

**Summary of Investments**

	Total Cost	Market Value	% of Total Portfolio	Current Yield	Estimated Annual Income
<b>Cash/Cash Equivalent</b>					
CASH & CASH EQUIVALENT	68,908.92	68,908.92	4.6	0.3	172.27
<b>TOTAL Cash/Cash Equivalent</b>	<b>68,908.92</b>	<b>68,908.92</b>	<b>4.6</b>	<b>0.3</b>	<b>172.27</b>
<b>Equities</b>					
FINANCIALS	288,008.14	362,943.71	24.1	2.6	9,255.60
INDUSTRIALS	155,597.36	248,841.40	16.5	0.8	2,101.62
MATERIALS	149,084.06	218,546.50	14.5	1.5	3,199.50
ENERGY	132,089.15	175,394.82	11.6	1.2	2,135.00
CONSUMER STAPLES	82,183.12	96,961.30	6.4	0.5	532.00
HEALTH CARE	37,126.15	87,827.40	5.8	0.6	554.40
CONSUMER DISCRETIONARY	74,740.46	86,951.05	5.8	0.5	473.20
INFORMATION TECHNOLOGY	44,249.07	68,878.50	4.6	2.1	1,436.00
UTILITIES	45,298.67	44,357.10	2.9	3.4	1,512.40
TELECOMMUNICATION SERVICES	13,130.34	42,696.50	2.8	0.0	0.00
<b>TOTAL Equities</b>	<b>1,021,506.52</b>	<b>1,433,398.28</b>	<b>95.1</b>	<b>1.5</b>	<b>21,199.72</b>
<b>TOTAL Accruals</b>	<b>5,247.89</b>	<b>5,247.89</b>	<b>0.3</b>		
<b>TOTAL PORTFOLIO</b>	<b>1,095,663.33</b>	<b>1,507,555.09</b>	<b>100.0</b>	<b>1.4</b>	<b>21,371.99</b>

**Portfolio Performance (%) - Gross of Fees**

	Latest Month	Latest 3 Months	Year To Date	1 Year	2 Year*	3 Year*	5 Year*	7 Year*	10 Year*	Since Inception*
<b>TOTAL</b>	-6.94	-8.79	-0.63	7.45	17.95	22.99	16.71	N/A	N/A	18.10
<b>RUSSELL 2500 VALUE</b>	-5.83	-6.40	0.96	9.88	18.40	22.81	15.16	N/A	N/A	15.45

\*Annualized for periods more than one year

GW Capital, Inc. urges you to compare our firm's statement with the statement you receive directly from your qualified custodian. GW Capital, Inc. statements are reconciled with the custodian and prepared on a trade-date basis. Your custodian statement(s) may be prepared on a trade-date or settlement-date basis. Please contact us immediately with any questions.

**Portfolio Appraisal**

				Average		Current		%	Current	Estimated
	Cusip	Symbol	Quantity	Cost	Total Cost	Price	Market Value	Portfolio	Yield	Annual Income
<b>Cash/Cash Equivalent</b>										
<b>TOTAL Cash/Cash Equivalent</b>					<b>68,908.92</b>		<b>68,908.92</b>	<b>4.6</b>	<b>0.3</b>	<b>172.27</b>
<b>Equities</b>										
<b>CONSUMER DISCRETIONARY</b>					<b>74,740.46</b>		<b>86,951.05</b>	<b>5.8</b>	<b>0.5</b>	<b>473.20</b>
CIVEO CORPORATION	178787107	CVEO	910	22.86	20,805.42	11.61	10,565.10	0.7	4.5	473.20
HERTZ GLOBAL HOLDINGS	42805T105	HTZ	1,755	21.43	37,611.54	25.39	44,559.45	3.0	0.0	0.00
LIVE NATION ENTERTAINMENT INC	538034109	LYV	1,325	12.32	16,323.50	24.02	31,826.50	2.1	0.0	0.00
<b>CONSUMER STAPLES</b>					<b>82,183.12</b>		<b>96,961.30</b>	<b>6.4</b>	<b>0.5</b>	<b>532.00</b>
CASEY'S GENERAL STORES INC	147528103	CASY	665	63.56	42,266.59	71.70	47,680.50	3.2	1.1	532.00
DARLING INGREDIENTS INC.	237266101	DAR	2,690	14.84	39,916.53	18.32	49,280.80	3.3	0.0	0.00
<b>ENERGY</b>					<b>132,089.15</b>		<b>175,394.82</b>	<b>11.6</b>	<b>1.2</b>	<b>2,135.00</b>
OIL STATES INTERNATIONAL INC	678026105	OIS	765	55.59	42,525.06	61.90	47,353.50	3.1	0.0	0.00
ONEOK INC	682680103	OKE	550	13.36	7,350.42	65.55	36,052.50	2.4	3.5	1,265.00
TIDEWATER INC	886423102	TDW	870	49.39	42,973.06	39.03	33,956.10	2.3	2.6	870.00
WPX ENERGY INC	98212B103	WPX	2,412	16.27	39,240.61	24.06	58,032.72	3.8	0.0	0.00
<b>FINANCIALS</b>					<b>288,008.14</b>		<b>362,943.71</b>	<b>24.1</b>	<b>2.6</b>	<b>9,255.60</b>
ASSURED GUARANTY LTD	G0585R106	AGO	1,865	18.67	34,825.50	22.16	41,328.40	2.7	2.0	820.60
BANKUNITED INC	06652K103	BKU	1,420	30.73	43,642.29	30.49	43,295.80	2.9	2.8	1,192.80
CNO FINANCIAL GROUP	12621E103	CNO	1,890	4.63	8,750.89	16.96	32,054.40	2.1	1.4	453.60
GENWORTH FINANCIAL INC	37247D106	GNW	3,700	6.31	23,348.57	13.10	48,470.00	3.2	0.0	0.00
IRON MOUNTAIN	462846106	IRM	1,048	25.68	26,915.98	32.65	34,217.20	2.3	5.8	1,991.20
KEYCORP	493267108	KEY	3,120	8.84	27,565.45	13.33	41,589.60	2.8	2.0	811.20
MBIA INC	55262C100	MBI	3,837	13.61	52,208.05	9.18	35,223.66	2.3	0.0	0.00
OCWEN FINANCIAL	675746309	OCN	910	33.74	30,702.58	26.18	23,823.80	1.6	0.0	0.00
OMEGA HEALTHCARE	681936100	OHI	985	12.78	12,591.67	34.19	33,677.15	2.2	6.0	2,009.40
REDWOOD TRUST INC	758075402	RWT	1,765	15.56	27,457.16	16.58	29,263.70	1.9	6.8	1,976.80
<b>HEALTH CARE</b>					<b>37,126.15</b>		<b>87,827.40</b>	<b>5.8</b>	<b>0.6</b>	<b>554.40</b>
BROOKDALE SENIOR LIVING	112463104	BKD	1,970	6.46	12,724.57	32.22	63,473.40	4.2	0.0	0.00
HEALTHSOUTH CORP	421924309	HLS	660	36.97	24,401.58	36.90	24,354.00	1.6	2.3	554.40

**Portfolio Appraisal**

				Average		Current		%	Current	Estimated	
	Cusip	Symbol	Quantity	Cost	Total Cost	Price	Market Value	Portfolio	Yield	Annual	
										Income	
<b>Equities</b>											
<b>INDUSTRIALS</b>					<b>155,597.36</b>		<b>248,841.40</b>	<b>16.5</b>	<b>0.8</b>	<b>2,101.62</b>	
	CINTAS CORP	172908105	CTAS	930	30.56	28,420.60	70.59	65,648.70	4.4	1.1	716.10
	FLUOR CORPORATION	343412102	FLR	465	45.79	21,292.04	66.79	31,057.35	2.1	1.3	390.60
	GENERAC HOLDINGS INC	368736104	GNRC	680	47.22	32,109.82	40.54	27,567.20	1.8	0.0	0.00
	MANPOWERGROUP INC	56418H100	MAN	370	46.80	17,315.09	70.10	25,937.00	1.7	1.4	362.60
	VERISK ANALYTICS	92345Y106	VRSK	900	29.47	26,521.27	60.89	54,801.00	3.6	0.0	0.00
	XYLEM INC	98419M100	XYL	1,235	24.24	29,938.54	35.49	43,830.15	2.9	1.4	632.32
<b>INFORMATION TECHNOLOGY</b>					<b>44,249.07</b>		<b>68,878.50</b>	<b>4.6</b>	<b>2.1</b>	<b>1,436.00</b>	
	KLA TENCOR	482480100	KLAC	565	35.40	19,998.73	78.78	44,510.70	3.0	2.5	1,130.00
	PLANTRONICS INC	727493108	PLT	510	47.55	24,250.34	47.78	24,367.80	1.6	1.3	306.00
<b>MATERIALS</b>					<b>149,084.06</b>		<b>218,546.50</b>	<b>14.5</b>	<b>1.5</b>	<b>3,199.50</b>	
	ASHLAND INC	044209104	ASH	325	56.86	18,479.66	104.10	33,832.50	2.2	1.3	442.00
	CROWN HOLDINGS INC	228368106	CCK	1,110	19.08	21,178.02	44.52	49,417.20	3.3	0.0	0.00
	DOMTAR CORP	257559203	UFS	1,125	43.92	49,415.28	35.13	39,521.25	2.6	4.3	1,687.50
	MEADWESTVACO CORP	583334107	MWV	1,070	15.12	16,179.93	40.94	43,805.80	2.9	2.4	1,070.00
	OWENS ILLINOIS	690768403	OI	1,995	21.97	43,831.17	26.05	51,969.75	3.4	0.0	0.00
<b>TELECOMMUNICATION SERVICES</b>					<b>13,130.34</b>		<b>42,696.50</b>	<b>2.8</b>	<b>0.0</b>	<b>0.00</b>	
	SBA COMMUNICATIONS	78388J106	SBAC	385	34.10	13,130.34	110.90	42,696.50	2.8	0.0	0.00
<b>UTILITIES</b>					<b>45,298.67</b>		<b>44,357.10</b>	<b>2.9</b>	<b>3.4</b>	<b>1,512.40</b>	
	QUESTAR CORP	748356102	STR	1,990	22.76	45,298.67	22.29	44,357.10	2.9	3.4	1,512.40
<b>TOTAL Equities</b>						<b>1,021,506.52</b>		<b>1,433,398.28</b>	<b>95.1</b>	<b>1.5</b>	<b>21,199.72</b>
<b>TOTAL Accruals</b>						<b>5,247.89</b>		<b>5,247.89</b>	<b>0.3</b>		
<b>TOTAL PORTFOLIO</b>						<b>1,095,663.33</b>		<b>1,507,555.09</b>	<b>100</b>	<b>1.4</b>	<b>21,371.99</b>

### Purchases

Trade Date	Settle Date	Quantity	Security	Price	Com.	Fees	Amount	Broker	Clearing Broker
7/1/2014	7/7/2014	580	GENERAC HOLDINGS INC	47.20	11.60	0.00	27,389.57	William Blair & Co.	William Blair & Co. Equity #771
7/2/2014	7/8/2014	100	GENERAC HOLDINGS INC	47.18	2.00	0.00	4,720.25	William Blair & Co.	William Blair & Co. Equity #771
7/17/2014	7/22/2014	130	PLANTRONICS INC	46.81	2.60	0.00	6,088.34	Avondale Partners, LLC	National Financial Svcs #226
7/18/2014	7/23/2014	115	PLANTRONICS INC	47.57	2.30	0.00	5,473.28	Avondale Partners, LLC	National Financial Svcs #226
7/21/2014	7/24/2014	90	PLANTRONICS INC	47.42	1.80	0.00	4,269.38	Avondale Partners, LLC	National Financial Svcs #226
7/22/2014	7/25/2014	175	PLANTRONICS INC	48.09	3.50	0.00	8,419.34	Avondale Partners, LLC	National Financial Svcs #226
7/24/2014	7/29/2014	215	HEALTHSOUTH CORP	36.66	4.30	0.00	7,886.61	JMP Securities LLC	JP Morgan #352
7/25/2014	7/30/2014	445	HEALTHSOUTH CORP	37.09	8.90	0.00	16,514.97	JMP Securities LLC	JP Morgan #352
9/23/2014	9/26/2014	700	HERTZ GLOBAL HOLDINGS	26.89	7.00	0.00	18,832.38	Wells Fargo Sec's Algo	Wells Fargo #250
<b>TOTAL Purchases</b>					<b>44.00</b>	<b>0.00</b>	<b>99,594.12</b>		

### Sales

Trade Date	Settle Date	Quantity	Security	Price	Com.	Fees	Amount	Broker	Clearing Broker
7/3/2014	7/9/2014	1,050	LIVE NATION ENTERTAINMENT INC	24.91	21.00	0.58	26,130.46	Stifel Nicolaus	Stifel Nicolaus # 793
7/22/2014	7/25/2014	190	IRON MOUNTAIN	34.75	3.80	0.15	6,597.70	William Blair & Co.	William Blair & Co. Equity #771
7/23/2014	7/28/2014	185	SBA COMMUNICATIONS	104.33	1.85	0.43	19,298.68	Wells Fargo Sec's Algo	Wells Fargo #250
8/21/2014	8/26/2014	1,245	HERTZ GLOBAL HOLDINGS	30.15	24.90	0.83	37,506.29	Avondale Partners, LLC	National Financial Svcs #226
9/30/2014	10/3/2014	875	CIVEO CORPORATION	12.44	8.75	0.25	10,876.88	Wells Fargo Sec's Algo	Wells Fargo #250
<b>TOTAL Sales</b>					<b>60.30</b>	<b>2.24</b>	<b>100,410.01</b>		

### Realized Gains and Losses

Sell Date	Shares	Security	Proceeds (\$)	Cost Basis (\$)	Gain or Loss	
					Short Term (\$)	Long Term (\$)
7/3/2014	1,050	LIVE NATION ENTERTAINMENT INC	26,130.46	11,492.66	0.00	14,637.80
7/22/2014	190	IRON MOUNTAIN	6,597.70	4,089.75	0.00	2,507.95
7/23/2014	185	SBA COMMUNICATIONS	19,298.68	4,726.57	0.00	14,572.11
8/21/2014	1,245	HERTZ GLOBAL HOLDINGS	37,506.29	12,664.02	0.00	24,842.27
9/30/2014	875	CIVEO CORPORATION	10,876.88	16,237.54	-3,286.20	-2,074.46

GW Capital, Inc.  
10900 NE 8th St., Suite 750  
Bellevue, Washington 98004

Ormond Beach Police Pension Plan

Report as of: Sep 30 2014

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TOTAL Realized Gains and Losses	100,410.01	49,210.54	-3,286.20	54,485.67
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<b>Income</b>		
<b>Pay Date</b>	<b>Security</b>	<b>Amount</b>
7/2/2014	FLUOR CORPORATION	97.65
7/8/2014	HILLSHIRE BRANDS CO	111.12
7/15/2014	IRON MOUNTAIN	408.51
7/15/2014	BANKUNITED INC	298.20
7/15/2014	DOMTAR CORP	421.88
8/14/2014	ONEOK INC	316.25
8/15/2014	OMEGA HEALTHCARE	502.35
8/15/2014	CASEY'S GENERAL STORES INC	133.00
8/29/2014	CIVEO CORPORATION	232.05
9/2/2014	MEADWESTVACO CORP	267.50
9/2/2014	KLA TENCOR	282.50
9/3/2014	ASSURED GUARANTY LTD	205.15
9/8/2014	QUESTAR CORP	378.10
9/10/2014	PLANTRONICS INC	76.50
9/15/2014	ASHLAND INC	110.50
9/15/2014	KEYCORP	202.80
9/15/2014	TIDEWATER INC	217.50
9/24/2014	CNO FINANCIAL GROUP	113.40
9/24/2014	XYLEM INC	158.08
9/30/2014	REDWOOD TRUST INC	494.20
<b>TOTAL DIVIDENDS</b>		<b>5,027.24</b>
7/31/2014	JULY CASH & CASH EQUIVALENT INCOME	11.97
8/29/2014	AUGUST CASH & CASH EQUIVALENT INCOME	9.82
9/30/2014	SEPTEMBER CASH & CASH EQUIVALENT INCOME	14.92
<b>TOTAL CASH &amp; CASH EQUIVALENT</b>		<b>36.71</b>
<b>TOTAL INCOME</b>		<b>5,063.95</b>

## Quarterly Commentary

After shrugging off global political turmoil, tensions and sluggish economic growth here and abroad for the first part of the year, the US equity markets began to get choppier in the Third Quarter. The VIX, one of the more commonly used volatility measurements, showed signs of life after being dormant most of the year. Small Cap stocks, as represented by the Russell 2000 Index, had already worked to come back from a two-month, 10% slide from early March to mid-May, while many of the Larger Cap indices, such as the S&P 500, continued to break all-time highs. The Third Quarter saw some of the same with larger cap stocks gently piercing the ceiling of higher highs while Small Cap stocks began a downward trajectory that would result in another 10% plus correction from early July to early October.

In the past 20 years, the largest variance in a calendar quarter between US larger cap stocks (represented by the Russell 1000) and smaller cap stocks (represented by the Russell 2000) occurred during the infamous Long-Term Capital episode in the Third Quarter of 1998. Throw in another spread gap two quarters later and you have the two widest spreads between Large Cap and Small Cap stocks in 20 years, 984 bps and 954 bps, respectively. Fast forward more than 15 years and we now have the third largest spread with 801 bps in the Third Quarter of 2014. Last quarter even handily beats the spread during the Small Cap bear market of Third Quarter 2011 (Russell 2000 declined almost 22%, but the underperformance spread to the Russell 1000 was only 719 bps). As Large Cap investors can count their basis points earned last quarter, 112 bps for the S&P 500 or 65 bps for the Russell 1000, SMID cap investors must nurse their wounds on a minus 5.35% or minus 6.40% return for the Russell 2500 or 2500 Value, respectively.

Specific to the GW Capital portfolio, we were disappointed to underperform both the Russell 2500 and Russell 2500 Value last quarter. This was especially true given that our portfolio features an average-weighted market capitalization more than 50% above those benchmarks. Nonetheless, the underperformance resulted from detractions in Sector Allocation and Issue Selection, with Issue Selection holding a little more of the blame.

Starting with Sector Allocation, one area of detraction depends on the benchmark used. Against the Core Russell 2500, our underweight to Healthcare detracted. Against the Russell 2500 Value, the detraction came from our underweight to Financials. Our largest detraction on against both indices came from the portfolio's overweight to the underperforming Energy sector. There wasn't much meaningful positive contribution from other areas of Sector Allocation. On the plus side, there wasn't much egregious detraction either.

While the portfolio did not go unscathed from its Sector Allocation, most of the damage occurred within Issue Selection. Recognizing that the quarter was a bad one overall for smaller cap stocks, GW Capital's picks didn't help our cause. On an index relative basis, of particular duress were our holdings in Financials, Consumer Discretionary and Materials. In aggregate, the stocks held in each of those sectors had negative double digit returns. As might be expected, our worst performing stock came from the Consumer Discretionary area. Among the total portfolio, we had fourteen stocks fall more than 10% during the quarter. This included a couple that declined more than 30%. We had only eight stocks generate a positive return in the third quarter with only one of those in the double digits. The best performing stock was in the Industrials sector.

On the transactions front, we bought three new stocks and didn't sell any outright. However, we did see plenty of activity in trimming holdings as five stocks were pared back during the quarter (one of which is marked for near-term full sale). We added to one existing position.

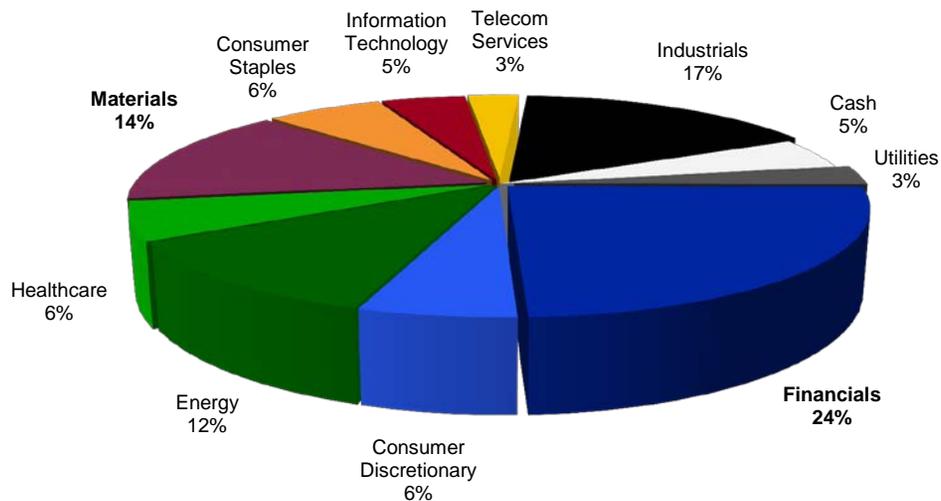
## Quarterly Commentary

We remain entrenched to our economic outlook of Two steps forward – One and a half steps back. Our economic eye continues to be wary of China, with economic reports there remaining mixed and the country still in a longer-term, downward trend. We were somewhat taken aback by the reversal of the uptrend/stabilization we had been seeing in Europe. Some of the companies who had been discussing improvement were changing tune and pitching caution and pessimism. Geopolitical risks and easing rates and monetary policy in Europe and Japan have provided a tailwind for the US Dollar. We've seen an uptick in volatility measures for the US equity markets. Overall, the economy continues to be resilient. After 1st Quarter GDP reports bounced around from lower/lower to higher/lower and finally settled at negative 2.1%, we saw a big upward bounce in the 2nd Quarter that kept being revised higher, with 4.6 percent growth the latest report. With Small Cap stocks down for the quarter, it makes sense that we also saw corporate bond spreads widen by a decent amount, especially in High Yield. Although they remain below long-term historical averages, these spreads have definitely ricocheted off the bottom. While low yields and tight spreads generally bode well for the stock market, we have seen in the past how quickly those winds can shift and, when they do, smaller cap companies usually feel that pain first. Third Quarter 2014 was no exception.

*GW Capital, Inc. is an investment adviser registered under the Investment Advisers Act of 1940. However, this registration does not imply a certain level of skill or training. Portfolio holdings percentages mentioned herein are for either a composite or a representative account of applicable composite managed by GW Capital. The representative accounts used herein may or may not be the same account. Our views expressed herein are subject to change and should not be construed as a recommendation or offer to buy or sell any security or invest in any sector, and are not designed or intended as basis or determination for making any investment decision for any security or sector. Our discussions should not be construed as an indication that an investment in a security has been or will be profitable, or that the investment recommendations or decisions we make in the future will be profitable or will equal the investment performance of any security discussed herein. Any holdings discussed herein do not represent an account's entire portfolio, and represent only a small percentage of, or may not be included in, any account's portfolio holdings. There is no guarantee that the objectives stated herein will be achieved. Graphs, charts, and/or diagrams cannot, by themselves, be used to make investment decisions. For a complete list of GW Capital's past specific recommendations holdings report for the composite for the last year as of the current quarter end, and current holdings for the Composite as of the current quarter end, please contact Jennifer Wheat at (425) 455-4551. Although the statements of fact and data in this report have been obtained from, and are based upon, sources that the firm believes to be reliable, we do not guarantee their accuracy, and any such information may be incomplete or condensed. Past performance is not a guarantee of future results. Investing in stocks entails the risks of market volatility. The value of all types of stocks may increase or decrease over varying time periods. Small-capitalization companies may lack the financial resources, product diversification and competitive strengths of larger companies. In addition, the securities of small-capitalization companies may not trade as readily as, and be subject to higher volatility than, those of larger, more established companies. Portfolios that invest a large percentage of assets in only one industry sector (or in only a few sectors) are more vulnerable to price fluctuation than portfolios that diversify among a broad range of sectors. Investors cannot invest directly in an index. The performance of unmanaged indexes reflects no deductions for fees, expenses or taxes which would affect performance of actively managed assets.*

**Sector Selection**

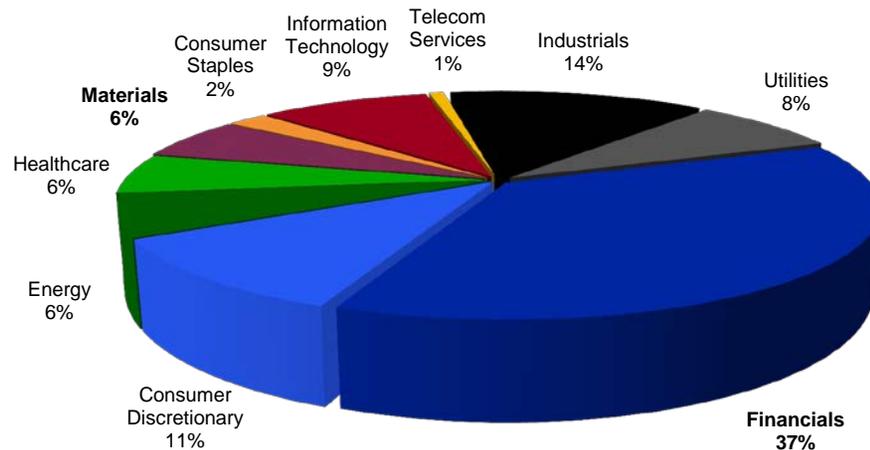
**Ormond Beach  
Police Pension Plan**



**Largest Variances vs. Russell 2500 V**

**Materials: +8%**  
**Financials: -13%**

**Russell 2500 Value\***



\* Source: Frank Russell Co. GICS Classification

Third Quarter Proxy Vote Record

Date Voted	Record Date	Shares Voted	Ticker	Issuer	Proposal Description	Vote	Vote Consistent With Guidelines	Reason Not Voted
July 1, 2014	May 12, 2014	1,970	BKD	BROOKDALE SENIOR LIVING INC	<b>SPECIAL MEETING</b> TO APPROVE AN AMENDMENT TO BROOKDALE'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF BROOKDALE COMMON STOCK FROM 200 MILLION TO 400 MILLION, THE FULL TEXT OF WHICH IS ATTACHED AS ANNEX A TO THE JOINT PROXY STATEMENT / PROSPECTUS ACCOMPANYING THIS NOTICE ( THE "CHARTER AMENDMENT" PROPOSAL )	FOR	YES	N/A
					TO APPROVE THE ISSUANCE OF BROOKDALE COMMON STOCK, PAR VALUE \$0.01 PER SHARE, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2014 ( THE "MERGER AGREEMENT" ), BY AND AMONG BROOKDALE SENIOR LIVING INC., BROADWAY MERGER SUB CORPORATION AND EMERITUS CORPORATION AS THE SAME MAY BE AMENDED ... ( DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL )	FOR	YES	N/A
					TO APPROVE ANY MOTION TO ADJOURN THE BROOKDALE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES ( THE "BROOKDALE ADJOURNMENT" PROPOSAL )	FOR	YES	N/A
July 24, 2014	June 13, 2014	870	TDW	TIDEWATER INC	ELECTION OF DIRECTORS - ALL	FOR	YES	N/A
					SAY ON PAY VOTE - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION ( AS DISCLOSED IN THE PROXY STATEMENT )	FOR	YES	N/A
					APPROVAL OF THE TIDEWATER INC 2014 STOCK INCENTIVE PLAN	FOR	YES	N/A
					RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING MARCH 31, 2015	FOR	YES	N/A
July 28, 2014	September 18, 2014	665	CASY	CASEY'S GENERAL STORES INC	ELECTION OF DIRECTORS - ALL	FOR	YES	N/A
					TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 30, 2015	FOR	YES	N/A
					TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	FOR	YES	N/A