Hand Composite Employee Benefit Trust First Trust Funds

Independent Auditor's Report and Financial Statements

December 31, 2015



December 31, 2015

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Independent Auditor's Report

Board of Directors Hand Composite Employee Benefit Trust Houston, Texas

We have audited the accompanying financial statements of selected funds (First Trust All Equity Allocation Portfolio, First Trust Counter Inflation Portfolio, First Trust Target Date Fund 2010, First Trust Target Date Fund 2020, First Trust Target Date Fund 2030, First Trust Target Date Fund 2040 and First Trust Target Date Fund 2050) [seven funds] included in the Hand Composite Employee Benefit Trust ("Trust" or "Funds"), which comprise the statements of assets and liabilities, including the schedules of investments, as of December 31, 2015, and the related statements of operations and changes in net assets for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.



Board of Directors Hand Composite Employee Benefit Trust Page 2

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of these selected funds included in the Hand Composite Employee Benefit Trust as of December 31, 2015, and the results of their operations and changes in their net assets for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Supplementary Information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of investment purchases and sales listed in the table of contents are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Houston, Texas

BKD,LLP

June 7, 2016

Statements of Assets and Liabilities – Selected Funds December 31, 2015

	,	First Trust All Equity Allocation Portfolio	irst Trust Counter Inflation Portfolio	Та	rst Trust rget Date und 2010	Ta	irst Trust arget Date und 2020
Assets							
Investments, at cost	\$	11,638,075	\$ 1,618,258	\$	691,289	\$	3,172,480
Investments, at fair value Cash Receivable for:	\$	10,971,847	\$ 1,414,627	\$	675,486	\$	3,124,573 2,010
Capital shares sold Investment advisor Dividends and interest		11,494 - 10,647	152 - 2,667		(595) 246		1,434 (2,900) 2,541
Total assets	\$	10,993,988	\$ 1,417,446	\$	675,137	\$	3,127,658
Liabilities							
Withdrawals in excess of deposit balances Payable for investment securities purchased Payable for capital shares redeemed	\$	721 - 4	\$ - - -	\$	19,600	\$	-
Accounts payable and accrued liabilities		9,648	 2,111		(221)		(912)
Total liabilities	\$	10,373	\$ 2,111	\$	19,379	\$	(912)
Net assets held for participants: Class R0 Class R1 Class R2 Class R3	\$	6,332,286 1,066,565 3,029,754 555,010	\$ 120,313 1,284,149 10,873	\$	1,864 506,018 2,961 144,915	\$	629 1,895,229 619,176 613,536
Total net assets held for participants	\$	10,983,615	\$ 1,415,335	\$	655,758	\$	3,128,570
Units outstanding: Class R0 Class R1 Class R2		490,334 85,142 246,660	13,724 151,644		130 36,316 215		41 126,851 42,565
Class R3 Total units outstanding		22,592 844,728	1,195		10,448 47,109		43,076
-		044,720	 100,303		47,107		212,333
Net asset value per unit: Class R0	\$	12.91	\$ -	\$	14.37	\$	15.31
Class R1	\$	12.53	\$ 8.77	\$	13.93	\$	14.94
Class R2	\$	12.28	\$ 8.47	\$	13.76	\$	14.55
Class R3	\$	24.57	\$ 9.10	\$	13.87	\$	14.24

Statements of Assets and Liabilities – Selected Funds (Continued) December 31, 2015

Investments, at cost		First Trust Target Date Fund 2030		First Trust Target Date Fund 2040		Fund 2050
Investments, at fair value	Assets					
Cash 2,599 2,724 38 Receivable for: Capital shares sold 7,182 25,883 8,255 Investment advisor (4,444) (3,712) (34) Dividends and interest 5,361 4,990 224 Total assets \$ 4,865,061 \$ 3,983,702 \$ 185,099 Liabilities Withdrawals in excess of deposit balances \$ 1 \$ 2 \$ - Payable for investment securities purchased 130,164 1114,353 - - Payable for investment securities purchased 130,164 114,353 - - Accounts payable and accrued liabilities \$ 128,567 \$ 112,564 \$ 11 Total liabilities \$ 307,178 \$ 630,551 \$ 128,999 Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,699 208,014 10 Class R3 415,191 576,685 3,526	Investments, at cost	\$ 4,953,660	\$	4,033,448	\$	180,782
Receivable for: Capital shares sold 7,182 25,883 8,255 Investment advisor (4,444) (3,712) (344) Dividends and interest 5,361 4,990 224 Total assets \$ 4,865,061 \$ 3,983,702 \$ 185,099 Liabilities Withdrawals in excess of deposit balances \$ 9 \$ 9 \$ 9 Payable for investment securities purchased 130,164 114,353 \$ 9 \$ 1 Payable for capital shares redeemed 1 14,363 \$ 1 \$	Investments, at fair value	\$ 4,854,363	\$	3,953,817	\$	176,616
Capital shares sold 7,182 25,883 8,255 Investment advisor (4,444) (3,712) (34) Dividends and interest 5,361 4,990 224 Total assets \$ 4,865,061 \$ 3,983,702 \$ 185,099 Liabilities Withdrawals in excess of deposit balances \$ - \$ - \$ - Payable for investment securities purchased 130,164 114,353 \$ - Payable for capital shares redeemed \$ 128,907 (1,789) 112 Accounts payable and accrued liabilities \$ 128,907 (1,789) 112,564 11 Total liabilities \$ 307,178 \$ 630,551 \$ 128,999 Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,699 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 39,115 13,456 Class R1 19,0	Cash	2,599		2,724		38
Investment advisor	Receivable for:					
Dividends and interest 5,361 4,990 224 Total assets \$ 4,865,061 \$ 3,983,702 \$ 185,099 Liabilities S	Capital shares sold	7,182		25,883		8,255
Total assets \$ 4,865,061 \$ 3,983,702 \$ 185,099 Liabilities Withdrawals in excess of deposit balances \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Investment advisor	(4,444)		(3,712)		(34)
Liabilities Withdrawals in excess of deposit balances \$ <td>Dividends and interest</td> <td> 5,361</td> <td></td> <td>4,990</td> <td></td> <td>224</td>	Dividends and interest	 5,361		4,990		224
Withdrawals in excess of deposit balances \$ - \$ - \$ - Payable for investment securities purchased 130,164 114,353 - Payable for capital shares redeemed -	Total assets	\$ 4,865,061	\$	3,983,702	\$	185,099
Payable for investment securities purchased 130,164 114,353 - Payable for capital shares redeemed - - - Accounts payable and accrued liabilities (1,597) (1,789) 11 Total liabilities \$ 128,567 \$ 112,564 \$ 11 Net assets held for participants: \$ 307,178 \$ 630,551 \$ 128,999 Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,659 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: \$ 19,467 39,115 13,245 Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317	Liabilities					
Payable for capital shares redeemed 1 -	Withdrawals in excess of deposit balances	\$ -	\$	-	\$	-
Accounts payable and accrued liabilities (1,597) (1,789) 11 Total liabilities \$ 128,567 \$ 112,564 \$ 11 Net assets held for participants: \$ 307,178 \$ 630,551 \$ 128,999 Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,659 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Units outstanding: \$ 19,467 39,115 13,245 Class R0 19,467 39,115 13,245 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: \$ 15,78 \$ 16,12 \$ 9,74 Class R0 \$ 15,78 \$ 15,77 \$ 9,72 Class R1 \$ 15,58 15,	Payable for investment securities purchased	130,164		114,353		-
Total liabilities \$ 128,567 \$ 112,564 \$ 11 Net assets held for participants: Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,659 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15,78 \$ 16,12 \$ 9,74 Class R1 \$ 15,58 \$ 15,77 \$ 9,72 Class R2 \$ 15,58 \$ 15,77 \$ 9,72 Class R2 \$ 15,58 \$ 15,77 \$ 9,72	Payable for capital shares redeemed	-		-		-
Net assets held for participants: Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,659 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Accounts payable and accrued liabilities	 (1,597)		(1,789)		11
Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,659 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15,78 \$ 16,12 \$ 9,74 Class R1 \$ 15,58 15,77 \$ 9,72 Class R2 \$ 15,23 15,49 \$ 9,75	Total liabilities	\$ 128,567	\$	112,564	\$	11
Class R0 \$ 307,178 \$ 630,551 \$ 128,999 Class R1 2,500,466 2,455,888 52,553 Class R2 1,513,659 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15,78 \$ 16,12 \$ 9,74 Class R1 \$ 15,58 15,77 \$ 9,72 Class R2 \$ 15,23 15,49 \$ 9,75	Net assets held for participants:					
Class R2 1,513,659 208,014 10 Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75		\$ 307,178	\$	630,551	\$	128,999
Class R3 415,191 576,685 3,526 Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Class R1	2,500,466		2,455,888		52,553
Total net assets held for participants \$ 4,736,494 \$ 3,871,138 \$ 185,088 Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 16.12 \$ 9.74 Class R1 \$ 15.58 15.77 9.72 Class R2 \$ 15.23 15.49 9.75	Class R2	1,513,659		208,014		10
Units outstanding: Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Class R3	 415,191		576,685		3,526
Class R0 19,467 39,115 13,245 Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Total net assets held for participants	\$ 4,736,494	\$	3,871,138	\$	185,088
Class R1 160,539 155,717 5,408 Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Units outstanding:					
Class R2 99,418 13,428 1 Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Class R0	19,467		39,115		13,245
Class R3 28,069 38,057 364 Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Class R1	160,539		155,717		5,408
Total units outstanding 307,493 246,317 19,018 Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Class R2	99,418		13,428		1
Net asset value per unit: Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Class R3	 28,069		38,057		364
Class R0 \$ 15.78 \$ 16.12 \$ 9.74 Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Total units outstanding	 307,493		246,317		19,018
Class R1 \$ 15.58 \$ 15.77 \$ 9.72 Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Net asset value per unit:					
Class R2 \$ 15.23 \$ 15.49 \$ 9.75	Class R0	\$ 15.78	\$	16.12	\$	9.74
	Class R1	\$ 15.58	\$	15.77	\$	9.72
	Class R2	\$ 15.23	\$	15.49	\$	9.75
	Class R3	 14.79		15.15	\$	9.68

Schedules of Investments First Trust All Equity Allocation Portfolio December 31, 2015

Number of Shares		Cost	Fa	ir Value
Short Term Investment				
220,288 TD Bank USA FDIC Insured Deposit Fund	\$	220,288	\$	220,288
Total Short Term Investment	2.01%	220,288		220,288
<u>Common Stock</u>				
Consumer Discretionary				
2,059 Abercrombie & Fitch Co		64,032		55,593
1,699 Cooper Tire & Rubber		59,028		64,307
2,706 Dana Holding Corp		58,612		37,343
477 Dillards Inc		58,647		31,344
1,750 Gamestop Corp Cl A		59,995		49,070
2,077 Goodyear Tire & Rubber		49,824		67,856
2,801 Guess? Inc		58,821		52,883
757 Home Depot Inc		79,516		100,113
599 Lear Corporation		48,825		73,575
1,151 Lowes Cos Inc		79,265		87,522
908 Macy's Inc		49,431		31,762
875 Mcgraw Hill Financial Inc		78,441		86,258
1,685 Norwegian Cruise Line Holdings		80,034		98,741
407 O'Reilly Automotive Inc		80,261		103,142
520 Polaris Industries		77,876		44,694
3,061 Rent A Center Inc		105,330		45,823
721 Scholastic Corp		26,572		27,802
2,994 Superior Industries Intl Inc		59,031		55,149
1,036 Tenneco Inc		57,826		47,563
345 Topbuild Corp		923		10,616
1,019 Tractor Supply		80,991		87,125
Total Consumer Discretionary	11.47%	1,313,281		1,258,281
Consumer Staples				
1,086 Dr Pepper Snapple Group Inc		78,183		101,215
2,730 Garden and Pet Co		26,911		37,128

umber of Shares		Cost	Fa	ir Value
Consumer Staples (continued)				
578 JM Smucker Co	\$	58,972	\$	71,291
1,836 Kroger Company		27,629		76,800
720 Monster Beverage Corp		79,290		107,251
2,674 Nu Skin Enterprises		152,582		101,318
1,765 Pilgrims Pride Corp		56,262		38,989
2,232 Spartannash Co		59,402		48,300
1,376 Universal Corporation		72,109		77,166
Total Consumer Staples	6.01%	611,340		659,458
Energy				
4,131 Approach Resources Inc		25,380		7,601
865 Contango Oil & Gas		24,080		5,545
2,140 Delek US Holdings Inc		60,054		52,644
1,701 Golar Lng Ltd		61,072		26,859
1,347 Gulf Island Fabrication Inc		25,515		14,090
1,497 Halliburton Company		58,796		50,958
2,362 Helix Energy Solutions Group Inc		50,997		12,424
884 Helmerich & Payne		73,383		47,338
9,398 Ion Geophysical Corp		25,830		4,72
1,306 Marathon Petroleum Corp		59,603		67,703
4,137 Penn Virginia Corp		33,176		1,24
812 Phillips 66		58,611		66,422
1,364 SM Energy Company		52,198		26,816
786 Tesoro Corporation		59,700		82,82
1,525 Unit Corporation		66,451		18,605
1,191 Valero Energy Corporation		60,016		84,216
Total Energy	5.20%	794,862		570,010
Financials				
112 Allegheny Corp		52,409		53,528
964 American Financial Group Inc		41,642		69,485
1,015 Berkley (W R) Corporation		52,368		55,571
1,962 Calamos Asset Management Inc		26,053		18,992

mber of hares		Cost	Fa	ir Value
Financials (continued)				
2,208 Ezcorp Inc-cl A	\$	25,696	\$	11,018
4,483 First Bancorp Puerto Rico		26,132		14,570
3,819 First Horizon Natl Corp		52,214		55,452
729 Hanover Insurance Group Inc		52,171		59,297
339 Infinity Property & Casualty		26,321		27,876
1,955 International Bancshares Corp		50,944		50,244
4,568 Maiden Holdings Ltd		50,843		68,109
929 Mercury General Corporation		52,564		43,264
816 Moodys Corp		78,743		81,877
357 Navigators Group Inc		22,733		30,627
1,588 OFG Bancorp		26,001		11,624
3,568 Old Republic Intl Corp		59,205		66,472
450 Piper Jaffray Cos		17,923		18,180
1,773 Realogy Holdings Corp		78,456		65,016
590 Reinsurance Group of America		45,594		50,475
963 Selective Insurance Ord		26,395		32,338
741 Stancorp Financial Group		33,451		84,385
Total Financials	8.83%	897,858		968,400
Healthcare				
468 CR Bard Inc		78,821		88,658
567 Cigna Corp		60,077		82,969
1,220 Edwards Lifesciences Corp		79,660		96,356
829 Gilead Sciences Inc		63,715		83,887
1,597 Medivation Inc		81,349		77,199
3,628 Meridian Bioscience Inc		59,141		74,447
1,677 Owens & Minor Inc		50,315		60,338
1,887 Pfizer Inc		50,734		60,912
870 Quest Diagnostics		46,873		61,892
1,821 Zoetis Inc		79,825		87,262
Total Healthcare	7.05%	650,510		773,920

nber of hares		Cost	Fair Value
Industrials			
935 Aar Corp	\$	25,773	\$ 24,58
535 Atlas Air Worldwide Holdings		26,303	22,11
877 Avis Budget Group Inc		57,219	31,82
2,807 Delta Air Lines Inc		81,659	142,28
1,336 FTI Consulting		51,853	46,30
1,624 Gibraltar Industries Inc		26,625	41,31
518 Huntington Ingalls Industries		58,479	65,70
3,726 Jetblue Airways Corp		35,684	84,39
833 Macquarie Infrastructure Co		59,606	60,47
3,122 Masco Corporation		78,645	88,35
1,344 Robert Half International Inc		78,123	63,35
632 Ryder Systems Inc		46,681	35,91
678 Spx Corporation		57,480	6,32
678 Spx Flow Inc		145	18,92
2,044 Skywest Inc		27,437	38,87
1,872 Southwest Airlines		79,885	80,60
1,840 Terex Corporation		50,821	34,00
3,972 Trinity Industries Inc		112,332	95,40
2,092 United Airlines		140,026	119,87
704 United Parcel Service Inc		77,343	67,74
Total Industrials	10.65%	1,172,119	1,168,39
Information Technology			
1,917 Arrow Electronics		93,085	103,86
2,566 Avnet Inc		110,646	109,92
1,031 Benchmark Electronics Inc		26,049	21,31
4,655 Brooks Automation Inc		59,697	49,71
919 CSRA Inc		299	27,57
1,923 CA Inc		58,831	54,92
919 Computer Sciences Corp		51,764	30,03
1,867 Comtech Telecommunications		58,816	37,50
621 DST Systems Inc		59,738	70,83
1,544 Exbit.com Inc		24,212	50,62

nber of hares		Cost	Fair Value
Information Technology (continued)			
1,097 Fiserv Inc	\$	79,458	\$ 100,332
1,000 Insight Enterprises Inc		25,836	25,120
988 Lam Research Corporation		78,583	78,467
1,424 Lexmark International Group Cl A		50,502	46,209
2,230 Micron Technology Inc		48,322	31,57
2,022 NCR		59,290	49,45
652 Scansource Inc		26,125	21,00
1,083 Skyworks Solutions Inc		80,713	83,20
1,767 Tech Data Corporation		112,223	117,293
Total Information Technology	11.15%	1,184,829	1,223,465
Materials			
852 Ball Corporation		58,417	61,96
980 Celanese Corp Series A		54,765	65,98
1,143 Crown Holdings Inc		58,257	57,95
773 Eastman Chemical Co		65,480	52,18
2,511 Freeport-mcmoran Copper & Gold Inc		57,944	16,99
2,538 Huntsman Corporation		57,619	28,85
1,253 Kraton Performance Polymers		26,139	20,81
742 Materion Corp		25,882	20,77
750 Packaging Corp of America		48,130	47,28
298 Sherwin-williams Company		78,373	77,36
1,091 Silgan Holdings Inc		58,969	58,60
1,941 United States Steel Corp		51,776	15,48
Total Materials	4.78%	641,751	524,27
Telecommunication Services			
1,737 AT&T Inc		54,119	59,77
5,523 Orange Spon ADR		68,126	91,84
1,522 Spok Holdings Inc		26,590	27,88
2,018 Telephone And Data Systems Inc		51,898	52,24
1,251 Verizon Communications		59,011	57,82
Total Telecommunication Services	2.64%	259,744	289,56

umber of Shares		Cost	Fair Value
Utilities			
2,653 Calpine Corp	\$	58,707	\$ 38,389
885 Consolidated Edison Inc		48,766	56,879
699 Duke Energy Corporation		58,173	49,902
3,875 Great Plains Energy Inc		95,720	105,826
2,199 Mdu Resources Group Inc		51,931	40,286
1,253 One Gas Inc		52,013	62,863
1,729 PNM Resources Inc		51,291	52,856
1,591 PPL Corporation		47,507	54,301
213 Talen Energy Corporation		860	1,327
Total Utilities	4.22%	464,968	462,629
Total Common Stock	72.00%	7,991,262	7,898,403
<u>Foreign Stock</u>			
Consumer Discretionary			
3,200 Honda Motors Ltd ADR		95,512	102,176
Total Consumer Discretionary	0.93%	95,512	102,176
Energy			
2,469 BP Amoco Plc Spons ADR		102,846	77,181
3,066 Canadian Natural Resources Ltd		92,108	66,931
1,185 China Petroleum & Chemical Corp ADR		97,213	71,076
705 Cnooc Limited Spons ADR		117,109	73,588
5,576 Ecopetrol Sa Spons ADR		91,080	39,088
2,699 Eni Spa (ADR)		112,564	80,431
1,945 Ensco Plc Cl A		81,181	29,934
862 Petrochina Co Ltd- ADR		92,661	56,539
13,031 Petroleo Brasileiro Sa ADR		147,172	56,033
1,407 Royal Dutch Shell Plc Cl A - Spons ADR		96,186	64,427
5,331 Stateoil Hydro ADR		118,884	74,421
2,964 Suncor Energy Inc		98,410	76,471
1,839 Total Sa Spon ADR		96,024	82,663
Total Energy	7.74%	1,343,438	848,783

ber of ares		Cost	Fa	air Value
Financials				
1,560 Allied World Assurance Co Hldgs	\$	59,484	\$	58,016
1,185 Aspen Insurance Holdings Ltd		52,315		57,236
1,891 Banco Latinoamericano De Come		43,213		49,034
342 Endurance Specialty Hldgs Ltd		25,973		21,885
305 Everest Re Group Ltd		36,361		55,842
7,221 Ing Groep Nv ADR		70,390		97,195
17,131 Mitsubishi Ufj Financial Group Inc		88,246		106,555
27,781 Mizuho Financial Group-ADR		93,903		112,235
1,504 Orix Corp Sponsored ADR		95,853		105,641
534 Renaissancere Holdings Ltd		52,220		60,443
2,368 Shinhan Financial Group ADR		90,699		79,541
13,013 Sumitomo Mitsui-spons ADR		91,216		98,769
Total Financials	8.22%	799,873		902,392
Industrials				
576 Copa Holdings Sa Cl A		58,757		27,798
3,240 Seaspan Corp		57,251		51,224
1,706 Textainer Group Holdings Ltd		53,979		24,074
Total Industrials	0.94%	169,987		103,096
Information Technology				
1,497 Fabrinet		25,277		35,659
1,044 NXP Semiconductors Nv		49,779		87,957
Total Information Technology	1.13%	75,056		123,616
Materials				
623 Agrium Inc		57,527		55,659
8,519 Arcelormittal		92,328		35,950
2,741 Domtar Corp		116,864		101,280
1,486 Posco ADR		118,623		52,545
4,303 Teck Resources Ltd Cl B		81,764		16,610
Total Materials	2.38%	467,106		262,044

Number of Shares		Cost	Fair Value
Telecommunication Services			
1,286 BCE Inc	\$	55,778	\$ 49,665
7,070 China Unicom Hong Kong Ltd ADR		109,242	85,264
6,457 NTT Docomo Inc Spons ADR		101,040	132,369
3,677 Nippon Telephone & Telegraph		85,003	146,115
1,519 Rogers Communications Inc Cl B		65,895	52,345
1,638 Telus Corporation		58,595	45,291
Total Telecommunication Services	4.65%	475,553	511,049
Total Foreign Stock	25.99%	3,426,525	2,853,156
Total Investments	100.00% \$	11,638,075	\$ 10,971,847

Schedules of Investments (Continued) First Trust Counter Inflation Portfolio December 31, 2015

ber of ares		Cost	Fai	r Value
Short Term Investments				
35,094 TD Bank USA FDIC Insured Deposit Fund	\$	35,094	\$	35,094
Total Short Term Investment	2.48%	35,094		35,094
<u>Common Stock</u>				
Consumer Staples				
669 Archer-Daniels-Midland Co		27,702		24,539
Total Consumer Staples	1.73%	27,702		24,539
Energy				
420 Anadarko Petroleum Corp		34,452		20,404
337 Chevron Corp		35,997		30,317
352 EOG Resources Inc		29,582		24,918
373 Exxon Mobil Corporation		30,182		29,075
814 Halliburton Company		34,502		27,709
505 Hess Corp		34,403		24,482
602 Marathon Petroleum Corp		26,295		31,208
414 Occidental Petroleum Corporation		35,046		27,991
365 Phillips 66		26,008		29,857
482 Valero Energy Corporation		25,794		34,082
Total Energy	19.80%	312,261		280,043
Materials				
2,474 Freeport-mcmoran Copper & Gold Inc		35,055		16,749
1,962 Mmc Norilsk Nickel Pjsc ADR		31,822		24,908
342 Monsanto Company		35,149		33,694
881 Mosaic Co/the		34,164		24,307
730 Nucor Corporation		29,874		29,419
528 Reliance Steel & Aluminum Co		29,996		30,576
1,070 Southern Copper Corp		33,431		27,948
1,625 Steel Dynamics Inc		30,610		29,039
Total Materials	15.31%	260,101		216,640
Total Common Stock	36.84%	600,064		521,222

Number of Shares		Cost	Fa	ir Value
Foreign Stock				
Consumer Staples				
395 Bunge Ltd	\$	31,062	\$	26,971
Total Consumer Staples	1.91%	31,062		26,971
Energy				
538 Royal Dutch Shell Plc Cl B - Spons ADR		28,847		24,770
932 Sasol Ltd Spons ADR		37,054		24,996
413 Schlumberger Ltd		33,956		28,807
1,735 Stateoil Hydro ADR		29,551		24,221
592 Total Sa Spon ADR		30,544		26,610
Total Energy	9.15%	159,952		129,404
Materials				
853 BHP Billiton Ltd Spons ADR		40,230		21,973
2,008 Goldcorp Inc		31,561		23,212
1,407 Potash Corporation of Saskatchewan		30,412		24,088
444 Randgold Resources Limited ADR		30,319		27,497
802 Rio Tinto Plc-spon ADR		35,841		23,354
Total Materials	8.49%	168,363		120,124
Total Foreign Stock	19.55%	359,377		276,499
Exchange-traded Funds				
Fixed Income				
3,333 Invesco Powershares Senior Loan Portfolio		81,006		74,659
692 iShares Barclays Tips Bond Fund		77,810		75,899
1,438 Spdr Db Intl Gov Infl-prot		83,350		72,418
Total Fixed Income	15.76%	242,166		222,976

Number of Shares		Cost	F	air Value
Equity				
472 iShares Cohen & Steers Realty Majors Idx		\$ 40,979	\$	46,841
12,201 iShares Comex Gold Trust		144,121		124,815
615 iShares DJ US Real Estate Index Fd		43,067		46,174
6,042 iShares Silver Trust		96,201		79,694
769 Vanguard Reit ETF		57,189		61,312
Total Equity	25.37%	381,557		358,836
Total Exchange-traded Funds	41.13% _	623,723		581,812
Total Investments	100.00%	\$ 1,618,258	\$	1,414,627

Number of Shares			Cost	Fa	ir Value
	Short Term Investments				
29,633	TD Bank USA FDIC Insured Deposit Fund	\$	29,633	\$	29,633
	Total Short Term Investment	4.39%	29,633		29,633
	Common Stock				
	Consumer Discretionary				
18	Aaron's Inc		508		403
11	Bed Bath & Beyond		757		531
3	Buffalo Wild Wings Inc		489		479
1	Cable One Inc		5		434
12	Cheesecake Factory		604		553
	Cracker Barrel Old Country Store		489		507
25	DSW Inc Cl A		816		597
11	Deckers Outdoor Corp		797		519
	Dollar General Corp		570		647
	Dollar Tree Inc		698		772
	Foot Locker Inc		472		586
15	Gamestop Corp Cl A		559		421
8	Genuine Parts Co		722		687
1	Graham Holdings Co		878		485
	Intl Speedway		663		674
9	Msg Networks Inc		568		187
3	Madison Quare Garden Co-a		180		485
3	O'Reilly Automotive Inc		611		760
3	Panera Bread Co		521		584
13	Ross Stores Inc		571		700
14	Skechers Usa Inc		325		423
	TJX Companies Inc		563		638
	Texas Roadhouse		553		608
	Ulta Salon Cosmetics & Fragr		509		740
10	VF Corp		680		623
	Total Consumer Discretionary	2.08%	14,108		14,043

Number of Shares			Cost	Fair	· Value
	Consumer Staples				
3	Boston Beer Company Inc	\$	801	\$	606
9	CVS Caremark Corporation		823		880
12	Cal-Maine Foods Inc		511		556
6	Caseys General Stores Inc		481		723
8	Church & Dwight Co Inc		664		679
5	Costco Wholesale Corp		701		808
8	Dr Pepper Snapple Group Inc		601		746
10	Hormel Foods Corp		465		791
6	J&J Snack Foods		676		700
6	JM Smucker Co		639		740
13	Keurig Green Mountain Inc		976		1,170
6	Kimberly-clark Corp		683		764
18	Kroger Company		500		753
5	Monster Beverage Corp		452		745
31	Pilgrims Pride Corp		794		685
8			640		664
10	Sanderson Farms Inc		785		775
7	Spectrum Brands Holdings Inc		651		713
13	United Natural Foods Inc		807		512
13	Wal-Mart Stores Inc		980		797
20	Whole Foods Mkt		852		670
	Total Consumer Staples	2.30%	14,482		15,477
	Energy				
43	Atwood Oceanics Inc		942		440
11	Chevron Corp		1,095		990
	Exxon Mobil Corporation		1,052		935
14	Helmerich & Payne		883		750
13	Hollyfrontier Corp		518		519
23	National Oilwell Varco Inc		1,191		770
13	Occidental Petroleum Corporation		1,002		879
57	•		1,078		695
14	Valero Energy Corporation		744		990
	World Fuel Services Corp		770		692
	Total Energy	1.13%	9,275		7,660

Number of Shares			Cost	Fair	^r Value
	Financials				
1	Allegheny Corp	\$	463	\$	478
15	Allstate Corporation		1,019		931
7	American National Insurance		658		716
10	Amtrust Financial Services		576		616
12	Berkley (W R) Corporation		608		657
	Berkshire Hathaway Inc Cl B		921		924
10	Cboe Holdings Inc		614		649
48	Chimera Investment Corp New		750		655
7	Chubb Corp		714		928
23	Cohen & Steers Inc		870		701
88	Cys Investments Inc		758		627
25	Dupont Fabros Technology		832		795
	Erie Indemnity Company Cl A		709		765
	First American Financial Corp		533		574
	Hanover Insurance Group Inc		566		651
13	Marsh & Mclennan Cos Inc		690		721
41	Old Republic Intl Corp		633		764
41	Pennymac Mortgage Investment		798		626
11	Post Properties Inc		650		651
14	Primerica Inc		712		661
13	Proassurance Corp		594		631
28	Progressive Corp		761		890
3	Public Storage Inc		577		743
9	Travelers Cos Inc		929		1,016
	Total Financials	2.57%	16,935		17,370
	Healthcare				
8	Aetna Inc		837		865
6	Cigna Corp		659		878
9	Cardinal Health Inc		747		803
5	Chemed Corp		538		749
8	Dexcom Inc		449		655
9	Edwards Lifesciences Corp		605		711
7	Gilead Sciences Inc		700		708

Number of Shares			Cost	Fair Valu	е
	Healthcare (continued)				
7	Johnson & Johnson Corporation	\$	698	\$ 7	19
12	Magellan Health Services Inc		661	7	40
9	Mednax Inc		539	6	545
11	Parexel International Corp		673	7	49
15	Patterson Cos Inc		728	6	78
27	Pfizer Inc		883	8	372
5	Henry Schein Inc		688	7	91
8	Unitedhealth Group Inc		750	9	41
12	West Pharmaceutical Services		660	7	23
9	Zimmer Holdings Inc		984	9	23
	Total Healthcare	1.95%	11,799	13,1	50
	Industrials				
23	ABM Industries Inc		679	6	555
8	Alaska Air Group Inc		414	6	544
17	BWX Technologies Inc		510	5	40
11	Babcock & Wilcox Ent Inc		39	2	230
18	Barnes Group Inc		670	6	37
5	Boeing Co		700	7	23
8	Cintas Corp		595	7	28
15	Cubic Corp		764	7	09
10	Danaher Corp		813	9	29
19	Delta Air Lines Inc		760	9	63
20	Essendant Inc		782	6	550
15	HNI Corp		733	5	41
32	Heartland Express Inc		770	5	45
25	Jetblue Airways Corp		373	5	66
11	Kirby Corp		811	5	79
27	Knight Transportation Inc		818	6	554
3	Lockheed Martin Corporation		510	6	551
5	Northrop Grumman Corp		621	9	44
11	Old Dominion Freight Lines Inc		597	6	550
4	Precision Castparts Corp		907	9	28
26	Quanta Services Inc		698	5	27

Number of Shares			Cost	Fai	r Value
	Industrials (continued)				
8	Raytheon Company	\$	833	\$	996
13	Robert Half International Inc		652		613
24	Rollins Inc		530		622
17	Southwest Airlines		519		732
35	Steelcase Inc Cl A		632		522
7	Teledyne Technologies Inc		696		621
5			752		753
9	- ·		578		658
6			716		771
6	Unifirst Corp		668		625
7	•		667		547
12	United Airlines		731		688
25	Werner Enterprises Inc		692		585
	Total Industrials	3.36%	22,230		22,726
	Information Technology				
49	AVX Corp		668		595
	Apple Inc		603		632
	Brocade Communications Systems		677		569
9			757		835
10	Cognizant Tech Solutions Corp		527		600
6			623		684
4	Factset Research Systems Inc		578		650
	Heartland Payment Systems Inc		519		948
9			486		703
5	Intl Business Machines Corp		843		688
	Manhattan Associates		398		662
11	Maximus Inc		508		619
24	Omnivision Technologies Inc		634		696
	Paychex Inc		670		740
	•		686		616
13	Plantronics Inc		000		
13 14			643		639
_	Synopsys Inc				639 719

Number of Shares			Cost	Fai	r Value
	Information Technology (continued)				
10	Tech Data Corporation	\$	585	\$	664
4	Tyler Technologies Inc		420		697
11	Western Digital Corporation		957		661
29	Yahoo Inc		1,236		965
	Total Information Technology	2.27%	14,223		15,348
	Materials				
3	Sherwin-Williams Company		802		779
13	Silgan Holdings Inc		675		698
	Total Materials	0.22%	1,477		1,477
	Telecommunication Services				
15	Level 3 Communications Inc.		764		815
18	US Cellular		686		735
15	Verizon Communications		711		693
	Total Telecommunication Services	0.33%	2,161		2,243
	Utilities				
13	Allete Inc		694		661
11	Alliant Energy Corp		702		687
15	Ameren Corporation		656		648
15	American Electric Power		881		874
	Atmos Energy Corp		617		693
	Avangrid Inc		594		499
	Avista Corp		662		672
	Consolidated Edison Inc		834		836
	DTE Energy Co		931		882
	Duke Energy Corporation		944		857
	Eversource Energy		884		868
	National Grid Plc ADR		736		765
	New Jersey Resources Corp		645		692
23	PNM Resources Inc		652		703

Number of Shares			Cost	Fair Value
	Utilities (continued)			
10	Pinnacle West Capital Corporation	\$	608	\$ 645
17	Portland General Electric Co		637	618
12	Scana Corporation		704	726
11	Southwest Gas Corporation		621	607
11	WGL Holdings Inc		608	693
	Westar Energy Inc		628	721
	Xcel Energy Inc		854	862
	Total Utilities	2.25%	15,092	15,209
	Total Common Stock	18.46%	121,782	124,703
	Foreign Stock			
	Consumer Discretionary			
10	Daimler Chrysler Ag		868	837
	Honda Motors Ltd ADR		812	798
22	LVMH Moet Hennessy Unsponsored ADR		773	693
	Nissan Motor Co Ltd Spons ADR		752	839
	Toyota Motors Corp ADR		836	861
	Total Consumer Discretionary	0.60%	4,041	4,028
	Consumer Staples			
7	Anheuser-Busch Inbev Nv		806	875
7	Diageo Plc Sponsored ADR		793	763
	L'oreal Unsponsored ADR		732	709
	Nestle Sa Spons ADR For Reg: 1 ADR Reps 1 Registered Share		749	744
	Total Consumer Staples	0.46%	3,080	3,091
	Energy			
24	Imperial Oil Limited		942	780
	Total Energy	0.12%	942	780

lumber of Shares			Cost	Fair	Value
	Financials				
7	Ace Limited	\$	671	\$	818
14	Bank of Montreal		858		790
17	Bank of Nova Scotia		884		687
122	Mitsubishi Ufj Financial Group Inc		738		759
19	Toronto-dominion Bank		836		744
29	United Overseas Bank Limited Spons ADR		965		799
	Total Financials	0.67%	4,952		4,597
	Healthcare				
8	Novartis Af ADR		769		688
14	Novo-Nordisk Sa Spons ADR		622		813
	Total Healthcare	0.22%	1,391		1,501
	Industrials				
13	Canadian National Railway Co		747		726
	Total Industrials	0.11%	747		726
	Information Technology				
8	Accenture Plc		762		836
26	Canon Inc Spons ADR		898		783
	Ericsson (LM) Tel-sp ADR		873		730
	Sap Ag Spons ADR		861		949
	Total Information Technology	0.49%	3,394		3,298
	Materials				
12	Syngenta Ag ADR		852		945
	Total Materials	0.14%	852		945
	Telecommunication Services				
18	BCE Inc		805		695

Number of Shares			Cost	Fa	ir Value
	Telecommunication Services (continued)				
44	NTT Docomo Inc Spons ADR	\$	748	\$	902
21	Nippon Telephone & Telegraph		614		835
38	Telstra Corp ADR		871		772
23	Vodafone Group Plc Sponsored ADR		783		742
	Total Telecommunication Services	0.58%	3,821		3,946
	Total Foreign Stock	3.39%	23,220		22,912
	Exchange-traded Funds				
	Fixed Income				
4,538	Invesco Powershares Senior Loan Portfolio		108,790		101,652
177	iShares Barclays Tips Bond Fund		19,765		19,413
647	iShares Iboxx\$ Inv Grade Corp Bd Fd		77,727		73,764
106	iShares 20+ Year Treasury Bond Fund		13,595		12,781
606	iShares Barclays 7-10 Year Treasury Bond		65,472		63,988
715	iShares Barclays Mbs Bond Fund		77,905		77,006
	iShares Barclays Intermed Credit Bond		62,309		61,364
93	iShares Barclays 1-3 Year Credit Bond		9,802		9,728
878			47,641		45,331
340	Wisdomtree Bloomberg Us Dollar Bullish Fund		9,683		9,302
	Total Fixed Income	70.22%	492,689		474,329
	Equity				
176	iShares Cohen & Steers Realty Majors Idx		16,269		17,465
197	Vanguard Emerging Markets ETF		7,696		6,444
	Total Equity	3.54%	23,965		23,909
	Total Exchange-traded Funds	73.76%	516,654		498,238
	Total Investments	100.00% \$	691,289	\$	675,486

Number of Shares			Cost	Fa	ir Value
	Short Term Investment				
52,578	TD Bank USA FDIC Insured Deposit Fund	_\$_	52,578	\$	52,578
	Total Short Term Investment	1.68%	52,578		52,578
	Common Stock				
	Consumer Discretionary				
167	Aaron's Inc		5,035		3,739
89	Bed Bath & Beyond		5,902		4,294
26	Buffalo Wild Wings Inc		4,625		4,151
5	Cable One Inc		425		2,168
113	Cheesecake Factory		5,720		5,210
41	Cracker Barrel Old Country Store		5,347		5,200
240	DSW Inc Cl A		7,815		5,726
105	Deckers Outdoor Corp		7,676		4,956
98	Dollar General Corp		6,675		7,043
76	Dollar Tree Inc		5,371		5,869
75	Foot Locker Inc		4,394		4,882
123	Gamestop Corp Cl A		4,561		3,449
86	Genuine Parts Co		7,911		7,387
5	Graham Holdings Co		4,277		2,425
192	Intl Speedway		6,195		6,474
70	Msg Networks Inc		4,708		1,456
23	Madison Quare Garden Co-a		529		3,721
31	O'Reilly Automotive Inc		6,130		7,856
29	Panera Bread Co		4,966		5,649
145	Ross Stores Inc		6,482		7,802
136	Skechers Usa Inc		3,835		4,109
107	TJX Companies Inc		7,035		7,587
162	Texas Roadhouse		5,278		5,795
33	Ulta Salon Cosmetics & Fragr		4,581		6,105
104	VF Corp		7,286		6,474
	Total Consumer Discretionary	4.15%	132,759		129,527

Number of Shares			Cost	Fai	r Value
	Consumer Staples				
24	Boston Beer Company Inc	\$	6,013	\$	4,846
	CVS Caremark Corporation		6,813		7,137
	Cal-Maine Foods Inc		4,883		5,375
63	Caseys General Stores Inc		5,622		7,588
62	Church & Dwight Co Inc		5,052		5,263
52	Costco Wholesale Corp		7,067		8,398
69	Dr Pepper Snapple Group Inc		5,106		6,431
	Hormel Foods Corp		4,848		7,117
55	J&J Snack Foods		5,998		6,417
136	Keurig Green Mountain Inc		10,798		12,237
67	Kimberly-clark Corp		7,406		8,529
197	Kroger Company		6,138		8,241
53	Monster Beverage Corp		5,965		7,895
244	Pilgrims Pride Corp		5,971		5,390
	Pricesmart Inc		6,894		6,556
89	Sanderson Farms Inc		7,128		6,899
47	JM Smucker Co		4,996		5,797
55	Spectrum Brands Holdings Inc		5,152		5,599
104	United Natural Foods Inc		6,350		4,093
109	Wal-Mart Stores Inc		8,167		6,682
224	Whole Foods Mkt		9,082		7,504
	Total Consumer Staples	4.61%	135,449		143,994
	Energy				
410	Atwood Oceanics Inc		8,570		4,194
90	Chevron Corp		8,799		8,096
95	Exxon Mobil Corporation		8,160		7,405
107	Helmerich & Payne		6,276		5,730
118	Hollyfrontier Corp		4,925		4,707
188	National Oilwell Varco Inc		9,282		6,296
107	Occidental Petroleum Corporation		8,165		7,234
540	Unit Corporation		9,650		6,588
118	Valero Energy Corporation		6,472		8,344
	World Fuel Services Corp	_	7,226		6,538
	Total Energy	2.08%	77,525		65,132

Number of Shares			Cost	Fai	r Value
	Financials				
	Timileuis				
11	Allegheny Corp	\$	5,170	\$	5,257
122	Allstate Corporation		8,141		7,575
62	American National Insurance		6,466		6,341
80	Amtrust Financial Services		4,561		4,926
97	Berkley (w R) Corporation		4,987		5,311
54	Berkshire Hathaway Inc Cl B		7,537		7,130
88	Cboe Holdings Inc		5,395		5,711
837	Cys Investments Inc		7,045		5,968
454	Chimera Investment Corp New		6,976		6,193
58	Chubb Corp		6,292		7,693
221	Cohen & Steers Inc		7,799		6,736
235	Dupont Fabros Technology		7,400		7,471
62	Erie Indemnity Company Cl A		5,370		5,930
136	First American Financial Corp		4,664		4,882
82	Hanover Insurance Group Inc		5,947		6,670
136	Marsh & Mclennan Cos Inc		7,414		7,541
323	Old Republic Intl Corp		4,859		6,017
393	Pennymac Mortgage Investment		7,456		5,997
111	Post Properties Inc		6,399		6,567
135	Primerica Inc		6,694		6,376
131	Proassurance Corp		6,130		6,357
254	Progressive Corp		7,015		8,077
33	Public Storage Inc		6,358		8,174
73	Travelers Cos Inc		7,373		8,239
	Total Financials	5.03%	153,448		157,139
	Healthcare				
65	Aetna Inc		6,448		7,028
53	Cigna Corp		6,383		7,755
	Cardinal Health Inc		7,619		8,213
	Chemed Corp		5,280		6,891
	Dexcom Inc		4,079		5,160
72	Edwards Lifesciences Corp		4,777		5,687
	Gilead Sciences Inc		7,098		7,286

Number of Shares			Cost	Fair Valu	ue
	Healthcare (continued)				
76	Johnson & Johnson Corporation	\$	7,615	\$ 7,	807
	Magellan Health Services Inc		6,420	6,	783
	Mednax Inc		4,624	4,	873
98	Parexel International Corp		5,913	6,	676
	Patterson Cos Inc		5,588	5,	290
226	Pfizer Inc		7,270		295
38	Henry Schein Inc		5,058	6,	011
	Unitedhealth Group Inc		6,230	7,	176
	West Pharmaceutical Services		5,125	5,	661
75	Zimmer Holdings Inc		8,103		694
	Total Healthcare	3.63%	103,630	113,	
	Industrials				
222	ABM Industries Inc		6,529	6,	320
64	Alaska Air Group Inc		4,100	5,	153
185	BWX Technologies Inc		5,376	5,	877
103	Babcock & Wilcox Ent Inc		589	2,	150
169	Barnes Group Inc		6,347	5,	981
54	Boeing Co		7,260	7,	808
60	Cintas Corp		4,517	5,	463
145	Cubic Corp		7,075	6,	851
83	Danaher Corp		6,883	7,	709
172	Delta Air Lines Inc		7,649	8,	719
187	Essendant Inc		7,186	6,	079
142	HNI Corp		6,889	5,	121
305	Heartland Express Inc		7,088	5,	191
	Jetblue Airways Corp		3,668	4,	439
82	Kirby Corp		6,012	4,	315
253	Knight Transportation Inc		7,573	6,	130
	Lockheed Martin Corporation		6,518	7,	383
	Northrop Grumman Corp		6,581		496
	Old Dominion Freight Lines Inc		5,783		903
	Precision Castparts Corp		6,912		192
	Quanta Services Inc		5,630		232

Number of Shares			Cost	Fai	r Value
	Industrials (continued)				
65	Raytheon Company	\$	6,791	\$	8,094
99	Robert Half International Inc		5,289		4,667
188	Rollins Inc		4,431		4,869
2	Seaboard Corp		7,123		5,789
186	Southwest Airlines		7,220		8,009
330	Steelcase Inc Cl A		5,963		4,917
56	Teledyne Technologies Inc		5,543		4,967
	3M Company		7,596		7,532
75			4,940		5,480
43	Towers Watson & Co Cl A		5,063		5,524
57	Unifirst Corp		6,318		5,939
80			8,033		6,256
	United Airlines		8,262		7,678
242	Werner Enterprises Inc		6,843		5,660
	Total Industrials	6.75%	215,580		210,893
	Information Technology				
464	AVX Corp		6,397		5,633
	Apple Inc		6,940		6,737
	Brocade Communications Systems		5,234		4,480
	Caci International Inc		6,787		7,608
116	Cognizant Tech Solutions Corp		6,328		6,962
	DST Systems Inc		4,901		5,475
	Factset Research Systems Inc		4,740		5,202
	Heartland Payment Systems Inc		5,118		9,103
	Jack Henry & Associates Inc		4,898		6,089
	Intl Business Machines Corp		7,775		6,743
	Manhattan Associates		4,695		6,749
	Maximus Inc		4,564		4,781
	Omnivision Technologies Inc		5,944		6,704
	=				7,986
	Pavchex Inc		/.034		/./00
151	Paychex Inc Plantronics Inc		7,034 6,245		
151	Plantronics Inc		6,245 4,984		5,643 5,017

Number of Shares			Cost	Fa	ir Value
	Information Technology (continued)				
220	Take-Two Interactive Software	\$	5,960	\$	7,665
89	Tech Data Corporation		5,423		5,908
39	Tyler Technologies Inc		4,473		6,798
90	Western Digital Corporation		8,208		5,405
245	Yahoo Inc		9,567		8,149
	Total Information Technology	4.52%	131,546		141,222
	Materials				
32	Sherwin-Williams Company		8,294		8,307
117	Silgan Holdings Inc		6,086		6,285
	Total Materials	0.47%	14,380		14,592
	Telecommunication Services				
162	Level 3 Communications Inc.		7,815		8,806
172	US Cellular		6,523		7,019
163	Verizon Communications		7,646		7,534
	Total Telecommunication Services	0.75%	21,984		23,359
	Utilities				
131	Allete Inc		6,754		6,659
88	Alliant Energy Corp		5,453		5,496
134	Ameren Corporation		5,680		5,793
133	American Electric Power		7,638		7,750
98	Atmos Energy Corp		5,376		6,178
132	Avangrid Inc		5,960		5,069
198	Avista Corp		6,621		7,003
106	Consolidated Edison Inc		6,656		6,813
95	DTE Energy Co		7,759		7,618
100	Duke Energy Corporation		7,726		7,139
	Eversource Energy		7,823		7,967
145	National Grid Plc ADR		9,785		10,083
220	New Jersey Resources Corp		6,501		7,251

ares			Cost	F	air Value
	Utilities (continued)				
246	PNM Resources Inc	\$	6,821	\$	7,520
89	Pinnacle West Capital Corporation		5,460		5,739
183	Portland General Electric Co		6,648		6,656
100	Scana Corporation		5,605		6,049
114	Southwest Gas Corporation		6,332		6,288
112	WGL Holdings Inc		6,063		7,055
148	Westar Energy Inc		5,501		6,277
220	Xcel Energy Inc		7,638		7,900
	Total Utilities	4.62%	139,800		144,303
	Total Common Stock	36.61%	1,126,101		1,143,447
	Foreign Stock				
	Consumer Discretionary				
139	Daimler Chrysler Ag		11,383		11,627
	Honda Motors Ltd ADR		10,822		10,824
298	LVMH Moet Hennessy Unsponsored ADR		10,251		9,386
	Nissan Motor Co Ltd Spons ADR		10,078		11,437
	Toyota Motors Corp ADR		10,509		10,581
	Total Consumer Discretionary	1.72%	53,043		53,855
	Consumer Staples				
95	Anheuser-Busch Inbev Nv		10,875		11,875
	Diageo Plc Sponsored ADR		10,460		10,253
	L'oreal Unsponsored ADR		9,979		9,855
	Nestle Sa Spons ADR For Reg: 1 ADR Reps 1 Registered Share		10,456		10,419
	Total Consumer Staples	1.36%	41,770		42,402
	Energy				
320	Imperial Oil Limited		12,406		10,406
	Total Energy	0.33%	12,406		10,406

Number of Shares			Cost	Fa	ir Value
	Financials				
99	Ace Limited	\$	10,674	\$	11,568
186	Bank of Montreal		11,392		10,494
230	Bank of Nova Scotia		11,718		9,301
1,663	Mitsubishi Ufj Financial Group Inc		9,977		10,344
257	Toronto-dominion Bank		11,179		10,067
388	United Overseas Bank Limited Spons ADR		12,305		10,689
	Total Financials	2.00%	67,245		62,463
	Healthcare				
110	Novartis Af ADR		10,372		9,464
187	Novo-Nordisk Sa Spons ADR		8,999		10,861
	Total Healthcare	0.65%	19,371		20,325
	Industrials				
178	Canadian National Railway Co		10,872		9,947
	Total Industrials	0.32%	10,872		9,947
	Information Technology				
104	Accenture Plc		9,095		10,869
350	Canon Inc Spons ADR		11,129		10,546
1,035	Ericsson (LM) Tel-sp ADR		11,567		9,946
156	Sap Ag Spons ADR		11,236		12,340
	Total Information Technology	1.40%	43,027		43,701
	Materials				
159	Syngenta Ag ADR		10,475		12,518
	Total Materials	0.40%	10,475		12,518
	Telecommunication Services				
247	BCE Inc		10,694		9,539

Number of Shares			Cost	Fair Value
	Telecommunication Services (continued)			
600	NTT Docomo Inc Spons ADR	\$	10,321	\$ 12,30
287	Nippon Telephone & Telegraph		8,719	11,40
515	Telstra Corp ADR		11,561	10,46
319	Vodafone Group Plc Sponsored ADR		10,790	10,29
	Total Telecommunication Services	1.73%	52,085	54,00
	Total Foreign Stock	9.91%	310,294	309,61
	Exchange-traded Funds			
	Fixed Income			
13,186	Invesco Powershares Senior Loan Portfolio		315,347	295,36
549	iShares Barclays Tips Bond Fund		61,284	60,21
1,832	iShares Iboxx\$ Inv Grade Corp Bd Fd		217,833	208,86
246	iShares 20+ Year Treasury Bond Fund		31,136	29,66
1,690	iShares Barclays 7-10 Year Treasury Bond		182,693	178,44
2,079	iShares Barclays Mbs Bond Fund		227,822	223,90
	iShares Barclays Intermed Credit Bond		167,498	165,10
	iShares Barclays 1-3 Year Credit Bond		15,133	15,06
	Spdr Barclays Internatl Treasury Bond		157,822	150,60
2,106	Wisdomtree Bloomberg Us Dollar Bullish Fund		60,200	57,62
	Total Fixed Income	44.32%	1,436,768	1,384,85
	Equity			
1,148	iShares Cohen & Steers Realty Majors Idx		107,553	113,93
3,673	Vanguard Emerging Markets ETF		139,186	120,14
	Total Equity	7.48%	246,739	234,07
	Total Exchange-traded Funds	51.80%	1,683,507	1,618,93
	Total Investments	100.00% \$	3,172,480	\$ 3,124,57

umber of Shares		Cost	Fa	air Value
Short Term Investment				
223,693 TD Bank USA FDIC Insured Deposit Fund	\$	223,693	\$	223,693
Total Short Term Investment	4.61%	223,693		223,693
<u>Common Stock</u>				
Consumer Discretionary				
384 Aaron's Inc		11,977		8,598
201 Bed Bath & Beyond		13,094		9,698
58 Buffalo Wild Wings Inc		9,720		9,260
11 Cable One Inc		831		4,770
255 Cheesecake Factory		12,929		11,758
93 Cracker Barrel Old Country Store		11,215		11,795
543 DSW Inc Cl A		18,250		12,956
237 Deckers Outdoor Corp		17,978		11,186
190 Dollar General Corp		12,614		13,65
172 Dollar Tree Inc		12,588		13,282
159 Foot Locker Inc		9,371		10,349
278 Gamestop Corp Cl A		10,584		7,795
166 Genuine Parts Co		14,991		14,258
12 Graham Holdings Co		10,235		5,820
433 Intl Speedway		14,124		14,60
159 Msg Networks Inc		10,962		3,30
53 Madison Quare Garden Co-a		1,163		8,57
55 O'Reilly Automotive Inc		10,476		13,93
58 Panera Bread Co		9,857		11,29
286 Ross Stores Inc		12,403		15,390
307 Skechers Usa Inc		11,192		9,274
192 TJX Companies Inc		12,000		13,615
371 Texas Roadhouse		11,558		13,27
70 Ulta Salon Cosmetics & Fragr		9,864		12,950
199 VF Corp		13,582		12,388
Total Consumer Discretionary	5.64%	283,558		273,786

ber of ares		Cost	Fa	ir Value
Consumer Staples				
54 Boston Beer Company Inc	\$	13,896	\$	10,903
127 CVS Caremark Corporation		11,412		12,417
252 Cal-Maine Foods Inc		11,404		11,678
134 Caseys General Stores Inc		11,457		16,140
143 Church & Dwight Co Inc		11,590		12,138
95 Costco Wholesale Corp		12,800		15,343
145 Dr Pepper Snapple Group Inc		10,813		13,514
181 Hormel Foods Corp		9,681		14,313
126 J&J Snack Foods		13,585		14,700
264 Keurig Green Mountain Inc		20,371		23,755
131 Kimberly-clark Corp		14,617		16,676
383 Kroger Company		11,764		16,021
104 Monster Beverage Corp		10,685		15,492
551 Pilgrims Pride Corp		14,358		12,172
178 Pricesmart Inc		15,049		14,772
200 Sanderson Farms Inc		16,827		15,504
100 JM Smucker Co		10,566		12,334
125 Spectrum Brands Holdings Inc		11,981		12,725
236 United Natural Foods Inc		14,461		9,289
188 Wal-Mart Stores Inc		14,238		11,524
434 Whole Foods Mkt		17,501		14,539
Total Consumer Staples	6.10%	279,056		295,949
Energy				
928 Atwood Oceanics Inc		20,126		9,493
155 Chevron Corp		16,318		13,944
164 Exxon Mobil Corporation		14,928		12,784
242 Helmerich & Payne		15,738		12,959
234 Hollyfrontier Corp		9,543		9,334
324 National Oilwell Varco Inc		16,569		10,851
185 Occidental Petroleum Corporation		14,749		12,508
1,220 Unit Corporation		22,988		14,884
203 Valero Energy Corporation		10,901		14,354
384 World Fuel Services Corp		17,047		14,769
Total Energy	2.59%	158,907		125,880

ires		Cost	Fa	ir Value
Financials				
25 Allegheny Corp	\$	11,702	\$	11,948
210 Allstate Corporation		14,293		13,039
141 American National Insurance		14,768		14,420
182 Amtrust Financial Services		10,661		11,208
223 Berkley (W R) Corporation		11,434		12,209
94 Berkshire Hathaway Inc Cl B		12,819		12,412
171 Cboe Holdings Inc		10,411		11,098
1,893 Cys Investments Inc		16,096		13,497
1,013 Chimera Investment Corp New		15,588		13,817
100 Chubb Corp		10,408		13,264
501 Cohen & Steers Inc		18,276		15,270
531 Dupont Fabros Technology		16,845		16,880
141 Erie Indemnity Company Cl A		12,355		13,485
311 First American Financial Corp		9,998		11,165
177 Hanover Insurance Group Inc		12,713		14,397
263 Marsh & Mclennan Cos Inc		14,248		14,583
741 Old Republic Intl Corp		11,369		13,805
888 Pennymac Mortgage Investment		17,190		13,551
236 Post Properties Inc		13,693		13,962
304 Primerica Inc		15,262		14,358
280 Proassurance Corp		12,819		13,588
399 Progressive Corp		10,881		12,688
65 Public Storage Inc		12,481		16,101
128 Travelers Cos Inc		12,748		14,446
Total Financials	6.70%	319,058		325,191
Healthcare				
112 Aetna Inc		11,630		12,109
90 Cigna Corp		11,824		13,170
179 Cardinal Health Inc		14,987		15,979
106 Chemed Corp		12,112		15,879
133 Dexcom Inc		9,103		10,893
162 Edwards Lifesciences Corp		10,645		12,795
140 Gilead Sciences Inc		14,238		14,167

ber of ares		Cost	Fa	ir Value
Healthcare (continued)				
147 Johnson & Johnson Corporation	\$	14,915	\$	15,100
248 Magellan Health Services Inc		15,107		15,292
156 Mednax Inc		10,086		11,179
222 Parexel International Corp		13,518		15,123
265 Patterson Cos Inc		12,766		11,981
389 Pfizer Inc		12,598		12,557
86 Henry Schein Inc		11,192		13,604
105 Unitedhealth Group Inc		10,444		12,352
212 West Pharmaceutical Services		11,466		12,767
130 Zimmer Holdings Inc		13,869		13,337
Total Healthcare	4.70%	210,500		228,284
Industrials				
503 ABM Industries Inc		14,621		14,320
144 Alaska Air Group Inc		9,456		11,593
373 BWX Technologies Inc		10,871		11,850
233 Babcock & Wilcox Ent Inc		989		4,863
381 Barnes Group Inc		14,316		13,484
105 Boeing Co		14,411		15,182
137 Cintas Corp		10,032		12,474
328 Cubic Corp		16,318		15,498
144 Danaher Corp		11,755		13,375
272 Delta Air Lines Inc		11,427		13,788
424 Essendant Inc		16,455		13,784
320 HNI Corp		15,749		11,539
687 Heartland Express Inc		16,108		11,693
444 Jetblue Airways Corp		7,628		10,057
185 Kirby Corp		13,669		9,735
573 Knight Transportation Inc		17,117		13,884
66 Lockheed Martin Corporation		12,041		14,332
74 Northrop Grumman Corp		10,366		13,972
188 Old Dominion Freight Lines Inc		12,731		11,10
53 Precision Castparts Corp		11,560		12,297
473 Quanta Services Inc		13,841		9,578

nber of ares		Cost	Fa	ir Value
Industrials (continued)				
112 Raytheon Company	\$	11,300	\$	13,94
224 Robert Half International Inc		11,830		10,559
426 Rollins Inc		9,864		11,03
4 Seaboard Corp		15,337		11,57
361 Southwest Airlines		13,257		15,54
735 Steelcase Inc Cl A		13,206		10,95
127 Teledyne Technologies Inc		12,638		11,26
97 3M Company		14,719		14,61
171 Toro Company		11,085		12,49
98 Towers Watson & Co Cl A		11,757		12,58
129 Unifirst Corp		14,221		13,44
155 Union Pacific Corp		15,791		12,12
262 United Airlines		15,816		15,01
547 Werner Enterprises Inc		15,128		12,79
Total Industrials	8.99%	447,410		436,34
Information Technology				
1,050 AVX Corp		14,359		12,74
125 Apple Inc		13,070		13,15
1,103 Brocade Communications Systems		11,545		10,12
186 Caci International Inc		14,744		17,2
227 Cognizant Tech Solutions Corp		12,370		13,6
109 DST Systems Inc		11,436		12,4
71 Factset Research Systems Inc		10,394		11,54
218 Heartland Payment Systems Inc		11,399		20,6
165 Jack Henry & Associates Inc		10,479		12,88
95 Intl Business Machines Corp		15,759		13,0
221 Manhattan Associates		10,983		14,62
		9,851		10,80
192 Maximus Inc				15,38
		13./33		
530 Omnivision Technologies Inc		13,733 13,994		
		13,994		15,65
530 Omnivision Technologies Inc 296 Paychex Inc				15,65 12,80 11,31

Number of Shares		Cost	Fa	ir Value
Information Technology (continued)				
478 Take-Two Interactive Software	\$	12,843	\$	16,654
201 Tech Data Corporation		11,882		13,342
77 Tyler Technologies Inc		8,803		13,423
157 Western Digital Corporation		14,121		9,428
423 Yahoo Inc		16,989		14,069
Total Information Technology	6.17%	275,926		299,572
Materials				
62 Sherwin-Williams Company		16,301		16,095
263 Silgan Holdings Inc		13,798		14,128
Total Materials	0.62%	30,099		30,223
Telecommunication Services				
315 Level 3 Communications Inc.		15,567		17,123
388 US Cellular		14,813		15,834
316 Verizon Communications		15,006		14,606
Total Telecommunication Services	0.98%	45,386		47,563
Utilities				
272 Allete Inc		14,077		13,826
201 Alliant Energy Corp		12,711		12,552
271 Ameren Corporation		11,425		11,715
215 American Electric Power		12,450		12,528
197 Atmos Energy Corp		10,789		12,419
266 Avangrid Inc		12,261		10,214
413 Avista Corp		13,909		14,608
183 Consolidated Edison Inc		11,594		11,761
152 DTE Energy Co		12,444		12,189
175 Duke Energy Corporation		13,806		12,493
241 Eversource Energy		12,082		12,308
351 National Grid Plc ADR		24,155		24,409
458 New Jersey Resources Corp		13,619		15,096

umber of Shares		Cost	Fair Value
Utilities (continued)			
490 PNM Resources Inc	\$	13,461	\$ 14,979
179 Pinnacle West Capital Corporation		10,849	11,542
372 Portland General Electric Co		13,500	13,530
204 Scana Corporation		11,449	12,340
236 Southwest Gas Corporation		12,913	13,018
238 WGL Holdings Inc		13,067	14,992
298 Westar Energy Inc		11,006	12,638
345 Xcel Energy Inc		12,007	12,389
Total Utilities	5.80%	273,574	281,546
Total Common Stock	48.29%	2,323,474	2,344,343
Foreign Stock			
Consumer Discretionary			
335 Daimler Chrysler Ag		28,264	28,023
817 Honda Motors Ltd ADR		27,204	26,087
718 LVMH Moet Hennessy Unsponsored ADR		24,725	22,613
1,316 Nissan Motor Co Ltd Spons ADR		24,945	27,616
208 Toyota Motors Corp ADR		25,797	25,592
Total Consumer Discretionary	2.68%	130,935	129,931
Consumer Staples			
230 Anheuser-Busch Inbev Nv		26,222	28,750
227 Diageo Plc Sponsored ADR		25,437	24,759
705 L'oreal Unsponsored ADR		24,193	23,794
325 Nestle Sa Spons ADR For Reg: 1 ADR Reps 1 Registered Share		24,564	24,187
Total Consumer Staples	2.09%	100,416	101,490
Energy			
773 Imperial Oil Limited		31,804	25,138
Total Energy	0.52%	31,804	25,138

umber of Shares		Cost	Fa	ir Value
Financials				
236 Ace Limited	\$	25,333	\$	27,577
448 Bank of Montreal		28,731		25,276
554 Bank of Nova Scotia		29,863		22,404
4,011 Mitsubishi Ufj Financial Group Inc		25,045		24,948
620 Toronto-dominion Bank		27,359		24,285
936 United Overseas Bank Limited Spons ADR		30,489		25,787
Total Financials	3.10%	166,820		150,277
Healthcare				
266 Novartis Af ADR		25,074		22,887
451 Novo-Nordisk Sa Spons ADR		21,284		26,194
Total Healthcare	1.01%	46,358		49,081
Industrials				
428 Canadian National Railway Co		27,154		23,917
Total Industrials	0.49%	27,154		23,917
Information Technology				
249 Accenture Plc		21,601		26,021
843 Canon Inc Spons ADR		27,051		25,400
2,498 Ericsson (LM) Tel-sp ADR		28,401		24,006
377 Sap Ag Spons ADR		27,806		29,821
Total Information Technology	2.17%	104,859		105,248
Materials				
383 Syngenta Ag ADR		27,107		30,154
Total Materials	0.62%	27,107		30,154
Telecommunication Services				
596 BCE Inc		26,126		23,018

mber of hares		Cost	Fair Value
Telecommunication Services (continued)			
1,447 NTT Docomo Inc Spons ADR	\$	25,540	\$ 29,66
692 Nippon Telephone & Telegraph		21,845	27,50
1,243 Telstra Corp ADR		29,127	25,25
770 Vodafone Group Plc Sponsored ADR		25,582	24,84
Total Telecommunication Services	2.68%	128,220	130,28
Total Foreign Stock	15.36%	763,673	745,51
Exchange-traded Funds			
Fixed Income			
6,958 Invesco Powershares Senior Loan Portfolio		168,610	155,85
207 iShares Barclays Tips Bond Fund		22,981	22,70
986 iShares Iboxx\$ Inv Grade Corp Bd Fd		117,802	112,41
1,062 iShares Barclays 7-10 Year Treasury Bond		114,467	112,13
1,254 iShares Barclays Mbs Bond Fund		137,290	135,05
1,054 iShares Barclays Intermed Credit Bond		114,747	113,07
4,398 Spdr Barclays Internatl Treasury Bond		240,718	227,06
6,351 Wisdomtree Bloomberg Us Dollar Bullish Fund		181,182	173,76
Total Fixed Income	21.67%	1,097,797	1,052,07
Equity			
1,731 iShares Cohen & Steers Realty Majors Idx		161,714	171,77
9,690 Vanguard Emerging Markets ETF		383,309	316,96
Total Equity	10.07%	545,023	488,73
Total Exchange-traded Funds	31.74%	1,642,820	1,540,81
Total Investments	100.00% \$	4,953,660	\$ 4,854,36

umber of Shares	Co	ost	Fa	ir Value
Short Term Investment				
197,374 TD Bank USA FDIC Insured Deposit Fund		197,374	\$	197,374
Total Short Term Investment	4.99%	197,374		197,374
<u>Common Stock</u>				
Consumer Discretionary				
377 Aaron's Inc		11,065		8,441
174 Bed Bath & Beyond		11,765		8,396
51 Buffalo Wild Wings Inc		9,055		8,142
9 Cable One Inc		461		3,903
253 Cheesecake Factory		12,657		11,666
93 Cracker Barrel Old Country Store		12,212		11,795
538 DSW Inc Cl A		17,928		12,837
235 Deckers Outdoor Corp		17,463		11,092
137 Dollar General Corp		9,376		9,846
149 Dollar Tree Inc		10,776		11,500
138 Foot Locker Inc		7,907		8,982
240 Gamestop Corp Cl A		8,751		6,730
120 Genuine Parts Co		11,144		10,30
10 Graham Holdings Co		8,622		4,850
430 Intl Speedway		13,665		14,50
133 Msg Networks Inc		9,066		2,76
46 Madison Quare Garden Co-a		1,380		7,443
40 O'Reilly Automotive Inc		7,900		10,13
51 Panera Bread Co		8,620		9,934
204 Ross Stores Inc		9,303		10,97
305 Skechers Usa Inc		7,536		9,214
139 TJX Companies Inc		9,163		9,856
366 Texas Roadhouse		12,108		13,092
63 Ulta Salon Cosmetics & Fragr		8,568		11,655
145 VF Corp		10,206		9,026
Total Consumer Discretionary	6.00%	246,697		237,093

Number of Shares		Cost	Fai	ir Value
Consumer Staples				
47 Boston Beer Company Inc	\$	12,207	\$	9,490
128 CVS Caremark Corporation		12,129		12,515
249 Cal-Maine Foods Inc		9,816		11,539
132 Caseys General Stores Inc		11,986		15,899
121 Church & Dwight Co Inc		9,852		10,270
69 Costco Wholesale Corp		9,758		11,144
125 Dr Pepper Snapple Group Inc		9,429		11,650
157 Hormel Foods Corp		8,615		12,416
121 J&J Snack Foods		12,997		14,117
190 Keurig Green Mountain Inc		16,352		17,096
92 Kimberly-clark Corp		10,232		11,712
275 Kroger Company		9,095		11,503
73 Monster Beverage Corp		8,498		10,874
477 Pilgrims Pride Corp		12,265		10,537
176 Pricesmart Inc		14,783		14,606
199 Sanderson Farms Inc		16,290		15,426
89 JM Smucker Co		9,376		10,977
108 Spectrum Brands Holdings Inc		10,041		10,994
204 United Natural Foods Inc		12,907		8,029
191 Wal-Mart Stores Inc		14,779		11,708
313 Whole Foods Mkt		13,244		10,486
Total Consumer Staples	6.40%	244,651		252,988
Energy				
920 Atwood Oceanics Inc		19,936		9,412
157 Chevron Corp		15,878		14,124
167 Exxon Mobil Corporation		14,597		13,018
210 Helmerich & Payne		12,797		11,246
203 Hollyfrontier Corp		7,762		8,098
329 National Oilwell Varco Inc		16,520		11,018
187 Occidental Petroleum Corporation		14,226		12,643
1,210 Unit Corporation		22,455		14,762
206 Valero Energy Corporation		10,967		14,566
381 World Fuel Services Corp		16,901		14,653
Total Energy	3.12%	152,039		123,540

nber of nares	C	Cost	Fai	ir Value
Financials				
1 minuus				
21 Allegheny Corp	\$	9,813	\$	10,037
213 Allstate Corporation		14,486		13,225
140 American National Insurance		14,514		14,318
157 Amtrust Financial Services		8,778		9,66
187 Berkley (W R) Corporation		9,457		10,23
95 Berkshire Hathaway Inc Cl B		13,450		12,54
148 Cboe Holdings Inc		9,051		9,60
1,877 Cys Investments Inc		16,138		13,38
1,019 Chimera Investment Corp New		15,889		13,89
101 Chubb Corp		10,702		13,39
496 Cohen & Steers Inc		18,462		15,11
526 Dupont Fabros Technology		16,829		16,72
118 Erie Indemnity Company Cl A		10,338		11,28
262 First American Financial Corp		8,868		9,40
175 Hanover Insurance Group Inc		12,526		14,23
190 Marsh & Mclennan Cos Inc		10,488		10,53
634 Old Republic Intl Corp		9,417		11,81
881 Pennymac Mortgage Investment		17,361		13,44
234 Post Properties Inc		13,595		13,84
302 Primerica Inc		15,264		14,26
278 Proassurance Corp		12,776		13,49
404 Progressive Corp		10,967		12,84
47 Public Storage Inc		9,175		11,64
126 Travelers Cos Inc		12,806		14,22
Total Financials	7.67%	301,150		303,17
Healthcare				
113 Aetna Inc		11,091		12,21
92 Cigna Corp		10,892		13,46
129 Cardinal Health Inc		10,752		11,51
102 Chemed Corp		11,259		15,28
115 Dexcom Inc		7,210		9,41
138 Edwards Lifesciences Corp		8,994		10,89
101 Gilead Sciences Inc		9,918		10,22

lumber of Shares		Cost	Fa	ir Value
Healthcare (continued)				
106 Johnson & Johnson Corporation	\$	10,743	\$	10,888
246 Magellan Health Services Inc		14,661		15,168
131 Mednax Inc		8,710		9,387
220 Parexel International Corp		13,498		14,986
229 Patterson Cos Inc		11,034		10,353
394 Pfizer Inc		12,773		12,718
75 Henry Schein Inc		10,073		11,864
107 Unitedhealth Group Inc		11,106		12,587
183 West Pharmaceutical Services		9,850		11,020
132 Zimmer Holdings Inc		14,313		13,542
Total Healthcare	5.20%	186,877		205,527
Industrials				
499 ABM Industries Inc		14,452		14,207
125 Alaska Air Group Inc		7,952		10,064
370 BWX Technologies Inc		10,816		11,755
231 Babcock & Wilcox Ent Inc		828		4,821
378 Barnes Group Inc		14,165		13,377
76 Boeing Co		10,397		10,989
115 Cintas Corp		8,823		10,471
325 Cubic Corp		16,163		15,356
145 Danaher Corp		11,993		13,468
276 Delta Air Lines Inc		12,259		13,990
420 Essendant Inc		16,198		13,654
318 HNI Corp		15,515		11,467
683 Heartland Express Inc		16,308		11,625
385 Jetblue Airways Corp		6,720		8,720
160 Kirby Corp		11,797		8,419
568 Knight Transportation Inc		17,336		13,763
48 Lockheed Martin Corporation		9,353		10,423
76 Northrop Grumman Corp		11,211		14,350
162 Old Dominion Freight Lines Inc		11,395		9,569
54 Precision Castparts Corp		11,696		12,529
409 Quanta Services Inc		11,325		8,282

ber of ares		Cost	Fa	ir Value
Industrials (continued)				
113 Raytheon Company	\$	11,911	\$	14,072
194 Robert Half International Inc		10,583		9,145
369 Rollins Inc		8,352		9,557
3 Seaboard Corp		11,624		8,684
260 Southwest Airlines		10,143		11,19
740 Steelcase Inc Cl A		13,153		11,02
110 Teledyne Technologies Inc		10,856		9,75
70 3M Company		10,911		10,54
144 Toro Company		9,344		10,52
84 Towers Watson & Co Cl A		9,986		10,79
128 Unifirst Corp		14,510		13,33
112 Union Pacific Corp		11,819		8,75
187 United Airlines		11,710		10,71
543 Werner Enterprises Inc		15,559		12,70
Total Industrials	9.92%	407,163		392,10
Information Technology				
1,041 AVX Corp		14,312		12,63
90 Apple Inc		9,966		9,47
955 Brocade Communications Systems		10,516		8,76
184 Caci International Inc		15,423		17,07
159 Cognizant Tech Solutions Corp		8,716		9,54
94 DST Systems Inc		9,459		10,72
62 Factset Research Systems Inc		9,019		10,07
216 Heartland Payment Systems Inc		11,322		20,48
142 Jack Henry & Associates Inc		9,112		11,08
68 Intl Business Machines Corp		10,836		9,35
<u> </u>		10,493		14,49
219 Manhattan Associates		9,296		9,33
219 Manhattan Associates 166 Maximus Inc				
166 Maximus Inc				15,06
166 Maximus Inc519 Omnivision Technologies Inc		13,526 9,818		
166 Maximus Inc		13,526 9,818		11,00
166 Maximus Inc519 Omnivision Technologies Inc208 Paychex Inc		13,526		15,06 11,00 12,70 9,80

Number of Shares		Cost	Fa	ir Value
Information Technology (continued)				
474 Take-Two Interactive Software	\$	12,785	\$	16,514
199 Tech Data Corporation		11,690		13,210
66 Tyler Technologies Inc		7,785		11,505
155 Western Digital Corporation		14,845		9,308
428 Yahoo Inc		17,261		14,235
Total Information Technology	6.85%	251,910		270,785
Materials				
44 Sherwin-Williams Company		11,653		11,422
262 Silgan Holdings Inc		13,930		14,075
Total Materials	0.64%	25,583		25,497
Telecommunication Services				
227 Level 3 Communications Inc.		11,164		12,340
385 US Cellular		14,528		15,712
228 Verizon Communications		10,811		10,538
Total Telecommunication Services	0.98%	36,503		38,590
Utilities				
270 Allete Inc		14,158		13,724
169 Alliant Energy Corp		10,740		10,554
234 Ameren Corporation		9,994		10,116
218 American Electric Power		12,656		12,703
170 Atmos Energy Corp		9,391		10,717
262 Avangrid Inc		11,992		10,061
410 Avista Corp		13,947		14,502
185 Consolidated Edison Inc		11,722		11,890
154 DTE Energy Co		12,681		12,349
172 Duke Energy Corporation		13,621		12,279
245 Eversource Energy		12,457		12,512
320 National Grid Plc ADR		21,708		22,253
454 New Jersey Resources Corp		13,700		14,964

Number of Shares		Cost	Fair Value
Utilities (continued)			
486 PNM Resources Inc	\$	13,662	\$ 14,857
154 Pinnacle West Capital Corporation		9,848	9,930
369 Portland General Electric Co		13,540	13,421
176 Scana Corporation		9,973	10,646
234 Southwest Gas Corporation		13,373	12,907
236 WGL Holdings Inc		12,986	14,866
258 Westar Energy Inc		9,974	10,942
350 Xcel Energy Inc		12,252	12,569
Total Utilities	6.80%	264,375	268,762
Total Common Stock	53.58%	2,116,948	2,118,066
<u>Foreign Stock</u>			
Consumer Discretionary			
306 Daimler Chrysler Ag		25,919	25,597
746 Honda Motors Ltd ADR		24,117	23,820
656 LVMH Moet Hennessy Unsponsored ADR		22,615	20,661
1,201 Nissan Motor Co Ltd Spons ADR		22,503	25,203
190 Toyota Motors Corp ADR		23,715	23,378
Total Consumer Discretionary	3.00%	118,869	118,659
Consumer Staples			
210 Anheuser-Busch Inbev Nv		24,048	26,250
207 Diageo Plc Sponsored ADR		23,123	22,577
643 L'oreal Unsponsored ADR		22,042	21,701
296 Nestle Sa Spons ADR For Reg: 1 ADR Reps 1 Registered Share		22,212	22,028
Total Consumer Staples	2.34%	91,425	92,556
Energy			
705 Imperial Oil Limited		27,617	22,927
Total Energy	0.58%	27,617	22,927

Number of Shares		Cost	Fa	ir Value
Financials				
216 Ace Limited	\$	23,637	\$	25,240
409 Bank of Montreal		25,665		23,076
506 Bank of Nova Scotia		26,058		20,463
3,661 Mitsubishi Ufj Financial Group Inc		21,888		22,771
566 Toronto-Dominion Bank		24,646		22,170
854 United Overseas Bank Limited Spons ADR		27,592		23,528
Total Financials	3.47%	149,486		137,248
Healthcare				
243 Novartis Af ADR		23,100		20,908
411 Novo-Nordisk Sa Spons ADR		19,160		23,871
Total Healthcare	1.13%	42,260		44,779
Industrials				
393 Canadian National Railway Co		25,220		21,961
Total Industrials	0.56%	25,220		21,961
Information Technology				
227 Accenture Plc		20,125		23,722
770 Canon Inc Spons ADR		24,691		23,200
2,280 Ericsson (LM) Tel-sp ADR		26,307		21,911
344 Sap Ag Spons ADR		24,650		27,210
Total Information Technology	2.43%	95,773		96,043
Materials				
350 Syngenta Ag ADR		23,299		27,556
Total Materials	0.70%	23,299		27,556
Telecommunication Services				
544 BCE Inc		23,797		21,009

Number of Shares		Cost	Fair	Value
Telecommunication Services (continued)				
1,321 NTT Docomo Inc Spons ADR	\$	22,549	\$	27,081
631 Nippon Telephone & Telegraph		18,630		25,076
1,135 Telstra Corp ADR		26,422		23,063
702 Vodafone Group Plc Sponsored ADR		23,446		22,647
Total Telecommunication Services	3.01%	114,844		118,876
Total Foreign Stock	17.22%	688,793		680,605
Exchange-traded Funds				
Fixed Income				
2,419 Invesco Powershares Senior Loan Portfolio		57,994		54,186
336 iShares Barclays Tips Bond Fund		37,921		36,852
480 iShares Iboxx\$ Inv Grade Corp Bd Fd		57,489		54,725
344 iShares Barclays 7-10 Year Treasury Bond		37,291		36,323
339 iShares Barclays Mbs Bond Fund		37,030		36,510
2,855 Spdr Barclays Internatl Treasury Bond		153,949		147,404
5,796 Wisdomtree Bloomberg Us Dollar Bullish Fund		165,476		158,579
Total Fixed Income	13.26%	547,150		524,579
Equity				
1,404 iShares Cohen & Steers Realty Majors Idx		135,183		139,333
8,984 Vanguard Emerging Markets ETF		348,000		293,860
Total Equity	10.95%	483,183		433,193
Total Exchange-traded Funds	24.21%	1,030,333		957,772
Total Investments	100.00% \$	4,033,448	\$ 3,	953,817

per of res		Cost	Fai	r Value
Short Term Investment				
3,455 TD Bank USA FDIC Insured Deposit Fund	\$	3,455	\$	3,455
Total Short Term Investment	1.96%	3,455		3,455
<u>Common Stock</u>				
Consumer Discretionary				
18 Aaron's Inc		554		403
8 Bed Bath & Beyond		489		386
2 Buffalo Wild Wings Inc		386		319
12 Cheesecake Factory		617		553
4 Cracker Barrel Old Country Store		585		507
25 DSW Inc Cl A		705		597
11 Deckers Outdoor Corp		665		519
6 Dollar General Corp		425		431
7 Dollar Tree Inc		509		541
6 Foot Locker Inc		388		391
11 Gamestop Corp Cl A		465		308
6 Genuine Parts Co		526		515
20 Intl Speedway		695		674
6 Msg Networks Inc		356		125
2 Madison Quare Garden Co-a		172		324
2 O'Reilly Automotive Inc		491		507
2 Panera Bread Co		373		390
9 Ross Stores Inc		442		484
14 Skechers Usa Inc		542		423
6 TJX Companies Inc		402		425
17 Texas Roadhouse		611		608
3 Ulta Salon Cosmetics & Fragr		485		555
7 VF Corp		484		436
Total Consumer Discretionary	5.90%	11,367		10,421
Consumer Staples				
2 Boston Beer Company Inc		465		404

imber of Shares		Cost	Fair	Value
Consumer Staples (continued)				
6 CVS Caremark Corporation	\$	601	\$	587
12 Cal-Maine Foods Inc		653		556
6 Caseys General Stores Inc		616		723
5 Church & Dwight Co Inc		427		424
3 Costco Wholesale Corp		449		485
6 Dr Pepper Snapple Group Inc		492		559
7 Hormel Foods Corp		435		554
6 J&J Snack Foods		682		700
9 Keurig Green Mountain Inc		576		810
4 Kimberly-clark Corp		444		509
13 Kroger Company		490		544
3 Monster Beverage Corp		427		447
22 Pilgrims Pride Corp		480		486
8 Pricesmart Inc		715		664
9 Sanderson Farms Inc		652		698
4 JM Smucker Co		451		493
5 Spectrum Brands Holdings Inc		472		509
9 United Natural Foods Inc		476		354
9 Wal-Mart Stores Inc		607		552
15 Whole Foods Mkt		516		503
Total Consumer Staples	6.55%	11,126		11,561
Energy				
43 Atwood Oceanics Inc		796		440
7 Chevron Corp		631		630
8 Exxon Mobil Corporation		641		624
10 Helmerich & Payne		572		536
9 Hollyfrontier Corp		415		359
15 National Oilwell Varco Inc		614		502
9 Occidental Petroleum Corporation		656		608
56 Unit Corporation		903		683
10 Valero Energy Corporation		642		707
18 World Fuel Services Corp		767		692
Total Energy	3.27%	6,637		5,781

nber of ares		Cost	Fair	Value
Financials				
1 Allegheny Corp	\$	495	\$	478
10 Allstate Corporation		638		621
6 American National Insurance		623		614
7 Amtrust Financial Services		438		431
8 Berkley (w R) Corporation		427		438
4 Berkshire Hathaway Inc Cl B		545		528
7 Choe Holdings Inc		451		454
87 Cys Investments Inc		693		620
47 Chimera Investment Corp New		661		641
5 Chubb Corp		606		663
23 Cohen & Steers Inc		725		701
24 Dupont Fabros Technology		735		763
6 Erie Indemnity Company Cl A		520		574
12 First American Financial Corp		451		431
8 Hanover Insurance Group Inc		631		651
9 Marsh & Mclennan Cos Inc		506		499
29 Old Republic Intl Corp		487		540
41 Pennymac Mortgage Investment		690		626
11 Post Properties Inc		629		651
14 Primerica Inc		647		661
13 Proassurance Corp		638		631
19 Progressive Corp		568		604
2 Public Storage Inc		437		495
6 Travelers Cos Inc		634		677
Total Financials	7.92%	13,875		13,992
Healthcare				
5 Aetna Inc		573		541
4 Cigna Corp		557		585
6 Cardinal Health Inc		515		536
5 Chemed Corp		702		749
5 Dexcom Inc		413		410
6 Edwards Lifesciences Corp		438		474
5 Gilead Sciences Inc		540		506

ber of ires		Cost	Fair	Value
Healthcare (continued)				
5 Johnson & Johnson Corporation	\$	500	\$	514
11 Magellan Health Services Inc		648		678
6 Mednax Inc		452		430
10 Parexel International Corp		664		681
11 Patterson Cos Inc		520		497
18 Pfizer Inc		610		581
3 Henry Schein Inc		441		475
5 Unitedhealth Group Inc		584		588
9 West Pharmaceutical Services		528		542
6 Zimmer Holdings Inc		635		616
Total Healthcare	5.32%	9,320		9,403
Industrials				
23 ABM Industries Inc		703		655
6 Alaska Air Group Inc		450		483
17 BWX Technologies Inc		497		540
11 Babcock & Wilcox Ent Inc		148		230
18 Barnes Group Inc		696		637
4 Boeing Co		578		578
5 Cintas Corp		435		455
15 Cubic Corp		680		709
7 Danaher Corp		637		650
13 Delta Air Lines Inc		600		659
20 Essendant Inc		713		650
15 HNI Corp		681		541
32 Heartland Express Inc		647		545
18 Jetblue Airways Corp		424		408
7 Kirby Corp		482		368
26 Knight Transportation Inc		689		630
2 Lockheed Martin Corporation		420		434
3 Northrop Grumman Corp		513		566
8 Old Dominion Freight Lines Inc		527		473
3 Precision Castparts Corp		675		696
19 Quanta Services Inc		470		385

nber of nares		Cost	Fair	Value
Industrials (continued)				
5 Raytheon Company	\$	557	\$	623
9 Robert Half International Inc		486		424
17 Rollins Inc		453		440
12 Southwest Airlines		479		517
34 Steelcase Inc Cl A		621		507
5 Teledyne Technologies Inc		483		444
3 3M Company		467		452
7 Toro Company		503		511
4 Towers Watson & Co Cl A		513		514
6 Unifirst Corp		665		625
5 Union Pacific Corp		475		391
9 United Airlines		506		516
25 Werner Enterprises Inc		679		585
Total Industrials	10.10%	18,552		17,841
Information Technology				
48 AVX Corp		642		583
4 Apple Inc		472		421
44 Brocade Communications Systems		470		404
9 Caci International Inc		782		835
7 Cognizant Tech Solutions Corp				
		451		420
4 DST Systems Inc		451 454		
4 DST Systems Inc 3 Factset Research Systems Inc				456
3 Factset Research Systems Inc		454		456 488
3 Factset Research Systems Inc10 Heartland Payment Systems Inc		454 498		456 488 948
3 Factset Research Systems Inc10 Heartland Payment Systems Inc7 Jack Henry & Associates Inc		454 498 657		456 488 948 546
3 Factset Research Systems Inc10 Heartland Payment Systems Inc		454 498 657 504		456 488 948 546 413
3 Factset Research Systems Inc 10 Heartland Payment Systems Inc 7 Jack Henry & Associates Inc 3 Intl Business Machines Corp		454 498 657 504 456		456 488 948 546 413 662
3 Factset Research Systems Inc 10 Heartland Payment Systems Inc 7 Jack Henry & Associates Inc 3 Intl Business Machines Corp 10 Manhattan Associates 8 Maximus Inc		454 498 657 504 456 644		456 488 948 546 413 662 450
3 Factset Research Systems Inc 10 Heartland Payment Systems Inc 7 Jack Henry & Associates Inc 3 Intl Business Machines Corp 10 Manhattan Associates 8 Maximus Inc 24 Omnivision Technologies Inc		454 498 657 504 456 644 486		456 488 948 546 413 662 450 696
3 Factset Research Systems Inc 10 Heartland Payment Systems Inc 7 Jack Henry & Associates Inc 3 Intl Business Machines Corp 10 Manhattan Associates 8 Maximus Inc		454 498 657 504 456 644 486 645		456 488 948 546 413 662 450 696 529
3 Factset Research Systems Inc 10 Heartland Payment Systems Inc 7 Jack Henry & Associates Inc 3 Intl Business Machines Corp 10 Manhattan Associates 8 Maximus Inc 24 Omnivision Technologies Inc 10 Paychex Inc 12 Plantronics Inc		454 498 657 504 456 644 486 645 502		456 488 948 546 413 662 450 696 529 569
3 Factset Research Systems Inc 10 Heartland Payment Systems Inc 7 Jack Henry & Associates Inc 3 Intl Business Machines Corp 10 Manhattan Associates 8 Maximus Inc 24 Omnivision Technologies Inc 10 Paychex Inc		454 498 657 504 456 644 486 645 502 649		420 456 488 948 546 413 662 450 696 529 569 456

Number of Shares		Cost	Fai	r Value
Information Technology (continued)				
9 Tech Data Corporation	\$	588	\$	597
3 Tyler Technologies Inc		434		523
7 Western Digital Corporation		535		420
20 Yahoo Inc		708		665
Total Information Technology	7.06%	12,352		12,477
Materials				
2 Sherwin-Williams Company		551		519
12 Silgan Holdings Inc		636		645
Total Materials	0.66%	1,187		1,164
Telecommunication Services				
11 Level 3 Communications Inc.		557		598
18 US Cellular		699		735
11 Verizon Communications		510		508
Total Telecommunication Services	1.04%	1,766		1,841
Utilities				
13 Allete Inc		647		661
8 Alliant Energy Corp		478		500
11 Ameren Corporation		457		476
10 American Electric Power		553		583
8 Atmos Energy Corp		459		504
12 Avangrid Inc		590		461
19 Avista Corp		620		672
9 Consolidated Edison Inc		563		578
7 DTE Energy Co		549		561
8 Duke Energy Corporation		567		571
11 Eversource Energy		539		562
15 National Grid Plc ADR		1,036		1,043
21 New Jersey Resources Corp		616		692
23 PNM Resources Inc		620		703

Number of Shares		Cost	Fai	r Value
Utilities (continued)				
7 Pinnacle West Capital Corporation	\$	426	\$	451
17 Portland General Electric Co		601		618
8 Scana Corporation		445		484
11 Southwest Gas Corporation		606		607
11 WGL Holdings Inc		630		693
12 Westar Energy Inc		460		509
16 Xcel Energy Inc		551		575
Total Utilities	7.08%	12,013		12,504
Total Common Stock	54.90%	98,195		96,985
<u>Foreign Stock</u>				
Consumer Discretionary				
14 Daimler Chrysler Ag		1,207		1,171
35 Honda Motors Ltd ADR		1,154		1,118
30 LVMH Moet Hennessy Unsponsored ADR		1,064		945
56 Nissan Motor Co Ltd Spons ADR		1,134		1,175
9 Toyota Motors Corp ADR		1,147		1,107
Total Consumer Discretionary	3.12%	5,706		5,516
Consumer Staples				
10 Anheuser-Busch Inbev Nv		1,197		1,250
10 Diageo Plc Sponsored ADR		1,117		1,091
30 L'oreal Unsponsored ADR		1,094		1,013
14 Nestle Sa Spons ADR For Reg: 1 ADR Reps 1 Registered Share		1,053		1,042
Total Consumer Staples	2.49%	4,461		4,396
Energy				
33 Imperial Oil Limited		1,145		1,073
Total Energy	0.61%	1,145		1,073

Number of Shares		Cost	Fair \	/alue
Financials				
10 Ace Limited	\$	1,082	\$	1,169
19 Bank of Montreal		1,099		1,072
23 Bank of Nova Scotia		1,100		930
170 Mitsubishi Ufj Financial Group Inc		1,168		1,057
26 Toronto-dominion Bank		1,075		1,018
40 United Overseas Bank Limited Spons ADR		1,176		1,102
Total Financials	3.59%	6,700		6,348
Healthcare				
11 Novartis Af ADR		1,053		946
19 Novo-Nordisk Sa Spons ADR		1,073		1,104
Total Healthcare	1.16%	2,126		2,050
Industrials				
18 Canadian National Railway Co		1,063		1,006
Total Industrials	0.57%	1,063		1,006
Information Technology				
11 Accenture Plc		1,114		1,150
36 Canon Inc Spons ADR		1,138		1,085
106 Ericsson (LM) Tel-sp ADR		1,086		1,019
16 Sap Ag Spons ADR		1,196		1,266
Total Information Technology	2.56%	4,534		4,520
Materials				
16 Syngenta Ag ADR		1,246		1,260
Total Materials	0.71%	1,246		1,260
Telecommunication Services				
25 BCE Inc		1,063		966
61 NTT Docomo Inc Spons ADR		1,184		1,251

Number of Shares		Cost	Fa	ir Value
Telecommunication Services (continued)				
29 Nippon Telephone & Telegraph	\$	1,072	\$	1,152
53 Telstra Corp ADR		1,128		1,077
33 Vodafone Group Plc Sponsored ADR		1,170		1,065
Total Telecommunication Services	3.12%	5,617		5,511
Total Foreign Stock	17.93%	32,598		31,680
Exchange-traded Funds				
Fixed Income				
112 Invesco Powershares Senior Loan Portfolio		2,623		2,509
16 iShares Barclays Tips Bond Fund		1,778		1,755
22 iShares Iboxx\$ Inv Grade Corp Bd Fd		2,549		2,508
16 iShares Barclays 7-10 Year Treasury Bond		1,696		1,689
16 iShares Barclays Mbs Bond Fund		1,744		1,723
133 Spdr Barclays Internatl Treasury Bond		6,896		6,867
269 Wisdomtree Bloomberg Us Dollar Bullish Fund		7,735		7,360
Total Fixed Income	13.83%	25,021		24,411
Equity				
65 iShares Cohen & Steers Realty Majors Idx		6,156		6,451
417 Vanguard Emerging Markets ETF		15,357		13,634
Total Equity	11.38%	21,513		20,085
Total Exchange-traded Funds	25.21%	46,534		44,496
Total Investments	100.00% \$	180,782	\$	176,616

Statements of Operations – Selected Funds December 31, 2015

	First Trust All Equity Allocation Portfolio	First Trust Counter Inflation Portfolio	First Trust Target Date Fund 2010	First Trust Target Date Fund 2020
Income				
Interest	\$ 27	\$ 5	\$ 3	\$ 10
Dividends	279,831	52,475	14,364	68,654
Total income	279,858	52,480	14,367	68,664
Expenses				
Investment management and administrative	12,260	3,565	1,006	4,865
Audit	4,536	761	219	1,059
Other	6,511	47	-	21
Class R0 expenses	-	-	6	1
Class R1 expenses	5,632	581	2,339	6,596
Class R2 expenses	33,327	19,749	14	6,144
Class R3 expenses	5,547	71	1,496	11,468
Total expenses before expense reimbursement	67,813	24,774	5,080	30,154
Expense reimbursement			(1,225)	(5,927)
Total expenses	67,813	24,774	3,855	24,227
Net Investment Income	212,045	27,706	10,512	44,437
Net Realized and Unrealized Gains (Losses)				
on Investments				
Net realized gains (losses) on investments	919,279	(403,249)	9,645	81,369
Net change in unrealized appreciation/depreciation	44 440 440		(2002)	
on investments	(1,659,339)	72,811	(28,963)	(125,945)
Net realized and unrealized losses	(740,060)	(330,438)	(19,318)	(44,576)
Net Decrease in Net Assets Resulting				
From Operations	\$ (528,015)	\$ (302,732)	\$ (8,806)	\$ (139)

Statements of Operations – Selected Funds (Continued) December 31, 2015

	Tar	st Trust get Date nd 2030	First Trust Target Date Fund 2040	First Trust Target Date Fund 2050
Income				
Interest	\$	17	\$ 13	\$ -
Dividends		99,459	81,869	1,586
Total income		99,476	81,882	1,586
Expenses				
Investment management and administrative		7,427	6,160	109
Audit		1,617	1,341	24
Other		18	13	2
Class R0 expenses		455	1,329	112
Class R1 expenses		10,800	11,386	41
Class R2 expenses		15,545	1,417	-
Class R3 expenses		5,134	6,500	21
Total expenses before expense reimbursement		40,996	28,146	309
Expense reimbursement		(9,044)	(7,501)	(133)
Total expenses		31,952	20,645	176
Net Investment Income		67,524	61,237	1,410
Net Realized and Unrealized Gains (Losses) on Investments				
Net realized gains on investments		130,171	100,635	814
Net change in unrealized appreciation/depreciation		,	,	
on investments		(199,829)	(152,775)	(4,166)
Net realized and unrealized losses		(69,658)	(52,140)	(3,352)
Net Increase (Decrease) in Net Assets Resulting				
From Operations	\$	(2,134)	\$ 9,097	\$ (1,942)

Statements of Changes in Net Assets – Selected Funds Year Ended December 31, 2015

	,	First Trust All Equity Allocation Portfolio	ı	First Trust Counter Inflation Portfolio	Tar	rst Trust rget Date and 2010	Т	First Trust arget Date Fund 2020	Т	First Trust arget Date Fund 2030	1	First Trust Farget Date Fund 2040	Т	First Trust arget Date Fund 2050
Operations														
Net investment income	\$	212,045	\$	27,706	\$	10,512	\$	44,437	\$	67,524	\$	61,237	\$	1,410
Net realized gains (losses)		919,279		(403,249)		9,645		81,369		130,171		100,635		814
Change in unrealized appreciation/														
depreciation		(1,659,339)		72,811		(28,963)		(125,945)		(199,829)		(152,775)		(4,166)
Net increase (decrease) in net assets from operations		(528,015)		(302,732)		(8,806)		(139)		(2,134)		9,097		(1,942)
Net Increase (Decrease) in Net Assets														
From Participant Transactions		(570,531)		(864,100)		332,036		651,069		1,673,304		1,602,800		187,030
Increase (Decrease) in Net Assets		(1,098,546)		(1,166,832)		323,230		650,930		1,671,170		1,611,897		185,088
Net Assets														
Beginning of year		12,082,161		2,582,167		332,528		2,477,640		3,065,324		2,259,241		-
End of year	\$	10,983,615	\$	1,415,335	\$	655,758	\$	3,128,570	\$	4,736,494	\$	3,871,138	\$	185,088

Notes to Financial Statements December 31, 2015

Note 1: Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Hand Composite Employee Benefit Trust ("HB&T" or "the Trust") was created in order to provide broad and uniform diversification programs for pension and profit sharing plans, which, having complied with the requirements of the Internal Revenue Code (the IRC), are exempt from taxation under the provisions of the IRC. The Trust is comprised of 94 portfolios (the Funds); the financial statements of seven of these funds are included in this report.

For those funds with more than one class of units, each class has equal rights as to earnings and assets except that each class bears different distribution, shareholder servicing and transfer agent expenses. Income, expenses (other than expenses attributable to a specific class), and realized and unrealized gains or losses on investments are allocated to each class of units based on its relative net assets.

The First Trust Target Date 2050 fund had an inception date of April 1, 2015.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of investment income and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation

All investments in securities are recorded at their estimated fair value. Transfers in and out of Level 1 (quoted market prices), Level 2 (significant other observable inputs) and Level 3 (significant unobservable inputs) are recognized on the period ending date.

Investment Transactions

Investment transactions are accounted for on trade date. Realized gains and losses from investment transactions and unrealized appreciation or depreciation on investments are reported on the identified cost basis.

Investment Income and Distribution of Income

Dividend income less foreign taxes, if any, is recorded on the ex-dividend date and interest income is recorded on the accrual basis. Investment income is allocated ratably on the valuation dates among all participants. No distributions are made to participants in the Funds until units owned

Notes to Financial Statements December 31, 2015

are redeemed, at which time the market value of redeemed units is distributed. Investment income and realized gains (if any) earned by the Funds are reinvested, thereby increasing the respective unit values.

Valuation of Participants' Interest

Units of participation may be purchased or redeemed on the valuation dates at the fair value per unit on such valuation dates. All Funds are valued daily.

Federal Income Taxes

The Funds comply with the requirements under Section 501(a) of the IRC and apportion all of their taxable income to their participants. Therefore, no federal income tax provision is required.

Subsequent Events

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued.

Investment Management Advisors

The investment management advisors for each Fund are as follows:

Fund	Investment Management Advisor
First Trust All Equity Allocation Portfolio	First Trust Advisors L.P.
First Trust Counter Inflation Portfolio	First Trust Advisors L.P.
First Trust Target Date Fund 2010	First Trust Advisors L.P.
First Trust Target Date Fund 2020	First Trust Advisors L.P.
First Trust Target Date Fund 2030	First Trust Advisors L.P.
First Trust Target Date Fund 2040	First Trust Advisors L.P.
First Trust Target Date Fund 2050	First Trust Advisors L.P.

Note 2: Investment Advisory Fees and Other Transactions With Affiliates

The Funds are charged an administrative fee by HB&T for trustee/administrative services (fund accounting services, transfer agency services, trustee services, etc.). The Funds have also entered into investment advisory and service agreements with various third-party advisors. These fees compensate the advisors for the services they provide and for expenses borne by the advisors under the various agreements.

Notes to Financial Statements December 31, 2015

First Trust Advisors L.P. reimburses certain fund expenses to the First Trust Target Date Funds (2010-2050). The reimbursement agreement provides for an expense reimbursement if the Funds' total expenses, exclusive of service fees and managed product costs, exceed 0.50 percent of the Funds' average daily net assets.

The following table indicates the fees charged each of the Funds and the various classes of units within the Funds (as a percentage of net assets). These charges are calculated using each Fund's average daily net assets.

Fund	Administrative Fees	Investment Advisory Fees	Service Fees	Other Fees	Total Fees
First Trust All Equity Allocation					
Portfolio:					
Class R0	0.10%	0.00%	0.00%	0.09%	0.19%
Class R1	0.10%	0.50%	0.00%	0.09%	0.69%
Class R2	0.10%	0.50%	0.50%	0.09%	1.19%
Class R3	0.10%	0.50%	0.75%	0.09%	1.44%
First Trust Counter Inflation					
Portfolio:					
Class R1	0.17%	0.50%	0.00%	0.04%	0.71%
Class R2	0.17%	0.50%	0.50%	0.04%	1.21%
Class R3	0.17%	0.50%	0.75%	0.04%	1.46%
All First Trust Target Date Funds					
Class R0	0.17%	0.00%	0.00%	0.24%	0.41%
Class R1	0.17%	0.50%	0.00%	0.04%	0.71%
Class R2	0.17%	0.50%	0.50%	0.04%	1.21%
Class R3	0.17%	0.50%	0.75%	0.04%	1.46%

Notes to Financial Statements December 31, 2015

Note 3: Financial Highlights

					Clas	s R0							
	First Trust All Equity Allocation Portfolio		First Trust Counter Inflation Portfolio	First Trust Target Date Fund 2010		First Trust Target Date Fund 2020		First Trust Target Date Fund 2030		First Trust Target Date Fund 2040		Tar	st Trust get Date nd 2050
Net asset value, beginning of period	\$	13.48		\$	14.36	\$	15.23	\$	15.66	\$	15.98	\$	10.00
Net investment income (loss)		0.29			0.42		0.32		(0.09)		0.77		0.15
Net realized and unrealized gains (losses)		(0.86)			(0.41)		(0.24)		0.21		(0.63)		(0.41)
Net increase (decrease) from investment operations		(0.57)			0.01		0.08		0.12		0.14		(0.26)
Net asset value, end of period	\$	12.91		\$	14.37	\$	15.31	\$	15.78	\$	16.12	\$	9.74
Total return		(4.23)%			0.07%		0.53%		0.77%		0.88%		(2.60)%
Ratio to average net assets:													
Net investment income (loss)		2.12%			2.98%		2.20%		(0.56)%		4.91%		1.12% *
Expenses without expense reimbursement		0.19%			1.47%		0.44%		6.08%		1.05%		0.21% *
Expenses with expense reimbursement		0.19%			1.35%		0.23%		5.62%		0.55%		0.10% *

^{*} Annualized

Notes to Financial Statements December 31, 2015

Class R1

	AI AI	First Trust All Equity Allocation Portfolio		irst Trust Counter Inflation Portfolio	First Trust Target Date Fund 2010		First Trust Target Date Fund 2020		First Trust Target Date Fund 2030		First Trust Target Date Fund 2040		Tar	rst Trust rget Date and 2050
Net asset value, beginning of period	\$	13.14	\$	10.32	\$	14.04	\$	14.92	\$	15.49	\$	15.67	\$	10.00
Net investment income		0.22		0.16		0.51		0.23		0.59		0.61		0.13
Net realized and unrealized losses		(0.83)		(1.71)		(0.62)		(0.21)		(0.50)	_	(0.51)		(0.41)
Net increase (decrease) from investment operations		(0.61)		(1.55)		(0.11)		0.02		0.09	_	0.10		(0.28)
Net asset value, end of period	\$	12.53	\$	8.77	\$	13.93	\$	14.94	\$	15.58	\$	15.77	\$	9.72
Total return		(4.64)%		(15.02)%		(0.78)%		0.13%		0.58%		0.64%		(2.80)%
Ratio to average net assets:														
Net investment income		1.68%		1.43%		3.68%		1.60%		3.90%		3.99%		0.99% *
Expenses without expense reimbursement		0.70%		0.45%		1.14%		1.08%		1.82%		2.17%		0.34% *
Expenses with expense reimbursement		0.70%		0.45%		0.76%		0.86%		1.34%		1.66%		0.23% *

^{*} Annualized

Notes to Financial Statements December 31, 2015

Class R2

		st Trust I Equity location ortfolio	C In	rst Trust Counter nflation Portfolio	Tai	rst Trust rget Date ind 2010	Та	irst Trust arget Date und 2020	Та	rst Trust rget Date und 2030	Т	First Trust Target Date Fund 2040		st Trust get Date nd 2050
Net asset value, beginning of period	\$	12.95	\$	10.02	\$	13.92	\$	14.60	\$	15.22	\$	15.46	\$	10.00
Net investment income		0.16		0.11		0.25		0.17		0.51		0.66		0.16
Net realized and unrealized losses		(0.83)		(1.66)		(0.41)		(0.22)		(0.50)		(0.63)		(0.41)
Net increase (decrease) from investment operations		(0.67)		(1.55)		(0.16)		(0.05)		0.01		0.03		(0.25)
Net asset value, end of period	\$	12.28	\$	8.47	\$	13.76	\$	14.55	\$	15.23	\$	15.49	\$	9.75
Total return		(5.17)%		(15.47)%		(1.15)%		-0.34%		0.07%		0.19%		(2.50)%
Ratio to average net assets:														
Net investment income		1.22%		0.99%		1.86%		1.21%		3.41%		4.46%		1.22% *
Expenses without expense reimbursement		1.21%		0.95%		2.99%		1.51%		2.34%		1.84%		0.10% *
Expenses with expense reimbursement		1.21%		0.95%		2.61%		1.30%		1.86%		1.31%		0.00% *

^{*} Annualized

Notes to Financial Statements December 31, 2015

Class R3

	All	st Trust I Equity ocation ortfolio	irst Trust Counter Inflation Portfolio	Tai	rst Trust rget Date ınd 2010	Т	First Trust Target Date Fund 2020	Та	irst Trust irget Date und 2030	e Target Date			st Trust get Date nd 2050
Net asset value, beginning of period	\$	25.90	\$ 10.30	\$	14.08	\$	14.33	\$	14.82	\$	15.16	\$	10.00
Net investment income (loss)		0.03	(0.42)		(0.83)		0.25		0.47		0.62		0.07
Net realized and unrealized gains (losses)		(1.36)	(0.78)		0.62		(0.34)		(0.50)		(0.63)		(0.39)
Net decrease from investment operations		(1.33)	(1.20)		(0.21)		(0.09)		(0.03)		(0.01)		(0.32)
Net asset value, end of period	\$	24.57	\$ 9.10	\$	13.87	\$	14.24	\$	14.79	\$	15.15	\$	9.68
Total return		(5.14)%	(11.65)%		(1.49)%		(0.63)%		(0.20)%		(0.07)%		(3.20)%
Ratio to average net assets:													
Net investment income (loss)		0.13%	(3.78)%		(6.01)%		1.81%		3.28%		4.28%		0.58% *
Expenses without expense reimbursement		1.08%	5.71%		10.78%		1.01%		2.74%		2.16%		0.76% *
Expenses with expense reimbursement		1.08%	5.71%		10.40%		0.79%		2.24%		1.62%		0.66% *

^{*} Annualized

Notes to Financial Statements December 31, 2015

Note 4: Participant Unit Transactions

		t All Equity n Portfolio		st Counter Portfolio	First Trus Date Fun	
	Units	Dollars	Units	Dollars	Units	Dollars
Class R0:						
Proceeds from sales of units	66,654	\$ 913,556			4,054	\$ 58,946
Cost of units redeemed	(107,326)	(1,455,974)		_	(3,952)	(57,538)
Net change in Class R0 from						
participant transactions	(40,672)	(542,418)		=	102	1,408
Class R1:						
Proceeds from sales of units	13,289	177,884	3,268	\$ 30,710	22,298	235,368
Cost of units redeemed	(12,343)	(166,622)	(1,044)	(10,590)	(8,403)	(39,310)
Net change in Class R1 from						
participant transactions	946	11,262	2,224	20,120	13,895	196,058
Class R2:						
Proceeds from sales of units	39,805	521,204	59,525	560,698	196	2,734
Cost of units redeemed	(48,393)	(633,566)	(153,702)	(1,455,714)	(22)	(305)
Net change in Class R2 from						
participant transactions	(8,588)	(112,362)	(94,177)	(895,016)	174	2,429
Class R3:						
Proceeds from sales of units	4,701	95,823	1,201	11,238	11,142	158,146
Cost of units redeemed	(1,961)	(22,836)	(53)	(442)	(1,879)	(26,005)
Net change in Class R3 from						
participant transactions	2,740	72,987	1,148	10,796	9,263	132,141
Net increase (decrease) from participant transactions		\$ (570,531)		\$ (864,100)		\$ 332,036
participant transactions	:	\$ (570,531)	:	\$ (864,100)	=	\$ 332,036

Notes to Financial Statements December 31, 2015

		st Target ind 2020	First Trust Target Date Fund 2030		First Trus Date Fu	
•	Units	Dollars	Units	Dollars	Units	Dollars
Class R0:						
Proceeds from sales of units	20	\$ 309	16,862	\$ 267,118	17,297	\$ 281,919
Cost of units redeemed			(1,601)	(24,599)	(13,945)	(227,616)
Net change in Class R0 from						
participant transactions	20	309	15,261	242,519	3,352	54,303
Class R1:						
Proceeds from sales of units	90,902	1,261,063	113,572	1,659,574	137,045	1,979,488
Cost of units redeemed	(31,669)	(379,466)	(28,299)	(332,477)	(57,072)	(717,796)
Net change in Class R1 from						
participant transactions	59,233	881,597	85,273	1,327,097	79,973	1,261,692
Class R2:						
Proceeds from sales of units	4,279	62,715	92,959	203,620	6,342	98,944
Cost of units redeemed	(2,481)	(36,428)	(99,181)	(298,510)	(187)	(2,824)
Net change in Class R2 from						
participant transactions	1,798	26,287	(6,222)	(94,890)	6,155	96,120
Class R3:						
Proceeds from sales of units	33,216	483,318	20,864	310,815	25,225	388,911
Cost of units redeemed	(51,030)	(740,442)	(8,043)	(112,237)	(12,803)	(198,226)
Net change in Class R3 from						
participant transactions	(17,814)	(257,124)	12,821	198,578	12,422	190,685
Net increase from						
participant transactions		\$ 651,069		\$ 1,673,304	=	\$ 1,602,800

Notes to Financial Statements December 31, 2015

	First Trust Target Date Fund 2050				
	Units	Dollars			
Class R0:					
Proceeds from sales of units	13,337	\$ 131,600			
Cost of units redeemed	(92)	(865)			
Net change in Class R0 from					
participant transactions	13,245	130,735			
Class R1:					
Proceeds from sales of units	5,504	53,666			
Cost of units redeemed	(96)	(938)			
Net change in Class R1 from					
participant transactions	5,408	52,728			
Class R3:					
Proceeds from sales of units	481	4,694			
Cost of units redeemed	(116)	(1,127)			
Net change in Class R3 from					
participant transactions	365	3,567			
Net increase from					
participant transactions	<u>.:</u>	\$ 187,030			

Note 5: Disclosures About Fair Value of Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value, as shown below.

- **Level 1:** Quoted prices in active markets for identical assets or liabilities.
- **Level 2:** Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- **Level 3:** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of assets and liabilities, as well as the general classification of such assets pursuant to the valuation hierarchy.

Notes to Financial Statements December 31, 2015

There have been no significant changes in the valuation techniques during the year ended December 31, 2015.

Short Term Investments. Short term investments, including money market funds, for which market quotations are readily available, are valued at the last reported sales price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy.

Common Stock, Foreign Stock and Exchange-traded Funds. Securities traded on a national securities exchange (or reported on the NASDAQ national market) are valued at the last reported sales price or official closing price as reported by an independent pricing service on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy. Certain foreign securities may be fair valued using a pricing service that considers the correlation of the trading patterns of the foreign security to the intraday trading in the U.S. markets for investments, such as American Depository Receipts and the movement of the certain indexes of securities based on a statistical analysis of the historical relationship and are categorized as Level 1 in the hierarchy. For those foreign securities where additional foreign market activities are taken into consideration by the pricing service, those securities are categorized as Level 2 in the hierarchy.

The following tables present the fair value measurements of assets recognized in the accompanying statements of assets and liabilities measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2015.

				Fair Va	lue Mea	asurement	ts Using	
First Trust All Equity Allocation Portfolio Short Term Investment Common Stock Foreign Stock		Fair Value	N	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	
		220,288 7,898,403 2,853,156	\$	220,288 7,898,403 2,853,156	\$	- - -	\$	- - -
Total	\$	10,971,847	\$	10,971,847	\$	0	\$	0

Notes to Financial Statements December 31, 2015

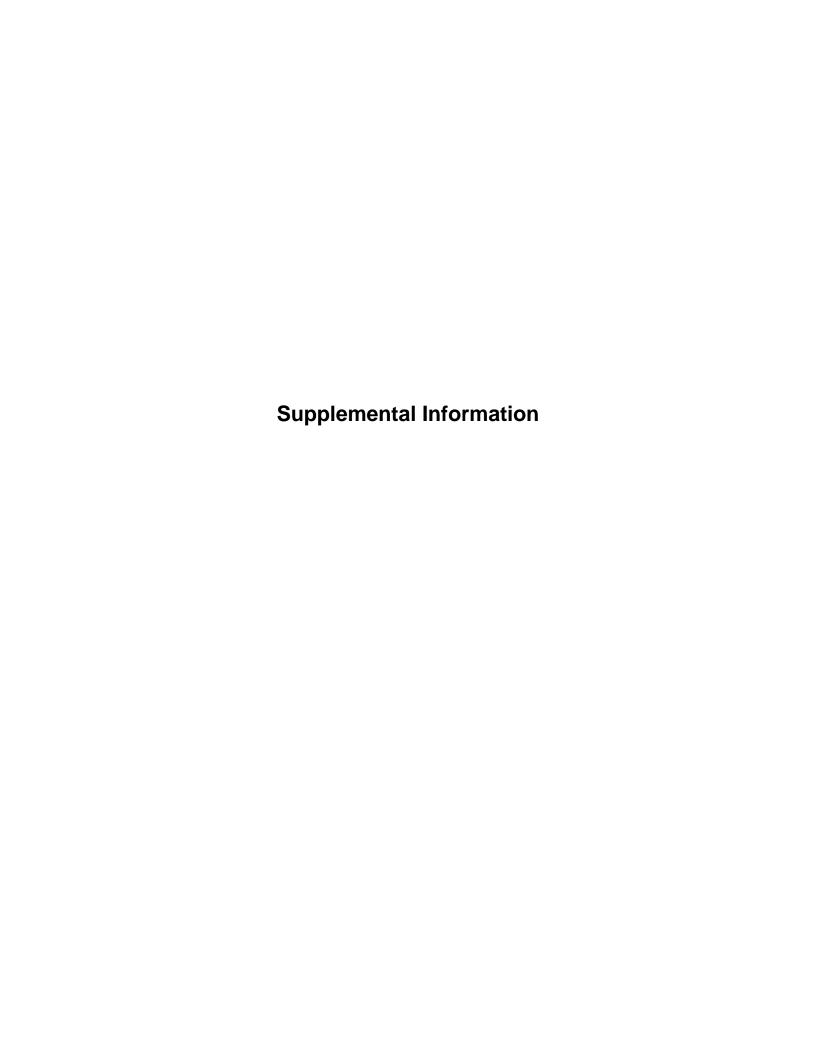
				Fair Va	lue Measurements Using			
	Fair Value		N	Quoted Prices in Active larkets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	
First Trust Counter Inflation Portfolio								
Short Term Investment	\$	35,094	\$	35,094	\$	-	\$	_
Common Stock		521,222		521,222		-		-
Foreign Stock		276,499		276,499		-		-
Exchange-traded Funds - Fixed Income		222,976		222,976		-		-
Exchange-traded Funds - Equity		358,836		358,836		-	,	
Total	\$	1,414,627	\$	1,414,627	\$	0	\$	0
First Trust Target Date Fund 2010								
Short Term Investment	\$	29,633	\$	29,633	\$	_	\$	_
Common Stock	Ψ	124,703	Ψ	124,703	Ψ	_	Ψ	_
Foreign Stock		22,912		22,912		_		_
Exchange-traded Funds - Fixed Income		474,329		474,329		_		_
Exchange-traded Funds - Equity		23,909		23,909		-		
Total	\$	675,486	\$	675,486	\$	0	\$	0
First Trust Target Date Fund 2020								
Short Term Investment	\$	52,578	\$	52,578	\$	_	\$	_
Common Stock	Ψ.	1,143,447	Ψ	1,143,447	Ψ	_	Ψ	_
Foreign Stock		309,617		309,617		_		_
Exchange-traded Funds - Fixed Income		1,384,855		1,384,855		_		_
Exchange-traded Funds - Equity		234,076		234,076		-		-
Total	\$	3,124,573	\$	3,124,573	\$	0	\$	0
First Trust Target Date Fund 2030								
First Trust Target Date Fund 2030 Short Term Investment	\$	222 602	\$	222 602	\$		\$	
Common Stock	Φ	223,693 2,344,343	Φ	223,693 2,344,343	φ	-	φ	-
Foreign Stock		745,516		745,516		-		-
Exchange-traded Funds - Fixed Income		1,052,075		1,052,075		-		-
Exchange-traded Funds - Fixed income Exchange-traded Funds - Equity		488,736		488,736		<u>-</u>		<u>-</u>
Total	\$	4,854,363	\$	4,854,363	\$	0	\$	0

Notes to Financial Statements December 31, 2015

				Fair Va	lue Measurements Using			
		Fair Value		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)	
First Trust Target Date Fund 2040								
Short Term Investment	\$	197,374	\$	197,374	\$	_	\$	-
Common Stock		2,118,066		2,118,066		_		-
Foreign Stock		680,605		680,605		-		-
Exchange-traded Funds - Fixed Income		524,579		524,579		-		-
Exchange-traded Funds - Equity		433,193		433,193				_
Total	\$	3,953,817	\$	3,953,817	\$	0	\$	0
First Trust Target Date Fund 2050								
Short Term Investment	\$	3,455	\$	3,455	\$	-	\$	-
Common Stock		96,985		96,985		-		-
Foreign Stock		31,680		31,680		-		-
Exchange-traded Funds - Fixed Income		24,411		24,411		-		-
Exchange-traded Funds - Equity		20,085		20,085		-		
Total	\$	176,616	\$	176,616	\$	0	\$	0

Note 6: Risk Factors

The Funds invest in various investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the accompanying statements of assets and liabilities.



Schedules of Investment Purchases and Sales – Selected Funds First Trust All Equity Allocation Portfolio Year Ended December 31, 2015

Purchases

Investment Class	Cost
Common Stock Foreign Stock	\$ 6,457,413 1,389,607
Total Investments Purchased	\$ 7,847,020

Investment Class		Proceeds	Cost	Gain		
Common Stock Foreign Stock	\$	7,119,196 1,114,574	\$ 6,255,749 1,058,742	\$	863,447 55,832	
Total Investments Sold	\$	8,233,770	\$ 7,314,491	\$	919,279	

Schedules of Investment Purchases and Sales – Selected Funds (Continued) First Trust Counter Inflation Portfolio Year Ended December 31, 2015

Purchases

Investment Class	Cost
Common Stock	\$ 641,579
Foreign Stock	380,199
Exchange-traded Funds - Fixed Income	51,286
Exchange-traded Funds - Equity	32,393
Exchange-traded Funds - Other	 97,249
Total Investments Purchased	\$ 1,202,706

Investment Class	Р	roceeds	Cost	Ga	ain (Loss)
Common Stock	\$	845,738	\$ 963,757	\$	(118,019)
Foreign Stock		512,073	698,870		(186,797)
Exchange-traded Funds - Fixed Income		202,205	215,091		(12,886)
Exchange-traded Funds - Equity		320,912	92,245		228,667
Exchange-traded Funds - Other		116,944	431,158		(314,214)
Total Investments Sold	\$	1,997,872	\$ 2,401,121	\$	(403,249)

Schedules of Investment Purchases and Sales – Selected Funds (Continued) First Trust Target Date Fund 2010 Year Ended December 31, 2015

Purchases

Investment Class		Cost
Common Stock	\$	116,998
Foreign Stock		20,443
Exchange-traded Funds - Fixed Income		548,871
Exchange-traded Funds - Equity		5,443
Exchange-traded Funds - Other		26,160
	·-	_
Total Investments Purchased	\$	717,915

	0.	4100			
Investment Class	Pı	roceeds	Cost	Gai	n (Loss)
Common Stock	\$	61,187	\$ 50,969	\$	10,218
Foreign Stock		7,351	7,082		269
Exchange-traded Funds - Fixed Income		288,301	288,710		(409)
Exchange-traded Funds - Equity		2,294	2,486		(192)
Exchange-traded Funds - Other		12,160	 12,401		(241)
Total Investment Sales	\$	371,293	\$ 361,648	\$	9,645

Schedules of Investment Purchases and Sales – Selected Funds (Continued) First Trust Target Date Fund 2020 Year Ended December 31, 2015

Purchases

Investment Class	Cost		
Common Stock	\$ 1,109,796		
Foreign Stock	260,550		
Exchange-traded Funds - Fixed Income	1,545,321		
Exchange-traded Funds - Equity	77,458		
Exchange-traded Funds - Other	 145,824		
Total Investments Purchased	\$ 3,138,949		

	C 4.55					
Investment Class Common Stock	Proceeds		Cost		Gain (Loss)	
	\$	936,772	\$	853,920	\$	82,852
Foreign Stock	•	189,182		188,956	T	226
Exchange-traded Funds - Fixed Income		1,122,147		1,122,542		(395)
Exchange-traded Funds - Equity		48,511		51,013		(2,502)
Exchange-traded Funds - Other		122,410		121,222		1,188
Total Investment Sales	\$	2,419,022	\$	2,337,653	\$	81,369

Schedules of Investment Purchases and Sales – Selected Funds (Continued) First Trust Target Date Fund 2030 Year Ended December 31, 2015

Purchases

Investment Class		Cost		
Common Stools	¢	2 240 276		
Common Stock	\$	2,249,276		
Foreign Stock		615,881		
Exchange-traded Funds - Fixed Income		1,030,880		
Exchange-traded Funds - Equity		218,332		
Exchange-traded Funds - Other		369,514		
Total Investments Purchased	\$	4,483,883		

Investment Class	F	Proceeds		Cost		Gain (Loss)	
Common Stock	\$	1,508,948	\$	1,357,946	\$	151,002	
Foreign Stock		306,517		314,025		(7,508)	
Exchange-traded Funds - Fixed Income		614,447		612,047		2,400	
Exchange-traded Funds - Equity		33,472		36,274		(2,802)	
Exchange-traded Funds - Other		238,216		251,137		(12,921)	
Total Investment Sales	\$	2,701,600	\$	2,571,429	\$	130,171	

Schedules of Investment Purchases and Sales – Selected Funds (Continued) First Trust Target Date Fund 2040 Year Ended December 31, 2015

Purchases

Investment Class		Cost		
Common Stock	\$	2,111,015		
Foreign Stock		599,708		
Exchange-traded Funds - Fixed Income		354,655		
Exchange-traded Funds - Equity		232,952		
Exchange-traded Funds - Other		362,344		
	<u>-</u>	_		
Total Investments Purchased	\$	3,660,674		

Investment Class	Proceeds			Cost		in (Loss)
Common Stock	\$	1,314,364	\$	1,209,801	\$	104,563
Foreign Stock	Ψ	266,823	Ψ.	268,415	Ψ	(1,592)
Exchange-traded Funds - Fixed Income		179,836		184,069		(4,233)
Exchange-traded Funds - Equity		57,003		50,187		6,816
Exchange-traded Funds - Other		231,530		236,449		(4,919)
Total Investment Sales	\$	2,049,556	\$	1,948,921	\$	100,635

Schedules of Investment Purchases and Sales – Selected Funds (Continued) First Trust Target Date Fund 2050 Year Ended December 31, 2015

Purchases

Investment Class		Cost		
Common Stock	\$	2,111,015		
Foreign Stock		599,708		
Exchange-traded Funds - Fixed Income		354,655		
Exchange-traded Funds - Equity		232,952		
Exchange-traded Funds - Other		362,344		
Total Investments Purchased	\$	3,660,674		

Investment Class	Proceeds Cost		Gain (Loss)			
Common Stock	\$	4,969	\$	4,588	\$	381
Foreign Stock	Ψ	450	Ψ	469	Ψ	(19)
Exchange-traded Funds - Fixed Income		2,261		1,808		453
Exchange-traded Funds - Equity		-		-		-
Exchange-traded Funds - Other		623		624		(1)
Total Investment Sales	\$	8,303	\$	7,489	\$	814