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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2012

Open to Public Inspection

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 **2012** or tax year beginning , **2012**, and ending , **20**

Name of foundation **JANET UPJOHN STEARNS CHARITABLE TRUST** **A Employer identification number**
P01034001 **13-6035045**

Number and street (or P O box number if mail is not delivered to street address) Room/suite **B Telephone number (see instructions)**
10 S DEARBORN IL1-0117 **866- 888-5157**

City or town, state, and ZIP code **C If exemption application is pending, check here**
CHICAGO, IL 60603 **D 1 Foreign organizations, check here**
D 2 Foreign organizations meeting the 85% test, check here and attach computation

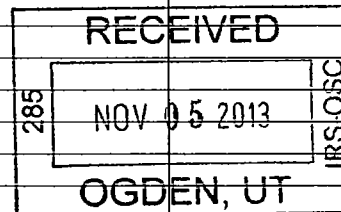
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **E If private foundation status was terminated under section 507(b)(1)(A), check here**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation **F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here**
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,763,916. **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)
--	------------------------------------	---------------------------	-------------------------	---

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	31,551.	31,551.	
5a	Gross rents			
b	Net rental income or (loss)			
6a	Net gain or (loss) from sale of assets not on line 10	33,679.		
b	Gross sales price for all assets on line 6a	728,281.		
7	Capital gain net income (from Part IV, line 2)		33,679.	
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)			
12	Total. Add lines 1 through 11	65,230.	65,230.	
13	Compensation of officers, directors, trustees, etc.	23,687.	17,765.	5,922.
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. 1	1,562.	369.	
19	Depreciation (attach schedule) and depletion			
20	Occupancy			
21	Travel, conferences, and meetings			
22	Printing and publications			
23	Other expenses (attach schedule) STMT. 2	250.		250.
24	Total operating and administrative expenses. Add lines 13 through 23	25,499.	18,134.	6,172.
25	Contributions, gifts, grants paid	85,000.		85,000.
26	Total expenses and disbursements Add lines 24 and 25	110,499.	18,134.	91,172.
27	Subtract line 26 from line 12:			
a	Excess of revenue over expenses and disbursements	-45,269.		
b	Net investment income (if negative, enter -0-)		47,096.	
c	Adjusted net income (if negative, enter -0-)			



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	NONE			
	2	Savings and temporary cash investments	66,793.	121,794.	121,794.	
	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 (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)	1,198,654.	941,798.	1,065,422.	
	c	Investments - corporate bonds (attach schedule)	400,059.	318,581.	333,372.	
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)		237,961.	243,328.		
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,665,506.	1,620,134.	1,763,916.		
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)		NONE			
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	1,665,506.	1,620,134.		
	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)	1,665,506.	1,620,134.			
31	Total liabilities and net assets/fund balances (see instructions)	1,665,506.	1,620,134.			

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	1,665,506.
2	Enter amount from Part I, line 27a	2	-45,269.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,620,237.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFFERENCES	5	103.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,620,134.

Form 990-PF (2012)

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 728,276.		694,602.	33,674.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(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			
a			33,674.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	33,679.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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))
2011	87,595.	1,730,083.	0.050631
2010	82,361.	1,716,512.	0.047982
2009	102,004.	1,586,513.	0.064294
2008	122,489.	1,930,205.	0.063459
2007	113,403.	2,353,955.	0.048176
2 Total of line 1, column (d)			2 0.274542
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 0.054908
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,698,531.
5 Multiply line 4 by line 3			5 93,263.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 471.
7 Add lines 5 and 6			7 93,734.
8 Enter qualifying distributions from Part XII, line 4			8 91,172.

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	1	942.
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		
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	942.
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	942.
6 Credits/Payments		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,400.
b Exempt foreign organizations - tax withheld at source	6b	NONE
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	1,400.
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	458.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 458. Refunded ☐ 11	11	

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 ☐ \$ (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.		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) ☐ AL		
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 2012 or the taxable year beginning in 2012 (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

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?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ JPMorgan Chase Bank, NA Telephone no. ☐ (866)888-5157			
Located at ☐ 10 S DEARBORN ST. FL 21, CHICAGO, IL ZIP+4 ☐ 60603				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		☐
and enter the amount of tax-exempt interest received or accrued during the year. ☐				
16	At any time during calendar year 2012, 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	Yes	No
				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

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?	☐ 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	X
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 2012?	1c	
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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	X
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 2012 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 2012.)	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 2012?	4b	X

Form 990-PF (2012)

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** ☒

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
JPMorgan Chase Bank, NA 10 S Dearborn St. Fl 21, Chicago, IL 60603	trustee 2	23,687.	-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**

Form 990-PF (2012)

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	

Form **990-PF** (2012)

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	1,654,356.
b	Average of monthly cash balances	1b	70,041.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,724,397.
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	1,724,397.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,866.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,698,531.
6	Minimum investment return. Enter 5% of line 5	6	84,927.

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	84,927.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	942.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	942.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	83,985.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	83,985.
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	83,985.

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	91,172.
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	91,172.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	91,172.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				83,985.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 3,832.				
b From 2008 26,543.				
c From 2009 22,950.				
d From 2010 NONE				
e From 2011 2,484.				
f Total of lines 3a through e	55,809.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 91,172.				
a Applied to 2011, 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 2012 distributable amount				83,985.
e Remaining amount distributed out of corpus . .	7,187.			
5 Excess distributions carryover applied to 2012 (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	62,996.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7 (see instructions) . . .	3,832.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	59,164.			
10 Analysis of line 9:				
a Excess from 2008 26,543.				
b Excess from 2009 22,950.				
c Excess from 2010 NONE				
d Excess from 2011 2,484.				
e Excess from 2012 7,187.				

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 2012, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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 or e-mail of the person to whom applications should be addressed:

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 10				85,000.
Total			▶ 3a	85,000.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations.)

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.)
▼	

Form 990-PF (2012)

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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.		Yes	No
1a(1)			X
1a(2)			X
1b(1)			X
1b(2)			X
1b(3)			X
1b(4)			X
1b(5)			X
1b(6)			X
1c			X

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL ESTIMATES - PRINCIPAL	1,193.	
FOREIGN TAXES ON QUALIFIED FOR	324.	324.
FOREIGN TAXES ON NONQUALIFIED	45.	45.
	-----	-----
TOTALS	1,562.	369.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
ATTORNEY GENERAL FEE	250.	250.
TOTALS	----- 250. =====	----- 250. =====

RECIPIENT NAME:

JPMorgan Chase Bank, NA-Frank Lemma

ADDRESS:

10 S Dearborn St. fl 21

Chicago, IL 60603

RECIPIENT'S PHONE NUMBER: 212-648-1477

FORM, INFORMATION AND MATERIALS:

supporting information that the applicant is an
IRC Section 501 c 3 organization that will use
the funds for exempt purposes

SUBMISSION DEADLINES:

none

RESTRICTIONS OR LIMITATIONS ON AWARDS:

grants are made to tax exempt organizations only

RECIPIENT NAME:

Boston Symphony Orchestra Inc
ADDRESS:

301 MASSACHUSETTS AVE
Boston, MA 02125

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Alumnae Assocaiton of Smi
ADDRESS:

33 ELM STREET
Northhampton, MA 01063

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

WGBH Educational Foundation - WGBY
ADDRESS:

1 GUEST STREET
Boston, MA 02135

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

Williams College

ADDRESS:

HOPKINS HALL BOX 67

Williamstown, MA 01267

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Stirling and Francine Clark Art Ins

ADDRESS:

225 SOUTH ST

Williamstown, MA 01267

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

Historic Deerfield Inc

ADDRESS:

P.O. BOX 321

Deerfield, MA 01342

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Smith College
ADDRESS:
10 ELM STREET COLLEGE HALL
Northhampton, MA 01063
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Village Ambulance Service
ADDRESS:
20 WATER STREET
Williams town, MA 01267
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
Hoosic River Watershed Assoc Inc
ADDRESS:
P.O. BOX 667
Williamstown, MA 01267
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
Massachusetts Museum of Co
ADDRESS:
87 MARSHALL STREET
North Adams, MA 01247
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 500.

=====

RECIPIENT NAME:

Williamstown Youth Center

ADDRESS:

270 COLE AVE

Williamstown, MA 01267

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

ROTARY INTL WILLIAMS TOWN

ADDRESS:

P.O. BOX 137

Williamstown, MA 01267

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT: STUDENT FINANCIAL AID FUND

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

Putnam United Methodist Church

ADDRESS:

53 GROVE STREET

Putnam, CT 06260

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
St Vincent De Paul Society - N Berk
ADDRESS:
P.O. BOX 868
North Adams, MA 01247
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
Thoroughbred Retirement Foundation
ADDRESS:
P.O. BOX 2287
Saratoga, NY 12866
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,625.

RECIPIENT NAME:
National Eating Disorders Associati
ADDRESS:
165 W 48TH STREET, STE 402
New York, NY 10036
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 36,250.

RECIPIENT NAME:

American Heart Association

ADDRESS:

7272 GREENVILLE AVE

Dallas, TX 75231

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 10,625.

RECIPIENT NAME:

Friends of the Eleanor Sonsini Anim

ADDRESS:

63 DOWNING PARKWAY

Pittsfield, MA 01201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:

Northern Berkshire Healthcare

ADDRESS:

71 HOSPITAL AVE

North Adams, MA 01247

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

Thorncroft Equestrian Center

ADDRESS:

190 LINE ROAD

Malvern, PA 19355

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

Ethan Allen School- WI Dept Correct
ADDRESS:
P.O. BOX 180
Wales, WI 53183

RECIPIENT NAME:

New Holstein Historical S
ADDRESS:
P.O. BOX 144
New Holstein, WI 53061

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

The Food Depot
ADDRESS:
122 SILER ROAD
Santa Fe, NM 87507

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONTRIBUTION

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,250.

RECIPIENT NAME:

Green Fields Country Day School
ADDRESS:
6000 NORTH CAMINO DE LA TIERRA
Tucson, AZ 85741

TOTAL GRANTS PAID: 85,000.
=====

**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.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

Employer identification number

JANET UPJOHN STEARNS CHARITABLE TRUST

13-6035045

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	-7,189.
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 2011 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	-7,189.

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					14,987.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	25,881.
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 2011 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	40,868.

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

Schedule D (Form 1041) 2012

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		-7,189.
14 Net long-term gain or (loss):			
a Total for year	14a		40,868.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		5.
15 Total net gain or (loss). Combine lines 13 and 14a	15		33,679.

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

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 \$2,400	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 2012 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 2012 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 (Form 1041) 2012

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No. 1545-0092

2012

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

JANET UPJOHN STEARNS CHARITABLE TRUST

Employer identification number

13-6035045

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

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-7,189.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
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P01034001

29 -

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

JANET UPJOHN STEARNS CHARITABLE TRUST

13-6035045

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 30000. DB CALLABLE REN SPX	01/14/2011	02/01/2012	31,162.00	29,700.00	1,462.00
20000. MS BREN EAFE 2/8/12	01/21/2011	02/08/2012	18,850.00	19,800.00	-950.00
1528.142 JPMORGAN HIGH YIE	03/12/2010	03/13/2012	12,103.00	12,057.00	46.00
25000. HSBC REN SPX 3/21/1	03/04/2011	03/21/2012	27,743.00	24,750.00	2,993.00
15000. GS BREN EAFE 04/25	04/08/2011	04/25/2012	13,358.00	14,850.00	-1,492.00
30000. BARC REN SPX 05/02/	04/15/2011	05/02/2012	33,042.00	29,700.00	3,342.00
367.238 JPMORGAN GROWTH AD	01/05/2011	05/14/2012	3,588.00	3,287.00	301.00
5783.424 EATON VANCE MUT F	01/05/2011	05/16/2012	52,224.00	51,860.00	364.00
306.32 HIGHBRIDGE DYNAMIC	05/16/2011	05/25/2012	5,051.00	6,212.00	-1,161.00
1649.558 JPMORGAN US LARGE PLUS FUND SEL	12/28/2007	05/25/2012	34,426.00	34,575.00	-149.00
337.517 JPMORGAN US REAL E	05/16/2011	05/25/2012	5,900.00	5,714.00	186.00
714.177 JPMORGAN HIGH YIEL	10/20/2008	05/29/2012	5,585.00	4,342.00	1,243.00
15000. HSBC BREN EAFE 05/	05/13/2011	05/31/2012	12,718.00	14,850.00	-2,132.00
1809.824 DREYFUS/LAUREL FD	VAR	06/06/2012	24,668.00	26,224.00	-1,556.00
2172.677 JPMORGAN INTERNAT CURRENCY	11/25/2009	06/06/2012	23,443.00	23,878.00	-435.00
1167.023 JPMORGAN ASIA EQU	VAR	06/21/2012	32,817.00	29,084.00	3,733.00
495.734 JPMORGAN US REAL E	VAR	07/02/2012	9,136.00	7,537.00	1,599.00
30000. MS CONT BUFF EQ SPX	07/01/2011	07/25/2012	31,350.00	29,700.00	1,650.00
20000. CS BREN ASIA BASKET	07/22/2011	08/08/2012	18,169.00	19,800.00	-1,631.00
387.39 ARTISAN INTL VALUE	01/31/2011	08/09/2012	10,692.00	10,568.00	124.00
. JPMCB SPECIAL EQUITIES F		08/10/2012	359.00		359.00
. UNITS-JPMCB EQUITY FUND		08/10/2012	7,680.00		7,680.00
15000. DB BREN BRENT CRUDE	10/07/2011	10/18/2012	18,442.00	14,850.00	3,592.00
15000. GS BREN EEM 11/05/1	10/19/2011	11/07/2012	17,285.00	14,850.00	2,435.00
1940.19 HIGHBRIDGE DYNAMIC	VAR	11/27/2012	29,646.00	37,679.00	-8,033.00

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

Schedule D-1 (Form 1041) 2012

Employer identification number

13-6035045

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	25,881.00
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31 -



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

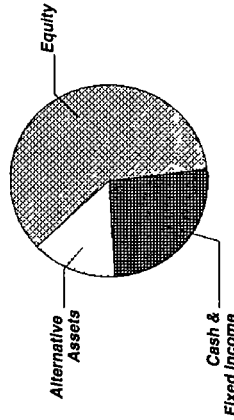
Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,126,351.80	1,065,421.84	(60,929.96)	8,794.91	60%
Alternative Assets	216,723.85	243,328.42	26,604.57	4,606.44	14%
Cash & Fixed Income	415,492.27	454,273.03	38,780.76	9,052.34	26%
Market Value	\$1,758,567.92	\$1,763,023.29	\$4,455.37	\$22,453.69	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	1,038.91	892.71	(146.20)
Market Value	\$1,038.91	\$892.71	(\$146.20)



Asset Allocation

PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	1,758,567.92	1,656,535.62
Withdrawals & Fees	(30,554.91)	(110,129.85)
Net Additions/Withdrawals	(\$30,554.91)	(\$110,129.85)
Income	14,898.82	30,810.15
Change In Investment Value	20,111.46	185,807.37
Ending Market Value	\$1,763,023.29	\$1,763,023.29
Accruals	--	--
Market Value with Accruals	--	--

INCOME

	Current Period Value	Year-to-Date Value
	0.00	0.00
	\$0.00	\$0.00
	\$0.00	\$0.00
	892.71	892.71
	\$892.71	\$892.71

J.P. Morgan



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

Account Summary

CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	14,794.67	29,827.54
Interest Income	6.18	598.05
Original Issue Discount	97.97	384.56
Taxable Income	\$14,898.82	\$30,810.15

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	14,525.05	14,576.14
ST Realized Gain/Loss		(7,188.00)
LT Realized Gain/Loss	10,305.61	17,844.40
Realized Gain/Loss	\$24,830.66	\$25,232.54

	To-Date Value
Unrealized Gain/Loss	\$143,782.29

Cost Summary	Cost
Equity	941,797.82
Cash & Fixed Income	439,482.12
Total	\$1,381,279.94

J.P.Morgan



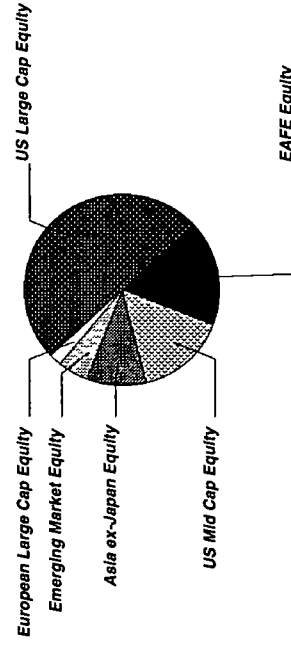
JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	590,728.23	546,272.45	(44,455.78)	30%
US Mid Cap Equity	152,282.82	150,719.96	(1,562.86)	9%
EAFE Equity	192,265.93	200,707.36	8,441.43	11%
European Large Cap Equity	14,307.15	15,261.15	954.00	1%
Asia ex-Japan Equity	93,238.65	97,452.73	4,214.08	6%
Emerging Market Equity	68,679.02	55,008.19	(13,670.83)	3%
Unclassified	14,850.00	0.00	(14,850.00)	
Total Value	\$1,126,351.80	\$1,065,421.84	(\$60,929.96)	60%

Market Value/Cost

	Current Period Value
Market Value	1,065,421.84
Tax Cost	941,797.82
Unrealized Gain/Loss	123,624.02
Estimated Annual Income	8,794.91
Accrued Dividends	15.05
Yield	0.82%



Equity as a percentage of your portfolio - 60 %

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JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

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.

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
BARC REN SPX 08/14/13	104.84	30,000.000	31,452.00	29,700.00	1,752.00		
2 XLEV- 10 95%CAP- 21.9%MAXPYMT INITIAL LEVEL-07/27/12 SPX 1385 97 06741T-DJ-3							
BNP CONT BUFF EQ SPX 05/15/13	105.10	35,000.000	36,786.37	34,650.00	2,136.37		
75% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-04/27/12 SPX 1403 36 05567L-4U-8							
CS CONT BUFF EQ SPX 04/04/13	106.58	25,000.000	26,645.00	24,750.00	1,895.00		
80% CONTIN BARRIER- 7 25%CPN 15% CAP INITIAL LEVEL-03/16/12 SPX.1404.17 22546T-PJ-4							
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	2,540.757	87,351.23	62,782.10	24,569.13	879.10	1.01 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	2,798.173	67,016.24	61,416.34	5,599.90	562.43 15.05	0.84 %
JPM TRI GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10.03	3,468.594	34,790.00	31,043.91	3,746.09	336.45	0.97 %

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JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	4,724 907	104,514.94	99,034.05	5,480.89	1,696 24	1.62 %
MANNING & NAPIER FUND INC EQUITY SERIES 563821-60-2 EXEY X	17.14	1,856.358	31,817 98	36,607 37	(4,789 39)	64.97	0.20 %
PRIMECAP ODYSSEY FUNDS ODYSSEY STK FD 74160Q-30-1 POSK X	15 98	3,074.226	49,126.13	45,283.35	3,842.78	756 25	1.54 %
UNITS-JPMCB EQUITY FUND ACCOUNT REPRESENTS INTEREST IN RESIDUAL BALANCE Bearer 5529JB-91-8		1,083 000		N/A **	N/A		
VICTORY PORTFOLIOS DIVRS STK CL I 92646A-85-6 VDSI X	16.63	4,616.510	76,772 56	72,796.80	3,975.76	1,038 71	1.35 %
Total US Large Cap Equity			\$546,272.45	\$498,063.92	\$48,208.53	\$5,334.15 \$15.05	0.98 %
US Mid Cap Equity							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33.84	608.830	20,602.81	18,301.44	2,301 37		
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10.61	1,828 316	19,398.43	18,301.44	1,096 99	164.54	0 85 %



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Mid Cap Equity							
JPM MID CAP EQUITY FD - SEL FUND 689	33.23	1,652.720	54,919.89	31,490.14	23,429.75	530.52	0.97 %
4812A1-26-6 VSNG X							
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH FUND	14.87	3,752.443	55,798.83	34,597.53	21,201.30		
561709-83-3 TMDP X							
Total US Mid Cap Equity			\$150,719.96	\$102,690.55	\$48,029.41	\$695.06	0.46 %
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	2,327.635	70,713.55	61,593.13	9,120.42		
BNP BREN EAFE 7/17/13 10%BUFFER-2XLEV-11%CAP 22%MAXRTRN	111.59	15,000.000	16,737.80	14,850.00	1,887.80		
INITIAL LEVEL-6/29/12:5X5E:2254.72 UKX.5571.15 TPX 770.08 05567L-5Y-9							
BNP BREN EAFE 12/11/13 10%BUFFER-2 XLEV- 8 15%CAP 16.3%MAXRTRN	103.24	20,000.000	20,647.98	19,800.00	847.98		
INITIAL LEVEL-11/21/12:5X5E 2520.16 UKX 5748 10 TPX.767 01 05574L-CP-1							



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
EAFE Equity							
CS BREN EAFE 08/28/13 10%BUFFER-2 XLEV- 9 6%CAP 19.2%MAXRTRN INITIAL LEVEL-08/10/12: SX5E-2423 22 UKX 5847 11 TPX.749.79 22546T-XS-5	106.60	15,000 000	15,990.00	14,850.00	1,140.00		
CS BREN EAFE 09/25/13 10%BUFFER-2 XLEV- 10.25%CAP 40%MAXRTRN INITIAL LEVEL-09/07/12: SX5E 2538 60 UKX 5794 80 TPX. 735.17 22546T-YZ-8	104.40	15,000.000	15,660 00	14,850.00	810 00		
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7 75	7,865.552	60,958 03	70,331 20	(9,373.17)	951 73	1.56 %
Total EAFE Equity			\$200,707.36	\$196,274.33	\$4,433.03	\$951.73	0.47 %
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E-2594 56 2515A1-LR-0	101.74	15,000.000	15,261.15	14,812.50	448.65		



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
BARC BREN ASIA BASKET 08/21/13 10%BUFFER-2 XLEV- 7%CAP 14%MAXRTRN INITIAL LEVEL-08/03/12 ASIA BSKT.100 06741J-L4-9	108.53	15,000.000	16,279.50	14,850.00	1,429.50		
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13.07	2,246.275	29,358.81	25,045.97	4,312.84	575.04	1.96%
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	2,122.672	51,814.42	32,652.37	19,162.05	428.77	0.83%
Total Asia ex-Japan Equity			\$97,452.73	\$72,548.34	\$24,904.39	\$1,003.81	1.03%

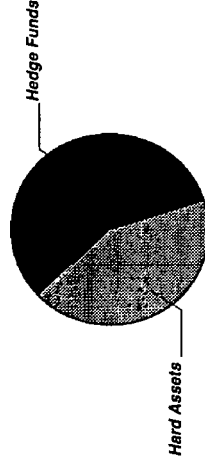
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14.41	2,272.255	32,743.19	35,255.40	(2,512.21)	322.66	0.99%
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	500.000	22,265.00	22,152.78	112.22	487.50	2.19%
Total Emerging Market Equity			\$55,008.19	\$57,408.18	(\$2,399.99)	\$810.16	1.48%



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	104,645.54	141,765.92	37,120.38	8%
Real Estate & Infrastructure	24,757.47	0.00	(24,757.47)	
Hard Assets	87,320.84	101,562.50	14,241.66	6%
Total Value	\$216,723.85	\$243,328.42	\$26,604.57	14%



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS	12.53	2,670.796	33,465.07	33,411.66
BAL RISK ALL Y				
00141V-69-7 ABRV X				
ARBITRAGE FUNDS - I				
CL I	12.77	3,060.444	39,081.87	40,000.00
03875R-20-5 ARBN X				

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JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 10	3,078.044	34,166 29	33,550 68
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	3,565.889	35,052 69	36,676.65
Total Hedge Funds			\$141,765.92	\$143,638.99

Hard Assets				
BARC BREN COMMODITY BSKT 12/19/13 LKD TO CO1 PLTMLNPM LOCADY & SPGCGRP 2.02%LEV, 20%BUFFER, 30.30%MAXRTN 12/16/11 06738K-D6-5	115.72	15,000 000	17,358.00	14,775.00
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNP 85%BARRIER, 17 50%MAXRTN 9/28/12, INITIAL STRIKE 1776.00 06741T-HL-4	96.82	15,000 000	14,523 00	14,850.00
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10 89	2,713.407	29,549 00	29,549 00
SG BRENT CBEN 10/25/13 LNKD TO CO1 80% BARRIER, 13 75% CPN, 13 75% CAP 10/12/12, INITIAL STRIKE 114.62 78423E-EH-3	99 40	20,000.000	19,880 00	19,800.00

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JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hard Assets				
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	125.000	20,252.50	15,348.07
Total Hard Assets			\$101,562.50	\$94,322.07

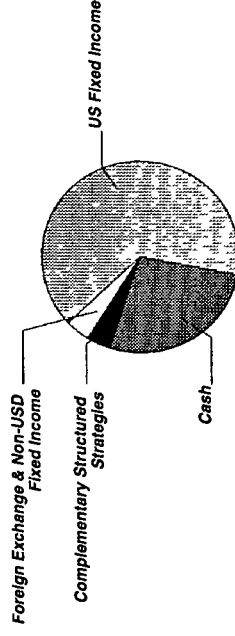


JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	81,768.02	120,901.31	39,133.29	7%
US Fixed Income	300,442.47	299,919.33	(523.14)	17%
Complementary Structured Strategies	23,497.00	23,624.00	127.00	1%
Foreign Exchange & Non-USD Fixed Income	9,784.78	9,828.39	43.61	1%
Total Value	\$415,492.27	\$454,273.03	\$38,780.76	26%

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 26 %

Market Value/Cost	Current Period Value
Market Value	454,273.03
Tax Cost	439,482.12
Unrealized Gain/Loss	14,790.91
Estimated Annual Income	9,052.34
Accrued Interest	602.86
Yield	1.99%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	442,780.63	98%
6-12 months ¹	11,492.40	2%
Total Value	\$454,273.03	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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	120,901.31	26%
International Bonds	17,941.09	3%
Mutual Funds	291,806.63	66%
Complementary Structure	23,624.00	5%
Total Value	\$454,273.03	100%

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JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

Note O - Bonds purchased at a discount show accretion.

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 Gain/Loss	Est. Annual Income		Yield
				Original Cost			Accrued Interest		
Cash									
US DOLLAR	1 00	120,901.31	120,901.31	120,901.31			36.27	2 37	0.03 % ¹
US Fixed Income									
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	1,516.58	17,941.09	15,362.92		2,578.17	723.40	62.18	4.03 %
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	2,162.80	24,504.51	24,201.72		302.79	1,555.05		6.35 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	4,220.03	34,351.08	25,657.80		8,693.28	2,426.51	219.44	7.06 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	16,496.67	181,298.37	177,169.88		4,128.49	2,721.95	214.46	1.50 %
JPM TR I MLT SC INCM SL 48121A-29-0	10 22	1,684.03	17,210.83	16,958.22		252.61	650.03	104.41	3.78 %



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est. Annual Income		Yield
				Original Cost			Accrued Interest		
US Fixed Income									
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10.32	2,385.02	24,613.45	24,477.87		135.58	882.45		3.59 %
Total US Fixed Income			\$299,919.33	\$283,828.41		\$16,090.92	\$8,959.39 \$600.49		2.99 %
Complementary Structured Strategies									
O DB 95% PPN FX BASKET 2/1/13 LINKED TO MXN INR CNY & RUB VS USD 1 40XLEV, UNCAPPED 7/29/11 2515A1-B5-9	93.32	13,000.00	12,131.60	12,999.37 12,837.50		(867.77)			
O BARC 93% PPN CURRENCY BASKET 9/13/13 LINKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT, UNCAPPED 9/9/11 06738K-UP-4	95.77	12,000.00	11,492.40	12,168.83 11,820.00		(676.43)			
Total Complementary Structured Strategies			\$23,624.00	\$25,168.20 \$24,657.50		(\$1,544.20)	\$0.00		0.00 %
Foreign Exchange & Non-USD Fixed Income									
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	872.08	9,828.39	9,584.20		244.19	56.68		0.58 %



JANET U STEARNS CHARITABLE TR ACCT. P01034001
For the Period 10/1/12 to 12/31/12

Other Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Other	0.00	0.00	0.00	

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						
JPMCB SPECIAL EQUITIES FUND		60 000		N/A **	N/A	
INTEREST IN FUTURE CLASS ACTIONS						
Bearer						
15199T-H5-7						