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: FITZSIMONDS CHARITABLE TRUST V08813004

A Employer identification number: 31-1723311

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,168,317.

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

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

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

		(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	333.	333.		STMT 1
	4 Dividends and interest from securities	47,594.	47,594.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	87,760.			
	b Gross sales price for all assets on line 6a 1,589,290.				
	7 Capital gain net income (from Part IV, line 2)		87,760.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	135,687.	135,687.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE	NONE		NONE
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	825.	NONE	NONE	825.
	c Other professional fees (attach schedule) STMT 3	14,901.	14,901.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	4,177.	1,038.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,903.	15,939.	NONE	825.
	25 Contributions, gifts, grants paid	120,000.			120,000.
	26 Total expenses and disbursements Add lines 24 and 25	139,903.	15,939.	NONE	120,825.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-4,216.			
	b **Net investment income** (if negative, enter -0-)		119,748.		
	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	120,707.	121,415.	121,415.
2	Savings and temporary cash investments	163,481.	199,996.	199,996.
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)	2,171,194.	1,913,039.	2,092,104.
c	Investments - corporate bonds (attach schedule)	544,881.	364,531.	367,043.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)		394,171.	387,759.
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)	3,000,263.	2,993,152.	3,168,317.
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	3,000,263.	2,993,152.	
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)	3,000,263.	2,993,152.	
31	**Total liabilities and net assets/fund balances** (see instructions)	3,000,263.	2,993,152.	

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	3,000,263.
2	Enter amount from Part I, line 27a	2	-4,216.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,996,047.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFFERENCES	5	2,895.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,993,152.

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	1,589,290.		1,501,530.	87,760.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				87,760.
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 87,760.

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	141,128.	3,146,899.	0.044847
2010	142,127.	2,668,983.	0.053251
2009	161,611.	2,367,023.	0.068276
2008	130,732.	2,376,382.	0.055013
2007	146,405.	2,796,152.	0.052359

2	Total of line 1, column (d)	2	0.273746
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	0.054749
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,058,056.
5	Multiply line 4 by line 3	5	167,426.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,197.
7	Add lines 5 and 6	7	168,623.
8	Enter qualifying distributions from Part XII, line 4	8	120,825.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,395.
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	2,395.
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	2,395.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,560.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,560.
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	3,165.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 2,396. **Refunded** ▶	11	769.

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) ▶ WI			
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 ST. FL 21, CHICAGO, IL ZIP+4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 5		-0-	-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	2,842,965.
b	Average of monthly cash balances	1b	261,660.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,104,625.
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	3,104,625.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,569.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,058,056.
6	**Minimum investment return.** Enter 5% of line 5	6	152,903.

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	152,903.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,395.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,395.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	150,508.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	150,508.
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	150,508.

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	120,825.
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	120,825.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	120,825.

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				150,508.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ... 2,603.				
b From 2008 ... 13,493.				
c From 2009 ... 44,158.				
d From 2010 ... 16,343.				
e From 2011 ... NONE				
f **Total** of lines 3a through e	76,597.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 120,825.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				120,825.
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).)*	29,683.			29,683.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	46,914.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
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	46,914.			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... 30,571.				
c Excess from 2010 ... 16,343.				
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).)

LEONA I FITZSIMONS

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

NONE

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

Check here ▶ [X] 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				120,000.
Total ▶ **3a**				120,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	333.	
4 Dividends and interest from securities			14	47,594.	
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	87,760.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				135,687.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 135,687.

(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

		Line	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

Leona D. Fitzsimmons 5/8/13

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
ANDREW J HAUBERT	Andrew Haubert	4/30/13		P00386699
Firm's name ▶ JPMORGAN CHASE BANK, NA			Firm's EIN ▶ 13-4994650	
Firm's address ▶ 10 S DEARBORN IL1-0111 CHICAGO, IL 60603			Phone no	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN SAVINGS ACCOUNT	333.	333.
TOTAL	333.	333.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX ACCOUNTING FEE	825.			825.
TOTALS	825.	NONE	NONE	825.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN CHASE BANK, NA - AGEN	14,901.	14,901.
TOTALS	14,901.	14,901.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - INCOME	3,139.	
FOREIGN TAXES ON QUALIFIED FOR	925.	925.
FOREIGN TAXES ON NONQUALIFIED	113.	113.
TOTALS	4,177.	1,038.

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

OFFICER NAME:
Susan Hedrick
ADDRESS:
25713 Knollwood Drive
Barrington, IL
TITLE:
trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
Leona I Fitzsimons
ADDRESS:
825 N Prospect Ave., Apt 2202
Milwaukee, WI 53202
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
Stephen R. Fitzsimons
ADDRESS:
2639 Hurd Avenue
Evanston, IL 60201
TITLE:
trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
Michael Hedrick
ADDRESS:
27513 Knollwood Drive
Barrington, IL 60010
TITLE:
trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
Mary Ellen Fitzsimons
ADDRESS:
2639 Hurd Avenue
Evanston, IL 60201
TITLE:
trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

RECIPIENT NAME:
Last Chance House Inc
ADDRESS:
244 2ND STRRET
Chrystal Lake, IL 60014
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
Evanston Township High School Dst F
ADDRESS:
1600 DODGE AVE
Evanston, IL 60201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
GOVERNMENT SUBDIVISION
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
Girl Scouts of the Cumberland
Valley
ADDRESS:
231 S LA SALLE STREET II12311419
Chicago, IL 60697
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Evanston Township High School
Educational Foundation
ADDRESS:
1600 DODGE AVE
Evanston, IL 60201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Barrington IL High School
ADDRESS:
616 W MAIN STREET
Barrington, IL 60010
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MATH DEPT
FOUNDATION STATUS OF RECIPIENT:
GOVERNMENT SUBDIVISION
AMOUNT OF GRANT PAID .... 21,000.

RECIPIENT NAME:
Boys and Girls Club of Chicago Inc
ADDRESS:
550 W VAN BUREN ST, S 350
Chicago, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

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

RECIPIENT NAME:
Advocate Health and Hospitals Corp
ADDRESS:
2025 WINDSOR DR
Oak Brook, IL 60523
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
McGaw YMCA
ADDRESS:
1000 GROVE STREET
Evanston, IL 60201
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Sigma Alpha Epsilon Foundation
ADDRESS:
1856 SHERIDAN ROAD
Evanston, IL 60201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
United Way of M Chicago
(evanston)
ADDRESS:
400 E ILLINOIS ROAD
Lake Forest, IL 60045
RELATIONSHIP:
PUBLIC CHARITY
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Metro Chicago Youth for Christ
ADDRESS:
324 E ROOSEVELT ROAD
Wheaton, IL 60187
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Meals at Home
ADDRESS:
P.O. BOX 279
Wilmette, IL 60091
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
Boy Scouts of America
ADDRESS:
2145 SKOKIE VALLEY RD
Highland Park, IL 60035
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
Special Olympics Illinois
ADDRESS:
605 E WILLOW
Normal, IL 61761
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
E T H S Boosters Club
ADDRESS:
1600 DODGE AVE
Evanston, IL 60201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
Youth Job Center of Evanston
ADDRESS:
1114 CHURCH STREET
Evanston, IL 60201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Court Appt Spec Advocates OF Cook C
ADDRESS:
1100 S HAMILTON 8- WEST
Chicago, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Kappa Alpha Theta Foundation
ADDRESS:
8740 FOUNDERS ROAD
Indianapolis, IN 46268
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
United Way of Greater Milwaukee
ADDRESS:
225 W VINE ST
Milwaukee, WI 53212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
Medical College of Wisconsin
ADDRESS:
8701 WATERTOWN PLANK ROAD
Milwaukee, WI 53266
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
Rogers Memorial Hospital Inc
ADDRESS:
34700 VALLEY ROAD
Oconomowoc, WI 53066
AMOUNT OF GRANT PAID .... 10,000.

==

RECIPIENT NAME:
Columbia St. Marys Foundation
ADDRESS:
4425 N PORT WASHINGTON ROAD
Glendale, WI 53212
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
Miwaukee Symphony Orchestra
ADDRESS:
700 WATER STREET STE 700
Milwaukee, WI 53202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
United Performing Arts Fund Inc
ADDRESS:
929 N WATER STREET
Milwaukee, WI 53202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
Mothers against Drunk Driving
ADDRESS:
511 E JOHN CARPENTER FREEWAY, ST700
Irving, TX 75062
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

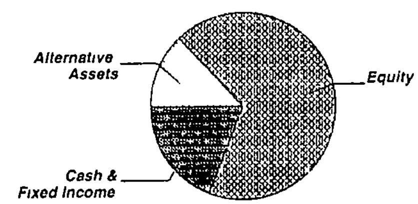
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

TOTAL GRANTS PAID:	120,000.

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,094,833 72	2,092,103.89	(2,729 83)	20,978 27	68%
Alternative Assets	361,064 90	387,758 72	26,693 82	8,895 90	13%
Cash & Fixed Income	547,671 64	567,039 30	19,367 66	13,065 86	19%
Market Value	**$3,003,570.26**	**$3,046,901.91**	**$43,331.65**	**$42,940.03**	**100%**
Accruals	697.45	2,851 58	2,154.13		
Market Value with Accruals	**$3,004,267.71**	**$3,049,753.49**	**$45,485.78**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**3,003,570.26**	**2,821,556.56**
Contributions	1,000 00	1,023 82
Withdrawals & Fees	(3,619 49)	(139,865 40)
Net Contributions/Withdrawals	**($2,619.49)**	**($138,841.58)**
Income & Distributions	19,567 25	43,770 82
Change In Investment Value	26,383 89	320,416 11
Ending Market Value	**$3,046,901.91**	**$3,046,901.91**
Accruals	2,851 58	2,851.58
Market Value with Accruals	**$3,049,753.49**	**$3,049,753.49**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	19,508 90	43,061.61
Interest Income	1.14	17 78
Original Issue Discount	57 21	691 43
Taxable Income	**$19,567.25**	**$43,770.82**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	16,084 28	17,675 78
ST Realized Gain/Loss		(3,162 30)
LT Realized Gain/Loss	12,745 21	72,737 76
Realized Gain/Loss	**$28,829.49**	**$87,251.24**

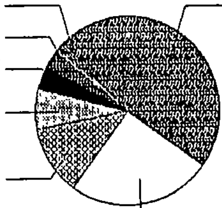
	To-Date Value
Unrealized Gain/Loss	**$175,166.10**

Cost Summary	Cost
Equity	1,913,038 76
Cash & Fixed Income	564,526 17
Total	**$2,477,564.93**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,014,896 07	997,504 02	(17,392 05)	32%
US Mid Cap Equity	245,171 22	242,563 30	(2,607 92)	8%
EAFE Equity	505,729 35	514,275 62	8,546 27	17%
European Large Cap Equity	29,904.30	30,522 30	618 00	1%
Asia ex-Japan Equity	157,571 69	160,689 12	3,117 43	5%
Emerging Market Equity	52,640.08	55,775.26	3,135.18	2%
Global Equity	88,921 01	90,774 27	1,853 26	3%
Total Value	**$2,094,833.72**	**$2,092,103.89**	**($2,729.83)**	**68%**

Asset Categories



Equity as a percentage of your portfolio - 68 %

Market Value/Cost	Current Period Value
Market Value	2,092,103 89
Tax Cost	1,913,038 76
Unrealized Gain/Loss	179,065 13
Estimated Annual Income	20,978 27
Accrued Dividends	1,689.16
Yield	1 00%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
US Large Cap Equity							
BNP CONT BUFF EQ SPX 05/15/13 75% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-04/27/12 SPX·1403 36 05567L-4U-8	105 10	60,000.000	63,062 35	60,000 00	3,062 35		
BNP CONT BUFF EQ SPX 05/30/13 76% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-05/11/12 SPX.1353.39 05567L-4Z-7	106 87	45,000.000	48,091 60	45,000.00	3,091 60		
CS CONT BUFF EQ SPX 04/04/13 80% CONTIN BARRIER- 7.25%CPN 15% CAP INITIAL LEVEL-03/16/12 SPX:1404 17 22546T-PJ-4	106 58	45,000.000	47,961 00	45,000 00	2,961.00		
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13 84	5,471.329	75,723 19	62,975 00	12,748 19	144 99	
GS CONT BUFF EQ SPX 07/10/13 80% CONTIN BARRIER- 10 5%CPN 15% CAP INITIAL LEVEL-06/22/12 SPX 1335 02 38143U-Z6-1	108 28	45,000 000	48,726.00	45,000 00	3,726 00		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	3,596 560	123,649 73	92,000 00	31,649 73	1,244 40	1 01 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	7,251 220	173,666 72	153,902 80	19,763 92	761 37 39 01	0 44 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	4,593 875	101,616 52	69,000.00	32,616 52	776 36	0 76 %
PARNASSUS FD EQTY INCM INST 701769-40-8 PRIL X	29.26	3,596 616	105,236 98	105,848.41	(611 43)	2,873 69	2 73 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	1,473 000	209,769 93	189,241 50	20,528 43	4,570 71 1,505.16	2 18 %
Total US Large Cap Equity			**$997,504.02**	**$867,967.71**	**$129,536.31**	**$10,226.53 $1,689.16**	**1.03 %**
US Mid Cap Equity							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33 84	2,823 812	95,557 80	91,990.12	3,567 68		
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	640 000	65,088 00	46,433 06	18,654 94	928 64	1 43 %
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10.61	7,720.782	81,917 50	69,051 14	12,866 36	903 33	1 10 %
Total US Mid Cap Equity			**$242,563.30**	**$207,474.32**	**$35,088.98**	**$1,831.97**	**0.76 %**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div.	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30 38	2,284.988	69,417 94	63,636 91	5,781.03		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	3,890 641	134,771 80	125,026 94	9,744 86	2,906 30	2 16%
GS BREN EAFE 01/24/13 10%BUFFER-2 XLEV- 11%CAP 22%MAXRTRN INITIAL LEVEL-01/06/12 SX5E 2298 65 UKX:5649 68 TPX.729.60 38143U-M4-0	117 65	30,000 000	35,295.00	30,000 00	5,295 00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	980 000	55,722 80	61,537.14	(5,814 34)	1,723 82	3 09%
JPM BREN EAFE 05/07/13 10%BUFFER-2 XLEV- 9.35%CAP 18.7%MAXRTRN INITIAL LEVEL-04/20/12 SX5E 2311 27 UKX.5772 15 TPX.811.94 48125V-VQ-0	108 72	30,000.000	32,616 00	30,000 00	2,616 00		
JPM BREN EAFE 01/10/14 10%BUFFER-2 XLEV- 7 65%CAP 15 3%MAXRTRN INITIAL LEVEL-12/21/12 SX5E 2651 09 UKX·5939.99 TPX.832.72 48126D-PZ-6	97 54	30,000 000	29,262 00	30,000 00	(738 00)		
JPM EAFE BREN 02/27/13 10% BUF - 9.75% CAP - 19.50%MAX INITIAL LEVEL-02/10/12 SX5E.2480 76 UKX 5852 39 - TPX 779 07 48125V-MU-1	108 49	30,000 000	32,547 00	30,000.00	2,547 00		

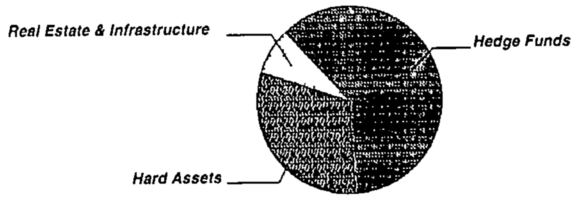
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7 75	16,082 978	124,643 08	137,999 68	(13,356 60)	1,946 04	1 56%
Total EAFE Equity			**$514,275.62**	**$508,200.67**	**$6,074.95**	**$6,576.16**	**1.28%**
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	101 74	30,000 000	30,522.30	30,000.00	522 30		
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13 07	7,007 798	91,591 92	96,421 50	(4,829 58)	1,793 99	1 96%
CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-06/15/12 ASIA BSKT.100 22546T-VD-0	112 45	30,000 000	33,735 00	30,000 00	3,735 00		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
Asia ex-Japan Equity							
DB BREN ASIA BASKET 01/24/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-01/06/12 ASIA BASKET 1 00.00 2515A1-G5-4	117 87	30,000 000	35,362 20	30,000.00	5,362 20		
Total Asia ex-Japan Equity			**$160,689.12**	**$156,421.50**	**$4,267.62**	**$1,793.99**	**1.12%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14 41	3,870.594	55,775 26	62,974 56	(7,199.30)	549.62	0 99%
Global Equity							
BNP DELTA ONE MSCI WORLD TR 6/14/13 100%A.F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI.3000.541 05567L-5F-0	114 13	40,000 000	45,650 27	40,000 00	5,650 27		
HSBC DELTA ONE MSCI WORLD TR 6/14/13 100%A F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI·3000 541 4042K1-P4-9	112 81	40,000 000	45,124 00	40,000 00	5,124 00		
Total Global Equity			**$90,774.27**	**$80,000.00**	**$10,774.27**	**$0.00**	**0.00%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	212,035 36	238,895 15	26,859.79	8%
Real Estate & Infrastructure	28,111 04	25,326 98	(2,784.06)	1%
Hard Assets	120,918.50	123,536.59	2,618 09	4%
Total Value	**$361,064.90**	**$387,758.72**	**$26,693.82**	**13%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 13 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	4,525 221	56,701 02	55,931 73
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	5,463 849	60,648 72	59,883.78

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	6,332.733	62,250 77	65,411 07
GATEWAY FUND - Y 367829-88-4 GTEY X	27 11	2,187 187	59,294 64	59,711 60
Total Hedge Funds			**$238,895.15**	**$240,938.18**

	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	1,590.89	24,428 45		25,326 98	614 08	2 42%

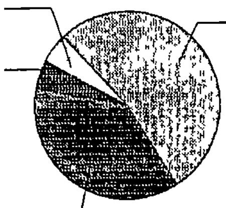
Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund 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				
BARC BREN COMMODITY BSKT 1/24/14 LKD TO CO1 PLTMLNPM LOCADY & SPGCGRP 1 9%LEV, 20%BUFFER, 28 5%MAXRTN 01/20/12 06738K-K2-6	109 02	30,000 000	32,706 00	30,000 00
BARC BRENT CBEN 07/31/13 LNKD TO CO1 80% BARRIER, 13.95% CPN, 13 95% CAP 7/20/12, INITIAL STRIKE. 106 83 06741T-CW-5	106 04	30,000.000	31,812 00	30,000 00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	2,125 481	29,692 97	40,093 85
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	181 000	29,325.62	28,710 40
Total Hard Assets			**$123,536.59**	**$128,804.25**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	157,121 57	199,995.38	42,873.81	7%
US Fixed Income	302,110 83	302,102 88	(7 95)	10%
Complementary Structured Strategies	42,991.50	19,372.00	(23,619 50)	1%
Foreign Exchange & Non-USD Fixed Income	45,447 74	45,569 04	121 30	1%
Total Value	**$547,671.64**	**$567,039.30**	**$19,367.66**	**19%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 19 %

Market Value/Cost	Current Period Value
Market Value	567,039 30
Tax Cost	564,526.17
Unrealized Gain/Loss	2,513 13
Estimated Annual Income	13,065 86
Accrued Interest	674.54
Yield	2 30%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	547,667 30	97%
6-12 months[1]	19,372.00	3%
Total Value	**$567,039.30**	**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	199,995 38	35%
International Bonds	28,794 47	5%
Mutual Funds	318,877 45	57%
Complementary Structure	19,372 00	3%
Total Value	**$567,039.30**	**100%**

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	157,778 37	157,778.37	157,778 37		15 77	0 01 % [1]
US DOLLAR INCOME	1 00	42,217 01	42,217 01	42,217 01		4 22 1 39	0 01 % [1]
Total Cash			**$199,995.38**	**$199,995.38**	**$0.00**	**$19.99** **$1.39**	**0.01 %**
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	2,434 02	28,794 47	28,818 81	(24 34)	1,017 42 99 79	3 53 %
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	5,016.14	56,832 83	56,180 73	652 10	3,606 60 282 70	6 35 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	8,580 59	94,300 66	92,732 20	1,568 46	1,201 28 111.55	1 27 %
JPM TR I MLT SC INCM SL 48121A-29-0	10.22	2,888.87	29,524 28	28,946 51	577 77	1,216 21 179 11	4 12 %
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10 32	2,843 47	29,344 60	28,946 51	398 09	1,052 08	3 59 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	7,825 22	63,306 04	62,601 77	704.27	3,896 96	6 16%
Total US Fixed Income			**$302,102.88**	**$298,226.53**	**$3,876.35**	**$11,990.55** **$673.15**	**3.97%**
Complementary Structured Strategies							
O **BARC 93% PPN BRIC BASKET 9/19/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/16/11 06738K-VA-6	96 86	20,000 00	19,372.00	20,541 40 20,000 00	(1,169 40)		
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	4,043 39	45,569 04	45,762 86	(193 82)	1,055 32	2 32%