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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		845,741.	426,565.	426,565.
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►		12,363.		
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) . STMT 4		11,498,115.	11,538,856.	12,947,930.
	c Investments - corporate bonds (attach schedule). STMT 5		7,424,832.	6,838,687.	7,225,626.
	11 Investments - land, buildings, and equipment basis				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) . STMT 6			2,551,445.	2,669,499.
	14 Land, buildings, and equipment basis				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ► )		2,543,546.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) .		22,324,597.	21,355,553.	23,269,620.
	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
	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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		22,324,597.	21,355,553.	
	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) .		22,324,597.	21,355,553.	
	31 Total liabilities and net assets/fund balances (see instructions) .		22,324,597.	21,355,553.	

## 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	22,324,597.
2 Enter amount from Part I, line 27a .	2	-954,637.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3 .	4	21,369,960.
5 Decreases not included in line 2 (itemize) ► PRIORITY PERIOD ADJUSTMENT	5	14,407.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 .	6	21,355,553.

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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>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b> 4,590,926.		4,830,227.	<b>-239,301.</b>		
<b>b</b>					
<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))		
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>			
<b>a</b>			<b>-239,301.</b>		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	<b>-239,301.</b>	
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .</b>			<b>3</b>		

**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	1,084,479.	23,404,895.	0.046336
2010	949,547.	22,674,882.	0.041877
2009	1,064,733.	21,211,115.	0.050197
2008	943,202.	26,394,921.	0.035734
2007	1,527,223.	28,509,879.	0.053568

- 2 Total of line 1, column (d) . . . . . **2** **0.227712**
- 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** **0.045542**
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . . **4** **23,022,567.**
- 5 Multiply line 4 by line 3 . . . . . **5** **1,048,494.**
- 6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . . **6** **3,681.**
- 7 Add lines 5 and 6 . . . . . **7** **1,052,175.**
- 8 Enter qualifying distributions from Part XII, line 4 . . . . . **8** **1,071,122.**

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 ► <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	3,681.
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	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	3,681.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . . . .	4	NONE
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0 . . . . .	5	3,681.
6	<b>Credits/Payments:</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	10,700.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	4,100.
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments Add lines 6a through 6d . . . . .	7	14,800.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	11,119.
11	Enter the amount of line 10 to be Credited to 2013 estimated tax ► 3,684. Refunded ►	11	7,435.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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? . . . . .

1b 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

1c Did the foundation file Form 1120-POL for this year? . . . . .

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

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 . . . . .

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

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

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? . . . . .

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NY

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 . . . . .

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 . . . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .

**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) . . . . .	<input checked="" type="checkbox"/> 11	<input type="checkbox"/> 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) . . . . .	<input type="checkbox"/> 12	<input type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
Website address ► <u>N/A</u>			
14	The books are in care of ► <u>JPMORGAN CHASE BANK, NA</u> Telephone no ► <u>(866) 888-5157</u> Located at ► <u>10 S DEARBORN IL1-0117, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .	<input type="checkbox"/> 15	<input type="checkbox"/> X
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? . . . . . See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

**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.		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>1a</b>	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>b</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"/>			
<b>c</b>	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? . . . . .		
<b>2</b>	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? . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
<b>3a</b>	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 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) . . . . .		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .		
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? . . . . .		

**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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>					
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		169,051.	-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**

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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 (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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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	
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

**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 22,789,277.
b Average of monthly cash balances . . . . .	1b 583,887.
c Fair market value of all other assets (see instructions) . . . . .	1c NONE
d Total (add lines 1a, b, and c) . . . . .	1d 23,373,164.
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 23,373,164.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4 350,597.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5 23,022,567.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6 1,151,128.

**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 1,151,128.
2a Tax on investment income for 2012 from Part VI, line 5 . . . . .	2a 3,681.
b Income tax for 2012. (This does not include the tax from Part VI) . . . . .	2b
c Add lines 2a and 2b . . . . .	2c 3,681.
3 Distributable amount before adjustments Subtract line 2c from line 1 . . . . .	3 1,147,447.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4 NONE
5 Add lines 3 and 4 . . . . .	5 1,147,447.
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 1,147,447.

**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 1,071,122.
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 1,071,122.
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 3,681.
6 Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	6 1,067,441.

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.

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**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 . . . . .				1,147,447.
2 Undistributed income, if any, as of the end of 2012			218,239.	
a Enter amount for 2011 only . . . . .		NONE		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,071,122.			218,239.	
a Applied to 2011, but not more than line 2a . . . . .				
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 . . . . .				852,883.
e Remaining amount distributed out of corpus . . . . .	NONE			
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	NONE			
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 . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				294,564.
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) . . . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

Form 990-PF (2012)

JSA

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**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

Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3)(C) or 4942(j)(3)(D)					
	Prior 3 years				(e) Total
	Tax year	(a) 2012	(b) 2011	(c) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
b 85% of line 2a . . . . .					
c Qualifying distributions from Part XII, line 4 for each year listed . .					
d Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets . . . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . .					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

## 1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 10

**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	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
SEE STATEMENT 14				1,037,500.
<b>Total</b> . . . . .			► 3a	1,037,500.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			► 3b	

Part XVI-A      Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b <u>NON-DIV DISTRIB</u>					
c <u>DEFERRED REVENUE</u>					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				277,899.	
13 Total. Add line 12, columns (b), (d), and (e)				13	277,899.

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

NOT APPLICABLE

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

<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash . . . . .</p> <p>(2) Other assets . . . . .</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization . . . . .</p> <p>(2) Purchases of assets from a noncharitable exempt organization . . . . .</p> <p>(3) Rental of facilities, equipment, or other assets . . . . .</p> <p>(4) Reimbursement arrangements . . . . .</p> <p>(5) Loans or loan guarantees . . . . .</p> <p>(6) Performance of services or membership or fundraising solicitations . . . . .</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .</p> <p>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.</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 2px;">Yes</td> <td style="width: 50%; padding: 2px;">No</td> </tr> <tr> <td style="padding: 2px;">1a(1)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1a(2)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1b(1)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1b(2)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1b(3)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1b(4)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1b(5)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1b(6)</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> <tr> <td style="padding: 2px;">1c</td> <td style="padding: 2px; text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>	Yes	No	1a(1)	<input checked="" type="checkbox"/>	1a(2)	<input checked="" type="checkbox"/>	1b(1)	<input checked="" type="checkbox"/>	1b(2)	<input checked="" type="checkbox"/>	1b(3)	<input checked="" type="checkbox"/>	1b(4)	<input checked="" type="checkbox"/>	1b(5)	<input checked="" type="checkbox"/>	1b(6)	<input checked="" type="checkbox"/>	1c	<input checked="" type="checkbox"/>
Yes	No																				
1a(1)	<input checked="" type="checkbox"/>																				
1a(2)	<input checked="" type="checkbox"/>																				
1b(1)	<input checked="" type="checkbox"/>																				
1b(2)	<input checked="" type="checkbox"/>																				
1b(3)	<input checked="" type="checkbox"/>																				
1b(4)	<input checked="" type="checkbox"/>																				
1b(5)	<input checked="" type="checkbox"/>																				
1b(6)	<input checked="" type="checkbox"/>																				
1c	<input checked="" type="checkbox"/>																				

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

b If "Yes," complete the following schedule.

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

**Sign  
Here**

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

**Signature of officer or trustee**

06/13/2013

Date

### Title

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

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

---

Form 990-PF (2012)

## FORM 990PF, PART I - OTHER INCOME

=====

## DESCRIPTION

-----

DEFERRED REVENUE  
NON-DIVIDEND DISTRIBUTIONS (FROM 1099)

TOTALS

REVENUE  
AND  
EXPENSES  
PER BOOKS

-----

-6,177.  
1,571.

-----

-4,606.

=====

STATEMENT 1

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	1,684.	
FEDERAL ESTIMATES - PRINCIPAL	10,700.	
FOREIGN TAXES ON QUALIFIED FOR	4,461.	4,461.
FOREIGN TAXES ON NONQUALIFIED	876.	876.
TOTALS	17,721.	5,337.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL FEE	2,250.	2,250.
TOTALS	2,250.	2,250.

THE WEEZIE FOUNDATION P14770005

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

SEE ATTACHED

TOTALS

	ENDING BOOK VALUE	ENDING FMV
11,538,856.	12,947,930.	---
11,538,856.	12,947,930.	=====
<b>TOTALS</b>		

13-6090903

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STATEMENT 4

THE WEEZIE FOUNDATION P14770005

13-6090903

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

SEE ATTACHED

TOTALS

	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	6,838,687.	7,225,626.
TOTALS	6,838,687.	7,225,626.

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STATEMENT 5

THE WEEZIE FOUNDATION P14770005

FORM 990PF, PART II - OTHER INVESTMENTS

13-6090903

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	2,551,445.	2,669,499.
TOTALS		2,551,445.	2,669,499.

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STATEMENT 6

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

## OFFICER NAME:

JPMORGAN CHASE BANK, NA

## ADDRESS:

270 PARK AVENUE  
NEW YORK, NY 10017

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 30

COMPENSATION .....

169,051.

## OFFICER NAME:

MS. ELAINE FISKE

## ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

## TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

MRS. LUCILLE HAYS

## ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

## TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

MRS. KATHERINE MCBRIDE

## ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

## TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 7

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

## OFFICER NAME:

MRS. KIRKE T. HALL

## ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

## TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

MS. ABIGAIL FISKE

## ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

## TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

MR. WILLIAM PARSONS, JR., ESQ.

## ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

## TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

## OFFICER NAME:

MR. TYLER P HOFFMAN

## ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

## TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 8

THE WEEZIE FOUNDATION P14770005

13-6090903

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

=====

OFFICER NAME:

MRS. ELIZABETH CARROLL

ADDRESS:

C/O JPMORGAN CHASE; 270 PARK AVE  
NEW YORK, NY 10017

TITLE:

ADVISORY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

169,051.

=====

STATEMENT 9

THE WEEZIE FOUNDATION P14770005  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

13-6090903

RECIPIENT NAME:

JPMORGAN CHASE BANK, NA; ATTN: JAMES VINOGRAD  
ADDRESS:

270 PARK AVENUE, 28TH FLOOR  
NEW YORK, NY 10017

FORM, INFORMATION AND MATERIALS:

LETTER

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 10

THE WEEZIE FOUNDATION P14770005

13-6090903

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

=====

RECIPIENT NAME:

GRYMES SCHOOL

ADDRESS:

ORANGE, VA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:

WGBH

ADDRESS:

BOSTON, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 90,000.

RECIPIENT NAME:

MISS PORTER'S SCHOOL

ADDRESS:

FARMINGTON, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 90,000.

STATEMENT 11

THE WEEZIE FOUNDATION P14770005  
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID  
=====

13-6090903

RECIPIENT NAME:  
JUVENILE DIABETES RESEARCH  
FOUNDATION INTERNATIONAL

ADDRESS:

NEW YORK, NY  
RELATIONSHIP:

NONE

PURPOSE OF GRANT:  
GENERAL

FOUNDATION STATUS OF RECIPIENT:  
PUBLIC

AMOUNT OF GRANT PAID ..... 80,000.

RECIPIENT NAME:  
PERKINS SCHOOL FOR THE BLIND  
ADDRESS:

WATERTOWN, MA  
RELATIONSHIP:

NONE

PURPOSE OF GRANT:  
GENERAL

FOUNDATION STATUS OF RECIPIENT:  
PUBLIC

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
NEW ENGLAND WILDLIFE CENTER  
ADDRESS:

HINGHAM, MA  
RELATIONSHIP:

NONE

PURPOSE OF GRANT:  
GENERAL

FOUNDATION STATUS OF RECIPIENT:  
PUBLIC

AMOUNT OF GRANT PAID ..... 75,000.

STATEMENT 12

=====

RECIPIENT NAME:

CYCLE KIDS

ADDRESS:

CAMBRIDGE, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 57,500.

RECIPIENT NAME:

ELON UNIVERSITY

ADDRESS:

ELON, NC

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:

OCEAN CLASSROOM

ADDRESS:

BOOTHBAY HARBOR, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 20,000.

THE WEEZIE FOUNDATION P14770005

13-6090903

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

=====

RECIPIENT NAME:

ISLESBORO COMMUNITY CENTER

ADDRESS:

ISLESBORO, ME

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 100,000.

RECIPIENT NAME:

NANTUCKET BOYS AND GIRLS CLUB

ADDRESS:

NANTUCKET, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 200,000.

RECIPIENT NAME:

REACH OUT AND READ

ADDRESS:

BOSTON, MA

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID ..... 100,000.

TOTAL GRANTS PAID:

1,037,500.

=====

STATEMENT 14

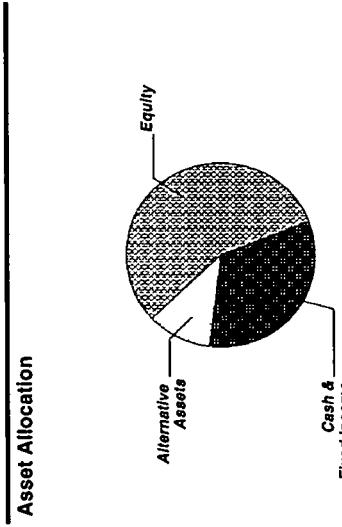
*J.P.Morgan*

THE WEEZIE FOUNDATION - PRIN ACCT. P14770005  
As of 12/31/12

## Account Summary

### PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	13,427,839.96	12,947,929.80	(479,910.16)	199,916.47	56%
Alternative Assets	2,677,260.62	2,669,498.85	(7,761.77)	18,173.07	11%
Cash & Fixed Income	7,523,587.05	7,534,113.34	10,526.29	242,556.56	33%
Market Value	\$23,628,687.63	\$23,151,541.99	(\$477,145.64)	\$460,646.10	100%



Cost Summary	Cost
Equity	11,538,856.42
Cash & Fixed Income	7,147,173.68
Total	\$18,686,030.10

J.P.Morgan



## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation	Asset Categories
US Large Cap Equity	7,793,784.41	7,183,643.35	(610,141.06)	31%	US Large Cap Equity
US Mid Cap Equity	1,395,911.25	1,416,577.50	20,666.25	6%	US Mid Cap Equity
EAFE Equity	2,634,260.76	2,701,356.38	67,095.62	12%	EAFE Equity
European Large Cap Equity	236,243.97	241,126.17	4,882.20	1%	European Large Cap Equity
Asia ex-Japan Equity	936,103.50	947,858.77	11,755.27	4%	Emerging Market Equity
Emerging Market Equity	431,536.07	457,367.63	25,831.56	2%	Asia ex-Japan Equity
<b>Total Value</b>	<b>\$13,427,839.96</b>	<b>\$12,947,929.80</b>	<b>(\$479,910.16)</b>	<b>56%</b>	US Mid Cap Equity
<hr/>					
Market Value/Cost	Current Period Value	Market Value	Current Period Value	Market Value	Market Value/Cost
Market Value	12,947,929.80	12,947,929.80	Market Value	12,947,929.80	Market Value
Tax Cost	11,538,856.42	11,538,856.42	Tax Cost	11,538,856.42	Tax Cost
Unrealized Gain/Loss	1,409,073.38	1,409,073.38	Unrealized Gain/Loss	1,409,073.38	Unrealized Gain/Loss
Estimated Annual Income	199,916.47	199,916.47	Estimated Annual Income	199,916.47	Estimated Annual Income
Yield	1.54%	1.54%	Yield	1.54%	Yield

## Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
<b>US Large Cap Equity</b>							
CULLEN HIGH DIVIDEND EQUITY FUND 230001-40-6 CHDV X	13.89	120,521.139	1,674,038.62	1,432,139.48	241,899.14	40,374.58	2.41%

*J.P.Morgan*

THE WEEZIE FOUNDATION - PRIN ACCT. P14770005  
As of 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
<b>US Large Cap Equity</b>							
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	34,144.492	1,173,887.63	1,056,430.57	117,457.06	11,813.99	1.01%
JPM INTREPID AMERICA FD - SEL FUND 1206 4812A2-10-8 JPIA X	26.09	48,787.273	1,272,859.95	1,199,679.04	73,180.91	21,856.69	1.72%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	138,465.513	3,062,857.15	2,938,270.75	124,586.40	49,709.11	1.62%
<b>Total US Large Cap Equity</b>		<b>\$7,183,643.35</b>		<b>\$6,626,519.84</b>	<b>\$557,123.51</b>	<b>\$123,754.37</b>	<b>1.72%</b>
 <b>US Mid Cap Equity</b>							
ISHARES RUSSELL MIDCAP INDEX FUND 462287-49-9 IWR	113.10	12,525.000	1,416,577.50	966,583.60	449,993.90	25,701.30	1.81%
 <b>EAFE Equity</b>							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	44,519.529	1,352,503.29	1,170,953.50	181,549.79		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODDF X	34.64	38,939.177	1,348,853.09	1,276,980.70	71,872.39	29,087.56	2.16%
<b>Total EAFE Equity</b>		<b>\$2,701,356.38</b>		<b>\$2,447,934.20</b>	<b>\$253,422.18</b>	<b>\$29,087.56</b>	<b>1.08%</b>

J.P.Morgan



THE WEEZIE FOUNDATION - PRIN ACCT. P14770005  
As of 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost	Original Cost	Unrealized Gain/Loss	Est. Annual Inc.	Accrued Div.	Yield
<b>European Large Cap Equity</b>									
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	237,000,000	241,126.17	234,037.50		7,088.67			
 <b>Asia ex-Japan Equity</b>									
ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12.03	41,368,326	497,660.96	400,260.37		97,400.59	7,073.98	1.42%	
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	26,781.547	450,197.81	422,380.63		27,317.18	4,285.04	0.95%	
<b>Total Asia ex-Japan Equity</b>			<b>\$947,858.77</b>	<b>\$823,141.00</b>		<b>\$124,717.77</b>	<b>\$11,359.02</b>	<b>1.20%</b>	
 <b>Emerging Market Equity</b>									
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	10,271,000	457,367.63	440,640.28		16,727.35	10,014.22	2.19%	

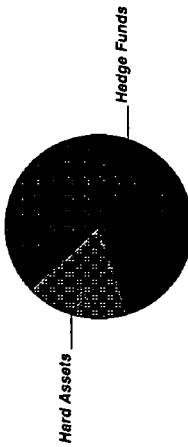
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As of 12/31/12

## Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	2,182,955.76	2,194,718.03	11,762.27	9%
Hard Assets	494,304.86	474,780.82	(19,524.04)	2%
<b>Total Value</b>	<b>\$2,677,260.62</b>	<b>\$2,669,498.85</b>	<b>(\$7,761.77)</b>	<b>11%</b>



Alternative Assets as a percentage of your portfolio - 11 %

## Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
BLACKSTONE PARTNERS OFFSHORE FUND LTD CLASS H2 - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS - LEAD SERIES N/O Client 092911-96-5	1,206.87 11/30/12	1,127.090	1,360,251.11	1,200,000.00

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	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	21,359 135	209,960.30	221,420.56
JPM RESEARCH MARKET NEUTRAL FD - SEL 48121A-71-2 JMNNS X	14.93	29,948 642	447,133.23	460,569.36
PIMCO FDS UNCONSTR BD 72201M-45-3 PUCP X	11.48	15,450.644	177,373.39	180,000.00
<b>Total Hedge Funds</b>		<b>\$2,194,718.03</b>	<b>\$2,062,009.92</b>	
<b>Hard Assets</b>				
HIGHBRIDGE DYNAMIC COMM STRG FD - SEL 48121A-67-0 HDCCS X	13.97	14,948.520	208,830.82	222,135.00
UBS PARTICIPATING GOLD NOTE 10/31/13 LNKD TO GOLD/NPM 85% BARRIER, 14.20% MAXRTN 10/19/12; INITIAL STRIKE. 1737.00 90261J-LA-9	98.50	270,000.000	265,950.00	267,300.00
<b>Total Hard Assets</b>		<b>\$474,780.82</b>	<b>\$489,435.00</b>	

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## Cash & Fixed Income Summary

Market Value/Cost	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Market Value	7,534,113.34			
Tax Cost	7,147,173.68			
Unrealized Gain/Loss	386,939.66			
Estimated Annual Income	242,556.56			
Yield	3.21%			

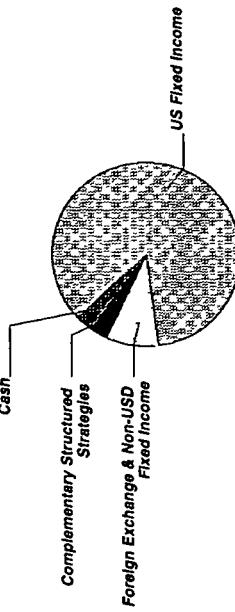
### SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio	Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months <sup>1</sup>	7,420,562.34	99%	Cash	308,487.03	4%
1-5 years <sup>1</sup>	113,551.00	1%	International Bonds	1,128,932.14	14%
<b>Total Value</b>	<b>\$7,534,113.34</b>	<b>100%</b>	Mutual Funds	5,983,143.17	81%

<sup>1</sup> 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	308,487.03	4%
International Bonds	1,128,932.14	14%
Mutual Funds	5,983,143.17	81%
Complementary Structure	113,551.00	1%
<b>Total Value</b>	<b>\$7,534,113.34</b>	<b>100%</b>



Cash & Fixed Income as a percentage of your portfolio - 33 %



THE WEEZIE FOUNDATION - PRIN ACCT. P14770005  
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Note: 0 - 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.

\*\* 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.

## Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>Cash</b>							
US DOLLAR	1.00	308,487.03	308,487.03	308,487.03		92.54	0.03% <sup>1</sup>

### US Fixed Income

UNITS-JPMCB INTER FIXED INC SEC FD REPRESENTS INTEREST IN RESIDUAL BALANCE Bearer 5529JB-9F-7	42,096.00	N/A	N/A
<b>ISHARES BARCLAYS TIPS BOND FUND</b> 464287-17-6	121.41	6,019.00	730,766.79
<b>PAYDEN HIGH INCOME FUND</b> 704329-57-2	7.36	155,711.29	1,146,035.12
<b>JPM STR INC OPP FD</b> FUND 3844 4812A4-35-1	11.83	74,481.00	881,110.25
<b>DOUBLELINE FDS TR</b> TTL RTN BD I 258620-10-3	11.33	41,644.67	471,834.10

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THE WEEZIE FOUNDATION - PRIN ACCT. P14770005  
As of 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>US Fixed Income</b>							
EATON VANCE FLOATING RATE I 277311-49-1	9.12	102,438.86	934,242.39	897,058.42	37,183.97	41,487.73	4.44 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	205,219.78	2,255,365.37	2,202,008.22	53,357.15	33,861.26	1 50 %
<b>Total US Fixed Income</b>			<b>\$6,419,354.02</b>	<b>\$6,067,493.55</b>	<b>\$351,860.47</b>	<b>\$236,440.84</b>	<b>3.68 %</b>

**Complementary Structured Strategies**

O BARC 100%PP CNY REN 5/01/14 LINKED TO CNY 146 XLEV, 0 MAX LOSS 4/27/12; INITIAL STRIKE 6.3099 06738K-4E-8	98.74	115,000.00	113,551.00	115,212.10 113,850.00	(1,661.10)	
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**Foreign Exchange & Non-USD Fixed Income**

JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	39,476.43	444,899.40	433,846.00	11,053.40	2,565.96	0.58 %
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	16,155.27	247,821.89	222,135.00	25,686.89	3,457.22	1.40 %
<b>Total Foreign Exchange &amp; Non-USD Fixed Income</b>		<b>\$692,721.29</b>	<b>\$655,981.00</b>	<b>\$36,740.29</b>	<b>\$6,023.18</b>	<b>0.87 %</b>	