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Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: CHARLES M AND MARY D GRANT FDN P13040004

A Employer identification number: 13-6264329

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117

Room/suite:

B Telephone number (see instructions): 866- 888-5157

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 7,882,604.

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

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

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).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	190,834.	190,834.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	110,160.			
	b	Gross sales price for all assets on line 6a 2,869,483.				
	7	Capital gain net income (from Part IV, line 2)		110,160.		
	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	300,994.	300,994.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	97,884.	73,413.		24,471.
	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	12,886.	1,414.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 2	1,250.			1,250.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	112,020.	74,827.		25,721.
	25	Contributions, gifts, grants paid	375,000.			375,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	487,020.	74,827.		400,721.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-186,026.			
	b	**Net investment income** (if negative, enter -0-)		226,167.		
	c	**Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.**

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Form **990-PF** (2012)

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	426,439.	579,501.	579,501.
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)	3,606,642.	3,114,335.	3,353,280.
c	Investments - corporate bonds (attach schedule)	2,973,259.	2,802,918.	2,845,976.
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	818,012.	1,129,964.	1,103,847.
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)	7,824,352.	7,626,718.	7,882,604.
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	7,824,352.	7,626,718.	
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)	7,824,352.	7,626,718.	
31	**Total liabilities and net assets/fund balances** (see instructions)	7,824,352.	7,626,718.	

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	7,824,352.
2	Enter amount from Part I, line 27a	2	-186,026.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	3,180.
4	Add lines 1, 2, and 3	4	7,641,506.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	14,788.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,626,718.

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	2,869,483.		2,759,323.	110,160.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				110,160.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 110,160.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	379,006.	7,948,244.	0.047684
2010	347,677.	7,390,456.	0.047044
2009	398,145.	6,890,098.	0.057785
2008	460,028.	8,365,749.	0.054989
2007	494,207.	10,083,554.	0.049011

2	**Total** of line 1, column (d)	2	0.256513
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	0.051303
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,791,797.
5	Multiply line 4 by line 3	5	399,743.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,262.
7	Add lines 5 and 6	7	402,005.
8	Enter qualifying distributions from Part XII, line 4	8	400,721.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	4,523.
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	4,523.
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	4,523.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . 6a 7,680.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 1,400.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments Add lines 6a through 6d	7	9,080.
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	4,557.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,524. **Refunded** ▶	11	33.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ JP MORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157			
	Located at ▶ 10 S DEARBORN ST, MC: IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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		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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, NA 10 S DEARBORN ST, MC· IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	97,884.	-0-	-0-

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,324,261.
b	Average of monthly cash balances	1b	586,193.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,910,454.
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	7,910,454.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,657.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,791,797.
6	**Minimum investment return.** Enter 5% of line 5	6	389,590.

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	389,590.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,523.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,523.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	385,067.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	385,067.
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	385,067.

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	400,721.
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	400,721.
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	400,721.

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					385,067.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				371,617.	
b Total for prior years 20____,20____,20____			NONE		
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 ▶ $ 400,721.					
a Applied to 2011, but not more than line 2a				371,617.	
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					29,104.
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					355,963.
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				

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)

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

NONE

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

NONE

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

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

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

SEE STATEMENT 5

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:

N/A

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				375,000.
Total . . . . ▶ 3a				375,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	190,834.	
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			18	110,160.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				300,994.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 300,994.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Anthony Ward | 07/16/2013 | ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

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

JSA

2E1493 1 000

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FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	3,792.	
FEDERAL ESTIMATES - INCOME	7,680.	
FOREIGN TAXES ON QUALIFIED FOR	1,216.	1,216.
FOREIGN TAXES ON NONQUALIFIED	198.	198.
TOTALS	12,886.	1,414.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL ANNUAL FILING	250.	250.
SOUTHEASTERN COUNCIL OF FOUNDA	1,000.	1,000.
TOTALS	1,250.	1,250.

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

DESCRIPTION		AMOUNT
BASIS ADJUSTMENT		1,923.
NON-TAXABLE CASH REC'D		1,257.
	TOTAL	3,180.

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

DESCRIPTION	AMOUNT
MUTUAL FUND TIMING DIFFERENCE	14,785.
ROUNDING	3.
TOTAL	14,788.

STATEMENT 4

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  CASEY B. CASTANEDA
ADDRESS:
  270 PARK AVENUE
  NEW YORK, NY 10017
RECIPIENT'S PHONE NUMBER: 212-464-0308
FORM, INFORMATION AND MATERIALS:
  COVER LETTER WITH PERTINENT FINANCIAL INFO. APPLICATION
  AVAILABLE ONLINE AT WWW.JPMORGAM.COM/ONLINEGRANT
  GRANTS ARE GIVEN FOR EDUCATION, HEALTH & WELFARE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  PRIMARILY IN THE SOUTHEAST UNITED STATES.

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

RECIPIENT NAME:
CENTER FOR ECONOMIC OPTIONS, INC
ADDRESS:
910 QUARRIER ST, STE B
CHARLESTON, WV 25301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CHILDREN'S RIGHTS, INC.
ADDRESS:
7TH AVE , 4TH FLOOR
NEW YORK, NY 10001
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FEDERATION OF APPALACHIAN
HOUSING ENTERPRISES, INC
ADDRESS:
106 PASCO STREET
BEREA, KY 40403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

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

RECIPIENT NAME:
LEGAL AID JUSTICE CENTER
ADDRESS:
1000 PRESTON AVENUE
CHARLOTTESVILLE, VA 22903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MDC, INC
ADDRESS:
307 WEST MAIN STREET
DURHAM, NC 27701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
NATURAL RESOURCES DEFENSE
COUNCIL, INC
ADDRESS:
40 WEST 20 STREET
NEW YORK, NY 10011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
RURAL ACTION
ADDRESS:
19627 WALNUT ST
TRIMBLE, OH 45782
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SOUTHERN BANCORP COMMUNITY
PARTNERS
ADDRESS:
8924 KANIS ROAD
LITTLE ROCK, AR 72205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
COLLABORATIVE FOR THE 21ST
CENTURY APPALACHIA, INC
ADDRESS:
1508 BIGLEY AVENUE
CHARLESTON, WV 25302
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

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

RECIPIENT NAME:
LOCAL INITIATIVES SUPPORT CORPORATION
ADDRESS:
501 SEVENTH AVENUE
NEW YORK, NY 10018
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRIOGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
PISGAH LEGAL SERVICES
ADDRESS:
62 CHARLOTTE STREET
ASHVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
RAND CORPORATION
GULF STATES POLICY INSTITUTE
ADDRESS:
1776 MAIN STREET
SANTA MONICA, CA 90401
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

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

RECIPIENT NAME:
NEW LEADERS FOR NEW SCHOOLS
ADDRESS:
200 BROADWAY ST, SUITE 108
NEW ORLEANS, LA 70118
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
NATURAL CAPITAL INVESTMENT FUND
ADDRESS:
1098 TURNER ROAD
SHEPHERDSTOWN, WV 25443
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 375,000.

STATEMENT 10

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
CHARLES M AND MARY D GRANT FDN P13040004	13-6264329

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	-1,773.
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	-1,773.

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					41,342.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	70,591.
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	111,933.

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

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			-1,773.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			111,933.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			110,160.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ 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

OMB No 1545-0092

2012

Name of estate or trust: CHARLES M AND MARY D GRANT FDN P13040004

Employer identification number: 13-6264329

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 20466.48 JPMORGAN SHORT DU FUND	VAR	02/01/2012	224,927.00	225,463.00	-536.00
6656.372 EATON VANCE MUT F	05/13/2011	03/19/2012	59,841.00	60,573.00	-732.00
7206.375 EATON VANCE FLOAT	05/16/2012	07/02/2012	78,333.00	78,838.00	-505.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -1,773.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: CHARLES M AND MARY D GRANT FDN P13040004

Employer identification number: 13-6264329

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 24361.631 JPMORGAN TOTAL R SELECT	07/25/2008	02/01/2012	245,078.00	245,809.00	-731.00
80000. CS BREN EAFE 2/15/1	01/28/2011	02/15/2012	76,464.00	79,200.00	-2,736.00
822.727 DODGE & INTERNATIO FUND	05/22/2007	03/19/2012	27,570.00	39,943.00	-12,373.00
3911.593 HARTFORD CAPITAL FUND	01/20/2010	03/19/2012	132,486.00	122,863.00	9,623.00
250. VANGUARD EMERGING MAR	02/01/2011	03/19/2012	11,063.00	11,739.00	-676.00
85000. GS BREN EAFE 04/25	04/08/2011	04/25/2012	75,696.00	84,150.00	-8,454.00
1270.615 THORNBURG VALUE F	01/20/2010	05/11/2012	39,758.00	40,863.00	-1,105.00
9852.29 RIDGEWORTH SEIX FL FD I*	05/13/2011	05/14/2012	87,390.00	88,966.00	-1,576.00
35712.397 EATON VANCE MUT	VAR	05/16/2012	322,483.00	324,271.00	-1,788.00
1703.87 DREYFUS BOSTON SMA GROWTH FD*	06/13/2008	05/24/2012	93,338.00	96,081.00	-2,743.00
2855.224 JPMORGAN ASIA EQU	05/13/2011	05/24/2012	80,203.00	107,528.00	-27,325.00
9186.698 DREYFUS/LAUREL FD	VAR	06/04/2012	122,826.00	132,923.00	-10,097.00
1001.857 JPMORGAN INTERNAT CURRENCY	11/19/2009	06/05/2012	10,740.00	10,910.00	-170.00
3743.398 JPMORGAN ASIA EQU	VAR	06/26/2012	103,131.00	92,614.00	10,517.00
7423.845 THORNBURG VALUE F	01/20/2010	07/19/2012	221,528.00	238,751.00	-17,223.00
. JPMCB SPECIAL EQUITIES F		08/10/2012	1,730.00		1,730.00
. UNITS-JPMCB EQUITY & CON		08/10/2012	39,666.00		39,666.00
100000. SG CONT BUFF EQ SP	08/05/2011	08/22/2012	118,241.00	99,000.00	19,241.00
80000. BARC BREN EAFE 08/	08/12/2011	08/29/2012	82,235.00	79,200.00	3,035.00
125000. CS MARKET PLUS SPX	03/18/2011	09/24/2012	142,769.00	123,438.00	19,331.00
80000. HSBC MARKET PLUS GO 10/29/12	10/14/2011	10/30/2012	82,324.00	79,200.00	3,124.00
75000. GS BREN EEM 11/05/1	10/19/2011	11/07/2012	86,425.00	74,250.00	12,175.00
125000. GS BREN SPX 11/28/	11/11/2011	11/29/2012	145,400.00	123,750.00	21,650.00
100000. GS CONT BUFF EQ SP	11/18/2011	12/05/2012	116,496.00	99,000.00	17,496.00

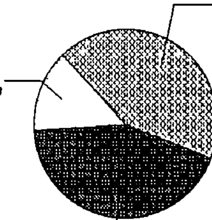
6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 70,591.00

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	3,420,477 19	3,353,280.21	(67,196.98)	41,311.68	43%
Alternative Assets	789,661.68	1,103,846.62	314,184 94	25,343 66	14%
Cash & Fixed Income	3,284,478 91	3,386,469 14	101,990 23	96,693 31	43%
Market Value	**$7,494,617.78**	**$7,843,595.97**	**$348,978.19**	**$163,348.65**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	70,483 68	39,007.23	(31,476 45)
Accruals	7,358 49	12,234 00	4,875 51
Market Value	**$77,842.17**	**$51,241.23**	**($26,600.94)**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**7,494,617.78**	**7,494,617.78**	**70,483.68**	**70,483.68**
Additions	30,000 00	30,000 00		
Withdrawals & Fees	(307,050 00)	(307,050 00)	(208,555 89)	(208,555 89)
Net Additions/Withdrawals	**($277,050.00)**	**($277,050.00)**	**($208,555.89)**	**($208,555.89)**
Income	1,922 73	1,922 73	177,079 44	177,079 44
Change In Investment Value	624,105 46	624,105 46		
Ending Market Value	**$7,843,595.97**	**$7,843,595.97**	**$39,007.23**	**$39,007.23**
Accruals	--	--	12,234 00	12,234 00
Market Value with Accruals	--	--	**$51,241.23**	**$51,241.23**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	176,903.90	176,903 90
Interest Income	175.54	175 54
Original Issue Discount	1,922.73	1,922 73
Taxable Income	**$179,002.17**	**$179,002.17**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	40,153 48	40,153 48
ST Realized Gain/Loss	(1,773 36)	(1,773 36)
LT Realized Gain/Loss	29,193.33	29,193 33
Realized Gain/Loss	**$67,573.45**	**$67,573.45**

	To-Date Value
Unrealized Gain/Loss	**$255,885.06**

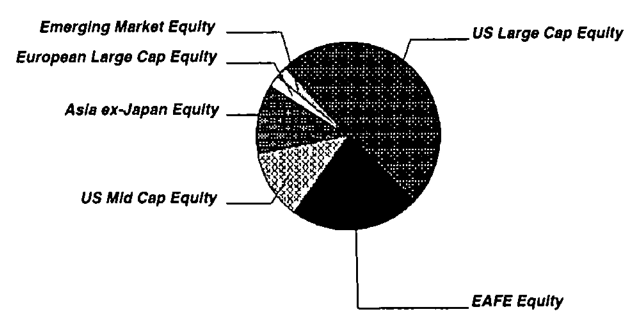
Cost Summary	Cost
Equity	3,114,335 09
Cash & Fixed Income	3,343,411 85
Total	**$6,457,746.94**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,853,501.47	1,646,019 28	(207,482 19)	21%
US Mid Cap Equity	362,655 73	402,131 43	39,475.70	5%
US Small Cap Equity	90,151 76	0 00	(90,151 76)	
EAFE Equity	662,295 88	753,186 28	90,890 40	10%
European Large Cap Equity	0 00	81,392 80	81,392.80	1%
Asia ex-Japan Equity	300,035 35	392,622 92	92,587 57	5%
Emerging Market Equity	151,837 00	77,927 50	(73,909 50)	1%
Total Value	**$3,420,477.19**	**$3,353,280.21**	**($67,196.98)**	**43%**

Market Value/Cost	Current Period Value
Market Value	3,353,280 21
Tax Cost	3,114,335 09
Unrealized Gain/Loss	238,945 12
Estimated Annual Income	41,311 68
Accrued Dividends	3,387 10
Yield	1 23%

Asset Categories



Equity as a percentage of your portfolio - 43 %

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							
DB BREN SPX 01/07/13 10%BUFFER-2 XLEV- 8 7%CAP 17.4%MAXRTRN INITIAL LEVEL-12/16/11 SPX 1,219 66 2515A1-FE-6	117 40	100,000 000	117,399 00	99,000 00	18,399 00		
GS CONT BUFF EQ SPX 12/11/13 80% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-11/21/12 SPX 1390 72 38141G-JQ-8	101 52	80,000 000	81,216.00	79,200.00	2,016 00		
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10 29	16,357 021	168,313 75	147,867 47	20,446.28	6,199 31 856.13	3.68%
JPM INTREPID AMERICA FD - SEL FUND 1206 4812A2-10-8 JPIA X	26 09	4,970 881	129,690 29	112,132 74	17,557 55	2,226 95	1 72%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	3,823 038	91,561 76	82,462 93	9,098 83	768 43 20 57	0 84%
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10 03	7,747 500	77,707 43	56,789.18	20,918 25	751.50	0 97%

	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	18,206 381	402,725 15	384,700 83	18,024 32	6,536 09	1 62%
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10 97	14,826 213	162,643 56	156,268 29	6,375 27	2,001 53	1 23%
SG CONT BUFF EQ SPX 01/08/14 80% CONTIN BARRIER- 4 5%CPN 15% CAP INITIAL LEVEL-12/21/12 SPX 1430 15 78423E-FD-1	98 59	85,000 000	83,801 50	84,150.00	(348.50)		
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	2,324 000	330,960 84	297,764.11	33,196.73	7,211 37 2,374 73	2.18%
UNITS-JPMCB EQUITY & CONV SEC FUND REPRESENTS INTEREST IN RESIDUAL BALANCE Bearer 5529JB-92-6		3,854.000		N/A **	N/A		
Total US Large Cap Equity			**$1,646,019.28**	**$1,500,335.55**	**$145,683.73**	**$25,695.18** **$3,251.43**	**1.56%**
US Mid Cap Equity							
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	14,117.770	149,789 54	121,836.36	27,953 18	1,270.59	0 85%
JPM TR I MIDCAP CORE - SEL 48121L-75-9 JMRS X	17.86	9,642 376	172,212 84	152,445 96	19,766 88	1,986 32 135 67	1.15%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Mid Cap Equity							
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH FUND 561709-83-3 TMDP X	14 87	5,388 638	80,129 05	79,105 21	1,023 84		
Total US Mid Cap Equity			**$402,131.43**	**$353,387.53**	**$48,743.90**	**$3,256.91** **$135.67**	**0.81 %**
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30 38	5,813.050	176,600.46	161,486 54	15,113 92		
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	85,000 000	90,610 00	84,150 00	6,460 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	85,000 000	88,740 00	84,150.00	4,590 00		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34 64	3,000 334	103,931 57	145,666 21	(41,734 64)	2,241 24	2 16%
HSBC BREN EAFE 03/06/13 10%BUFFER-2 XLEV- 9 5%CAP 19% MAXRTN INITIAL LEVEL-02/17/12· SX5E·2520 31 UKX·5905 07 TPX·810.45 4042K1-XT-5	106 08	75,000 000	79,560 00	74,250 00	5,310.00		

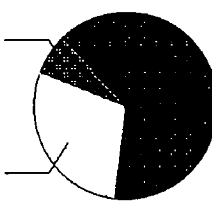
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56 86	250 000	14,215 00	14,507 37	(292 37)	439 75	3 09%
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7 75	14,847 181	115,065 65	134,331 07	(19,265 42)	1,796 50	1.56%
MFS INTL VALUE-I 55273E-82-2 MINI X	28 17	2,998 353	84,463 60	76,697 87	7,765 73	1,541 15	1 82%
Total EAFE Equity			**$753,186.28**	**$775,239.06**	**($22,052.78)**	**$6,018.64**	**0.80%**
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	80,000 000	81,392 80	79,000 00	2,392 80		
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13 07	9,372 452	122,497 95	103,846 77	18,651 18	2,399 34	1 96%
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	11,066 160	270,124 97	220,355 46	49,769 51	2,235 36	0 83%
Total Asia ex-Japan Equity			**$392,622.92**	**$324,202.23**	**$68,420.69**	**$4,634.70**	**1.18%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	1,750 000	77,927 50	82,170 72	(4,243 22)	1,706 25	2 19%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	420,152 58	735,187 22	315,034 64	9%
Real Estate & Infrastructure	78,481 05	89,396 15	10,915 10	1%
Hard Assets	291,028 05	279,263 25	(11,764 80)	4%
Total Value	**$789,661.68**	**$1,103,846.62**	**$314,184.94**	**14%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	12,419 445	155,615 65	155,367 26
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12.77	10,570 464	134,984 83	138,286 51

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	14,313 014	158,874 46	156,584 38
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	14,160 641	139,199 10	145,705 26
GATEWAY FUND - Y 367829-88-4 GTEY X	27 11	5,404.396	146,513.18	140,543 51
Total Hedge Funds			**$735,187.22**	**$736,486.92**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	7,686.69	82,401 26		89,396 15	1,883.23	2.11 %

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

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

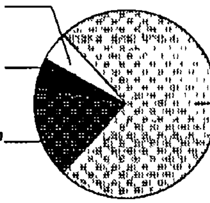
	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC BREN COMMODITY BSKT 11/21/13 LKD TO CO1 PLTMLNPM LOCADY & SPGCGRP 1 85%LEV, 20%BUFFER, 27 75%MAXRTN 11/18/11 06738K-ZN-4	110.20	80,000 000	88,160 00	78,800 00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	8,072 101	112,767 25	153,075 79

	Price	Quantity	Estimated Value	Cost
Hard Assets				
SG PARTICIPATING GOLD NOTE 11/08/13 LNKD TO GOLDLNPM 85%BARRIER, 13 00%MAXRTN 10/26/12 GOLDLNPM 1716 78423E-ER-1	97.92	80,000.000	78,336.00	79,200.00
Total Hard Assets			**$279,263.25**	**$311,075.79**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	355,954.86	540,493 64	184,538 78	7%
US Fixed Income	2,565,457 21	2,608,249 09	42,791 88	32%
Complementary Structured Strategies	116,383 00	118,120 00	1,737.00	2%
Foreign Exchange & Non-USD Fixed Income	246,683 84	119,606 41	(127,077 43)	2%
Total Value	**$3,284,478.91**	**$3,386,469.14**	**$101,990.23**	**43%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 43 %

Market Value/Cost	Current Period Value
Market Value	3,386,469 14
Tax Cost	3,343,411 85
Unrealized Gain/Loss	43,057 29
Estimated Annual Income	96,693 31
Accrued Interest	7,648 64
Yield	2 85%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	3,329,007.14	99%
6-12 months[1]	57,462 00	1%
Total Value	**$3,386,469.14**	**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	540,493 64	15%
International Bonds	120,149.16	3%
Mutual Funds	2,607,706.34	79%
Complementary Structure	118,120 00	3%
Total Value	**$3,386,469.14**	**100%**

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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

** 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
Cash							
US DOLLAR PRINCIPAL	1.00	540,493.64	540,493 64	540,493 64		162 14	0.03% [1]
US Fixed Income							
UNITS-JPMCB INTER FIXED INC SEC FD REPRESENTS INTEREST IN RESIDUAL BALANCE Bearer 5529JB-9F-7		16,254 00		N/A **	N/A		
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	10,156 31	120,149.16	116,289 76	3,859 40	4,844 56 416 41	4 03%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	33,765 90	382,567.62	376,225 99	6,341 63	24,277.68 1,902 98	6 35%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	34,685 49	282,339 88	257,366 33	24,973 55	19,944 15 1,803 65	7 06%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
US Fixed Income							
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	84,725 47	931,132 88	930,003 58	1,129 30	13,979 70 1,101 43	1.50%
JPM TR I MLT SC INCM SL 48121A-29-0	10 22	19,405 05	198,319 65	196,185 10	2,134 55	7,490 35 1,203 11	3 78%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10 81	20,923 97	226,188 06	222,630 99	3,557 07	5,440 23 272.01	2 41%
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8 98	26,500 41	237,973 64	236,490 79	1,482 85	11,633.67 949 05	4 89%
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10 32	22,245 95	229,578 20	226,311 18	3,267 02	8,231 00	3 59%
Total US Fixed Income			**$2,608,249.09**	**$2,561,503.72**	**$46,745.37**	**$95,841.34** **$7,648.64**	**3.68%**
Complementary Structured Strategies							
O **DB 95% PPN FX BASKET 2/1/13** LNKED TO MXN INR CNY & RUB VS USD 1 40XLEV, UNCAPPED 7/29/11 2515A1-B5-9	93.32	65,000.00	60,658.00	64,996.83 64,187 50	(4,338.83)		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Complementary Structured Strategies							
O **BARC 93% PPN CURRENCY BASKET 9/13/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 06738K-UP-4	95 77	60,000 00	57,462 00	60,844 11 59,100 00	(3,382 11)		
Total Complementary Structured Strategies			**$118,120.00**	**$125,840.94** **$123,287.50**	**($7,720.94)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	10,612.81	119,606.41	115,573.55	4,032 86	689 83	0.58%

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 INTEREST IN FUTURE CLASS ACTIONS Bearer 15199T-H5-7		289 000		N/A **	N/A	