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

OMB No 1545-0052

**2011**Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning OCT 1, 2011, and ending SEP 30, 2012

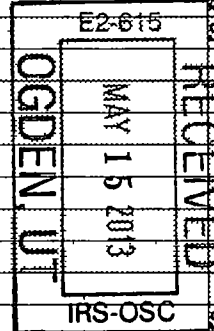
Name of foundation <b>WM &amp; CATHERINE BRYCE MEMORIAL FUND</b> <b>R76863001</b>		A Employer identification number <b>75-6013845</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>JPMORGAN CHASE BANK, 10 S DEARBORN ST</b>		B Telephone number <b>866-888-5157</b>
City or town, state, and ZIP code <b>CHICAGO, IL 60603-2300</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 17,050,102.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		441.	441.		STATEMENT 1
4 Dividends and interest from securities		365,569.	365,569.		STATEMENT 2
5a Gross rents		62,504.	62,504.		STATEMENT 3
b Net rental income or (loss) <b>44,006.</b>					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		281,835.			
b Gross sales price for all assets on line 6a <b>5,452,905.</b>					
7 Capital gain net income (from Part IV, line 2)			281,835.		
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)					
11 Other income		4,968.	4,968.		STATEMENT 5
12 Total. Add lines 1 through 11		715,317.	715,317.		
13 Compensation of officers, directors, trustees, etc		132,952.	99,714.		33,238.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 6		<219.>	<219.>		0.
17 Interest					
18 Taxes STMT 7		6,449.	6,449.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 8		197.	197.		0.
24 Total operating and administrative expenses Add lines 13 through 23		139,379.	106,141.		33,238.
25 Contributions, gifts, grants paid		788,000.			788,000.
26 Total expenses and disbursements Add lines 24 and 25		927,379.	106,141.		821,238.
27 Subtract line 26 from line 12		<212,062.>			
a Excess of revenue over expenses and disbursements			609,176.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 17 2013

Revenue

Operating and Administrative Expenses



## WM &amp; CATHERINE BRYCE MEMORIAL FUND

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**Part II** Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	429,030.	566,101.	566,101.
	2 Savings and temporary cash investments	551,471.	466,251.	466,251.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 10	7,414,831.	7,435,218.	8,626,412.
	c Investments - corporate bonds STMT 11	5,894,160.	5,610,314.	5,902,874.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶ 570,457.				
Less: accumulated depreciation ▶	570,457.	570,457.	1,104,464.	
15 Other assets (describe ▶ MINERAL PROPERTIES )	2.	3.	384,000.	
16 Total assets (to be completed by all filers)	14,859,951.	14,648,344.	17,050,102.	
<b>Liabilities</b>	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			
	22 Other liabilities (describe ▶ )			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	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 ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	14,859,951.	14,648,344.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	14,859,951.	14,648,344.		
31 Total liabilities and net assets/fund balances	14,859,951.	14,648,344.		

**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	14,859,951.
2 Enter amount from Part I, line 27a	2	<212,062.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	455.
4 Add lines 1, 2, and 3	4	14,648,344.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,648,344.

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**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)
<b>1a PUBLICLY TRADED SECURITIES</b>		P		
<b>b CAPITAL GAINS DIVIDENDS</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

(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)
<b>a</b> 5,412,968.		5,171,070.	241,898.
<b>b</b> 39,937.			39,937.
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			241,898.
<b>b</b>			39,937.
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> 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	281,835.
<b>3</b> 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) If (loss), enter -0- in Part I, line 8		3	N/A

**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 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	705,289.	17,173,225.	.041069
2009	695,306.	15,100,067.	.046047
2008	779,611.	12,706,904.	.061353
2007	678,312.	16,035,181.	.042301
2006	818,218.	16,585,650.	.049333

<b>2</b> Total of line 1, column (d)	2	.240103
<b>3</b> 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	.048021
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	16,516,924.
<b>5</b> Multiply line 4 by line 3	5	793,159.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	6	6,092.
<b>7</b> Add lines 5 and 6	7	799,251.
<b>8</b> Enter qualifying distributions from Part XII, line 4 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	8	821,238.

**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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	6,092.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	6,092.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	6,092.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 11,588.	7	11,588.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	5,496.
7 Total credits and payments. Add lines 6a through 6d		11	0.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 5,496. Refunded <input type="checkbox"/>			

**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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

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? Website address ► N/A	13	X	
14	The books are in care of ► JPMORGAN CHASE BANK, N.A. Telephone no ► 817-884-4022 Located at ► 420 THROCKMORTON, FORT WORTH, TX ZIP+4 ► 76102			
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 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ 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)?

N/A

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?

N/A

☐ 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?

N/A

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.

(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
JPMORGAN CHASE BANK, N.A. 10 S DEARBORN ST., IL1-0117 CHICAGO, IL 60603	TRUSTEE  20.00	132,952.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over \$50,000



0

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**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**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 N/A	
	0.
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3 N/A	
	0.
	0.

Total. Add lines 1 through 3

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**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	15,395,320.
b	Average of monthly cash balances	1b	1,181,073.
c	Fair market value of all other assets	1c	192,058.
d	Total (add lines 1a, b, and c)	1d	16,768,451.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,768,451.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	251,527.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,516,924.
6	Minimum investment return. Enter 5% of line 5	6	825,846.

**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	825,846.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	6,092.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	6,092.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	819,754.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	819,754.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	819,754.

**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	821,238.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	821,238.
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	5	6,092.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	815,146.

**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.

Form 990-PF (2011)

**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				819,754.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			785,015.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 821,238.				
a Applied to 2010, but not more than line 2a			785,015.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				36,223.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				783,531.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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N/A

- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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) )

NONE

- 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

NONE

**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

SEE STATEMENT 12

- 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

## WM &amp; CATHERINE BRYCE MEMORIAL FUND

Form 990-PF (2011)

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**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
AIDS OUTREACH CENTER, INC. 400 N BEACH ST FORT WORTH, TX 76111-7010	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,500.
ALL CHURCH HOME FOR CHLDN/ACH CHILD & FAMILY SERVICES 1424 SUMMIT AVE FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
AMERICAN CANCER SOCIETY, INC. 8115 DATAPOINT DR SAN ANTONIO, TX 78229	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
AUSTIN COLLEGE 900 N GRAND AVE SHERMAN, TX 75090	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
CANCER CARE SERVICES 623 S HENDERSON ST FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	788,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0

Form 990-PF (2011)





**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
CASSATA HIGH SCHOOL 1400 HEMPHILL STREET FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	15,000.
CATHOLIC CHARITIES DIOCESE OF FT WORTH 2701 BURCHILL RD N FORT WORTH, TX 76105	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
COMMUNITIES IN SCHOOLS FORT WORTH, INC. 6707 BRENTWOOD STAIR RD FORT WORTH, TX 76112	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	45,000.
FORT WORTH CHRISTIAN SCHOOL 6200 HOLIDAY LANE NORTH RICHLAND HILLS, TX 76180	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
FORT WORTH HOPE CENTER 3625 E LOOP 820 S FORT WORTH, TX 76119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
JEWEL CHARITY BALL INC 5020 COLLINWOOD AVENUE, SUITE 400 FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
LADDER ALLIANCE, INC. 1000 BONNIE BRAE AVE, SUITE 200 FORT WORTH, TX 76111	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
LENA POPE HOME, INC. 3131 SANGUINET ST FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
MEALS ON WHEELS, INC OF TARRANT COUNTY 320 SOUTH FREEWAY FORT WORTH, TX 76104-3525	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
NORTH TEXAS AREA COMMUNITY HEALTH CENTERS, INC. 5400 N MAIN ST FORT WORTH, TX 76164-8570	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
Total from continuation sheets				615,500.

**Part XV Supplementary Information****3 Grants and Contributions Paid During the Year (Continuation)**

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
RECOVERY RESOURCE COUNCIL 2700 AIRPORT FWY FORT WORTH, TX 76111	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	30,000.
SOUTHEAST COMMUNITY HEALTH CENTER 3212 MILLER AVE FORT WORTH, TX 76119-1948	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
SOUTHWESTERN BAPTIST THEOLOGICAL SEMINARY DEV. FDN PO BOX 22500 FORT WORTH, TX 76122-0500	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	150,000.
THE LEARNING CENTER OF NORTH TEXAS, INC. 101 SUMMIT AVENUE, SUITE 612 FORT WORTH, TX 76102-2612	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
THE SALVATION ARMY DFW 8787 N. STEMMONS FREEWAY, SUITE 800 DALLAS, TX 75247	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	4,500.
UNITED COMMUNITY CENTER, INC. 3101 AVENUE J FORT WORTH, TX 76105	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
UNITED WAY OF METROPOLITAN TARRANT COUNTY 1500 N MAIN, SUITE 200 FORT WORTH, TX 76164-0448	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
UNIVERSITY OF NORTH TEXAS FOUNDATION 1155 UNION CIRCLE #311250 DENTON, TX 76203-5017	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	26,000.
Total from continuation sheets				



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FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

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SOURCE	AMOUNT
MONEY MARKET FUND	441.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	441.

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & OTHER INTEREST	405,506.	39,937.	365,569.
TOTAL TO FM 990-PF, PART I, LN 4	405,506.	39,937.	365,569.

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FORM 990-PF RENTAL INCOME STATEMENT 3

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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
50% INTEREST IN 801 & 813 W. 7TH & 806 MACON	1	29,592.
3612 BYERS AVE	2	32,812.
BRYCE-SIMMSOVIC PASTURE RENT -REEVES	3	100.
TOTAL TO FORM 990-PF, PART I, LINE 5A		62,504.

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FORM 990-PF RENTAL EXPENSES STATEMENT 4

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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RE TAX - RENTAL		12,193.	
RE EXPENSE-UTILITIES		95.	
RE TAX - ICG PROP TAX SERVICES - REFUND		<241.>	
RE MGMT FEES		4,260.	
RENTAL EXPENSE - WATER		320.	
- SUBTOTAL -	1		16,627.
RE INSURANCE - REFUND		<11,031.>	

RE MGMT FEES	4,260.	
AD VALOREM TAXES - REIMBURSED	<8,494.>	
RE TAX - ICG PROP TAX SERVICES	22.	
FARM INSURANCE	373.	
FARM TAXES	96.	
RE MGMT FEES - FARM	1,402.	
- SUBTOTAL -	3	1,871.
TOTAL RENTAL EXPENSES		18,498.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B		44,006.

FORM 990-PF	OTHER INCOME	STATEMENT	5
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OID INCOME	4,929.	4,929.	
DELAY RENTAL	39.	39.	
TOTAL TO FORM 990-PF, PART I, LINE 11	4,968.	4,968.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RE TAX - ICG PROP TAX SERVICES - REFUND	<241.>	<241.>		0.
RE TAX - ICG PROP TAX SERVICES	22.	22.		0.
TO FORM 990-PF, PG 1, LN 16C	<219.>	<219.>		0.

FORM 990-PF	TAXES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	2,654.	2,654.		0.
RE TAX - RENTAL	12,193.	12,193.		0.
AD VALOREM TAXES - REIMBURSED	<8,494.>	<8,494.>		0.
FARM TAXES	96.	96.		0.
TO FORM 990-PF, PG 1, LN 18	6,449.	6,449.		0.

FORM 990-PF	OTHER EXPENSES		STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MINERAL FEE	454.	454.		0.
ADR DEPOSITARY SERVICE FEE	1.	1.		0.
RE EXP - NON-RENTAL PROP - LIAB INS	63.	63.		0.
RE EXPENSE-UTILITIES	95.	95.		0.
RE MGMT FEES	4,260.	4,260.		0.
RENTAL EXPENSE - WATER	320.	320.		0.
RE INSURANCE - REFUND	<11,031.>	<11,031.>		0.
RE MGMT FEES	4,260.	4,260.		0.
FARM INSURANCE	373.	373.		0.
RE MGMT FEES - FARM	1,402.	1,402.		0.
TO FORM 990-PF, PG 1, LN 23	197.	197.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
DESCRIPTION	AMOUNT		
MUTUAL FUND TIMING DIFFERENCE	265.		
ADJUSTMENTS: MUTUAL FUND TIMING/FACTORING DIFFERENCE	190.		
TOTAL TO FORM 990-PF, PART III, LINE 3	455.		

FORM 990-PF

CORPORATE STOCK

STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES - 179 SHS	11,409.	12,272.
ADOBE SYSTEMS INC - 98 SHS	3,131.	3,179.
ALLERGAN INC - 110 SHS	9,511.	10,074.
ALTERA CORP - 321 SHS	12,221.	10,914.
AMAZON COM INC - 86 SHS	8,725.	21,872.
ANADARKO PETROLEUM CORP - 164 SHS	12,131.	11,467.
APPLE INC. - 127 SHS	11,966.	84,722.
AUTOZONE INC - 26 SHS	8,217.	9,611.
CSX CORP - 542 SHS	11,596.	11,247.
CAPITAL ONE FINANCIAL CORP - 184 SHS	8,329.	10,490.
CARDINAL HEALTH INC - 300 SHS	9,356.	11,691.
CELGENE CORPORATION - 175 SHS	8,295.	13,370.
CISCO SYSTEMS INC - 857 SHS	11,969.	16,364.
CITRIX SYSTEMS INC - 70 SHS	4,039.	5,357.
E I DU PONT DE NEMOURS & CO - 317 SHS	11,459.	15,936.
EMERSON ELECTRIC CO - 320 SHS	16,239.	15,446.
FREEPORT-MCMORAN COPPER & GOLD INC CL B - 399 SHS	13,957.	15,792.
GENERAL MILLS INC - 371 SHS	12,026.	14,784.
HOME DEPOT INC - 263 SHS	10,652.	15,877.
HUMANA INC - 123 SHS	9,017.	8,628.
JOHNSON CONTROLS INC - 640 SHS	14,331.	17,536.
LAM RESEARCH CORP - 177 SHS	6,938.	5,625.
THE ESTEE LAUDER COMPANIES INC CL A - 100 SHS	5,069.	6,157.
LENNAR CORP - 280 SHS	4,177.	9,736.
LOWES COMPANIES INC - 701 SHS	14,909.	21,198.
MASCO CORP - 517 SHS	6,764.	7,781.
MICROSOFT CORP - 1509 SHS	31,016.	44,908.
NIKE INC B - 2 SHS	0.	0.
OCCIDENTAL PETROLEUM CORP - 289 SHS	20,356.	24,871.
ORACLE CORP - 784 SHS	18,098.	24,665.
PACCAR INC - 310 SHS	10,612.	12,406.
PEPSICO INC - 157 SHS	11,345.	11,111.
PFIZER INC - 1138 SHS	15,934.	28,279.
PIONEER NATURAL RESOURCES CO - 93 SHS	8,488.	9,709.
PROCTER & GAMBLE CO - 319 SHS	17,746.	22,126.
QUALCOMM INC - 379 SHS	15,755.	23,676.
SPDR S&P 500 ETF TRUST - 1977 SHS	280,977.	284,629.
SCHLUMBERGER LTD - 307 SHS	25,481.	22,205.
UNITED TECHNOLOGIES CORP - 372 SHS	22,147.	29,124.
VERTEX PHARMACEUTICALS INC - 130 SHS	3,669.	7,266.
WALTER ENERGY INC - 180 SHS	10,045.	5,843.
WILLIAMS COMPANIES INC - 204 SHS	4,772.	7,134.
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 184 SHS	9,321.	12,860.
WELLS FARGO & CO - 1165 SHS	28,858.	40,227.
BANK OF AMERICA CORP - 1040 SHS	13,459.	9,183.

GOLDMAN SACHS GROUP INC - 155 SHS	14,926.	17,620.
COSTCO WHOLESALE CORP - 59 SHS	5,374.	5,909.
EOG RESOURCES INC - 119 SHS	10,582.	13,334.
HONEYWELL INTERNATIONAL INC - 288 SHS	12,576.	17,208.
TARGET CORP - 108 SHS	7,020.	6,855.
UNITEDHEALTH GROUP INC - 265 SHS	11,420.	14,684.
VERIZON COMMUNICATIONS INC - 390 SHS	10,376.	17,772.
FLUOR CORP - 124 SHS	6,097.	6,979.
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND - 1613 SHS	66,810.	125,572.
DODGE & COX INTERNATIONAL STOCK - 9827.188 SHS	260,363.	318,892.
ISHARES RUSSELL MIDCAP INDEX FUND - 1288 SHS	97,632.	142,646.
YUM BRANDS INC - 262 SHS	8,977.	17,381.
CENTERPOINT ENERGY INC - 638 SHS	10,605.	13,589.
COMCAST CORP CL A - 576 SHS	12,550.	20,589.
CARNIVAL CORPORATION - 142 SHS	7,817.	7,723.
GOOGLE INC CL A - 25 SHS	19,951.	24,144.
JPM LARGE CAP GROWTH FD - SEL FUND 3118 - 14484.112 SHS	323,141.	357,033.
JPM US REAL ESTATE FD - SEL FUND 3037 - 5637.106 SHS	77,341.	101,355.
JPM INTREPID VALUE FD - SEL FUND 1136 - 12905.33 SHS	323,149.	331,280.
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 - 36092.961 SHS	234,243.	394,135.
VANGUARD FTSE EMERGING MARKETS ETF - 3790 SHS	176,269.	158,119.
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 - 8376.868 SHS	130,000.	194,008.
AT&T INC - 423 SHS	14,753.	15,947.
CBS CORP CLASS B W/I - 435 SHS	0.	0.
HARTFORD CAPITAL APPRECIATION FUND - 7482.993 SHS	165,000.	243,796.
T. ROWE PRICE OVERSEAS STOCK FUND - 63361.928 SHS	553,783.	518,301.
CME GROUP INC CLASS A COMMON STOCK - 225 SHS	12,925.	12,890.
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I - 28987.855 SHS	300,020.	288,719.
INVESCO LTD - 410 SHS	8,184.	10,246.
PHILIP MORRIS INTERNATIONAL - 181 SHS	15,013.	16,279.
BLACKSTONE PARTNERS OFFSHORE FUND LTD. CLASS H2 - 454.94 SHS	500,000.	538,508.
NETAPP INC - 249 SHS	9,232.	8,187.
SPDR GOLD TRUST - 592 SHS	66,742.	101,759.
ACE LTD NEW - 232 SHS	12,759.	17,539.
TIME WARNER CABLE INC - 70 SHS	5,919.	6,654.
TYCO INTERNATIONAL LTD - 283 SHS	11,528.	15,922.
TIME WARNER INC NEW - 708 SHS	20,186.	34,817.
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD. CLASS G PRIME - 4062.19 SHS	500,000.	550,733.
CAREFUSION CORPORATION - 334 SHS	8,797.	9,482.
MERCK AND CO INC - 605 SHS	19,055.	27,282.
SOUTHWESTERN EXPOSITION & FAT STOCK SHOW *** WORTHLESS SECURITY *** - 1 SHS	0.	0.
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL - 10455.322 SHS	149,197.	169,899.

MATTHEWS PACIFIC TIGER INSTL FUND - 13082.673 SHS	263,936.	307,181.
JPM TR I MIDCAP CORE - SEL - 14223.871 SHS	230,000.	252,900.
COVIDIEN PLC NEW - 265 SHS	11,079.	15,746.
CITIGROUP INC NEW - 465 SHS	16,138.	15,215.
MARATHON PETROLEUM CORPORATION - 180 SHS	8,471.	9,826.
CS MARKET PLUS SPX 02/22/13 23% EKO BARRIER-0%CPN - 150000 SHS	148,125.	190,740.
GS BREN SPX 10/03/12 10%BUFFER-2 XLEV- 9.1%CAP-225000 SHS	222,750.	265,457.
HSBC MRKT PLUS GOLD NOTE 10/29/12 LNKD GOLDLNPM 25% BUFF - 150000 SHS	148,500.	158,085.
GS BREN EAFE 2/21/13 10%BUFFER-2 XLEV- 10%CAP - 150000 SHS	148,500.	153,707.
HSBC BREN EAFE 3/27/13 10%BUFFER-2 XLEV- 9.6%CAP - 150000 SHS	148,500.	148,335.
GS BREN EAFE 5/15/13 10%BUFFER-2 XLEV- 10.10%CAP - 150000 SHS	148,500.	154,520.
ENSCO PLC - 189 SHS	9,168.	10,312.
DB MARKET PLUS SX5E 3/19/14 80% CONTIN BARRIER-7.6%CPN- 150000 SHS	148,125.	145,538.
BROADCOM CORP CL A - 175 SHS	6,132.	6,050.
JUNIPER NETWORKS INC - 351 SHS	5,892.	6,006.
EXXON MOBIL CORP - 317 SHS	10,624.	28,990.
METLIFE INC - 515 SHS	17,645.	17,747.
KRAFT FOODS INC CLASS A - 262 SHS	9,015.	10,834.
PRUDENTIAL FINANCIAL INC - 245 SHS	9,651.	13,355.
BIOGEN IDEC INC - 115 SHS	6,929.	17,159.
BAIDU INC SPONS ADR - 40 SHS	6,394.	7,481.
INTERCONTINENTAL EXCHANGE INC - 46 SHS	5,270.	6,137.
TD AMERITRADE HOLDING CORPORATION - 276 SHS	4,260.	4,242.
MASTERCARD INC - CLASS A - 20 SHS	3,602.	9,030.
GENERAL MOTORS CO - 462 SHS	14,497.	10,511.
KINDER MORGAN INC - 181 SHS	5,646.	6,429.
LINKEDIN CORP - A - 56 SHS	5,545.	6,742.
HSBC BREN SPX 10/31/12 10%BUFFER-2 XLEV-8.85%CAP - 225000 SHS	222,750.	260,820.
GS BREN EEM 11/05/12 10%BUFFER-2 XLEV- 12.15%CAP - 150000 SHS	148,500.	172,652.
BARC BREN COMM BSKT 1/24/14 LKD CO1 PLTMLNPM		
LOCADY & SPGCGRP - 150000 SHS	147,750.	165,030.
BNP CONT BUFF EQ SPX 10/17/13	148,500.	148,500.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,435,218.	8,626,412.

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BLACKROCK HIGH YIELD BOND - 50868.246 SHS	397,281.	403,894.
JPM HIGH YIELD FD - SEL FUND 3580 5.26% - 9229.24 SHS	73,465.	74,572.
JPM STR INC OPP FD FUND 3844 2.81% - 32557.898 SHS	328,473.	382,230.
JPM INTL CURRENCY INCOME FD 1.05% - 14127.886 SHS	153,146.	158,515.
DOUBLELINE FDS TR TTL RTN BD I - 13176.418 SHS	147,444.	150,211.
JPM TR I INFL MANAGED BD - SEL 2.19% - 42545.906 SHS	457,794.	461,198.
DB 95% PPN FX BSKT 2/1/13 LNKD MXN INR CNY & RUB VS USD 1.40XLEV - 125000 SH	124,714.	115,775.
BARC 93% PPN CURR BSKT 9/13/13 LNKD 3 CURR BSKTS 50% 35% & 15% WT- 120000 SH	121,000.	114,564.
NORFOLK SOUTHERN CORP NOTES 7.70% MAY 15 2017 DTD 5/19/97 - 5000 SHS	5,582.	6,348.
U S A BOND STRIP PRIN PMT ZERO CPN 05/15/2017 DTD 05/16/1987 - 25000 SHS	21,014.	24,343.
U S A TREAS BONDS 8.875% 08/15/2017 DTD 08/15/1987 - 30000 SHS	42,500.	41,925.
ARROW ELECTRONICS INC 6 7/8% JUN 01 2018 DTD 06/03/1998 - 10000 SHS	10,816.	11,661.
FNMA GTD MTGE PASS THRU CTF 7% DEC 1 2015 DTD 11/1/2000 - 3510.33 SHS	3,652.	3,670.
WELLS FARGO COMPANY NOTES 5% NOV 15 2014 DTD 11/6/2002 - 25000 SHS	23,851.	27,036.
DEUTSCHE TELEKOM INT FIN NOTES 5 1/4% JUL 22 2013 DTD 7/22/2003 - 5000 SHS	4,926.	5,190.
AMERICAN EXPRESS NOTES 4 7/8% JUL 15 2013 DTD 7/24/2003 - 30000 SHS	29,831.	31,035.
FNMA CTF 6% JUL 1 2033 DTD 6/1/2003 POOL NO 254795 - 5848.21 SHS	5,958.	6,523.
DAIMLERCHRYSLER NA HOLDINGS NOTES 6 1/2% NOV 15 2013 - 15000 SHS	16,675.	16,017.
FHLMC REMICS SER 2781 CL PC 5% JAN 15 2033 DTD 04/01/2004 - 21532.19 SHS	21,653.	22,236.
USA TREAS NOTES 4.250% 08/15/2014 DTD 08/15/2004 - 85000 SHS	86,642.	91,345.
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004 - 15000 SHS	15,750.	16,259.
KIMBERLY-CLARK CORPORATION 4 7/8% AUG 15 2015 DTD 8/11/2005 - 10000 SHS	10,087.	11,302.
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005 - 40000 SHS	39,882.	44,110.
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 - 15000 SHS	14,624.	17,442.
USA TREAS NOTES 5.125% 05/15/2016 DTD 05/15/2006 - 250000 SHS	298,330.	292,285.

COMCAST CORP 6 1/2% JAN 15 2017 DTD 7/14/2006 - 20000 SHS	21,602.	24,314.
FREDDIE MAC GOLD PARTIC CTF 5% FEB 1 2019 DTD 2/1/2004 - 19902.65 SHS	19,875.	21,669.
FANNIE MAE 7% JAN 1 2031 DTD 1/1/2001 POOL NO 566955 - 7009.89 SHS	7,199.	8,239.
GNMA POOL NO 781079 7.50% AUG 15 2029 AUG 8/1/1999 - 5274.24 SHS	5,521.	6,119.
FANNIE MAE GOLD PARTIC CTF 4.5% JAN 1 2019 DTD 1/1/2004 - 18468.56 SHS	18,694.	19,935.
OHIO POWER COMPANY 4.85% JAN 15 2014 DTD 7/11/2003 - 5000 SHS	5,011.	5,259.
FANNIE MAE 5.5% SER 2005-59 CL PC MAR 25 2031 DTD 06/01/2005 - 43722.96 SHS	42,753.	44,214.
SUNTRUST BANKS SR NOTES 6% SEP 11 2017 DTD 09/10/2007 - 10000 SHS	10,187.	11,836.
GENERAL ELEC CAP CORP MED. TERM NOTES 5 5/8% SEP 15 2017 - 40000 SHS	38,776.	47,151.
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007 - 15000 SHS	15,469.	18,276.
TRANSOCEAN INC 5 1/4% MAR 15 2013 DTD 12/11/2007 - 5000 SHS	4,900.	5,102.
CSX CORP NOTES 6 1/4% APR 01 2015 DTD 03/27/2008 - 10000 SHS	9,941.	11,429.
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 - 5000 SHS	4,998.	6,187.
JOHN DEERE CAPITAL CORP MED. TERM NOTE 5.35% APR 03 2018 - 10000 SHS	9,857.	12,036.
ALLSTATE LF GLB FN TRST MED. TERM NOTES 5 3/8% APR 30 2013 - 15000 SHS	14,803.	15,436.
BANK OF AMERICA NA NOTES 4.90% MAY 01 2013 DTD 05/02/2008 - 10000 SHS	10,155.	10,238.
GLAXOSMITHKLINE CAP INC 5.65% MAY 15 2018 DTD 05/13/2008 - 10000 SHS	10,101.	12,293.
EATON CORP NOTES 5.6% MAY 15 2018 DTD 05/20/2008 - 10000 SHS	9,723.	11,931.
KRAFT FOODS INC NOTES 6 1/8% AUG 23 2018 DTD 05/22/2008 - 10000 SHS	11,550.	12,361.
FANNIE MAE SER 2005-58 CL EP 5.5% JUL 25 2035 DTD 06/01/2005 - 12756.12 SHS	12,501.	14,319.
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008 - 5000 SHS	5,080.	6,321.
FHLMC REMIC SER 2709 CLASS PE 5% DEC 15 2022 DTD 11/01/2003 - 23352.05 SHS	23,202.	24,265.
AT&T INC 5 1/2% FEB 01 2018 DTD 02/01/2008 - 4000 SHS	4,831.	4,834.
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005 - 10000 SHS	9,370.	10,929.
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008 - 10000 SHS	13,380.	14,795.
SEMPRA ENERGY 9.8% FEB 15 2019 DTD 11/20/2008 - 5000 SHS	4,978.	7,057.
AMERPRISE FINANCIAL INC 5.65% NOV 15 2015 DTD 11/23/2005 - 5000 SHS	5,733.	5,696.



TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009 - 10000 SHS	11,006.	12,833.
AMGEN INC SR NOTES 5.7% FEB 01 2019 DTD 01/16/2009 - 10000 SHS	10,365.	11,976.
PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5.3% APR 24 2013 - 10000 SHS	9,849.	10,252.
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009 - 15000 SHS	15,435.	18,750.
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 - 10000 SHS	10,740.	10,703.
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009 - 15000 SHS	15,561.	18,017.
CATERPILLAR FINACIAL SE MED. TERM NOTE 7.15% FEB 15 2019- 10000 SHS	10,510.	13,218.
PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 02/13/2009 - 5000 SHS	5,459.	5,433.
MIDAMERICAN ENERGY CO 5.3% MAR 15 2018 DTD 03/25/2008 - 20000 SHS	19,944.	24,171.
CRH AMERICA INC 6% SEP 30 2016 DTD 09/14/2006 - 5000 SHS	5,379.	5,574.
WYETH 5.45% APR 01 2017 DTD 03/27/2007 - 10000 SHS	10,081.	11,928.
PROGRESS ENERGY INC 6.05% MAR 15 2014 DTD 03/19/2009 - 10000 SHS	9,972.	10,758.
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009 - 5000 SHS	4,991.	6,664.
FHLMC REMIC SER 3150 CL EQ 5% MAY 15 2026 DTD 05/01/2006 - 25000 SHS	23,375.	28,273.
HOSPIRA INC NOTES 6.4% MAY 15 2015 DTD 05/08/2009 - 5000 SHS	4,990.	5,606.
HRPT PROPERTIES TRUST 5 3/4% FEB 15 2014 DTD 10/30/2003 - 15000 SHS	14,487.	15,495.
USA TREAS NOTES 2.250% 05/31/2014 DTD 05/31/2009 - 120000 SHS	124,566.	124,013.
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009 - 35000 SHS	40,973.	43,810.
TRAVELLERS COS INC SR NOTES 5.9% JUN 02 2019 DTD 06/02/2009 - 10000 SHS	11,117.	12,547.
BURLINGTN NORTH SANTA FE 5 3/4% MAR 15 2018 DTD 03/14/2008 - 10000 SHS	10,144.	12,257.
ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009 - 10000 SHS	10,850.	12,241.
ERP OPERATING LP 5 3/4% JUN 15 2017 DTD 06/04/2007 - 5000 SHS	4,958.	5,957.
PUBLIC SERVICE EL & GAS MED. TERM NOTE 5 3/8% SEP 01 2013 - 10000 SHS	11,007.	10,451.
FHLMC REMIC SER 2627 CL MW 5% JUN 15 2023 DTD 06/01/2003 - 50000 SHS	51,906.	56,135.
FHLMC SER 2513 CL DB 5% OCT 15 2017 DTD 10/01/2002 - 13638.46 SHS	13,378.	14,349.
FED HOME LN MTG CORP PRTN CTFS GROUP NBR E0-1081 6.50% - 3087.1 SHS	3,172.	3,343.
FED HOME LN MTG CORP PARTN CTFS GRP NBR B17301 4.50% - 12016.56 SHS	12,000.	12,980.

FEDL HOME LN MTG CRP MULTICL MTG PRTN CTFS GTD SER 2215 6.50% - 19349.19 SH	19,905.	21,965.
FED HOME LN MTG CORP PRTN CTFS GRP NBR C9-0572 6.00% 8/1/2022 - 22288.92 SH	22,547.	24,270.
FED HOME LN MTG CORP PRTN CTFS GRP NBR C9-0678 6.% 3/1/2023 - 27043.67 SHS	27,403.	29,506.
FEDL HOME LN MTG CRP MULTICL MTG PRTN CTFS GTD SER 2430 6% - 25609.82 SHS	27,082.	27,262.
FEDL NATL MTG ASSN GTD REMIC PASS THR CTF 1992-G44 8.000% - 6096.31 SHS	6,624.	6,706.
FEDL NATL MTG ASSN GTD REMIC PASS THRU CTF 1993-082 7%- 17983.4 SHS	19,714.	20,522.
FEDL NATL MTG ASSN GTD REMIC PASS THR CTF 1993-122 6.5%- 12661.95 SHS	13,073.	14,269.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #252096A 5.5% - 966.84 SHS	953.	992.
FEDL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2003-16 5% - 90246.81 SHS	91,121.	96,101.
FEDL HOME LN MTG CORP MULTICL MTG PRTN CTFS GTD SER 2531 5%- 27162.66 SHS	26,365.	28,891.
FEDL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2003-92 4.5%- 60000 SHS	59,737.	63,178.
FEDL HOME LN MTG CRP MULTICL GTD PRTN CTFS GTD SER 2640 4.5%- 14414.55 SHS	13,117.	14,990.
FEDL HOME LN MTG CRP MULTICL MTG PRTN CTFS GTD SER 2695 4%- 1493.47 SHS	1,405.	1,493.
FEDL HOME LN MTG CRP MULTICL MTG PRTN CTFS GTD SER 2716 4.5%- 16788.69 SHS	16,185.	18,138.
FEDL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2006-53 5.5%- 41175.42 SH	40,815.	41,971.
FEDL HOME LN MTG CRP MULTICL MTG PRTN CTFS GTD SER 3004 CL QD 4.5%- 38019.46	37,259.	38,605.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #689109 5.5%- 15630.65 SHS	15,946.	17,308.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #730131 5%- 34821.84 SHS	34,939.	39,353.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #732182 5% - 9814.94 SHS	9,818.	10,699.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #745406 6% - 17541.1 SHS	17,774.	19,359.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #761534 5% - 16574.72 SHS	16,839.	18,057.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #800938 5.5%- 9589.55 SHS	9,750.	10,605.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #805119 5.5% - 14044.52 SHS	13,973.	15,315.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #822631 5.5% - 24642.72 SHS	24,897.	27,253.
FEDL NATL MTG ASSN GTD MTG PASS THRU CTF #832432 5% - 16355.19 SHS	16,246.	17,812.
GNMA GTD MTG PASS THRU CTG #487311 6% - 2604.68 SHS	2,621.	2,671.
GNMA GTD PASS THRU CTF POOL NBR 615494 6.00% DUE 08/15/2033 - 7587.68 SHS	7,853.	8,636.

MEDTRONIC INC SR NT DTD 09/15/2005 4.75% DUE 09/15/2015 - 5000 SHS	4,726.	5,588.
NATIONAL SEMICONDUCTOR CORP SR NT 2017 DTD 06/18/2007 6.60% - 10000 SHS	11,903.	12,530.
BANK OF NEW YORK MELLON NOTES 4.6% JAN 15 2020 DTD 11/16/2009 - 5000 SHS	4,990.	5,743.
USA TREAS NOTES 3.375% 11/15/2019 DTD 11/16/2009 - 65000 SHS	68,882.	75,395.
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009 - 10000 SHS	9,993.	11,488.
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 - 10000 SHS	9,949.	11,833.
BANK OF NOVA SCOTIA 3.4% JAN 22 2015 DTD 01/22/2010 - 6000 SHS	5,992.	6,342.
USA TREAS NOTES 3.625% 02/15/2020 DTD 02/15/2010 - 60000 SHS	66,112.	70,735.
CBS CORP 5 3/4% APR 15 2020 DTD 04/05/2010 - 2000 SHS	1,997.	2,422.
FANNIE MAE 6.5% DEC 01 2023 DTD 12/01/2008 POOL NO 995264 - 18256.9 SHS	20,288.	19,937.
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3.2% JUN 17 2015 - 5000 SHS	5,009.	5,333.
SHELL INTERNATIONAL FIN 3.1% JUN 28 2015 DTD 06/28/2010 - 7000 SHS	6,995.	7,465.
HONDA AUTO RECBLS OWNER TRUST SER 2010-1 CL A4 1.98% MAY 21 2016 - 75000 SHS	76,113.	75,214.
USA TREAS NOTES 1.750% 07/31/2015 DTD 08/02/2010 - 75000 SHS	78,205.	78,047.
CNA FINANCIAL CORP 5 7/8% AUG 15 2020 DTD 08/10/2010 - 2000 SHS	1,994.	2,328.
USA TREAS NOTES 1.875% 08/31/2017 DTD 08/31/2010 - 60000 SHS	63,068.	63,698.
AON CORP SR NOTES 3 1/2% SEP 30 2015 DTD 09/10/2010 - 2000 SHS	1,990.	2,117.
TOTAL CAPITAL SA 2.3% MAR 15 2016 DTD 09/15/2010 - 10000 SHS	10,108.	10,431.
WAL MART STORES INC SR NOTES 3 1/4% OCT 25 2020 DTD 10/25/2010 - 10000 SHS	9,877.	11,014.
HCP INC 5 3/8% FEB 01 2021 DTD 01/24/2011 - 10000 SHS	11,328.	11,402.
DIRECTV HLDG FIN INC 5% MAR 01 2021 DTD 03/10/2011 - 10000 SHS	10,013.	11,281.
BP CAPITAL MARKETS PLC 4.742% MAR 11 2021 DTD 03/11/2011 - 10000 SHS	10,000.	11,666.
FNMA SER 2006-117 CL PD 5.5% JUL 25 2035 DTD 11/01/2006 - 40000 SHS	44,294.	43,155.
FHLMC SER 3204 CL NW 5% JAN 15 2025 DTD 08/01/2006 - 40000 SHS	43,325.	45,260.
GNMA SER 2008-53 CL PY 5.75% JUN 20 2038 DTD 06/01/2008 - 40000 SHS	43,950.	46,436.
USA TREAS NOTES 2.125% 08/15/2021 DTD 08/15/2011 - 75000 SHS	77,626.	79,360.
FHLMC SER 3438 CL B 5% APR 15 2038 DTD 04/01/2008 - 50000 SHS	53,000.	56,395.

FNMA 3.5% OCT 01 2041 DTD 09/01/2011 POOL NO AB3678 - 46676.67 SHS	47,442.	50,707.
TEVA PHARMACEUT FIN BV 2.4% NOV 10 2016 DTD 11/10/2011 - 10000 SHS	10,013.	10,551.
UNITEDHEALTH GROUP INC 3 3/8% NOV 15 2021 DTD 11/10/2011 - 3000 SHS	3,139.	3,188.
USA TREAS NOTES 2.000% 11/15/2021 DTD 11/15/2011 - 60800 SHS	62,660.	63,493.
ERP OPERATING LP 4 5/8% DEC 15 2021 DTD 12/12/2011 - 1000 SHS	996.	1,154.
FHLMC MTN 2.375% 01/13/2022 DTD 01/13/2012 - 75000 SHS	74,720.	78,671.
FHLMC SER 2936 CL PE 5% FEB 15 2035 DTD 02/01/2005 - 50000 SHS	56,234.	56,482.
CBS CORP 3 3/8% MAR 01 2022 DTD 03/02/2012 - 5000 SHS	4,934.	5,231.
MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012 - 30000 SHS	32,122.	32,187.
US BANCORP SR NOTES MTN 1.65% MAY 15 2017 DTD 05/08/2012 - 8000 SHS	7,985.	8,209.
ABB FINANCE USA INC 2.875% MAY 08 2022 DTD 05/08/2012 - 10000 SHS	10,351.	10,327.
REPUBLIC SERVICES INC 3.55% JUN 01 2022 DTD 05/21/2012 - 4000 SHS	3,989.	4,220.
HSBC HOLDINGS PLC 4.875% JAN 14 2022 DTD 11/17/2011 - 10000 SHS	10,786.	11,484.
USA TREAS NOTES 0.875% 07/31/2019 DTD 07/31/2012 - 120000 SHS	118,373.	118,922.
FHLMC 3017 CL ML 5.00% 08/15/2035 DTD 08/30/2005 - 35000 SHS	40,600.	41,066.
BANK OF MONTREAL MTN 1.4% SEP 11 2017 DTD 09/11/2012 - 10000 SHS	10,015.	10,033.
ROYAL BANK OF CANADA 1.2% SEP 19 2017 DTD 09/19/2012 - 7000 SHS	6,999.	7,037.
CAPITAL ONE FINANCIAL CO SUB NOTES 6.15% SEP 1 2016 DTD 8/29/2006 - 5000 SHS	5,000.	5,711.
INTUIT INC 5 3/4% MAR 15 2017 DTD 3/12/2007 - 10000 SHS	11,342.	11,603.
HEWLETT-PACKARD CO NOTES 5 1/2% MAR 01 2018 DTD 03/03/2008 - 10000 SHS	9,866.	11,372.
USA TREAS NOTES 3.750% 11/15/2018 DTD 11/17/2008 - 130000 SHS	133,829.	152,638.
DOW CHEMICAL COMPANY 5.7% MAY 15 2018 DTD 05/06/2008 - 10000 SHS	11,039.	12,032.
GOLDMAN SACHS GRP INC SR NOTES 7 1/2% FEB 15 2019 - 25000 SHS	28,085.	31,061.
ANADARKO PETROLEUM CORP NOTES 8.7% MAR 15 2019 DTD 03/05/2009 - 10000 SHS	9,890.	13,480.
SIMON PROPERTY GROUP LP SR NOTES 10.35% APR 01 2019 - 15000 SHS	20,917.	21,607.
RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009 - 9000 SHS	12,308.	12,317.
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009 - 5000 SHS	6,384.	6,685.

USA TREAS NOTES 3.250% 05/31/2016 DTD 05/31/2009 - 140000 SHS	140,891.	154,459.
VODAFONE GROUP PLC 4.15% JUN 10 2014 DTD 06/10/2009 - 10000 SHS	9,993.	10,551.
BUNGE LIMITED FINANCE CO 8 1/2% JUN 15 2019 DTD 06/09/2009 - 10000 SHS	10,254.	12,809.
UNITEDHEALTH GROUP INC NOTES 3 7/8% OCT 15 2020 DTD 10/25/2010 - 7000 SHS	7,645.	7,688.
EBAY INC 3 1/4% OCT 15 2020 DTD 10/28/2010 - 10000 SHS	9,411.	10,704.
USA TREAS NOTES 3.625% 02/15/2021 DTD 02/15/2011 - 25000 SHS	28,328.	29,610.
KEYCORP MTN 5.1% MAR 24 2021 DTD 03/24/2011 - 9000 SHS	10,348.	10,569.
LOWE'S COMPANIES INC 3.8% NOV 15 2021 DTD 11/23/2011 - 5000 SHS	5,050.	5,477.
AT&T INC 1.7% JUN 01 2017 DTD 06/14/2012 - 11000 SHS	11,193.	11,336.
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>5,610,314.</u>	<u>5,902,874.</u>

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 12

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTEDJPMORGAN CHASE BANK, N.A.  
420 THROCKMORTON  
FORT WORTH, TX 76102TELEPHONE NUMBERNAME OF GRANT PROGRAM

817-884-4022

N/A

FORM AND CONTENT OF APPLICATIONSNAME & PURPOSE OF ORGANIZATION, AMOUNT & PURPOSE OF REQUEST, LIST OF BOARD  
MEMBERSANY SUBMISSION DEADLINES

SEPTEMBER

RESTRICTIONS AND LIMITATIONS ON AWARDS

LIMITED TO RECOGNIZED 501(C)(3) CHARITIES OPERATED IN THE STATE OF TEXAS