00	0.00
WALGREEN CO	931422109	22.0000	O'SHAUGHNESSY	4/20/2012	0.44	735.92	717.73	18.19	0.00	0.00
WALGREEN CO	931422109	21.0000	O'SHAUGHNESSY	5/21/2012	0.42	693.26	685.10	8.16	0.00	0.00
WALGREEN CO	931422109	12.0000	O'SHAUGHNESSY	6/15/2012	0.12	375.95	391.49	0.00	-15.54	0.00
WALGREEN CO	931422109	720.0000	O'SHAUGHNESSY	7/20/2012	14.40	22,028.69	23,489.20	0.00	-1,460.51	164.70
WAL-MART STORES INC	931142103	56.0000	O'SHAUGHNESSY	4/20/2012	1.12	3,426.92	3,298.89	128.03	0.00	0.00
WAL-MART STORES INC	931142103	544.0000	O'SHAUGHNESSY	5/21/2012	9.79	32,333.16	32,046.33	286.83	0.00	0.00
WAL-MART STORES INC	931142103	12.0000	O'SHAUGHNESSY	6/15/2012	0.24	812.46	706.90	105.56	0.00	0.00
WAL-MART STORES INC	931142103	564.0000	O'SHAUGHNESSY	7/20/2012	11.28	41,115.29	33,224.51	7,890.78	0.00	912.66
WELLPOINT INC	94973V107	3.0000	O'SHAUGHNESSY	4/20/2012	0.06	206.90	197.87	9.03	0.00	0.00
WELLPOINT INC	94973V107	115.0000	O'SHAUGHNESSY	10/19/2012	2.30	7,077.78	7,584.94	0.00	-507.16	0.00
WELLPOINT INC	94973V107	25.0000	O'SHAUGHNESSY	11/16/2012	0.25	1,392.96	1,648.90	0.00	-255.94	0.00

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WELLPOINT INC	94973V107	44.0000	O'SHAUGHNESSY	12/14/2012	0.88	2,556.51	2,902.06	0.00	-345.55	0.00
WESTERN DIGITAL CORP	958102105	170.0000	SEIZERT	2/13/2012	3.40	6,705.55	5,261.50	1,444.05	0.00	0.00
WESTERN DIGITAL CORP	958102105	680.0000	SEIZERT	2/13/2012	13.60	26,983.51	21,046.00	5,937.51	0.00	0.00
WESTERN DIGITAL CORP	958102105	550.0000	SEIZERT	3/16/2012	11.00	21,772.63	17,022.50	4,750.13	0.00	0.00
WESTERN DIGITAL CORP	958102105	695.0000	SEIZERT	8/22/2012	27.80	31,432.19	21,510.25	9,921.94	0.00	0.00
WESTERN DIGITAL CORP	958102105	1,295.0000	SEIZERT	9/10/2012	51.80	54,507.26	40,080.25	14,427.01	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	72.0000	DARUMA	8/14/2012	2.88	4,593.93	3,908.16	685.77	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	168.0000	DARUMA	8/14/2012	3.36	10,734.95	9,119.04	1,615.91	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	42.0000	DARUMA	8/24/2012	1.68	2,793.29	2,279.76	513.53	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	43.0000	DARUMA	8/27/2012	0.86	2,807.42	2,334.04	473.38	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	86.0000	DARUMA	8/28/2012	1.72	5,543.98	4,668.08	875.90	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	19.0000	DARUMA	8/29/2012	0.38	1,228.98	1,031.32	197.66	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	94.0000	DARUMA	8/30/2012	1.88	6,116.39	5,102.32	1,014.07	0.00	0.00
WRIGHT EXPRESS CORP	98233Q105	70.0000	DARUMA	9/4/2012	2.80	4,514.39	3,799.60	714.79	0.00	0.00
WYNDHAM WORLDWIDE CORP COM	98310W108	50.0000	O'SHAUGHNESSY	5/21/2012	1.00	2,553.34	2,271.93	281.41	0.00	0.00
WYNDHAM WORLDWIDE CORP COM	98310W108	23.0000	O'SHAUGHNESSY	5/24/2012	0.23	1,096.85	1,051.61	45.24	0.00	0.00

SCHEDULE 4C

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012

Equities Sold During Month - Equities defined as stocks or options

SECURITY NAME	A CUSIP	B SHARES	C NAME OF MANAGER	D DATE SOLD	E COMM PAID	F PROCEEDS FROM SALES	G MARKET PRIOR YR END OR CUR COST BASIS	H REALIZED GAIN	I REALIZED LOSS	J DIVIDENDS RECD
WYNDHAM WORLDWIDE CORP COM	98310W108	240.0000	O'SHAUGHNESSY	6/15/2012	4.80	11,956.75	10,942.46	1,014.29	0.00	0.00
WYNDHAM WORLDWIDE CORP COM	98310W108	92.0000	O'SHAUGHNESSY	7/20/2012	0.92	4,582.41	4,174.96	407.45	0.00	0.00
WYNDHAM WORLDWIDE CORP COM	98310W108	290.0000	O'SHAUGHNESSY	7/20/2012	5.80	14,481.66	13,061.54	1,420.12	0.00	0.00
XL GROUP PLC	G98290102	417.0000	O'SHAUGHNESSY	7/20/2012	4.17	8,549.72	8,731.23	0.00	-181.51	0.00
XL GROUP PLC	G98290102	179.0000	O'SHAUGHNESSY	9/14/2012	1.79	4,266.44	3,747.94	518.50	0.00	0.00
XL GROUP PLC	G98290102	61.0000	O'SHAUGHNESSY	9/17/2012	0.61	1,462.24	1,277.23	185.01	0.00	0.00
XL GROUP PLC	G98290102	52.0000	O'SHAUGHNESSY	9/18/2012	0.52	1,244.79	1,088.79	156.00	0.00	0.00
XL GROUP PLC	G98290102	494.0000	O'SHAUGHNESSY	10/19/2012	9.88	12,563.32	10,343.47	2,219.85	0.00	0.00
XL GROUP PLC	G98290102	83.0000	O'SHAUGHNESSY	10/22/2012	0.83	2,112.83	1,737.87	374.96	0.00	0.00
XL GROUP PLC	G98290102	205.0000	O'SHAUGHNESSY	10/23/2012	2.05	5,267.13	4,292.33	974.80	0.00	0.00
XL GROUP PLC	G98290102	648.0000	O'SHAUGHNESSY	10/24/2012	6.48	16,507.82	13,567.95	2,939.87	0.00	0.00
XL GROUP PLC	G98290102	55.0000	O'SHAUGHNESSY	10/25/2012	0.55	1,403.49	1,151.60	251.89	0.00	0.00
XL GROUP PLC	G98290102	30.0000	O'SHAUGHNESSY	10/26/2012	0.30	763.48	628.15	135.33	0.00	0.00
XL GROUP PLC	G98290102	4.0000	O'SHAUGHNESSY	10/30/2012	0.08	101.91	83.75	18.16	0.00	0.00
XL GROUP PLC	G98290102	85.0000	O'SHAUGHNESSY	11/16/2012	0.85	2,029.60	1,779.75	249.85	0.00	697.73
ZIONS BANCORP	989701107	920.0000	SEIZERT	3/16/2012	18.40	17,788.34	14,977.60	2,810.74	0.00	0.00

SCHEDULE 4C

Annual Statement of the Franklin Regional Retirement System for the Month Ended 12/31/2012
Equities Sold During Month - Equities defined as stocks or options

	A	B	C	D	E	F	G	H	I	J
SECURITY NAME	CUSIP	SHARES	NAME OF MANAGER	DATE SOLD	COMM PAID	PROCEEDS FROM SALES	MARKET PRIOR YR END OR CUR COST BASIS	REALIZED GAIN	REALIZED LOSS	DIVIDENDS RECD
Totals:										
					11,530.78	9,158,959.61	8,791,078.03	1,028,094.76	-660,213.18	53,044.37

Schedule No: 5
Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
Schedule of Pooled Funds

PERAC Ledger Number	Description	(A)	(B)	(C)	(D)	(E)	(F)	(G)	(H)	(I)	(J)	(K)
		Market Value at End of Previous Year	Total Purchases this Year At Cost	Reinvested Investment Income	Realized Gain	Realized Loss	Unrealized Gain	Unrealized Loss	Total Sales/Redemptions this Year- Amount Received	Cash Div/Distrib System this Year	Fees Paid	Market Value at End Of Year
1172	Rhumbline S&P 500 Index	7,338,112.72				31,637.39	611,090.51	0.02	7,913,105.82	-	5,526.00	-
1184	IR&M Pooled Bond Fund	10,748,026.51	500,000.00				831,400.73	61,771.32			38,831.47	12,017,655.92
1194-2	Prudential PRISA Fund	0.00										
1194-3	Prudential Open-End Real Estat	2,376.03		125.88			0.01					2,501.92
1198	PRIT Cash Fund	722,454.49	46,909.64	2.78					769,366.91			
1199	PRIT Core Fund	49,402,579.56	8,155,105.82	1,586,195.37	1,292,949.39		6,815,780.39	3,026,830.02	12,202,000.00		264,747.60	51,759,032.91
1194-1	PRIT Real Estate Fund	3,613,377.86	769,366.91	239,978.76	138,861.67	6,236.47	426,535.81	172,847.41			22,062.64	4,987,174.49
		71,826,927.17	9,471,382.37	1,826,302.79	1,431,811.06	37,873.86	8,684,807.45	3,261,248.77	20,884,472.73	-	331,167.71	68,766,365.24

* These fees are paid by invoice via the warrant process and therefore not deducted directly from these accounts.
**Part of these fees were paid by invoices process and the other part deducted directly from this account

Schedule No: 6

Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
Summary of Investments Owned

Category of Investment	Current Market Value	Interest Due and Accrued	Paid Accrued Interest on Purchases in Current Year	Commissions Paid During Current Year	Unrealized Gains	Unrealized Losses	Realized Gains	Realized Losses	Investment Income Received During Year
1 1040 - Cash	\$ 1,335,467.01	\$ 65.80							\$ 3,504.76
4 1170 - Equities	25,682,411.65			31,327.57	3,028,031.43	678,897.33	1,028,094.76	660,213.18	363,284.21
5 1172 - Pooled Domestic Equities	0.00				611,090.51	0.02	0.00	31,637.39	0.00
5 1181 - Pooled Domestic Fixed	12,017,655.92				831,400.73	61,771.32	0.00	0.00	0.00
5 1194 - Pooled Real Estate	4,989,676.41				426,535.82	172,647.41	138,861.67	6,236.47	240,104.64
1198 - PRIT Cash Fund	0.00								2.78
5 1199 - PRIT Core Fund	51,759,032.91				6,815,780.39	3,026,830.02	1,292,949.39	0.00	1,586,195.37
	95,784,243.90	65.80	-	31,327.57	\$11,712,838.88	3,940,146.10	2,459,905.82	698,087.04	2,193,091.76

Schedule No: 7

Annual Statement of the Franklin Regional Retirement System for the Year Ended December 31, 2012
Summary of Investment Related Fees

Manager/Vendor-All Managers/ Vendors Must Be Listed	Q 1 2012	Q 2 2012	Q 3 2012	Q 4 2012	Accrued Payable at Year End 2012	Total Paid or Accrued in 2012	*Payment Method (N,C, W)
5304 - Management Fees							
1 Daruma Capital Management	19,942.67	22,378.08	21,229.84		23,717.68	87,168.27	C
2 Seizert Capital Partners	7,533.00	6,883.00	8,648.00		9,260.00	32,324.00	C
3 Income Research & Management	9,266.03	9,416.07	9,935.46		10,213.91	38,831.47	C
4 Polen Capital Management LLC	2,835.00	8,251.00	0.00		18,861.00	29,947.00	C
5 O'Shaughnessy Asset Management	2,378.18	6,811.64	7,362.71		7,765.47	24,318.00	C
6 PRIT Core Fund	61,944.11	63,772.72	65,403.48	73,627.29		264,747.60	N
7 PRIT Real Estate Fund	5,165.89	4,887.40	5,374.06	6,635.29		22,062.64	N
8 Rhumbline Advisers	5,526.00	0.00	0.00			5,526.00	N/C
5304 Management Fees TOTAL	<u>114,490.88</u>	<u>122,399.91</u>	<u>117,953.55</u>	<u>80,262.58</u>	<u>69,818.06</u>	<u>504,924.98</u>	
5305 Custodial Fees							
9 Comerica	2,457.11	3,706.37	3,645.17	0.00	3,750.53	13,559.18	C
5305 Custodial Fees TOTAL	<u>2,457.11</u>	<u>3,706.37</u>	<u>3,645.17</u>	<u>0.00</u>	<u>3,750.53</u>	<u>13,559.18</u>	
5307 Investment Consultant Fees							
10 Dahab Associates	5,000.00	5,000.00	5,000.00	0.00	5,000.00	20,000.00	C
5307 Investment Consultant Fees TOTAL	<u>5,000.00</u>	<u>5,000.00</u>	<u>5,000.00</u>	<u>0.00</u>	<u>5,000.00</u>	<u>20,000.00</u>	
						<u>\$538,484.16</u>	

*N=Net / C=Check / W=Wire

