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: BESSIE SHIELDS FOUNDATION R56991004

A Employer identification number: 25-1380543

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 ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [ ] Name change

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 947,838.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,014.	21,014.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	22,108.			
	b Gross sales price for all assets on line 6a 315,542.				
	7 Capital gain net income (from Part IV, line 2)		22,108.		
	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)	-682.	397.		STMT 1
	12 **Total.** Add lines 1 through 11	42,440.	43,519.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,325.	9,244.		3,081.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	1,209.	524.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	15.			15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	13,549.	9,768.		3,096.
	25 Contributions, gifts, grants paid	47,247.			47,247.
	26 **Total expenses and disbursements** Add lines 24 and 25	60,796.	9,768.		50,343.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-18,356.			
	b **Net investment income** (if negative, enter -0-)		33,751.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing	6,482.		
2	Savings and temporary cash investments	44,171.	22,773.	22,773.
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)	663,012.	719,887.	808,706.
c	Investments - corporate bonds (attach schedule)	150,210.	107,041.	116,359.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)	863,875.	849,701.	947,838.
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. ▶ X			
27	Capital stock, trust principal, or current funds	863,875.	849,701.	
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)	863,875.	849,701.	
31	**Total liabilities and net assets/fund balances** (see instructions)	863,875.	849,701.	

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	863,875.
2	Enter amount from Part I, line 27a	2	-18,356.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD COST ADJUSTMENT	3	4,182.
4	Add lines 1, 2, and 3	4	849,701.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	849,701.

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	315,542.		293,434.	22,108.
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				22,108.
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	22,108.
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	24,129.	947,444.	0.025467
2010	25,271.	891,179.	0.028357
2009	25,113.	774,114.	0.032441
2008	43,246.	903,493.	0.047865
2007	47,666.	1,073,018.	0.044422

2	**Total** of line 1, column (d)	2	0.178552
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	0.035710
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	935,648.
5	Multiply line 4 by line 3	5	33,412.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	338.
7	Add lines 5 and 6	7	33,750.
8	Enter qualifying distributions from Part XII, line 4	8	50,343.

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 ▶ [X] and enter 1% of Part I, line 27b		1	338.
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	338.
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	338.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 600.		
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	2,000.
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	1,662.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 500. **Refunded** ▶		11	1,162.

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) ▶ IL			
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 ▶ JPMORGAN CHASE BANK NA Telephone no ▶ (866)888-5157 Located at ▶ 10 S DEARBORN STREET;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)*

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** 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? . . ☐ Yes ☒ No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK NA 10 S DEARBORN ST;MC:IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	12,325.	-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	898,522.
b	Average of monthly cash balances	1b	51,374.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	949,896.
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	949,896.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	14,248.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	935,648.
6	**Minimum investment return.** Enter 5% of line 5	6	46,782.

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	46,782.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	338.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	338.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	46,444.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	46,444.
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	46,444.

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	50,343.
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	50,343.
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	338.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	50,005.

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				46,444.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			46,247.	
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: ▶ $ 50,343.				
a	Applied to 2011, but not more than line 2a			46,247.	
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				4,096.
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				42,348.
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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ART INSITUTE OF CHICAGO 111 S MICHIGAN AVE CHICAGO IL 60603-6110	NONE	PUBLIC	GENERAL	10,000.
NORTHWESTERN UNIVERSITY FEINBERG SCHOOL OF ME 303 E CHICAGO AVE CHICAGO IL 60611	NONE	PUBLIC	GENERAL	10,000.
LINCOLN PARK ZOOLOGICAL SOCIETY 2001 N CLARK STREET CHICAGO IL 60614	NONE	PUBLIC	GENERAL	5,000.
FIELD MUSEUM OF NATURAL HISTORY 1400 S LAKE SHORE DRIVE CHICAGO IL 60605-249	NONE	PUBLIC	GENERAL	5,000.
TEMPLE UNIVERISTY SCHOOL OF MEDICINE 1801 N BROAD ST PHILADELPHIA PA 19122	NONE	PUBLIC	GENERAL	5,000.
WINDOW TO THE WORLD COMMUNICATIONS INC 5400 N SAINT LOUIS AVENUE CHICAGO IL 60625-4	NONE	PUBLIC	GENERAL	5,000.
ST GREGORY EPISCOPAL CHURCH 480 S BEVERWYCK ROAD PARSIPPANY NJ 07054	NONE	PUBLIC	GENERAL	2,247.
GOOD SHEPHERD HOSPITAL 450 ILLINOIS 22 BARRINGTON IL 60010	NONE	PUBLIC	GENERAL	5,000.
Total ▶ 3a				47,247.
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	21,014.	
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	22,108.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b DEFERRED INCOME			14	-682.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				42,440.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 42,440.

(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 | 09/26/2013 | ▶

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

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: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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	-231.
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	-231.

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					4,806.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	17,533.
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	22,339.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

Part III Summary of Parts I and II
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-231.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			22,339.
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			22,108.

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: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 24. WPX ENERGY INC	05/05/2011	01/04/2012	425.00	396.00	29.00
22. BROADCOM CORP CL A	06/14/2011	01/06/2012	645.00	731.00	-86.00
30. JOHNSON & JOHNSON	04/26/2011	01/19/2012	1,949.00	1,952.00	-3.00
20. GLOBAL PMTS INC	02/07/2011	01/23/2012	961.00	977.00	-16.00
25. JOHNSON & JOHNSON	04/11/2011	01/26/2012	1,642.00	1,523.00	119.00
9. OCCIDENTAL PETE CORP	08/05/2011	02/01/2012	893.00	773.00	120.00
26. COCA-COLA CO	11/09/2011	02/03/2012	1,773.00	1,750.00	23.00
14. MONSANTO CO NEW	07/27/2011	02/07/2012	1,117.00	974.00	143.00
20. BAKER HUGHES INC	11/10/2011	02/10/2012	969.00	1,144.00	-175.00
19. DARDEN RESTAURANTS INC	10/05/2011	02/21/2012	968.00	823.00	145.00
4. DOMINION RES INC VA NEW	10/14/2011	02/21/2012	201.00	202.00	-1.00
22. DOMINION RES INC VA NE	10/14/2011	02/21/2012	1,104.00	1,109.00	-5.00
3. MICROS SYS INC	10/25/2011	02/21/2012	154.00	151.00	3.00
1. MICROS SYS INC	10/25/2011	02/22/2012	51.00	50.00	1.00
4. MICROS SYS INC	10/25/2011	02/22/2012	205.00	201.00	4.00
2. MICROS SYS INC	10/25/2011	02/23/2012	103.00	100.00	3.00
2. MICROS SYS INC	10/25/2011	02/23/2012	103.00	100.00	3.00
2. CARNIVAL CORPORATION	08/09/2011	02/28/2012	60.00	61.00	-1.00
2. CARNIVAL CORPORATION	08/09/2011	02/28/2012	60.00	61.00	-1.00
4. CARNIVAL CORPORATION	08/09/2011	02/28/2012	119.00	121.00	-2.00
13. CARNIVAL CORPORATION	08/09/2011	02/29/2012	393.00	391.00	2.00
17. SOUTHWESTERN ENERGY CO	08/16/2011	03/05/2012	553.00	671.00	-118.00
469.959 JPMORGAN HIGH YIEL	10/20/2011	03/07/2012	3,703.00	3,609.00	94.00
28. NEXTERA ENERGY INC	12/12/2011	03/16/2012	1,682.00	1,599.00	83.00

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

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
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OMB No 1545-0092
2012

Name of estate or trust: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 15. TARGET CORP	06/14/2011	03/20/2012	870.00	709.00	161.00
10. TARGET CORP	06/14/2011	03/21/2012	581.00	473.00	108.00
3. TARGET CORP	06/14/2011	03/21/2012	173.00	142.00	31.00
2. TARGET CORP	08/09/2011	03/21/2012	115.00	94.00	21.00
4. TARGET CORP	08/09/2011	03/22/2012	231.00	189.00	42.00
153.017 ASTON OPTIMUM MID	07/20/2011	03/27/2012	5,250.00	5,056.00	194.00
1. ANADARKO PETE CORP	10/28/2011	03/27/2012	78.00	83.00	-5.00
1. APPLE COMPUTER INC	08/10/2011	03/27/2012	615.00	367.00	248.00
4. CAMERON INTERNATIONAL C	02/10/2012	03/27/2012	207.00	227.00	-20.00
4. CENTERPOINT ENERGY INC	07/15/2011	03/27/2012	78.00	77.00	1.00
5. EQT CORPORATION	02/21/2012	03/27/2012	248.00	263.00	-15.00
3. EMERSON ELEC CO	07/13/2011	03/27/2012	154.00	170.00	-16.00
5. FREEPORT-MCMORAN COPPER	01/26/2012	03/27/2012	196.00	237.00	-41.00
2. GENERAL ELEC CO	09/16/2011	03/27/2012	40.00	33.00	7.00
2. JOHNSON CTLS INC	10/28/2011	03/27/2012	66.00	67.00	-1.00
5. JUNIPER NETWORKS INC	05/25/2011	03/27/2012	113.00	182.00	-69.00
2. LENNAR CORP	10/21/2011	03/27/2012	56.00	33.00	23.00
3. MERCK & CO INC	01/09/2012	03/27/2012	117.00	115.00	2.00
3. SCHLUMBERGER LTD	05/12/2011	03/27/2012	211.00	251.00	-40.00
3. WALTER INDS INC	02/02/2012	03/27/2012	185.00	223.00	-38.00
4. WELLS FARGO & CO NEW	03/16/2012	03/27/2012	137.00	136.00	1.00
4. INVESCO LTD SHS	10/28/2011	03/27/2012	107.00	83.00	24.00
4. AMAZON COM INC	06/30/2011	04/09/2012	768.00	807.00	-39.00
4. CAMPBELL SOUP CO	07/12/2011	04/12/2012	132.00	139.00	-7.00

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

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: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 8. CAMPBELL SOUP CO	07/12/2011	04/13/2012	265.00	278.00	-13.00
1. MERCK & CO INC	01/09/2012	04/13/2012	38.00	38.00	
1. MERCK & CO INC	01/09/2012	04/13/2012	38.00	38.00	
1. MERCK & CO INC	01/09/2012	04/13/2012	38.00	38.00	
1. MERCK & CO INC	01/09/2012	04/13/2012	38.00	38.00	
2. MERCK & CO INC	01/09/2012	04/13/2012	76.00	76.00	
19. XILINX INC	11/01/2011	04/13/2012	673.00	626.00	47.00
1. MERCK & CO INC	01/09/2012	04/16/2012	38.00	38.00	
1. MERCK & CO INC	01/09/2012	04/16/2012	38.00	38.00	
2. MERCK & CO INC	01/09/2012	04/16/2012	76.00	76.00	
3. MERCK & CO INC	05/17/2011	04/16/2012	114.00	114.00	
1. MERCK & CO INC	05/17/2011	04/16/2012	38.00	37.00	1.00
3. MERCK & CO INC	05/17/2011	04/16/2012	114.00	112.00	2.00
1. MERCK & CO INC	05/17/2011	04/16/2012	38.00	37.00	1.00
2. MERCK & CO INC	05/17/2011	04/16/2012	76.00	75.00	1.00
2. XILINX INC	11/01/2011	04/16/2012	71.00	66.00	5.00
3. MERCK & CO INC	05/17/2011	04/17/2012	114.00	112.00	2.00
1. MERCK & CO INC	05/17/2011	04/17/2012	38.00	37.00	1.00
7. MERCK & CO INC	05/17/2011	04/17/2012	268.00	261.00	7.00
1. MERCK & CO INC	05/17/2011	04/17/2012	38.00	37.00	1.00
20. JUNIPER NETWORKS INC	05/25/2011	04/23/2012	405.00	632.00	-227.00
2. MERCK & CO INC	05/17/2011	04/23/2012	76.00	75.00	1.00
2. MERCK & CO INC	05/17/2011	04/24/2012	76.00	75.00	1.00
5. MERCK & CO INC	05/17/2011	04/25/2012	191.00	186.00	5.00

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

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: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 1. MERCK & CO INC	05/17/2011	04/26/2012	38.00	37.00	1.00
60. TEXAS INSTRS INC	02/01/2012	05/07/2012	1,844.00	1,985.00	-141.00
338.889 EATON VANCE MUT FD	03/27/2012	05/09/2012	3,064.00	3,050.00	14.00
728.713 JPMORGAN HIGH YIEL	10/20/2011	05/24/2012	5,691.00	5,656.00	35.00
13. AMERIPRISE FINANCIAL I	02/09/2012	06/01/2012	598.00	706.00	-108.00
6. AMERIPRISE FINANCIAL IN	02/09/2012	06/04/2012	273.00	326.00	-53.00
5. AMERIPRISE FINANCIAL IN	02/09/2012	06/04/2012	229.00	271.00	-42.00
806.87 JPMORGAN INTERNATIO	07/20/2011	06/11/2012	8,674.00	9,448.00	-774.00
102. GENERAL ELEC CO	09/16/2011	06/15/2012	2,020.00	1,659.00	361.00
10. EXXON MOBIL CORP	01/19/2012	06/21/2012	824.00	867.00	-43.00
8. PROCTER & GAMBLE CO	02/01/2012	06/21/2012	479.00	508.00	-29.00
16. CVS CORP	01/09/2012	06/22/2012	731.00	669.00	62.00
4. CVS CORP	01/09/2012	06/22/2012	183.00	167.00	16.00
2. CVS CORP	01/09/2012	06/22/2012	91.00	84.00	7.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
4. WILLIAMS COS INC	01/04/2012	06/22/2012	114.00	107.00	7.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	28.00	27.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	27.00	27.00	
2. WILLIAMS COS INC	01/04/2012	06/25/2012	55.00	54.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	27.00	27.00	
922.509 EATON VANCE FLOATI	05/09/2012	06/27/2012	10,000.00	10,111.00	-111.00

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

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: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 6. EQT CORPORATION	02/21/2012	07/02/2012	322.00	315.00	7.00
2. EQT CORPORATION	02/22/2012	07/03/2012	109.00	105.00	4.00
3. EQT CORPORATION	02/22/2012	07/03/2012	164.00	157.00	7.00
1. EQT CORPORATION	03/05/2012	07/03/2012	55.00	52.00	3.00
1. EQT CORPORATION	03/05/2012	07/05/2012	55.00	52.00	3.00
2. EQT CORPORATION	03/05/2012	07/05/2012	110.00	104.00	6.00
2. EQT CORPORATION	03/05/2012	07/06/2012	108.00	104.00	4.00
1. HUMANA INC	10/31/2011	07/11/2012	75.00	86.00	-11.00
1. HUMANA INC	10/31/2011	07/11/2012	75.00	86.00	-11.00
16. MARRIOTT INTL INC NEW	02/28/2012	07/11/2012	607.00	566.00	41.00
2. HUMANA INC	10/31/2011	07/12/2012	147.00	171.00	-24.00
1. HUMANA INC	10/31/2011	07/16/2012	75.00	86.00	-11.00
1. HUMANA INC	10/31/2011	07/17/2012	74.00	86.00	-12.00
5. CAMERON INTERNATIONAL C	02/10/2012	07/18/2012	225.00	284.00	-59.00
1. HUMANA INC	10/31/2011	07/18/2012	73.00	86.00	-13.00
1. HUMANA INC	10/31/2011	07/18/2012	73.00	86.00	-13.00
1. HUMANA INC	10/31/2011	07/19/2012	74.00	86.00	-12.00
8. EXXON MOBIL CORP	01/19/2012	07/27/2012	690.00	694.00	-4.00
21. JOHNSON & JOHNSON	07/09/2012	07/27/2012	1,454.00	1,426.00	28.00
2. AUTOZONE INC	08/19/2011	08/03/2012	735.00	581.00	154.00
8. COGNIZANT TECHNOLOGY SO	08/11/2011	08/03/2012	460.00	496.00	-36.00
2. COGNIZANT TECHNOLOGY SO	05/07/2012	08/03/2012	114.00	117.00	-3.00
8. MARRIOTT INTL INC NEW C	01/26/2012	08/13/2012	295.00	282.00	13.00
24. MARRIOTT INTL INC NEW	01/26/2012	08/14/2012	886.00	837.00	49.00

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

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.
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OMB No 1545-0092

2012

Name of estate or trust: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 9. EXXON MOBIL CORP	01/19/2012	09/07/2012	808.00	781.00	27.00
40. WALGREEN CO	06/22/2012	09/07/2012	1,395.00	1,193.00	202.00
4. EXXON MOBIL CORP	01/19/2012	09/13/2012	365.00	347.00	18.00
1929. ISHARES INC MSCI JAP	03/08/2012	09/14/2012	18,135.00	19,119.00	-984.00
15. CBS CORP	10/06/2011	09/26/2012	535.00	323.00	212.00
3. ADT CORPORATION	06/15/2012	10/04/2012	116.00	106.00	10.00
.421 ADT CORPORATION	06/15/2012	10/05/2012	16.00	15.00	1.00
3. ADT CORPORATION	06/15/2012	10/15/2012	109.00	28.00	81.00
5. ADT CORPORATION	06/15/2012	10/16/2012	187.00	46.00	141.00
2. MARATHON PETROLEUM CORP	07/31/2012	10/16/2012	110.00	96.00	14.00
3. MARATHON PETROLEUM CORP	07/31/2012	10/16/2012	165.00	143.00	22.00
1. MARATHON PETROLEUM CORP	07/30/2012	10/16/2012	55.00	47.00	8.00
2. MARATHON PETROLEUM CORP	07/30/2012	10/16/2012	111.00	94.00	17.00
11. MARATHON PETROLEUM COR	07/27/2012	10/16/2012	602.00	517.00	85.00
6. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	334.00	281.00	53.00
8. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	445.00	375.00	70.00
1. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	56.00	47.00	9.00
2. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	110.00	94.00	16.00
4. ABBOTT LABS	09/13/2012	10/18/2012	264.00	277.00	-13.00
15. ABBOTT LABS	04/26/2012	10/18/2012	982.00	976.00	6.00
2. ABBOTT LABS	04/26/2012	10/18/2012	131.00	124.00	7.00
15. ABBOTT LABS	04/23/2012	10/18/2012	985.00	915.00	70.00
3. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	180.00	141.00	39.00
8. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	480.00	376.00	104.00

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

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: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 1. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	60.00	47.00	13.00
2. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	119.00	94.00	25.00
2. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	118.00	94.00	24.00
2. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	119.00	94.00	25.00
1. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	59.00	47.00	12.00
3. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	178.00	141.00	37.00
31. ALTERA CORP	04/17/2012	10/26/2012	941.00	1,188.00	-247.00
1. COVIDIEN PLC NEW	07/27/2012	10/26/2012	55.00	55.00	
2. COVIDIEN PLC NEW	07/27/2012	10/31/2012	110.00	110.00	
1. COVIDIEN PLC NEW	07/27/2012	11/01/2012	55.00	55.00	
1. COVIDIEN PLC NEW	07/27/2012	11/01/2012	55.00	55.00	
2. COVIDIEN PLC NEW	07/27/2012	11/02/2012	112.00	110.00	2.00
2. EOG RESOURCES INC	09/10/2012	11/05/2012	232.00	228.00	4.00
1. EOG RESOURCES INC	09/07/2012	11/05/2012	116.00	113.00	3.00
4. PIONEER NAT RES CO	04/19/2012	11/05/2012	426.00	423.00	3.00
3. LAM RESEARCH CORPORATIO	01/06/2012	11/16/2012	103.00	113.00	-10.00
8. LAM RESEARCH CORPORATIO	01/06/2012	11/19/2012	278.00	298.00	-20.00
7. LAM RESEARCH CORPORATIO	07/06/2012	11/19/2012	242.00	247.00	-5.00
4. LAM RESEARCH CORPORATIO	07/06/2012	11/20/2012	137.00	141.00	-4.00
3. CSX CORP	05/29/2012	12/04/2012	59.00	65.00	-6.00
15. CSX CORP	05/29/2012	12/04/2012	294.00	323.00	-29.00
6. CSX CORP	05/25/2012	12/05/2012	119.00	129.00	-10.00
22. FREEPORT-MCMORAN COPPE B	01/19/2012	12/05/2012	722.00	1,008.00	-286.00
3. FREEPORT-MCMORAN COPPER	03/20/2012	12/05/2012	99.00	117.00	-18.00

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

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.
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OMB No 1545-0092

2012

Name of estate or trust: BESSIE SHIELDS FOUNDATION R56991004

Employer identification number: 25-1380543

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 3. CARNIVAL CORPORATION	09/07/2012	12/12/2012	114.00	111.00	3.00
2. CARNIVAL CORPORATION	09/07/2012	12/13/2012	76.00	74.00	2.00
20. ALTERA CORP	04/13/2012	12/14/2012	658.00	758.00	-100.00
13. ALTERA CORP	04/13/2012	12/14/2012	430.00	491.00	-61.00
1. CARNIVAL CORPORATION	09/07/2012	12/14/2012	38.00	37.00	1.00
1. INTERCONTINENTAL EXCHAN	01/23/2012	12/14/2012	129.00	119.00	10.00
3. INTERCONTINENTAL EXCHAN	01/23/2012	12/14/2012	384.00	356.00	28.00
1. CARNIVAL CORPORATION	09/07/2012	12/17/2012	38.00	37.00	1.00
2. CARNIVAL CORPORATION	09/07/2012	12/17/2012	77.00	74.00	3.00
4. CARNIVAL CORPORATION	09/07/2012	12/17/2012	152.00	148.00	4.00
5. CARNIVAL CORPORATION	09/26/2012	12/17/2012	192.00	184.00	8.00
9. CARNIVAL CORPORATION	09/10/2012	12/18/2012	350.00	332.00	18.00
2. CARNIVAL CORPORATION	09/10/2012	12/18/2012	78.00	74.00	4.00
2. CARNIVAL CORPORATION	09/10/2012	12/18/2012	78.00	74.00	4.00
11. CARNIVAL CORPORATION	09/10/2012	12/18/2012	432.00	405.00	27.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -231.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

BESSIE SHIELDS FOUNDATION R56991004

Employer identification number

25-1380543

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 39. ABBOTT LABS	01/10/2008	01/10/2012	2,188.00	2,060.00	128.00
48. CONOCOPHILLIPS	10/02/2009	01/19/2012	3,420.00	2,298.00	1,122.00
13. NORFOLK SOUTHN CORP	02/28/2007	02/08/2012	941.00	623.00	318.00
3. CARNIVAL CORPORATION	04/07/2010	02/28/2012	90.00	117.00	-27.00
21. CARNIVAL CORPORATION	01/14/2010	02/28/2012	629.00	766.00	-137.00
4. CARNIVAL CORPORATION	01/14/2010	02/28/2012	120.00	139.00	-19.00
4. CARNIVAL CORPORATION	01/14/2010	02/28/2012	119.00	139.00	-20.00
1054.515 EATON VANCE MUT F	09/17/2010	03/07/2012	9,459.00	9,238.00	221.00
730.422 JPMORGAN HIGH YIEL	08/21/2007	03/07/2012	5,756.00	5,911.00	-155.00
2. NORFOLK SOUTHN CORP	02/28/2007	03/20/2012	135.00	96.00	39.00
7. NORFOLK SOUTHN CORP	02/28/2007	03/20/2012	469.00	335.00	134.00
10. AT&T INC	01/10/2008	03/27/2012	316.00	389.00	-73.00
291.333 EDGEWOOD GROWTH FU	01/04/2011	03/27/2012	4,000.00	3,315.00	685.00
831. ARTIO INTERNATIONAL E	03/06/2009	03/27/2012	8,991.00	6,282.00	2,709.00
25. BANK OF AMERICA CORPOR	07/18/2008	03/27/2012	243.00	679.00	-436.00
1. CAMERON INTERNATIONAL C	03/10/2011	03/27/2012	52.00	58.00	-6.00
8. CAMPBELL SOUP CO	07/20/2010	03/27/2012	264.00	292.00	-28.00
15. CISCO SYS INC	07/09/2008	03/27/2012	315.00	330.00	-15.00
7. CITIGROUP INC NEW	07/22/2010	03/27/2012	260.00	287.00	-27.00
1. DU PONT E I DE NEMOURS	04/30/2010	03/27/2012	53.00	41.00	12.00
3. EMC CORP	10/19/2010	03/27/2012	89.00	63.00	26.00
2. GENERAL MLS INC	09/13/2010	03/27/2012	78.00	73.00	5.00
10. GENERAL MOTORS CO	11/18/2010	03/27/2012	256.00	352.00	-96.00
1076.555 JPMORGAN GROWTH A FUND	10/07/2010	03/27/2012	11,250.00	8,408.00	2,842.00
213.442 JPMORGAN MARKET EX INDEX FUND	10/07/2010	03/27/2012	2,350.00	2,023.00	327.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
BESSIE SHIELDS FOUNDATION R56991004	25-1380543

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 6. LOWES COS INC	01/28/2011	03/27/2012	189.00	153.00	36.00
2. METLIFE INC	03/03/2011	03/27/2012	76.00	90.00	-14.00
5. MICROSOFT CORP	02/28/2007	03/27/2012	163.00	140.00	23.00
1. OCCIDENTAL PETE CORP	03/16/2010	03/27/2012	99.00	82.00	17.00
4. ORACLE CORP	12/07/2010	03/27/2012	118.00	117.00	1.00
2. PACCAR INC	08/07/2008	03/27/2012	95.00	85.00	10.00
15. TIME WARNER INC	02/08/2008	03/27/2012	555.00	489.00	66.00
2. VERIZON COMMUNICATIONS	05/16/2007	03/27/2012	78.00	80.00	-2.00
2. TYCO INTERNATIONAL LTD	01/13/2011	03/27/2012	107.00	90.00	17.00
2. AMAZON COM INC	01/28/2011	04/09/2012	384.00	339.00	45.00
27. CAMPBELL SOUP CO	07/20/2010	04/12/2012	894.00	981.00	-87.00
8. XILINX INC	12/22/2010	04/16/2012	282.00	226.00	56.00
4. XILINX INC	12/22/2010	04/17/2012	143.00	113.00	30.00
32. XILINX INC	12/22/2010	04/18/2012	1,129.00	906.00	223.00
14. JUNIPER NETWORKS INC	09/09/2009	04/23/2012	283.00	366.00	-83.00
12. DEVON ENERGY CORP NEW	05/28/2010	04/24/2012	802.00	770.00	32.00
1. MERCK & CO INC	04/18/2011	04/26/2012	38.00	34.00	4.00
3. MERCK & CO INC	04/18/2011	04/26/2012	115.00	102.00	13.00
3. MERCK & CO INC	04/18/2011	04/27/2012	116.00	102.00	14.00
4. MERCK & CO INC	04/18/2011	04/27/2012	154.00	136.00	18.00
1207.974 EATON VANCE MUT F	09/17/2010	05/09/2012	10,920.00	10,582.00	338.00
1325.561 JPMORGAN STRATEGI OPPTYS FUND SEL	02/10/2009	05/09/2012	15,350.00	13,446.00	1,904.00
663.733 JPMORGAN HIGH YIEL	12/22/2008	05/24/2012	5,184.00	3,664.00	1,520.00
8. NORFOLK SOUTHN CORP	02/28/2007	05/24/2012	539.00	383.00	156.00
319. POWERSHARES DB COMMOD TRACKING FUND	06/10/2010	05/24/2012	8,277.00	11,235.00	-2,958.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
BESSIE SHIELDS FOUNDATION R56991004

Employer identification number
25-1380543

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 381. POWERSHARES DB COMMOD TRACKING FUND	06/10/2010	05/24/2012	9,883.00	8,341.00	1,542.00
2. NORFOLK SOUTHN CORP	02/28/2007	05/25/2012	134.00	96.00	38.00
2. NORFOLK SOUTHN CORP	02/28/2007	05/25/2012	134.00	96.00	38.00
1. NORFOLK SOUTHN CORP	02/28/2007	05/25/2012	67.00	48.00	19.00
1. NORFOLK SOUTHN CORP	02/28/2007	05/25/2012	67.00	48.00	19.00
1. NORFOLK SOUTHN CORP	02/28/2007	05/25/2012	66.00	48.00	18.00
10. NORFOLK SOUTHN CORP	02/28/2007	05/29/2012	668.00	479.00	189.00
4. NORFOLK SOUTHN CORP	02/28/2007	05/29/2012	269.00	183.00	86.00
7. NORFOLK SOUTHN CORP	01/12/2009	05/30/2012	458.00	305.00	153.00
2. NORFOLK SOUTHN CORP	01/12/2009	05/30/2012	131.00	83.00	48.00
5. NORFOLK SOUTHN CORP	01/15/2009	05/31/2012	327.00	198.00	129.00
4. NORFOLK SOUTHN CORP	01/15/2009	05/31/2012	262.00	158.00	104.00
21. US BANCORP DEL NEW	01/23/2008	06/05/2012	612.00	666.00	-54.00
7. US BANCORP DEL NEW	01/23/2008	06/05/2012	205.00	222.00	-17.00
20. US BANCORP DEL NEW	01/23/2008	06/05/2012	583.00	507.00	76.00
11. US BANCORP DEL NEW	04/02/2009	06/05/2012	321.00	173.00	148.00
3. US BANCORP DEL NEW	04/02/2009	06/05/2012	88.00	47.00	41.00
3. US BANCORP DEL NEW	04/02/2009	06/05/2012	88.00	47.00	41.00
736.162 DREYFUS/LAUREL FDS	02/22/2011	06/11/2012	9,975.00	10,623.00	-648.00
1004.758 JPMORGAN INTERNAT CURRENCY	02/22/2011	06/11/2012	10,801.00	11,473.00	-672.00
2. NIKE INC	03/31/2011	06/15/2012	202.00	153.00	49.00
4. NIKE INC	01/07/2008	06/15/2012	405.00	276.00	129.00
3. NIKE INC	01/07/2008	06/15/2012	301.00	185.00	116.00
1. NIKE INC	01/07/2008	06/18/2012	101.00	62.00	39.00
785.321 JPMORGAN ASIA EQUI	07/14/2006	06/19/2012	22,931.00	23,008.00	-77.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

BESSIE SHIELDS FOUNDATION R56991004

Employer identification number

25-1380543

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 5. PROCTER & GAMBLE CO	01/23/2008	06/21/2012	299.00	323.00	-24.00
5. CVS CORP	11/05/2009	06/22/2012	229.00	148.00	81.00
1. WILLIAMS COS INC	05/05/2011	06/25/2012	27.00	25.00	2.00
1. WILLIAMS COS INC	05/05/2011	06/26/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/26/2012	28.00	25.00	3.00
2. WILLIAMS COS INC	05/05/2011	06/26/2012	55.00	50.00	5.00
4. WILLIAMS COS INC	05/05/2011	06/26/2012	111.00	100.00	11.00
647.258 JPMORGAN US REAL E	11/15/2010	06/27/2012	11,450.00	9,709.00	1,741.00
2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	50.00	6.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
3. WILLIAMS COS INC	05/05/2011	06/27/2012	84.00	75.00	9.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/27/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/28/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/28/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/28/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/28/2012	28.00	25.00	3.00
2. WILLIAMS COS INC	05/05/2011	06/28/2012	56.00	50.00	6.00
1. WILLIAMS COS INC	05/05/2011	06/28/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/29/2012	29.00	25.00	4.00
1. WILLIAMS COS INC	05/05/2011	06/29/2012	29.00	25.00	4.00
1. WILLIAMS COS INC	05/05/2011	06/29/2012	28.00	25.00	3.00
1. WILLIAMS COS INC	05/05/2011	06/29/2012	29.00	25.00	4.00

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

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Employer identification number: 25-1380543

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 1. WILLIAMS COS INC	05/05/2011	06/29/2012	29.00	25.00	4.00
67. EMC CORP	10/12/2010	07/06/2012	1,587.00	1,373.00	214.00
28. CVS CORP	01/22/2009	07/09/2012	1,321.00	765.00	556.00
15. CISCO SYS INC	07/09/2008	07/11/2012	246.00	326.00	-80.00
4. YUM BRANDS INC	01/09/2008	07/11/2012	248.00	148.00	100.00
9. YUM BRANDS INC	01/09/2008	07/12/2012	562.00	334.00	228.00
12. CAMERON INTERNATIONAL	04/28/2011	07/18/2012	540.00	631.00	-91.00
4. CAMERON INTERNATIONAL C	05/03/2011	07/18/2012	179.00	207.00	-28.00
26. DU PONT E I DE NEMOURS	04/30/2010	07/18/2012	1,264.00	1,023.00	241.00
18. COLGATE PALMOLIVE CO	09/21/2010	07/27/2012	1,928.00	1,418.00	510.00
5. EXXON MOBIL CORP	10/18/2010	09/13/2012	456.00	330.00	126.00
5. NIKE INC	01/07/2008	09/18/2012	489.00	303.00	186.00
2. APPLE COMPUTER INC	06/17/2010	09/19/2012	1,403.00	621.00	782.00
2. NIKE INC	10/08/2008	09/19/2012	200.00	112.00	88.00
2. NIKE INC	10/08/2008	09/19/2012	198.00	112.00	86.00
3. NIKE INC	10/08/2008	09/20/2012	292.00	168.00	124.00
1. NIKE INC	10/08/2008	09/20/2012	98.00	56.00	42.00
73. CBS CORP	06/03/2011	09/26/2012	2,602.00	2,065.00	537.00
1. NIKE INC	10/08/2008	09/26/2012	96.00	56.00	40.00
1. ADT CORPORATION	11/10/2010	10/05/2012	39.00	56.00	-17.00
7.579 ADT CORPORATION	11/10/2010	10/05/2012	286.00	211.00	75.00
8. ADT CORPORATION	06/02/2010	10/10/2012	300.00	199.00	101.00
. ADT CORPORATION		10/11/2012	19.00		19.00
. PENTAIR LTD		10/11/2012	30.00		30.00
7. KRAFT FOODS GROUP INC	08/04/2011	10/15/2012	330.00	262.00	68.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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Employer identification number: 25-1380543

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 2. KRAFT FOODS GROUP INC	08/04/2011	10/15/2012	94.00	75.00	19.00
1. KRAFT FOODS GROUP INC	08/04/2011	10/15/2012	47.00	37.00	10.00
5. KRAFT FOODS GROUP INC	08/04/2011	10/15/2012	237.00	185.00	52.00
12. KRAFT FOODS GROUP INC	08/04/2011	10/16/2012	562.00	446.00	116.00
8. DU PONT E I DE NEMOURS	05/12/2010	10/17/2012	398.00	310.00	88.00
5. DU PONT E I DE NEMOURS	05/12/2010	10/18/2012	251.00	194.00	57.00
6. DU PONT E I DE NEMOURS	06/24/2010	10/18/2012	299.00	221.00	78.00
3. CENTERPOINT ENERGY INC	07/15/2011	10/19/2012	64.00	58.00	6.00
12. CENTERPOINT ENERGY INC	07/15/2011	10/19/2012	257.00	232.00	25.00
10. CENTERPOINT ENERGY INC	07/15/2011	10/22/2012	212.00	193.00	19.00
32. CENTERPOINT ENERGY INC	03/14/2011	10/22/2012	679.00	560.00	119.00
1. CENTERPOINT ENERGY INC	03/14/2011	10/22/2012	21.00	16.00	5.00
1. CENTERPOINT ENERGY INC	03/14/2011	10/22/2012	21.00	16.00	5.00
. KRAFT FOODS GROUP INC		10/22/2012	31.00		31.00
8. CAPITAL ONE FINL CORP	08/11/2011	10/23/2012	476.00	354.00	122.00
2. CAPITAL ONE FINL CORP	08/11/2011	10/23/2012	120.00	87.00	33.00
1. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	60.00	42.00	18.00
1. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	60.00	42.00	18.00
3. CAPITAL ONE FINL CORP	08/10/2011	10/24/2012	181.00	123.00	58.00
25. LOWES COS INC	02/19/2010	10/24/2012	812.00	592.00	220.00
4. LOWES COS INC	02/19/2010	10/24/2012	129.00	92.00	37.00
2. LOWES COS INC	02/19/2010	10/25/2012	64.00	46.00	18.00
3. LOWES COS INC	02/19/2010	10/25/2012	97.00	69.00	28.00
1. COVIDIEN PLC NEW	02/14/2011	11/02/2012	56.00	51.00	5.00
22. LAUDER ESTEE COS INC C	09/19/2011	11/05/2012	1,307.00	1,114.00	193.00

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

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Employer identification number: 25-1380543

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 2. COVIDIEN PLC NEW	02/14/2011	11/05/2012	111.00	101.00	10.00
4. CENTERPOINT ENERGY INC	03/14/2011	11/07/2012	83.00	63.00	20.00
9. CENTERPOINT ENERGY INC	03/14/2011	11/07/2012	188.00	143.00	45.00
1. CENTERPOINT ENERGY INC	03/14/2011	11/08/2012	21.00	16.00	5.00
35. CENTERPOINT ENERGY INC	03/14/2011	11/08/2012	725.00	555.00	170.00
5. CENTERPOINT ENERGY INC	03/14/2011	11/08/2012	102.00	79.00	23.00
11. CENTERPOINT ENERGY INC	03/14/2011	11/08/2012	228.00	175.00	53.00
1. GOLDMAN SACHS GROUP INC	04/04/2008	11/08/2012	116.00	178.00	-62.00
1. GOLDMAN SACHS GROUP INC	04/04/2008	11/08/2012	116.00	178.00	-62.00
1. GOLDMAN SACHS GROUP INC	04/04/2008	11/08/2012	117.00	178.00	-61.00
1. GOLDMAN SACHS GROUP INC	04/04/2008	11/08/2012	116.00	178.00	-62.00
1. GOLDMAN SACHS GROUP INC	01/25/2011	11/09/2012	115.00	163.00	-48.00
2. GOLDMAN SACHS GROUP INC	10/15/2008	11/09/2012	232.00	233.00	-1.00
4. JOHNSON CTLS INC	10/28/2011	11/15/2012	100.00	134.00	-34.00
9. JOHNSON CTLS INC	04/28/2010	11/15/2012	226.00	300.00	-74.00
4. JOHNSON CTLS INC	02/28/2007	11/15/2012	100.00	129.00	-29.00
3. LAM RESEARCH CORPORATIO	10/28/2011	11/15/2012	104.00	132.00	-28.00
18. JOHNSON CTLS INC	02/28/2007	11/16/2012	451.00	562.00	-111.00
6. LAM RESEARCH CORPORATIO	10/28/2011	11/16/2012	207.00	263.00	-56.00
4. LAM RESEARCH CORPORATIO	10/28/2011	11/16/2012	137.00	175.00	-38.00
11. DU PONT E I DE NEMOURS	06/10/2010	12/03/2012	471.00	403.00	68.00
9. DU PONT E I DE NEMOURS	05/24/2010	12/03/2012	384.00	325.00	59.00
15. DU PONT E I DE NEMOURS	05/24/2010	12/03/2012	638.00	535.00	103.00
1. DU PONT E I DE NEMOURS	06/02/2010	12/04/2012	42.00	36.00	6.00
8. DU PONT E I DE NEMOURS	06/02/2010	12/04/2012	340.00	284.00	56.00

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

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Employer identification number: 25-1380543

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 12. FREEPORT-MCMORAN COPPE B	11/08/2011	12/05/2012	394.00	500.00	-106.00
. ASML HOLDING N.V.		12/10/2012	49.00		49.00
7. AT&T INC	01/10/2008	12/14/2012	238.00	272.00	-34.00
22. AT&T INC	01/10/2008	12/14/2012	750.00	855.00	-105.00
2. INTERCONTINENTAL EXCHAN	08/10/2011	12/17/2012	256.00	224.00	32.00
2. INTERCONTINENTAL EXCHAN	08/10/2011	12/17/2012	255.00	223.00	32.00
2. INTERCONTINENTAL EXCHAN	08/10/2011	12/18/2012	256.00	223.00	33.00
23. AT&T INC	01/10/2008	12/20/2012	781.00	839.00	-58.00
23. AT&T INC	07/11/2011	12/21/2012	777.00	710.00	67.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 17,533.00

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEFERRED INCOME		-682.	
POWERSHARES K-1			397.
	TOTALS	-682.	397.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2.	2.
FEDERAL TAX PAYMENT - PRIOR YE	85.	
FEDERAL ESTIMATES - INCOME	600.	
FOREIGN TAXES ON QUALIFIED FOR	448.	448.
FOREIGN TAXES ON NONQUALIFIED	74.	74.
TOTALS	1,209.	524.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL ATTORNEY GENERAL FILING FEE	15.	15.
TOTALS	15.	15.

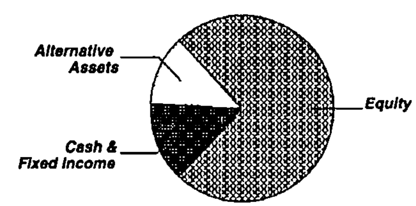
RECIPIENT NAME:
JPMORGAN CHASE BANK NA
ADDRESS:
2200 ROSS AVENUE
DALLAS, TX 75201-2787
RECIPIENT'S PHONE NUMBER: 214-965-2908
FORM, INFORMATION AND MATERIALS:
LETTER WITH BUDGET FIGURES TO ATTENTION
OF ANNE MCCULLOUGH AT ABOVE ADDRESS
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ALL RECIPIENT ORGANIZATIONS MUST BE DOMESTIC &
MUST BE ORGANIZED AND OPERATED EXCLUSIVELY FOR RELIGIOUS, CHARITABLE,
SCIENTIFIC, LITERARY OR EDUCATIONAL PURPOSES.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	694,410.67	702,367 22	7,956.55	10,755.17	74%
Alternative Assets	109,693.46	106,338.64	(3,354 82)	2,322.02	12%
Cash & Fixed Income	131,841.45	133,261.06	1,419.61	4,433.61	14%
Market Value	**$935,945.58**	**$941,966.92**	**$6,021.34**	**$17,510.80**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	3.58	5,870.28	5,866.70
Accruals	1,165 52	835.87	(329 65)
Market Value	**$1,169.10**	**$6,706.15**	**$5,537.05**

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**935,945.58**	**878,787.20**	**3.58**	**6,482.11**
Additions	734.40	12,609.73	4,921.08	47,391 95
Withdrawals & Fees	(5,449.45)	(53,554.69)	(6,262.83)	(66,721.66)
Securities Transferred In		1,249 20	--	--
Securities Transferred Out		(1,599.75)	--	--
Net Additions/Withdrawals	**($4,715.05)**	**($41,295.51)**	**($1,341.75)**	**($19,329.71)**
Income	1,235.77	1,235.77	7,208.45	18,717.88
Change In Investment Value	9,500.62	103,239.46		
Ending Market Value	**$941,966.92**	**$941,966.92**	**$5,870.28**	**$5,870.28**
Accruals	--	--	835 87	835 87
Market Value with Accruals	**--**	**--**	**$6,706.15**	**$6,706.15**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	8,029.05	19,218.04
Foreign Dividends	413 75	717.88
Interest Income	1.42	17.73
Taxable Income	**$8,444.22**	**$19,953.65**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	4,663 77	4,663.77
ST Realized Gain/Loss	(393 67)	(436.22)
LT Realized Gain/Loss	204.17	21,915 01
Realized Gain/Loss	**$4,474.27**	**$26,142.56**

	To-Date Value
Unrealized Gain/Loss	**$98,136.37**

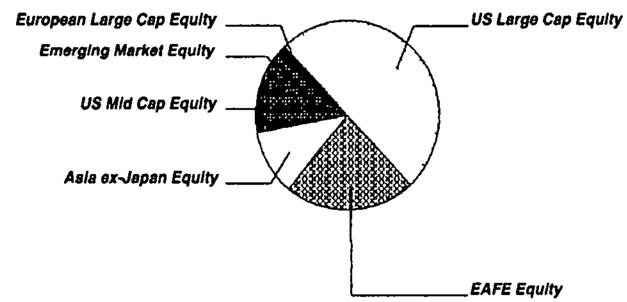
Cost Summary	Cost
Equity	615,505.58
Cash & Fixed Income	123,943.32
Total	**$739,448.90**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	346,558.15	346,895 23	337 08	37%
US Mid Cap Equity	70,295.35	69,691.22	(604.13)	7%
EAFE Equity	158,621.59	162,480.82	3,859.23	17%
European Large Cap Equity	9,676.00	10,012 20	336.20	1%
Asia ex-Japan Equity	73,440.29	75,439.08	1,998.79	8%
Emerging Market Equity	35,819.29	37,848.67	2,029.38	4%
Concentrated & Other Equity	0 00	0 00	0 00	
Total Value	**$694,410.67**	**$702,367.22**	**$7,956.55**	**74%**

Market Value/Cost	Current Period Value
Market Value	702,367.22
Tax Cost	615,505.58
Unrealized Gain/Loss	86,861.64
Estimated Annual Income	10,755.17
Accrued Dividends	322.08
Yield	1.53%

Asset Categories



Equity as a percentage of your portfolio - 74 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	79.80	46.000	3,670 80	2,733 91	936.89	90 16	2.46%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	37.68	31.000	1,168.08	1,016 69	151.39		
ALLERGAN INC 018490-10-2 AGN	91.73	22.000	2,018.06	1,902.29	115.77	4 40	0.22%
AMAZON COM INC 023135-10-6 AMZN	250.87	17.000	4,264.79	2,036.06	2,228.73		
AMERICAN EXPRESS CO 025816-10-9 AXP	57.48	20.000	1,149 60	1,119.18	30.42	16 00	1.39%
ANADARKO PETROLEUM CORP 032511-10-7 APC	74.31	33.000	2,452.23	2,415.11	37.12	11.88	0 48%
APPLE INC. 037833-10-0 AAPL	532.17	25.000	13,304 33	3,980.15	9,324.18	265 00	1.99%
ASML HOLDING N.V. N07059-21-0 ASML	64.39	29.000	1,867.31	2,043.64	(176.33)	19.51	1.05%
AUTOZONE INC 053332-10-2 AZO	354.43	5.000	1,772.15	1,603.21	168.94		
BAIDU INC SPONS ADR 056752-10-8 BIDU	100.29	13.000	1,303.77	1,302.40	1.37		
BANK OF AMERICA CORP 060505-10-4 BAC	11.61	337.000	3,912.57	4,390.42	(477.85)	13.48	0 34%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
BIOGEN IDEC INC 09062X-10-3 BIIB	146 37	24 000	3,512 88	1,510.48	2,002.40		
BROADCOM CORP CL A 111320-10-7 BRCM	33.21	59.000	1,959.39	1,967.69	(8.30)	23.60	1.20%
CAMERON INTERNATIONAL CORPORATION 13342B-10-5 CAM	56 46	32.000	1,806 72	1,737.13	69.59		
CARDINAL HEALTH INC 14149Y-10-8 CAH	41.18	61.000	2,511.98	1,864.31	647.67	67.10 16 78	2.67%
CAREFUSION CORPORATION 14170T-10-1 CFN	28.58	66.000	1,886.28	1,738.27	148.01		
CBS CORP CLASS B W/I 124857-20-2 CBS	38 05	54.000	2,054.70	1,933.84	120.86	25.92 6 48	1.26%
CELGENE CORPORATION 151020-10-4 CELG	78.47	35.000	2,746.45	1,782.41	964.04		
CERNER CORP 156782-10-4 CERN	77.51	13.000	1,007.63	1,029.24	(21.61)		
CHENIERE ENERGY INC 16411R-20-8 LNG	18.78	71.000	1,333.38	1,147.32	186.06		
CISCO SYSTEMS INC 17275R-10-2 CSCO	19.65	211.000	4,145.94	3,968.26	177.68	118.16	2 85%
CITIGROUP INC NEW 172967-42-4 C	39.56	106.000	4,193.36	3,744.86	448 50	4.24	0.10%
CITRIX SYSTEMS INC 177376-10-0 CTXS	65 62	22 000	1,443 64	1,325.96	117.68		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50.67	52.000	2,634.84	2,917.53	(282 69)	93.60	3.55%
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A 192446-10-2 CTSH	73.88	37 000	2,733.63	1,926 43	807.20		
COMCAST CORP CL A 20030N-10-1 CMCS A	37.36	115.000	4,296.40	2,512.86	1,783.54	74.75 18.69	1.74%
COSTCO WHOLESALE CORP 22160K-10-5 COST	98.73	12 000	1,184.76	1,093 07	91.69	13.20	1.11%
COVIDIEN PLC NEW G2554F-11-3 COV	57.74	43 000	2,482.82	1,817.68	665.14	44.72	1.80%
CSX CORP 126408-10-3 CSX	19.73	84.000	1,657 32	1,793 86	(136 54)	47.04	2 84%
DAVITA HEALTHCARE PARTNERS, INC 23918K-10-8 DVA	110.53	15 000	1,657.95	1,657 52	0.43		
DISH NETWORK CORP CL A 25470M-10-9 DISH	36.40	22.000	800 80	806.50	(5.70)		
DOW CHEMICAL CO 260543-10-3 DOW	32 33	47.000	1,519.46	1,432.59	86 87	60 16	3 96%
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13.84	1,422.427	19,686 39	16,187.22	3,499.17	 37 69	
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	64.000	3,389.44	3,258.71	130.73	104.96	3.10%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
ENSCO PLC G3157S-10-6 ESV	59 28	38.000	2,252.64	1,843.24	409.40	57 00	2.53%
EOG RESOURCES INC 26875P-10-1 EOG	120.79	21.000	2,536.59	1,737.42	799.17	14 28	0 56%
EXXON MOBIL CORP 30231G-10-2 XOM	86.55	63.000	5,452.65	1,185.77	4,266.88	143 64	2.63%
FLUOR CORP 343412-10-2 FLR	58.74	48.000	2,819.52	2,449 93	369.59	30 72	1 09%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34.20	40.000	1,368 00	958.57	409.43	50 00	3.65%
GENERAL MILLS INC 370334-10-4 GIS	40.42	74.000	2,991.08	2,465.88	525.20	97.68	3.27%
GENERAL MOTORS CO 37045V-10-0 GM	28.83	122.000	3,517.26	3,575.67	(58.41)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	127.56	24.000	3,061.44	2,441.91	619 53	48 00	1 57%
GOOGLE INC CL A 38259P-50-8 GOOG	707.38	6.000	4,244.28	3,688.67	555.61		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	342.011	11,758 34	10,154 31	1,604 03	118 33	1 01%
HOME DEPOT INC 437076-10-2 HD	61.85	54.000	3,339.90	2,199 63	1,140.27	62.64	1.88%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63.47	57.000	3,617.79	2,526.65	1,091.14	93.48	2.58%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
HUMANA INC 444859-10-2 HUM	68.63	24.000	1,647.12	1,790 79	(143 67)	24 96 6.24	1 52%
INVESCO LTD G491BT-10-8 IVZ	26.09	96.000	2,504 64	1,954.89	549.75	66 24	2.64%
JOHNSON & JOHNSON 478160-10-4 JNJ	70 10	37.000	2,593.70	2,670.90	(77.20)	90.28	3.48%
JOHNSON CONTROLS INC 478366-10-7 JCI	30.67	95.000	2,913.65	2,481.63	432.02	72 20	2.48%
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10.03	3,752.932	37,641.91	29,310.40	8,331.51		
JUNIPER NETWORKS INC 48203R-10-4 JNPR	19.67	70.000	1,376.90	1,201.18	175.72		
KINDER MORGAN INC 49456B-10-1 KMI	35.33	36.000	1,271.88	1,124.04	147.84	51.84	4.08%
LENNAR CORP 526057-10-4 LEN	38.67	55 000	2,126.85	829 17	1,297.68	8 80	0 41%
LINKEDIN CORP - A 53578A-10-8 LNKD	114.82	11.000	1,263.02	1,089.18	173.84		
LOWES COMPANIES INC 548661-10-7 LOW	35.52	103.000	3,658.56	2,138.83	1,519.73	65.92	1.80%
MANNING & NAPIER FUND INC EQUITY SERIES 563821-60-2 EXEY X	17.14	504.204	8,642.06	9,751.30	(1,109.24)	17 64	0 20%
MASCO CORP 574599-10-6 MAS	16.66	127.000	2,115.82	1,741.61	374.21	38 10	1.80%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
MASTERCARD INC - CLASS A 57636Q-10-4 MA	491.28	6 000	2,947 68	1,688 31	1,259.37	7.20	0.24%
MERCK AND CO INC 58933Y-10-5 MRK	40.94	121.000	4,953.74	3,865.29	1,088.45	208.12 52 03	4.20%
METLIFE INC 59156R-10-8 MET	32.94	103.000	3,392 82	3,574.53	(181.71)	76 22	2.25%
MICROSOFT CORP 594918-10-4 MSFT	26.71	301.000	8,039 71	7,909.66	130.05	276.92	3.44%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25.45	106.000	2,698.02	2,486.46	211.56	55.12 13.78	2.04%
NETAPP INC 64110D-10-4 NTAP	33.55	50.000	1,677.50	1,858.65	(181.15)		
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76.61	58.000	4,443.38	4,274.36	169.02	125.28	2.82%
ORACLE CORP 68389X-10-5 ORCL	33 32	157 000	5,231.24	3,807.67	1,423.57	37.68	0.72%
PACCAR INC 693718-10-8 PCAR	45.21	73.000	3,300.33	2,700.21	600.12	58.40	1.77%
PENTAIR LTD SHS H6169Q-10-8 PNR	49 15	13.000	638.95	414 14	224.81	11.44	1.79%
PEPSICO INC 713448-10-8 PEP	68.43	31.000	2,121.33	2,240.88	(119 55)	66.65 16.66	3.14%
PFIZER INC 717081-10-3 PFE	25.08	221.000	5,542.46	3,212.63	2,329.83	212.16	3.83%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83.64	36.000	3,011.04	2,981.97	29.07	122.40 30.60	4.07%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
PHILLIPS 66 718546-10-4 PSX	53.10	44.000	2,336 40	2,142 38	194.02	44 00	1.88%
PIONEER NATURAL RESOURCES CO 723787-10-7 PXD	106.59	15.000	1,598.85	1,284 99	313.86	1.20	0.08%
PROCTER & GAMBLE CO 742718-10-9 PG	67.89	64.000	4,344.96	3,996.57	348.39	143.87	3.31%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53.33	49.000	2,613.17	2,044.25	568.92	78.40	3 00%
QUALCOMM INC 747525-10-3 QCOM	61.86	84.000	5,196 24	3,915.81	1,280.43	84 00	1.62%
SCHLUMBERGER LTD 806857-10-8 SLB	69.30	65 000	4,504.44	5,336.82	(832 38)	71.50 17.88	1.59%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	103.000	14,668 23	13,623.65	1,044.58	319.60 105.25	2.18%
TARGET CORP 87612E-10-6 TGT	59.17	39.000	2,307.63	2,500.02	(192.39)	56 16	2.43%
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	16.81	57.000	958.17	919.25	38.92	20.52	2.14%
TIME WARNER INC NEW 887317-30-3 TWX	47.83	154.000	7,365.82	4,286.57	3,079.25	160.16	2.17%
TIME WARNER CABLE INC 88732J-20-7 TWC	97.19	14.000	1,360.66	1,183.91	176 75	31 36	2.30%
TYCO INTERNATIONAL LTD H89128-10-4 TYC	29.25	57.000	1,667 25	1,157.85	509.40	34.20	2 05%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	54.24	53.000	2,874.72	2,319.70	555.02	45.05	1 57%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	82 01	74.000	6,068 74	3,352.84	2,715.90	158.36	2 61%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	43 27	78 000	3,375.06	2,745 80	629.26	160.68	4.76%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	41.90	27.000	1,131.30	846.76	284.54		
WALTER ENERGY INC 93317Q-10-5 WLT	35.88	36.000	1,291.68	1,902.09	(610.41)	18.00	1.39%
WELLS FARGO & CO 949746-10-1 WFC	34.18	233.000	7,963.94	5,175 37	2,788.57	205.04	2.57%
WILLIAMS COMPANIES INC 969457-10-0 WMB	32.74	48.000	1,571.52	1,227.94	343.58	62 40	3 97%
YUM BRANDS INC 988498-10-1 YUM	66.40	52.000	3,452.80	1,800.03	1,652 77	69.68	2.02%
Total US Large Cap Equity			**$346,895.23**	**$277,785.73**	**$69,109.50**	**$5,271.40** **$322.08**	**1.52%**
US Mid Cap Equity							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33.84	855.881	28,963 01	25,022.14	3,940 87		
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND 464287-48-1 IWP	62 80	163 000	10,236 40	5,450.30	4,786 10	134.63	1.32%
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	113.10	103.000	11,649 30	9,188 12	2,461 18	211.35	1.81%

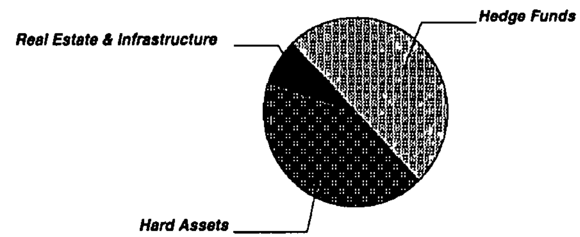
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Mid Cap Equity							
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10.61	1,775 920	18,842 51	16,835.72	2,006 79	207.78	1.10%
Total US Mid Cap Equity			**$69,691.22**	**$56,496.28**	**$13,194.94**	**$553.76**	**0.79%**
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	906.935	27,552.69	24,632.35	2,920 34		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	918 130	31,804 02	28,602.56	3,201 46	685 84	2 16%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	489.000	27,804 54	31,130 77	(3,326 23)	860.15	3.09%
JPM INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	12.86	2,964.097	38,118.29	38,519.85	(401.56)	939.61	2.47%
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7 75	2,254 677	17,473 75	19,705.88	(2,232 13)	272.81	1 56%
RS INTERNATIONAL GROWTH FUND 74972H-42-4 RSIG X	18.04	1,093 544	19,727 53	17,975 00	1,752.53	166.21	0.84%
Total EAFE Equity			**$162,480.82**	**$160,566.41**	**$1,914.41**	**$2,924.62**	**1.80%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
European Large Cap Equity							
VANGUARD MSCI EUROPE ETF 922042-87-4 VGK	48 84	205.000	10,012 20	9,895 64	116.56	301 14	3 01%
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13 07	2,956 994	38,647.91	37,588.76	1,059.15	756 99	1.96%
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	60.52	433.000	26,205.16	23,040.15	3,165.01	454.21	1.73%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	629.745	10,586.01	9,192.86	1,393.15	100.75	0.95%
Total Asia ex-Japan Equity			**$75,439.08**	**$69,821.77**	**$5,617.31**	**$1,311.95**	**1.74%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14.41	1,197.212	17,251.82	19,502.59	(2,250.77)	170.00	0.99%
JOHN HANCOCK II-EMG MKTS-I 47804B-19-5 JEVI X	10.74	972.440	10,444.01	11,474.79	(1,030.78)		
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	228.000	10,152.84	9,962.37	190.47	222 30	2 19%
Total Emerging Market Equity			**$37,848.67**	**$40,939.75**	**($3,091.08)**	**$392.30**	**1.04%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	54,748.16	53,981.65	(766.51)	6%
Real Estate & Infrastructure	9,051.83	8,155.35	(896.48)	1%
Hard Assets	45,893.47	44,201.64	(1,691 83)	5%
Total Value	**$109,693.46**	**$106,338.64**	**($3,354.82)**	**12%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 12 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12.53	1,458 333	18,272 91	18,025.00
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	1,661.889	18,446.97	18,214.30

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	1,756 030	17,261.77	18,156.06
Total Hedge Funds			**$53,981.65**	**$54,395.36**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc. Accrued Div.	Yield
Real Estate & Infrastructure						
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X	512.27	7,633.37		8,155.35	197.73	2.42%

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.

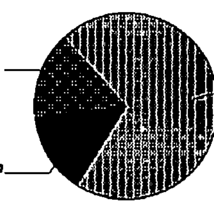
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP 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				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	1,061.121	14,823.86	17,264.68
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27.78	241.000	6,694.98	5,276.14
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	140.000	22,682.80	19,812.10
Total Hard Assets			**$44,201.64**	**$42,352.92**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	15,229 40	16,902.51	1,673.11	2%
US Fixed Income	97,197 66	96,820.15	(377.51)	10%
Foreign Exchange & Non-USD Fixed Income	19,414.39	19,538.40	124 01	2%
Total Value	**$131,841.45**	**$133,261.06**	**$1,419.61**	**14%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 14 %

Market Value/Cost	Current Period Value
Market Value	133,261.06
Tax Cost	123,943 32
Unrealized Gain/Loss	9,317.74
Estimated Annual Income	4,433 61
Accrued Interest	371.02
Yield	3 32%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	133,261.06	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	16,902.51	12%
International Bonds	19,747.64	14%
Mutual Funds	96,610.91	74%
Total Value	**$133,261.06**	**100%**

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	16,902.51	16,902.51	16,902.51		5.07	0.03% [1]
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	813.95	9,629.04	8,245.32	1,383.72	340.23 33.37	3.53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	810.27	9,180.34	9,075.00	105.34	582.58 45.67	6.35%
JPM TOTAL RETURN FD - SEL FUND 3218 4812A4-43-5	10.35	2,926.97	30,294.17	29,494.96	799.21	1,056.63 96.59	3.49%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	2,325.40	18,928.73	12,836.19	6,092.54	1,211.53 120.92	6.40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	826.50	9,083 27	9,075.00	8.27	115.71 10.74	1 27%
JPM TR I MLT SC INCM SL 48121A-29-0	10.22	1,027.87	10,504.79	10,402.00	102.79	432 73 63.73	4.12%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US Fixed Income							
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10.32	891 45	9,199 81	9,075 00	124 81	329 83	3.59%
Total US Fixed Income			**$96,820.15**	**$88,203.47**	**$8,616.68**	**$4,069.24** **$371.02**	**4.20%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	835.83	9,419.80	9,318.99	100.81	218.15	2 32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	659.62	10,118.60	9,518.35	600.25	141.15	1.40%
Total Foreign Exchange & Non-USD Fixed Income			**$19,538.40**	**$18,837.34**	**$701.06**	**$359.30**	**1.84%**

Portfolio Activity Summary

Transactions	PRINCIPAL Current Period Value	PRINCIPAL Year-To-Date Value*	INCOME Current Period Value	INCOME Year-To-Date Value*
Beginning Cash Balance	**15,229.40**	--	**3.58**	--
INFLOWS				
Income	1,235.77	1,235.77	7,208.45	18,717.88
Contributions	734.40	12,609 73	4,921.08	47,391.95
Total Inflows	**$1,970.17**	**$13,845.50**	**$12,129.53**	**$66,109.83**
OUTFLOWS **				
Withdrawals	(4,921.29)	(47,392.16)	(5,734.66)	(59,856.99)
Fees & Commissions	(528 16)	(6,162.53)	(528.17)	(6,177.60)
Tax Payments				(687 07)
Total Outflows	**($5,449.45)**	**($53,554.69)**	**($6,262.83)**	**($66,721.66)**
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	14,815.40	315,404 16		
Settled Securities Purchased	(9,663 01)	(302,963.95)		
Total Trade Activity	**$5,152.39**	**$12,440.21**	**$0.00**	**$0.00**
Ending Cash Balance	**$16,902.51**	--	**$5,870.28**	--

Securities Transferred In/Out	Current Period Value	Year-To-Date Value*
Securities Transferred In		1,249.20
Securities Transferred Out		(1,599.75)