Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , 2011, and ending , 20

Name of foundation: TING TSUNG & WEI FONG CHAO FDN A01204006

A Employer identification number: 30-0005201

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0111

Room/suite:

B Telephone number (see instructions): (312) 732-1485

City or town, state, and ZIP code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply:
☐ Initial return
☐ Initial return of a former public charity
☐ Final return
☐ Amended return
☒ Address change
☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust
☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,321,082.

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	133,739.	131,860.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	46,916.			
	b	Gross sales price for all assets on line 6a 890,551.				
	7	Capital gain net income (from Part IV, line 2)		46,916.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less· Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	147,315.	46,598.		STMT 1
	12	**Total.** Add lines 1 through 11	327,970.	225,374.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	74,198.	55,649.		18,550.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	1,593.	1,593.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 3	363.			363.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	76,154.	57,242.		18,913.
	25	Contributions, gifts, grants paid	5,299,167.			5,299,167.
	26	Total expenses and disbursements Add lines 24 and 25	5,375,321.	57,242.		5,318,080.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-5,047,351.			
	b	**Net investment income** (if negative, enter -0-)		168,132.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	121,894.		
	2	Savings and temporary cash investments	13,548,089.	3,108,807.	3,108,807.
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶	4,294.		
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 4	1,210,445.	4,681,564.	5,042,838.
	c	Investments - corporate bonds (attach schedule)	731,771.	1,734,647.	1,706,230.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 5	3,071,166.	2,466,495.	2,041,312.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 6)	731,029.	2,438,061.	2,421,895.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	19,418,688.	14,429,574.	14,321,082.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	19,418,688.	14,429,574.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	19,418,688.	14,429,574.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	19,418,688.	14,429,574.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	19,418,688.
2	Enter amount from Part I, line 27a	2	-5,047,351.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	58,237.
4	Add lines 1, 2, and 3	4	14,429,574.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,429,574.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	858,741.		843,635.	15,106.
b				
c				
d				
e				

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				15,106.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 46,916.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	520,810.	8,756,715.	0.059475
2009	803,530.	5,567,504.	0.144325
2008	477,075.	5,535,752.	0.086181
2007	602,121.	8,507,754.	0.070773
2006	384,703.	10,063,607.	0.038227

2	**Total** of line 1, column (d)	2	0.398981
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.079796
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	18,272,375.
5	Multiply line 4 by line 3	5	1,458,062.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,681.
7	Add lines 5 and 6	7	1,459,743.
8	Enter qualifying distributions from Part XII, line 4	8	5,318,080.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,681.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	1,681.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,681.
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	16,560.		
b	Exempt foreign organizations - tax withheld at source	6b	5,593.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	22,153.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	20,472.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 5,000. **Refunded** ▶			11	15,472.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶$ ______________ **(2)** On foundation managers. ▶ $ ______________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (312) 732-1485

Located at ▶ 10 S DEARBORN ST IL1-0111, CHICAGO, IL ZIP + 4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		74,198.	-0-	-0-

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	8,406,959.
b	Average of monthly cash balances	1b	10,143,676.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	18,550,635.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,550,635.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	278,260.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,272,375.
6	**Minimum investment return.** Enter 5% of line 5	6	913,619.

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

1	Minimum investment return from Part X, line 6			1	913,619.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,681.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,681.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	911,938.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	911,938.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	911,938.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,318,080.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	5,318,080.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,681.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	5,316,399.

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

Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1	Distributable amount for 2011 from Part XI, line 7					911,938.
2	Undistributed income, if any, as of the end of 2011.					
a	Enter amount for 2010 only				NONE	
b	Total for prior years 20_____,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2011.					
a	From 2006	392,100.				
b	From 2007	198,153.				
c	From 2008	201,205.				
d	From 2009	525,155.				
e	From 2010	8,457,660.				
f	**Total** of lines 3a through e		9,774,273.			
4	Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 5,318,080.					
a	Applied to 2010, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see instructions)		NONE			
d	Applied to 2011 distributable amount					911,938.
e	Remaining amount distributed out of corpus		4,406,142.			
5	Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5		14,180,415.			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions			NONE		
e	Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		392,100.			
9	**Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		13,788,315.			
10	Analysis of line 9:					
a	Excess from 2007	198,153.				
b	Excess from 2008	201,205.				
c	Excess from 2009	525,155.				
d	Excess from 2010	8,457,660.				
e	Excess from 2011	4,406,142.				

Form **990-PF** (2011)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 28				
Total . . . . ▶ **3a**				5,299,167.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	133,739.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	147,315.	
8 Gain or (loss) from sales of assets other than inventory			18	46,916.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				327,970.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 327,970.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

BY: 09/26/2012

Signature of officer or trustee Date Title

JPMORGAN CHASE BANK, N.A.
MAGALI GATTEREAU, VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		147,315.	46,598.
	TOTALS	147,315.	46,598.

TING TSUNG & WEI FONG CHAO FDN A01204006 30-0005201

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	1,231.	1,231.
FOREIGN TAXES ON NONQUALIFIED	362.	362.
TOTALS	1,593.	1,593.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-PRINCI	363.	363.
TOTALS	363.	363.

TING TSUNG & WEI FONG CHAO FDN A01204006 30-0005201

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EQUITIES	4,681,564.	5,042,838.
TOTALS	4,681,564.	5,042,838.

TING TSUNG & WEI FONG CHAO FDN A01204006 30-0005201

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
THE ENDOWMENT EXEMPT FUND II	C	2,270,641.	2,041,312.
JM TEXAS FUND NO. 2	C	195,854.	
JPMORGAN NOTES	C		
TOTALS		2,466,495.	2,041,312.

TING TSUNG & WEI FONG CHAO FDN A01204006 30-0005201

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HMLP MULTI-STRAT PI LTD	500,000.	514,860.
DIAMOND CASTLE IV OFFSHORE LP	500,000.	375,820.
OCH-ZIFF OZOFII PRIVATE INVEST	500,000.	488,651.
EATON VANCE MUT FDS	580,388.	563,638.
REAL ESTATE & INFRASTRUCTURE	7,673.	124,227.
HARD ASSETS	350,000.	354,699.
TOTALS	2,438,061.	2,421,895.

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

DESCRIPTION		AMOUNT
PRIOR YEAR ADJUSTMENTS		58,237.
	TOTAL	58,237.

STATEMENT 7

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

OFFICER NAME:
JPMORGAN
ADDRESS:
270 PARK AVE
NEW YORK, NY 10017
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 74,198.

OFFICER NAME:
WEI-FONG CHU CHAO
ADDRESS:
440 LONE PALM DRIVE
LAKELAND, FL 33815
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
ALBERT CHAO
ADDRESS:
2801 POST OAK BLVD
HOUSTON, TX 77056
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

OFFICER NAME:
JAMES CHAO
ADDRESS:
2801 POST OAK BLVD
HOUSTON, TX 77056
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

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

OFFICER NAME:
DOROTHY JENKINS
ADDRESS:
456 LONE PALM DRIVE
LAKELAND, FL 33815
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5

TOTAL COMPENSATION:	74,198.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
METHODIST HOSP. FDN
ADDRESS:
,
HOUSTON, TX 77210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
WILLIAM MARSH RICE UNIVERSITY
ADDRESS:
,
HOUSTON, TX 77005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID ....2,500,000.

RECIPIENT NAME:
BAYLOR COLLEGE OF MEDICINE
ADDRESS:
,
HOUSTON, TX 77030
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 750,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
HOUSTON GRAND OPERA ASSOCIATION, IN
ADDRESS:
,
HOUSTON, TX 77002
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 52,500.

RECIPIENT NAME:
KNOWLEDGE IS POWER PRO
ADDRESS:
,
HOUSTON, TX 77099
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
INTERNATION BUDDHIST PROGRESS
SOC-HOUSTON
ADDRESS:
,
STAFFORD, TX 77477
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 697,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DOCTORS WITHOUT BORDERS USA INC
ADDRESS:
,
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 83,000.

RECIPIENT NAME:
THE FOUNDATION FOR HOPE VILLAGE
ADDRESS:
,
FRIENDSWOOD, TX
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
WELLESLEY COLLEGE
ADDRESS:
,
WELLESLEY, MA 02481
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
NATURE CONSERVANCY
ADDRESS:
,
ARLINGTON, VA 22203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
AMNESTY INTERNATIONAL OF
INC
ADDRESS:
,
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
OSCAR NEUHAUS MEMORIAL FOUNDATION
ADDRESS:
,
BELLAIRE, TX 77401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
ELECTRONIC FRONTIER FOUNDATION INC
ADDRESS:
,
SAN FRANCISCO, CA 94110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
THE CARTER CENTER INC
ADDRESS:
,
ATLANTA, GA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
DURHAM LITERACY CENTER, INC
ADDRESS:
,
DURHAM, NC 27717
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
KIVA MICROFUNDS
ADDRESS:
,
SAN FRANCISCO, CA 94110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BUDDHAS LIGHT INTERNATION
ASSOCIATION
ADDRESS:
,
STAFFORD, TX 77477
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CREATIVE COMMONS CORPORATION
ADDRESS:
,
SAN FRANCISCO, CA 94105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
WOMEN FOR WOMEN INTERNATIONAL
ADDRESS:
,
WASHINGTON, DC 20008
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
UNITED STATES FUND FOR UNICEF
ADDRESS:
,
NEW YORK, NY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
NEW YORK CARES, INC
ADDRESS:
,
NEW YORK, NY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
HABITAT FOR HUMANITY OF DURHAM INC
ADDRESS:
,
DURHAM, NC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ROBIN HOOD FOUNDATION
ADDRESS:
,
NEW YORK, NY 10003
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ROADRUNNER FOOD BANK, INC
ADDRESS:
,
ALBUQUERQUE, NM 87109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
FOOD DEPOT
ADDRESS:
,
SANTA FE, NM 87507
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF MAITI NEPAL
ADDRESS:
,
BOSTON, MA 02110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
INDEGO AFRICA PROJECT
ADDRESS:
,
HOUSTON, TX 77007
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
MUSIC NATIONAL SERVICE INITIATIVE
ADDRESS:
,
SAN FRANCISCO, CA 94110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
INTERNATIONAL JUSTICE MISSION
ADDRESS:
,
WASHINGTON, DC 20037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HABITAT FOR HUMANITY INTERNATIONAL
ADDRESS:
,
AMERICUS, GA 31709
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

STATEMENT 19

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BRIDGING THE GAP AFRICA, INC
ADDRESS:
,
BOWLING GREEN, OH 43402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
MARYS MEALS USA, INC
ADDRESS:
,
MIAMI, FL 33131
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BOK TOWER GARDENS FOUNDATIONS INC
ADDRESS:
,
LAKE WALES, FL 33853
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MAYO CLINIC
ADDRESS:
,
ROCHESTER, MN 55905
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
STANFORD UNIVERSITY
ADDRESS:
,
STANFORD, CA 94305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
RHODE ISLAND SCHOOL OF DESIGN
ADDRESS:
,
BOSTON, MA 02241
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
UNIVERSITY OF NORTH CAROLINA
ADDRESS:
,
HAPEL HILL, NC 27515
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ASIA SOCIETY TEXAS CENTER
ADDRESS:
,
HOUSTON, TX 77027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 220,000.

RECIPIENT NAME:
CHINESE COMMUNITY CENTER INC
ADDRESS:
,
HOUSTON, TX 77036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HELPING A HERO.ORG
ADDRESS:
,
HOUSTON, TX
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
RICE UNIVERSITY SCHOOL OF
ARCHITECTURE
ADDRESS:
,
HOUSTON, TX 77005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 16,667.

RECIPIENT NAME:
SMILE TRAIN
ADDRESS:
,
WASHINGTON, DC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
CHARITY GLOBAL INC
ADDRESS:
,
NEW YORK, NY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
THE TIBET FUND
ADDRESS:
,
NEW YORK, NY 10016
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
AUTISM SPEAKS
ADDRESS:
,
NEW YORK, NY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
REGIONAL PARKS FOUNDATION
ADDRESS:
,
OAKLAND, CA 94620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SAVE THE CHILDREN FEDERATION INC
ADDRESS:
,
WESTPORT, CT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PHILADELPHIA PRAISE CENTER
ADDRESS:
,
PHILADELPHIA, PA 19145
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CITY OF BERKELEY ANIMAL CARE
SERVICES
ADDRESS:
,
BERKELEY, CA 94710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MEALS ON WHEELS OF SAN FRANCISCO
ADDRESS:
,
SAN FRANCISCO, CA 94124
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
GULF COAST REGIONAL BLOOD CENTER
ADDRESS:
,
HOUSTON, TX
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
AFRICARE
ADDRESS:
,
WASHINGTON, DC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
DACAMERA OF HOUSTON
ADDRESS:
,
HOUSTON, TX 77006
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CHILD ADVOCATES INC
ADDRESS:
,
HOUSTON, TX
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HALF THE SKY FOUNDATION
ADDRESS:
,
BERKELEY, CA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 5,299,167.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust: TING TSUNG & WEI FONG CHAO FDN A01204006

Employer identification number: 30-0005201

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-17,338.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-17,338.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					31,810.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	32,444.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	64,254.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

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Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-17,338.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			64,254.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			46,916.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 15, column (3) **or** b $3,000 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if·*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust	Employer identification number
TING TSUNG & WEI FONG CHAO FDN A01204006	30-0005201

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 40000. BARC WTI QRN 12/21/	11/30/2010	03/07/2011	42,010.00	40,000.00	2,010.00
175000. MS WHITE METALS QR	01/28/2011	08/04/2011	189,175.00	175,000.00	14,175.00
175000. BARC GSCI OIL PART 02/01/12	01/14/2011	10/07/2011	137,760.00	175,000.00	-37,240.00
76. AIR PRODS & CHEMS INC	09/23/2011	11/16/2011	6,440.00	5,817.00	623.00
76. AIR PRODS & CHEMS INC	09/23/2011	11/17/2011	6,166.00	5,817.00	349.00
205. AIR PRODS & CHEMS INC	09/23/2011	11/18/2011	16,612.00	15,691.00	921.00
103. AIR PRODS & CHEMS INC	09/23/2011	11/21/2011	8,199.00	7,884.00	315.00
91. AIR PRODS & CHEMS INC	09/23/2011	11/22/2011	7,214.00	6,965.00	249.00
144. AIR PRODS & CHEMS INC	09/23/2011	11/23/2011	11,122.00	11,022.00	100.00
38. AIR PRODS & CHEMS INC	09/23/2011	11/25/2011	2,929.00	2,909.00	20.00
168. AIR PRODS & CHEMS INC	09/23/2011	11/28/2011	13,305.00	12,859.00	446.00
257. AIR PRODS & CHEMS INC	09/23/2011	11/29/2011	20,365.00	19,671.00	694.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -17,338.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
TING TSUNG & WEI FONG CHAO FDN A01204006	30-0005201

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

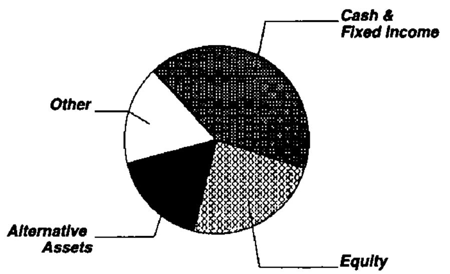
	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	45000. GS EAFE NOTE 05/12/	04/09/2010	05/12/2011	45,000.00	45,000.00	
	100000. BARC SPX BREN 07/1	06/18/2010	07/15/2011	116,860.00	100,000.00	16,860.00
	60000. GS BREN SPX 09/12/1	08/20/2010	09/12/2011	70,020.00	60,000.00	10,020.00
	40000. HSBC GOLD CPN NOTE	10/08/2010	10/21/2011	47,000.00	40,000.00	7,000.00
	35000. CS BREN ASIA BASKET	10/22/2010	11/09/2011	34,565.00	35,000.00	-435.00
	45000. GS BREN EAFE 11/16/	10/29/2010	11/16/2011	42,199.00	45,000.00	-2,801.00
	40000. DB CONT BUFF EQ MID	11/03/2010	11/23/2011	41,800.00	40,000.00	1,800.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 32,444.00

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,926,226 33	2,875,150 54	(51,075 79)	22,646 50	24%
Alternative Assets	2,075,868 08	2,046,075 75	(29,792 33)	26,930 09	17%
Cash & Fixed Income	7,064,623 09	4,713,476 37	(2,351,146.72)	88,542 10	42%
Other	2,028,453 69	2,041,311.75	12,858.06		17%
Market Value	**$14,095,171.19**	**$11,676,014.41**	**($2,419,156.78)**	**$138,118.69**	**100%**
Accruals	7,903 95	9,450 03	1,546 08		
Market Value with Accruals	**$14,103,075.14**	**$11,685,464.44**	**($2,417,610.70)**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**14,095,171.19**	**19,119,146.97**
Contributions	60,000.00	62,500 00
Withdrawals & Fees	(2,463,036 44)	(7,435,867 38)
Net Contributions/Withdrawals	**($2,403,036.44)**	**($7,373,367.38)**
Income & Distributions	44,828 77	109,860 35
Change In Investment Value	(60,949 11)	(179,625 53)
Ending Market Value	**$11,676,014.41**	**$11,676,014.41**
Accruals	9,450.03	9,450.03
Market Value with Accruals	**$11,685,464.44**	**$11,685,464.44**

FMV

act ending	Equity	Bonds	Inv. Other	Other Assets
4006	2,875,150.54	1,706,229.79	2,041,311.75	2,046,075.75
5002	2,167,687 54			
1000				375,819.50
	5,042,838.08	1,706,229.79	2,041,311.75	2,421,895.20

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	44,698 56	106,736 27
Interest Income	130.21	3,124 08
Taxable Income	**$44,828.77**	**$109,860.35**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	27,486 06	31,035.55
ST Realized Gain/Loss		(21,055 00)
LT Realized Gain/Loss		32,443 61
Realized Gain/Loss	**$27,486.06**	**$42,424.16**

	To-Date Value
Unrealized Gain/Loss	**$156,580.97**

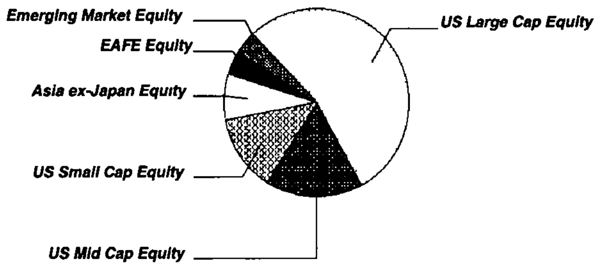
Cost Summary	Cost
Equity	2,732,328 55
Cash & Fixed Income	4,741,893.55
Total	**$7,474,222.10**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,570,924 04	1,570,297 00	(627 04)	13%
US Mid Cap Equity	472,769.60	467,162.12	(5,607.48)	4%
US Small Cap Equity	365,108 80	360,176.79	(4,932.01)	3%
EAFE Equity	103,223 73	97,963 71	(5,260.02)	1%
Asia ex-Japan Equity	230,142 78	207,262 03	(22,880 75)	2%
Emerging Market Equity	184,057 38	172,288 89	(11,768.49)	1%
Total Value	**$2,926,226.33**	**$2,875,150.54**	**($51,075.79)**	**24%**

Market Value/Cost	Current Period Value
Market Value	2,875,150.54
Tax Cost	2,732,328.55
Unrealized Gain/Loss	142,821.99
Estimated Annual Income	22,646.50
Accrued Dividends	1,412.25
Yield	0 78%

Asset Categories



Equity as a percentage of your portfolio - 24 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
BARC BREN SPX 01/11/12 10%BUFFER-2XLEV-5 25%CAP-10 5%MAXRTRN INITIAL LEVEL-12/22/10 SPX 1258.84 06740P-YM-2	101 41	60,000.000	60,846 00	60,000.00	846 00		
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	15 25	10,486.262	159,915 50	114,579.94	45,335 56	1,845 58 1,412 25	1.15%
HSBC CONT BUFF EQ SPX 09/19/12 80% CONTIN BARRIER- 10%CPN 20% CAP INITIAL LEVEL-09/02/11 SPX 1173 97 4042K1-MY-6	104 33	225,000.000	234,742.50	225,000.00	9,742 50		
JPM LARGE CAP GROWTH FD - SEL 4812C0-53-0 SEEG X	21.46	24,521.824	526,238 34	500,000 00	26,238.34	122.60	0 02%
JPM US LRGE CAP CORE PLUS FD - SEL 4812A2-38-9 JLPS X	19.74	7,746 614	152,918 16	144,474.35	8,443.81	991.56	0 65%
SG CONT BUFF EQ SPX 2/8/12 80% CONTIN BARRIER - 2 8%CPN-20%CAP INITIAL LEVEL-1/21/11 SPX: 1283.35 78423A-E6-5	102 03	250,000 000	255,075 00	250,000 00	5,075.00		
SG CONT BUFF EQ SPX 4/2/12 75% CONTIN BARRIER - 12 3%CPN-30%MAXPMT INITIAL LEVEL - 9/17/10 SPX.1125.59 78423A-YU-0	114 15	60,000.000	68,490.00	60,000.00	8,490.00		

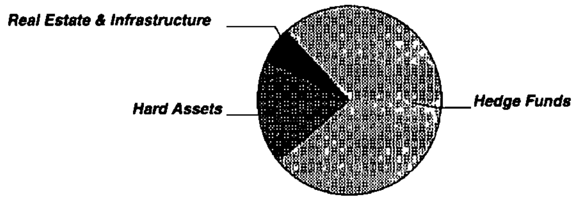
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	125 50	893.000	112,071 50	99,820.97	12,250.53	2,300 36	2 05%
Total US Large Cap Equity			**$1,570,297.00**	**$1,453,875.26**	**$116,421.74**	**$5,260.10** **$1,412.25**	**0.33%**
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND 464287-48-1 IWP	55 05	2,324.000	127,936.20	115,055.20	12,881.00	1,192 21	0 93%
ISHARES S&P MIDCAP 400 INDEX FUND 464287-50-7 IJH	87.61	3,872 000	339,225.92	323,137 71	16,088.21	4,317 28	1 27%
Total US Mid Cap Equity			**$467,162.12**	**$438,192.91**	**$28,969.21**	**$5,509.49**	**1.18%**
US Small Cap Equity							
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	73.75	3,549.000	261,738 75	248,705 40	13,033 35	3,655 47	1.40%
JPM SMALL CAP EQUITY FD - SEL 4812A1-37-3 VSEI X	35.81	2,748 898	98,438.04	83,181.65	15,256 39	552 52	0 56%
Total US Small Cap Equity			**$360,176.79**	**$331,887.05**	**$28,289.74**	**$4,207.99**	**1.17%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
EAFE Equity							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	29.24	3,350.332	97,963.71	122,856.67	(24,892.96)	2,542 90	2 60%
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	20 32	6,847 876	139,148 84	127,269.91	11,878 93	1,040 87	0 75%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	13.91	4,896.707	68,113.19	58,711.52	9,401.67		
Total Asia ex-Japan Equity			**$207,262.03**	**$185,981.43**	**$21,280.60**	**$1,040.87**	**0.50%**
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	38.21	4,509.000	172,288 89	199,535 23	(27,246 34)	4,085.15	2.37%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,584,607.29	1,567,149 56	(17,457.73)	13%
Real Estate & Infrastructure	119,469.73	124,227.04	4,757.31	1%
Hard Assets	371,791 06	354,699.15	(17,091.91)	3%
Total Value	**$2,075,868.08**	**$2,046,075.75**	**($29,792.33)**	**17%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 17 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GLOBAL MACRO - I 277923-72-8 EIGM X	9.82	57,396.942	563,637.97	580,388.00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
HMLP MULTI-STRAT PI LTD CLASS D (NEW ISSUES INELIGIBLE - SERIES 0108) N/O Client 430989-92-1	1,356.27 11/30/11	379 615	514,860.44	500,000 00
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD. TRANCHE G PRIME - NEW ISSUES INELIGIBLE N/O Client 986903-91-2	127.85 11/30/11	3,822.095	488,651.15	500,000.00
Total Hedge Funds			**$1,567,149.56**	**$1,580,388.00**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div	Yield
Real Estate & Infrastructure						
JPM US REAL ESTATE FD - SEL 4812C0-61-3 SUIE X	7,673.07	70,000 00		124,227.04	2,708.59	2.18%

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

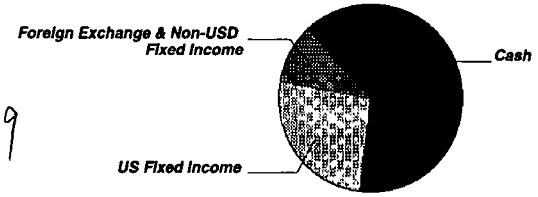
	Price	Quantity	Estimated Value	Cost
Hard Assets				
DB BREN BRENT CRUDE 10/17/12 LNKD TO CO1 2.78%LEV, 15%BUFFER, 27.8%MAXRTN 10/06/11 2515A1-DC-2	101.95	125,000.000	127,437 50	125,000.00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	17 13	6,325.111	108,349 15	100,000.00

	Price	Quantity	Estimated Value	Cost
Hard Assets				
HSBC MARKET PLUS GOLD NOTE 10/29/12 LNKED TO GOLDLNPM 25% BUFFER, 25 75% MAXRTN 10/14/11 4042K1-QE-6	95 13	125,000.000	118,912.50	125,000 00
Total Hard Assets			**$354,699.15**	**$350,000.00**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	5,337,968.19	3,007,246.58	(2,330,721.61)	27%
US Fixed Income	1,240,075.57	1,239,491.80	(583 77)	11%
Foreign Exchange & Non-USD Fixed Income	486,579.33	466,737.99	(19,841.34)	4%
Total Value	**$7,064,623.09**	**$4,713,476.37**	**($2,351,146.72)**	**42%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 42 %

Market Value/Cost	Current Period Value
Market Value	4,713,476 37
Tax Cost	4,741,893 55
Unrealized Gain/Loss	(28,417.18)
Estimated Annual Income	88,542.10
Accrued Interest	6,146.41
Yield	1 87%

- 3,007,246 58 = 1706, 229 79

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	4,713,476.37	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	3,007,246.58	65%
International Bonds	483,843.38	10%
Mutual Funds	1,222,386 41	25%
Total Value	**$4,713,476.37**	**100%**

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[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity

Note. [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR	1 00	3,007,246 58	3,007,246.58	3,007,246.58		902 17 88 13	0 03% [1]
US Fixed Income							
JPM STR INC OPP FD 4812A4-35-1	11 33	8,628.13	97,756.69	100,000.00	(2,243 31)	2,691 97 422 78	2 75%
EATON VANCE MUT FDS TR FLT RT CL I 277911-49-1	8 81	13,698 63	120,684 93	120,000.00	684.93	5,164 38 441.36	4 28%
JPM CORE BOND FD - SEL 4812C0-38-1	11.83	15,695.91	185,682 60	169,910 40	15,772.20	6,749 24 549.36	3.63%
JPM HIGH YIELD FD - SEL 4812C0-80-3	7 62	69,550 72	529,976.46	523,146.57	6,829.89	40,895.82 3,407 99	7.72%
JPMORGAN TR I 48121L-51-0	9.63	31,712 47	305,391.12	300,000.00	5,391.12	9,323.46 1,236 79	3 05%
Total US Fixed Income			**$1,239,491.80**	**$1,213,056.97**	**$26,434.83**	**$64,824.87** **$6,058.28**	**5.23%**

Foreign Exchange & Non-USD Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
JPM INTL CURRENCY INCOME FD 4812A3-29-6	10 83	7,447 03	80,651 30	81,396 00	(744.70)	2,747 95	3 41 %
DREYFUS/LAUREL FDS TR PRM EMRGN MK I 261980-49-4	13.16	29,337.89	386,086.69	440,194.00	(54,107.31)	20,067.11	5.20%
Total Foreign Exchange & Non-USD Fixed Income			**$466,737.99**	**$521,590.00**	**($54,852.01)**	**$22,815.06**	**4.89%**

Other Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Other	2,028,453.69	2,041,311 75	12,858 06	17%

Market Value/Cost	Current Period Value
Estimated Value	2,041,311 75

Note: ** Unrealized Gain/Loss is shown as "N/A" in cases where we do not have appropriate cost information for all tax lots comprising the position. Please contact your J.P. Morgan team for additional information

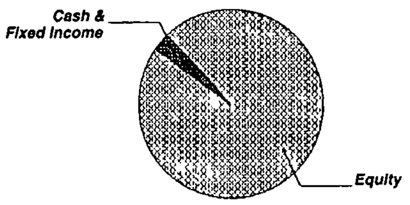
Other Detail

	Price	Quantity	Value	Adjusted Cost / Original Cost	Unrealized Gain/Loss	Accruals
Other						
ENDOWMENT FUND II Assets Held Elsewhere 999028-91-3	2,041,311 75 11/30/11	1 000	2,041,311 75	2,270,641 ~~N/A~~ **	N/A	
JM TEXAS LAND FUND 2 Assets Held Elsewhere 999028-92-1		1 000		~~N/A~~ ** 195,854	N/A	
Total Other			$2,041,311.75	~~$0.00~~ 2,466,495.	$0.00	

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,102,102 28	2,167,687.54	65,585.26	72,977.47	97%
Cash & Fixed Income	60,979.27	71,424 49	10,445 22	21 42	3%
Market Value	**$2,163,081.55**	**$2,239,112.03**	**$76,030.48**	**$72,998.89**	**100%**
Accruals	10,674 99	3,252 30	(7,422 69)		
Market Value with Accruals	**$2,173,756.54**	**$2,242,364.33**	**$68,607.79**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**2,163,081.55**	**0.00**
Contributions		2,000,000 00
Withdrawals & Fees		(360 70)
Net Contributions/Withdrawals	**$0.00**	**$1,999,639.30**
Income & Distributions	10,445.22	17,301.21
Change In Investment Value	65,585 26	222,171 52
Ending Market Value	**$2,239,112.03**	**$2,239,112.03**
Accruals	3,252 30	3,252 30
Market Value with Accruals	**$2,242,364.33**	**$2,242,364.33**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	10,444 04	17,288 87
Interest Income	1 18	12.34
Taxable Income	**$10,445.22**	**$17,301.21**

	Current Period Value	Year-to-Date Value
ST Realized Gain/Loss		3,719 44
Realized Gain/Loss		**$3,719.44**

	To-Date Value
Unrealized Gain/Loss	**$218,452.08**

Cost Summary	Cost
Equity	1,949,235.46
Cash & Fixed Income	71,424.49
Total	**$2,020,659.95**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,102,102 28	2,167,687 54	65,585 26	97%

Market Value/Cost	Current Period Value
Market Value	2,167,687.54
Tax Cost	1,949,235 46
Unrealized Gain/Loss	218,452.08
Estimated Annual Income	72,977 47
Accrued Dividends	3,250 59
Yield	3 36%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
ABBOTT LABORATORIES 002824-10-0 ABT	56 23	2,008 000	112,909 84	102,281.30	10,628 54	3,855 36	3 41%
ANALOG DEVICES INC 032654-10-5 ADI	35 78	2,379 000	85,120 62	81,236 27	3,884 35	2,379 00	2 79%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	54 01	2,032 000	109,748 32	95,679.56	14,068 76	3,210 56 802 64	2 93%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
CHEVRON CORP 166764-10-0 CVX	106 40	1,094 000	116,401 60	97,952 38	18,449 22	3,544 56	3 05%
COLGATE PALMOLIVE CO 194162-10-3 CL	92.39	1,204.000	111,237 56	106,597.71	4,639.85	2,793 28	2 51%
CONOCOPHILLIPS 20825C-10-4 COP	72 87	1,467 000	106,900.29	91,968.43	14,931.86	3,872.88	3 62%
GENERAL MILLS INC 370334-10-4 GIS	40.41	2,653.000	107,207.73	102,997.15	4,210 58	3,236 66	3.02%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	54.35	1,967 000	106,906.45	83,822 33	23,084.12	2,930 83	2.74%
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	46 71	1,871 000	87,394 41	80,388 26	7,006 15	2,694 24 673 56	3.08%
INTEL CORP 458140-10-0 INTC	24 25	5,145 000	124,766 25	112,700 20	12,066.05	4,321 80	3.46%
JOHNSON & JOHNSON 478160-10-4 JNJ	65.58	1,702 000	111,617.16	104,848 82	6,768 34	3,880 56	3.48%
KELLOGG CO 487836-10-8 K	50.57	1,897.000	95,931.29	99,452.31	(3,521.02)	3,262 84	3.40%
LOCKHEED MARTIN CORP 539830-10-9 LMT	80 90	1,384 000	111,965 60	101,426 85	10,538.75	5,536 00	4.94%
MC DONALDS CORP 580135-10-1 MCD	100.33	1,321.000	132,535.93	114,710.09	17,825.84	3,698.80	2.79%
MICROCHIP TECHNOLOGY INC 595017-10-4 MCHP	36 63	3,066 000	112,307 58	100,194 12	12,113 46	4,267.87	3 80%
NEXTERA ENERGY INC 65339F-10-1 NEE	60.88	1,855 000	112,932 40	100,130 86	12,801 54	4,081 00	3.61%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
PEOPLE'S UNITED FINANCIAL INC 712704-10-5 PBCT	12 85	7,733 000	99,369 05	88,507 28	10,861 77	4,871.79	4 90%
PEPSICO INC 713448-10-8 PEP	66 35	1,601 000	106,226 35	96,438 80	9,787.55	3,298 06 824 52	3.10%
PROCTER & GAMBLE CO 742718-10-9 PG	66.71	1,639.000	109,337.69	100,039.32	9,298.37	3,441 90	3.15%
RAYTHEON CO 755111-50-7 RTN	48 38	2,209 000	106,871.42	87,863 42	19,008 00	3,799.48 949 87	3 56%
Total US Large Cap Equity			**$2,167,687.54**	**$1,949,235.46**	**$218,452.08**	**$72,977.47** **$3,250.59**	**3.37%**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	60,979.27	71,424.49	10,445.22	3%

Market Value/Cost	Current Period Value
Market Value	71,424 49
Tax Cost	71,424 49
Estimated Annual Income	21.42
Accrued Interest	1.71
Yield	0 03%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	71,424 49	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	71,424.49	100%

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

Note· [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

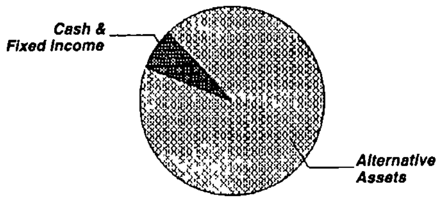
Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR	1.00	71,424.49	71,424 49	71,424.49		21.42 1 71	0 03%[1]

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Alternative Assets	368,945.50	375,819 50	6,874.00		93%
Cash & Fixed Income	30,135 45	30,136 19	0.74	9 04	7%
Market Value	**$399,080.95**	**$405,955.69**	**$6,874.74**	**$9.04**	**100%**
Accruals	0 74	0.77	0.03		
Market Value with Accruals	**$399,081.69**	**$405,956.46**	**$6,874.77**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**399,080.95**	**346,721.00**
Withdrawals & Fees		(11,785 23)
Net Contributions/Withdrawals	**$0.00**	**($11,785.23)**
Income & Distributions	0 74	45,831.11
Change In Investment Value	6,874 00	25,188 81
Ending Market Value	**$405,955.69**	**$405,955.69**
Accruals	0.77	0.77
Market Value with Accruals	**$405,956.46**	**$405,956.46**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Interest Income	0 74	3 46
Taxable Income	**$0.74**	**$3.46**
Partnership/Alt Asset Distributions		45,827 65
Other Income & Receipts		**$45,827.65**

Cost Summary	Cost
Cash & Fixed Income	30,136 19
Total	**$30,136.19**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Private Investments	368,945 50	375,819 50	6,874 00	93%

Alternative Assets Detail

	Original Commitment Amount	Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value
Private Investments				
DIAMOND CASTLE IV PRIVATE INVESTORS OFFSHORE, LP N/O Client 145990-92-5	500,000 00	440,968 96	110,947 34	375,819 50

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". *Therefore, such "Estimated Value" may not reflect the value of your* interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P. Morgan representative

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Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	30,135 45	30,136.19	0.74	7%

Market Value/Cost	Current Period Value
Market Value	30,136.19
Tax Cost	30,136.19
Estimated Annual Income	9 04
Accrued Interest	0.77
Yield	0 03%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	30,136 19	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	30,136.19	100%

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[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost	Unrealized	Est. Annual Income	Yield
				Original Cost	Gain/Loss	Accrued Interest	
Cash							
US DOLLAR	1.00	30,136.19	30,136.19	30,136 19		9.04 0 77	0.03 %[1]