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 NEW ALLYN FOUNDATION CHARLES S ALLYN JR PRESIDENT W01717003

A Employer identification number 31-1775034

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

Room/suite

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,107,294.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	39,171.	37,853.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	51,135.			
b	Gross sales price for all assets on line 6a 135,213.				
7	Capital gain net income (from Part IV, line 2)		51,135.		
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)	71.			STMT 1
12	**Total** Add lines 1 through 11	90,377.	88,988.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	825.	413.	NONE	413.
c	Other professional fees (attach schedule) STMT 3	5,750.	5,750.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	1,676.	935.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 5	7,189.	2.		7,187.
24	**Total operating and administrative expenses.** Add lines 13 through 23	15,440.	7,100.	NONE	7,600.
25	Contributions, gifts, grants paid	52,000.			52,000.
26	Total expenses and disbursements Add lines 24 and 25	67,440.	7,100.	NONE	59,600.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	22,937.			
b	**Net investment income** (if negative, enter -0-)		81,888.		
c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000

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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	43,853.	11,754.	11,754.
	2	Savings and temporary cash investments			
	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) STMT 6	676,007.	652,037.	994,850.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7		85,132.	100,690.
	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)	719,860.	748,923.	1,107,294.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	719,860.	748,923.	
	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)	719,860.	748,923.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	719,860.	748,923.	

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	719,860.
2	Enter amount from Part I, line 27a	2	22,937.
3	Other increases not included in line 2 (itemize) ▶ RECOVER AMOUNT TREATED AS QUALIFYING DISTRIBUTION	3	6,200.
4	Add lines 1, 2, and 3	4	748,997.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	74.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	748,923.

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	135,213.		84,077.	51,136.
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				51,136.
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** 51,136.

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	68,118.	1,051,393.	0.064788
2010	52,075.	990,183.	0.052591
2009	55,310.	919,033.	0.060183
2008	51,249.	1,123,145.	0.045630
2007	45,041.	1,245,313.	0.036168

2	**Total** of line 1, column (d)	2	0.259360
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	0.051872
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,112,190.
5	Multiply line 4 by line 3	5	57,692.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	819.
7	Add lines 5 and 6	7	58,511.
8	Enter qualifying distributions from Part XII, line 4	8	59,600.

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	819.
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	819.
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	819.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,280.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,300.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,580.
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	2,761.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 820. **Refunded** ▶			11	1,941.

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)? . . . . *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*	1b		X
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) ▶ OH			
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 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

			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

	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		
	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		
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
CHARLES S ALLYN JR 2230 S PATTERSON BLVD, DAYTON, OH 45409	TRUSTEE 1	-0-	-0-	-0-
DR COMPTON ALLYN 900 ADAMS CROSSING 7200, CINCINNATI, OH 45202	TRUSTEE 1			
MARY LOUISE SUNDERLAND 5434 LINCOLN DR APT 63, PARADISE VALLEY, AZ 85253	TRUSTEE 1			

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

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

Total number of other employees paid over $50,000 . . . . ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
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 N/A	
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 N/A	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	1,077,459.
b	Average of monthly cash balances			1b	51,668.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	1,129,127.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	NONE
3	Subtract line 2 from line 1d			3	1,129,127.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	16,937.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	1,112,190.
6	**Minimum investment return.** Enter 5% of line 5			6	55,610.

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	55,610.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	819.		
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	819.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	54,791.
4	Recoveries of amounts treated as qualifying distributions			4	6,200.
5	Add lines 3 and 4			5	60,991.
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	60,991.

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	59,600.
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	59,600.
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	819.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	58,781.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

			(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					60,991.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				17,772.	
b	Total for prior years 20 10 ,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 ▶ $ 59,600.					
a	Applied to 2011, but not more than line 2a				17,772.	
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					41,828.
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					19,163.
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:

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 12				52,000.
Total . . . . ▶ **3a**				52,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	39,171.	
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	51,135.	
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	71.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				90,377.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 90,377.

(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

▶ Charles S. Allyn Jr. | 11/05/2013 | ▶ President

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 J Haubert	11/14/13		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

SCHEDULE D
(Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ **Attach to Form 1041, Form 5227, or Form 990-T.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at** ***www.irs.gov/form1041.***

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
NEW ALLYN FOUNDATION CHARLES S ALLYN JR	31-1775034

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	-2,535.
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	-2,535.

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					77.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	53,523.
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	71.
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	53,671.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-2,535.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			53,671.
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			51,136.

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
NEW ALLYN FOUNDATION CHARLES S ALLYN JR

Employer identification number
31-1775034

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 400. DARDEN RESTAURANTS IN	07/27/2012	12/20/2012	18,369.00	20,904.00	-2,535.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -2,535.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: NEW ALLYN FOUNDATION CHARLES S ALLYN JR

Employer identification number: 31-1775034

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	590. SPECTRA ENERGY CORPOR	VAR	02/03/2012	18,023.00	12,844.00	5,179.00
	400. PROCTER & GAMBLE CO	11/21/1974	03/23/2012	26,962.00	998.00	25,964.00
	85. CANADIAN IMPERIAL BK O	10/22/2010	07/27/2012	6,194.00	6,529.00	-335.00
	300. CONOCOPHILLIPS	11/17/2004	07/27/2012	16,413.00	10,024.00	6,389.00
	750. HEALTHCARE SVCS GROUP	04/23/2010	07/27/2012	16,477.00	10,905.00	5,572.00
	150. PHILLIPS 66	11/17/2004	07/27/2012	5,418.00	2,979.00	2,439.00
	60. VERMILION ENERGY INC	10/22/2010	07/27/2012	2,841.00	2,288.00	553.00
	400. WASTE MGMT INC DEL	05/11/2011	12/20/2012	13,492.00	15,603.00	-2,111.00
	400. MICROSOFT CORP	02/19/1993	12/21/2012	10,876.00	1,003.00	9,873.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 53,523.00

Schedule D-1 (Form 1041) 2012

JSA
2F1222 2 000

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		71.
	TOTALS	71.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	825.	413.		413.
TOTALS	825.	413.	NONE	413.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	5,750.	5,750.
TOTALS	5,750.	5,750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	935.	935.
FEDERAL ESTIMATES - INCOME	741.	
TOTALS	1,676.	935.

NEW ALLYN FOUNDATION CHARLES S ALLYN JR 31-1775034

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OH ATTORNEY GENERAL FEE	400.		400.
BAHL & GAYNOR MGMT FEE	6,787.		6,787.
INVESTMENT INTEREST EXP	2.	2.	
TOTALS	7,189.	2.	7,187.

NEW ALLYN FOUNDATION CHARLES S ALLYN JR 31-1775034

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	652,037.	994,850.
TOTALS	652,037.	994,850.

NEW ALLYN FOUNDATION CHARLES S ALLYN JR 31-1775034

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	85,132.	100,690.
TOTALS		85,132.	100,690.

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

RECIPIENT NAME:
ASHEVILLE SCHOOL
ADDRESS:
360 ASHEVILLE SCHOOL ROAD
ASHEVILLE, NC 28806
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CHILDRENS HOSPITAL OF LOS ANGELES
ADDRESS:
4650 W SUNSET BLVD
LOS ANGELES, CA 90027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DAYTON ART INSTITUTE
ADDRESS:
456 BELMONTE PARTH NORTH
DAYTON, OH 45406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
DAYTON HISTORY
ADDRESS:
1000 CARILLON PARK BLVD
DAYTON, OH 45409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HOSPICE OF DAYTON FOUNDATION
ADDRESS:
324 WILMINGTON AVE
DAYTON, OH 45420
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
LOVE ON 4PAWS
ADDRESS:
4005 VIA VICO
RANCHO PALOS VERDES, CA 90275
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

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

RECIPIENT NAME:
MIAMI VALLEY HOSPITAL FDN
ADDRESS:
THIRTY ONE WYOMING ST
DAYTON, OH 45409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
SOUTHERN CALIFORNIA PUBLIC RADIO
- KPCC
ADDRESS:
474 S RAYMOND AVE
PASADENA, CA 91105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ST JOHNS HEALTH CENTER
ADDRESS:
1328 22ND ST
SANTA MONICA, CA 90404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

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

RECIPIENT NAME:
THE LEARNING TREE FARM
ADDRESS:
3376 S UNION ROAD
DAYTON, OH 45423
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
UNIVERSITY OF DAYTON
ADDRESS:
300 COLLEGE PARK
DAYTON, OH 45469
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNIFIED HELATH SOLUTIONS
ADDRESS:
3440 OFFICE PARK DRIVE
DAYTON, OH 45439
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

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

RECIPIENT NAME:
MARLBOROUGH SCHOOL
ADDRESS:
250 S ROSSMORE AVE
LOS ANGELES, CA 90004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
PLANNED PARENTHOOD OF THE GREATER
MIAMI VALLEY
ADDRESS:
224 N WILKINSON STREET
DAYTON, OH 45469
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 52,000.
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STATEMENT 12

Asset Account

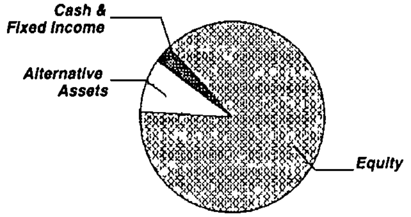
Online access **www.jpmorganonline.com**

Please see disclosures located at the end of this statement package for important information relating to each J P Morgan account(s)

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,000,642 00	994,850 15	(5,791 85)	33,670 87	90%
Alternative Assets	99,361 25	100,689 65	1,328 40	4,772 46	9%
Cash & Fixed Income	55,238 06	11,753 71	(43,484 35)		1%
Market Value	**$1,155,241.31**	**$1,107,293.51**	**($47,947.80)**	**$38,443.33**	**100%**
Accruals	3,412 71	2,784 11	(628.60)		
Market Value with Accruals	**$1,158,654.02**	**$1,110,077.62**	**($48,576.40)**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**1,155,241.31**	**1,063,765.21**
Contributions		12,229 24
Withdrawals & Fees	(54,230 06)	(73,468.84)
Net Contributions/Withdrawals	**($54,230.06)**	**($61,239.60)**
Income & Distributions	4,503.00	39,318.98
Change In Investment Value	1,779 26	65,448 92
Ending Market Value	**$1,107,293.51**	**$1,107,293.51**
Accruals	2,784 11	2,784.11
Market Value with Accruals	**$1,110,077.62**	**$1,110,077.62**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	4,401 95	32,227 22
Foreign Dividends	100 75	7,085 84
Interest Income	0 30	5 92
Taxable Income	**$4,503.00**	**$39,318.98**

	Current Period Value	Year-to-Date Value
ST Realized Gain/Loss	(2,535 50)	(2,535 50)
LT Realized Gain/Loss	7,761 52	53,522 20
Realized Gain/Loss	**$5,226.02**	**$50,986.70**

	To-Date Value
Unrealized Gain/Loss	**$358,370.71**

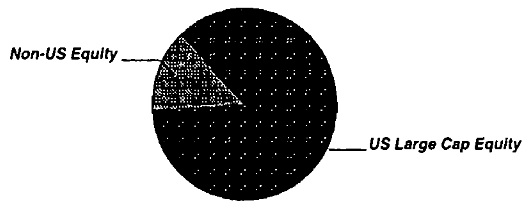
Cost Summary	Cost
Equity	652,036 62
Cash & Fixed Income	11,753 71
Total	**$663,790.33**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	854,737 38	846,319 00	(8,418 38)	77%
Non-US Equity	145,904 62	148,531 15	2,626.53	13%
Total Value	**$1,000,642.00**	**$994,850.15**	**($5,791.85)**	**90%**

Market Value/Cost	Current Period Value
Market Value	994,850 15
Tax Cost	652,036 62
Unrealized Gain/Loss	342,813 53
Estimated Annual Income	33,670 87
Accrued Dividends	2,713.78
Yield	3 38%

Asset Categories



Equity as a percentage of your portfolio - 90 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
ABBOTT LABORATORIES 002824-10-0 ABT	65 50	550 000	36,025.00	25,335 51	10,689 49	308.00	0 85%
ANALOG DEVICES INC 032654-10-5 ADI	42 06	700 000	29,442 00	27,958 00	1,484 00	840 00	2 85%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	56 93	400 000	22,772 00	12,594 72	10,177 28	696 00 174 00	3 06%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	32 59	800.000	26,072 00	21,655 00	4,417.00	1,120 00	4 30%
CHEVRON CORP 166764-10-0 CVX	108 14	400 000	43,256.00	17,776.00	25,480 00	1,440.00	3 33%
CISCO SYSTEMS INC 17275R-10-2 CSCO	19 65	650 000	12,771.85	13,168.68	(396 83)	364 00	2 85%
COCA-COLA CO 191216-10-0 KO	36 25	600 000	21,750 00	15,348 62	6,401 38	612 00	2 81%
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	668.000	35,377.28	5,035.05	30,342 23	1,095 52	3 10%
EXXON MOBIL CORP 30231G-10-2 XOM	86 55	200 000	17,310.00	385 93	16,924 07	456.00	2.63%
GENUINE PARTS CO 372460-10-5 GPC	63 58	350 000	22,253 00	14,717 00	7,536 00	693 00 173 25	3.11%
H J HEINZ CO 423074-10-3 HNZ	57 68	425 000	24,514 00	20,647 95	3,866 05	875 50	3 57%
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	60 81	400 000	24,324 00	19,548.00	4,776.00	608 00 152.00	2.50%
INTEL CORP 458140-10-0 INTC	20 62	1,200.000	24,744 00	4,856 25	19,887 75	1,080 00	4 36%
JOHNSON & JOHNSON 478160-10-4 JNJ	70 10	350 000	24,535.00	24,370 01	164 99	854 00	3 48%
KIMBERLY-CLARK CORP 494368-10-3 KMB	84 43	410 000	34,616 30	25,541.20	9,075 10	1,213 60 303 40	3 51%
KINDER MORGAN INC 49456B-10-1 KMI	35.33	700.000	24,731.00	20,346 90	4,384.10	1,008 00	4 08%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
KRAFT FOODS GROUP INC COM 50076Q-10-6 KRFT	45.47	500.000	22,735 00	23,324 75	(589 75)	1,000 00 250 00	4 40%
MATTEL INC 577081-10-2 MAT	36 62	400.000	14,648 00	10,761.72	3,886.28	496 00	3.39%
MC CORMICK & CO INC NON-VOTING 579780-20-6 MKC	63.53	600 000	38,118 00	18,534 00	19,584 00	816 00 204 00	2 14%
MC DONALDS CORP 580135-10-1 MCD	88.21	550.000	48,515 50	33,672 10	14,843.40	1,694 00	3 49%
MERCK AND CO INC 58933Y-10-5 MRK	40 94	250 000	10,235.00	11,284.50	(1,049 50)	430.00 107 50	4 20%
MICROSOFT CORP 594918-10-4 MSFT	26.71	800.000	21,368 00	2,006 25	19,361 75	736 00	3 44%
NEXTERA ENERGY INC 65339F-10-1 NEE	69 19	400 000	27,676.00	21,487.69	6,188.31	960.00	3 47%
ONEOK INC 682680-10-3 OKE	42.75	600.000	25,650 00	18,570.99	7,079 01	792.00	3 09%
PEPSICO INC 713448-10-8 PEP	68.43	534.000	36,541.62	6,933.01	29,608 61	1,148 10 287 03	3 14%
PRAXAIR INC 74005P-10-4 PX	109 45	230 000	25,173.50	7,289 85	17,883 65	506 00	2 01%
PROCTER & GAMBLE CO 742718-10-9 PG	67.89	440 000	29,871 60	1,097 35	28,774 25	989.12	3 31%
RPM INTERNATIONAL INC 749685-10-3 RPM	29 36	1,355 000	39,782 80	27,275 65	12,507.15	1,219 50	3 07%
SOUTHERN CO 842587-10-7 SO	42.81	545 000	23,331.45	20,840 80	2,490 65	1,068 20	4 58%

	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	410 000	33,624 10	28,784 15	4,839.95	877 40	2.61 %
WILLIAMS COMPANIES INC 969457-10-0 WMB	32 74	750 000	24,555 00	22,365.25	2,189 75	975 00	3 97 %
Total US Large Cap Equity			**$846,319.00**	**$523,512.88**	**$322,806.12**	**$26,970.94** **$1,651.18**	**3.19 %**
Non-US Equity							
BANK OF NOVA SCOTIA HALIFAX 064149-10-7 BNS	57.88	720 000	41,673 60	36,922.76	4,750 84	1,656 00 351.87	3.97 %
BCE INC 05534B-76-0 BCE	42 94	600 000	25,764 00	21,628 02	4,135 98	1,362 00 289 48	5 29 %
CANADIAN IMPERIAL BK OF COMMERCE 136069-10-1 CM	80 61	165 000	13,300 65	12,674 01	626 64	625 68 132.96	4 70 %
CRESCENT POINT ENERGY CORP 22576C-10-1 CPG	37.78	250 000	9,445 62	10,327 65	(882.03)	690 00 49 60	7 30 %
GLAXOSMITHKLINE PLC SPONS ADR 37733W-10-5 GSK	43 47	350 000	15,214 50	12,475 50	2,739 00	811 65 202 63	5 33 %
NOVARTIS A G ADR 66987V-10-9 NVS	63.30	500 000	31,650 00	26,105 00	5,545 00	1,053 00	3 33 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
Non-US Equity							
VERMILION ENERGY INC COM 923725-10-5 VET	52 19	220.000	11,482 78	8,390 80	3,091 98	501 60 36 06	4 37%
Total Non-US Equity			**$148,531.15**	**$128,523.74**	**$20,007.41**	**$6,699.93** **$1,062.60**	**4.51%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Real Estate & Infrastructure	99,361.25	100,689 65	1,328 40	9%

Alternative Assets Detail

	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						
HCP, INC 40414L-10-9 HCP	580 00	21,274 40		26,192 80	1,160 00	4 43%
HEALTH CARE REIT INC 42217K-10-6 HCN	425.00	21,211 50		26,048 25	1,258 00	4 83%
NATIONAL RETAIL PROPERTIES INCORPORATED 637417-10-6 NNN	960 00	26,340 77		29,952 00	1,516 80	5 06%

	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						
REALTY INCOME CORP 756109-10-4 O	460 00	16,305.80		18,496 60	837 66 69 81	4.53%
Total Real Estate & Infrastructure		**$85,132.47**	**$0.00**	**$100,689.65**	**$4,772.46** **$69.81**	

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)

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	55,238.06	11,753 71	(43,484.35)	1%

Market Value/Cost	Current Period Value
Market Value	11,753 71
Tax Cost	11,753.71
Accrued Interest	0 52

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	11,753 71	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	11,753 71	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.

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	(16,984 02)	(16,984.02)	(16,984.02)			
US DOLLAR INCOME	1 00	28,737.73	28,737 73	28,737 73		 0 52	
Total Cash			**$11,753.71**	**$11,753.71**	**$0.00**	**$0.00** **$0.52**	**0.00%**

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	**30,509.05**	--	**24,729.01**	--
INFLOWS				
Income			4,503 00	39,318.98
Contributions		6,000 00		6,229 24
Total Inflows	**$0.00**	**$6,000.00**	**$4,503.00**	**$45,548.22**
OUTFLOWS **				
Withdrawals	(53,735 78)	(61,488 91)		(1 75)
Fees & Commissions		(2,116 80)	(479 17)	(8,185 67)
Tax Payments			(15 11)	(1,675 71)
Total Outflows	**($53,735.78)**	**($63,605.71)**	**($494.28)**	**($9,863.13)**
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	42,736 14	185,864 13		
Settled Securities Purchased	(36,493.43)	(145,242 44)		
Total Trade Activity	**$6,242.71**	**$40,621.69**	**$0.00**	**$0.00**
Ending Cash Balance	**($16,984.02)**	--	**$28,737.73**	--

* Year to date information is calculated on a calendar year basis
** Your account's standing instructions use a FIRST IN, FIRST OUT method for relieving assets from your position

Portfolio Activity Detail

INFLOWS & OUTFLOWS

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/3	Div Domest	INTEL CORP @ 0 225 PER SHARE (ID· 458140-10-0)	1,200 000	0 225		270 00
12/3	Interest Income	DEPOSIT SWEEP INTEREST FOR 11/01/12 - 11/30/12 @ 01% RATE ON AVG COLLECTED BALANCE OF $54,460 27 AS OF 12/01/12				0.30
12/6	Div Domest	SOUTHERN CO @ 0.49 PER SHARE (ID 842587-10-7)	545.000	0.49		267 05
12/10	Div Domest	EXXON MOBIL CORP @ 0 57 PER SHARE (ID 30231G-10-2)	200 000	0 57		114 00
12/10	Div Domest	CHEVRON CORP @ 0.90 PER SHARE (ID· 166764-10-0)	400 000	0 90		360 00
12/10	Div Domest	EMERSON ELECTRIC CO @ 0.41 PER SHARE (ID 291011-10-4)	668.000	0 41		273 88
12/10	Div Domest	UNITED TECHNOLOGIES CORP @ 0.535 PER SHARE (ID· 913017-10-9)	410 000	0 535		219 35
12/11	Div Domest	JOHNSON & JOHNSON @ 0.61 PER SHARE (ID 478160-10-4)	350 000	0.61		213 50
12/13	Div Domest	MICROSOFT CORP @ 0 23 PER SHARE (ID 594918-10-4)	1,200.000	0 23		276 00
12/14	Div Domest	MATTEL INC @ 0 31 PER SHARE (ID 577081-10-2)	400.000	0.31		124 00
12/14	Div Domest	WASTE MANAGEMENT INC @ 0.355 PER SHARE (ID 94106L-10-9)	400 000	0.355		142 00
12/17	Div Domest	COCA-COLA CO @ 0.255 PER SHARE (ID 191216-10-0)	600.000	0 255		153 00
12/17	Foreign Dividend	CRESCENT POINT ENERGY CORP @ 0 233312 PER SHARE (ID 22576C-10-1)	250 000	0.233		58 33

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/17	Div Domest	NEXTERA ENERGY INC @ 0 60 PER SHARE (ID· 65339F-10-1)	400 000	0 60		240 00
12/17	Foreign Dividend	VERMILION ENERGY INC COM @ 0 192834 PER SHARE (ID 923725-10-5)	220 000	0 193		42 42
12/17	Div Domest	MC DONALDS CORP @ 0.77 PER SHARE (ID 580135-10-1)	550 000	0.77		423 50
12/17	Div Domest	REALTY INCOME CORP REIT PAYMENT @ 0 151437 PER SHARE (ID 756109-10-4)	460 000	0.151		69 66
12/17	Div Domest	PRAXAIR INC @ 0 55 PER SHARE (ID· 74005P-10-4)	230.000	0.55		126 50
12/18	Div Domest	ANALOG DEVICES INC @ 0 30 PER SHARE (ID· 032654-10-5)	700 000	0 30		210 00
12/24	Div Domest	WILLIAMS COMPANIES INC @ 0 325 PER SHARE (ID 969457-10-0)	750 000	0.325		243 75
12/26	Div Domest	H J HEINZ CO @ 0 515 PER SHARE (ID 423074-10-3)	425 000	0 515		218 88
12/28	Div Domest	RPM INTERNATIONAL INC @ 0.225 PER SHARE (ID 749685-10-3)	1,355 000	0 225		304 88
12/31	Div Domest	ILLINOIS TOOL WORKS INC @ 0 38 PER SHARE (ID 452308-10-9)	400 000	0 38		152 00
Total Income						**$4,503.00**

Settle Date	Type Selection Method	Description	Quantity Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
12/18	Misc Disbursement	PAID BAHL AND GAYNOR INC AS REQUESTED TREASURERS CHECK NO: 2613015		(1,735 78)	

Settle Date	Type Selection Method	Description	Quantity Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
12/27	Misc Disbursement	PAID ASHEVILLE SCHOOL TREASURERS CHECK NO: 2625143		(2,000.00)	
12/27	Misc Disbursement	PAID THE DAYTON ART FOUNDATION TREASURERS CHECK NO: 2625144		(5,000.00)	
12/27	Misc Disbursement	PAID THE UNIVERSITY OF DAYTON (STANLEY C ALLYN SCHOLARSHIP FUND) TREASURERS CHECK NO: 2625145		(10,000.00)	
12/27	Misc Disbursement	PAID PLANNED PARENTHOOD OF THE GREATER MIAMI VALLEY TREASURERS CHECK NO: 2625146		(3,000.00)	
12/27	Misc Disbursement	PAID UNIFIED HEALTH SOLUTIONS TREASURERS CHECK NO: 2625147		(2,000.00)	
12/27	Misc Disbursement	PAID LEARNING TREE FARN TREASURERS CHECK NO 2625148		(5,000.00)	
12/27	Misc Disbursement	PAID MIAMI VALLEY HOSPITAL FOUNDATION TREASURERS CHECK NO: 2625149		(3,000.00)	
12/27	Misc Disbursement	PAID HOSPICE OF DAYTON TREASURERS CHECK NO. 2625150		(3,000.00)	
12/27	Misc Disbursement	PAID DAYTON HISTORY TREASURERS CHECK NO 2625151		(5,000.00)	
12/27	Misc Disbursement	PAID SOUTHERN CALIFORNIA PUBLIC RADIO TREASURERS CHECK NO 2625152		(3,000.00)	
12/27	Misc Disbursement	PAID THE CHILDRENS HOSPITAL OF LOS ANGELES TREASURERS CHECK NO: 2625153		(5,000.00)	
12/27	Misc Disbursement	PAID JOHN'S HEALTH CENTER FOUNDATION TREASURERS CHECK NO: 2625154		(3,000.00)	
12/27	Misc Disbursement	PAID LOVE ON 4 PAWS TREASURERS CHECK NO: 2625155		(2,000.00)	

Settle Date	Type Selection Method	Description	Quantity Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
12/27	Misc Disbursement	PAID MARLBOROUGH SCHOOL TREASURERS CHECK NO 2625156		(1,000 00)	
Total Withdrawals				**($53,735.78)**	
Fees & Commissions					
12/20	Fees & Commissions	JPMORGAN CHASE CUSTODY FEES FOR THE PERIOD FROM 11-01-2012 THROUGH 11-30-2012 MARKET VALUE· $1,155,241 31			(479 17)
Tax Payments					
12/17	FGN Tax Withheld	CRESCENT POINT ENERGY CORP TAX WITHHELD CANADA 15.00% (ID. 22576C-10-1)			(8.75)
12/17	FGN Tax Withheld	VERMILION ENERGY INC COM TAX WITHHELD CANADA 15 00% (ID 923725-10-5)			(6.36)
Total Tax Payments					**($15.11)**

TRADE ACTIVITY

Note **L** indicates Long Term Realized Gain/Loss **S** indicates Short Term Realized Gain/Loss

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/21 12/24	Sale FIFO	MICROSOFT CORP @ 27 2305 10,892 20 BROKERAGE 16.00 TAX &/OR SEC 25 CAP INSTITUTIONAL SERVICES INC-EQ (ID 594918-10-4)	(400 000)	27.19	10,875 95	(1,003 12)	9,872.83 L
12/20 12/26	Sale FIFO	DARDEN RESTAURANTS INC @ 45.9623 18,384 92 BROKERAGE 16 00 TAX &/OR SEC 42 CAP INSTITUTIONAL SERVICES INC-EQ (ID: 237194-10-5)	(400 000)	45.921	18,368.50	(20,904 00)	(2,535 50) S
12/20 12/26	Sale FIFO	WASTE MANAGEMENT INC @ 33.77 13,508.00 BROKERAGE 16 00 TAX &/OR SEC 31 CAP INSTITUTIONAL SERVICES INC-EQ (ID· 94106L-10-9)	(400 000)	33 729	13,491 69	(15,603 00)	(2,111 31) L
Total Settled Sales/Maturities/Redemptions					**$42,736.14**	**($37,510.12)**	**$7,761.52 L** **($2,535.50) S**

Trade Date Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
12/20 12/26	Purchase	CISCO SYSTEMS INC @ 20 2195 13,142 68 BROKERAGE 26 00 CAP INSTITUTIONAL SERVICES INC-EQ (ID 17275R-10-2)	650 000	20 26	(13,168.68)
12/20 12/26	Purchase	KRAFT FOODS GROUP INC COM @ 46 6095 23,304 75 BROKERAGE 20 00 CAP INSTITUTIONAL SERVICES INC-EQ (ID 50076Q-10-6)	500 000	46 65	(23,324 75)
Total Settled Securities Purchased					**($36,493.43)**

For your convenience we have combined statement(s) for activity you conduct through J.P. Morgan in one package. Below are important disclosures relating to these different accounts. These statements may relate to various account types. Some of the disclosures are applicable to all of your accounts. For ease of reference the disclosures applicable to a particular type of account have been grouped together by descriptive headers.

IMPORTANT GENERAL INFORMATION APPLICABLE TO ALL OF YOUR ACCOUNT(S)

Important Information about Pricing ,Valuations, Estimated Annual Income, and Estimated Yield

Market value information (including without limitation, prices, exchange rates, accrued income and bond ratings) furnished herein, some of which has been provided by pricing sources that J.P. Morgan believes to be reliable, is not guaranteed for accuracy but provided for informational purposes and is furnished for the exclusive use of the client

The current price is the value of the financial asset share, unit or contract as priced at the close of the market on the last day of the statement period or the last available price All values provided for structured yield deposits (for example, JPMorgan London Time Deposits) reflect the original deposit amount only The value for Real Estate, Mineral Interests and Miscellaneous Assets may not reflect the most current value of the asset

Important information regarding Auction Rate Securities (ARS) ARS are debt or preferred securities with an interest or dividend rate reset periodically in an auction. Although there may be daily, weekly and monthly resets, there is no guarantee that there will be liquidity If there are not enough bids at an auction to redeem the securities available for sale, the result may be a failed auction. In the event of a failed auction, there is no assurance that a secondary market will develop or that the security will trade at par or any other price reflected on statements and online. Accordingly, investors should not rely on pricing information appearing in their statements or online with respect to ARS When J.P. Morgan is unable to obtain a price from an internal or outside source for a particular ARS, the price column on your statement will indicate "unpriced".

Valuations of over-the-counter derivative transactions, including certain derivatives-related deposit products, have been prepared on a mid-market basis These valuations are sourced from the various issuers of the securities or they are sourced from a third party valuation provider J.P. Morgan expressly disclaims any responsibility for (1) the accuracy of the models or estimates used in deriving the valuations, (2) any errors or omissions in computing or disseminating the valuations, and (3) any uses to which the valuations are put. Valuations are provided for information purposes only and are intended solely for your own use Please refer to the trade confirmation for details of each transaction

Certain assets, including but not limited to, pooled and private investments, non-publicly traded and infrequently traded securities, derivatives, partnership interests and tangible assets are generally illiquid, the value of such asset may have been provided to us by third parties who may or may not be independent of the issuer or manager. Such information is reflected as of the last date provided to us, and is not independently verified.

In cases where we are unable to obtain a current market value from an internal or outside source for a particular security, the price column on your statement will indicate "unpriced" Although such securities may have value, please note that the value of a security indicated as "unpriced" will not be included in your overall current market value as reflected on the statement.

J P Morgan makes no representation, warranty or guarantee, express or implied, that any quoted value represents the actual terms at which securities could be bought or sold or new transactions could be entered into, or the actual terms on which existing transactions or securities could be liquidated Such values may only be indicative

When we are unable to obtain a current value from an internal or outside source for a particular security, the price column on your statement will indicate "unpriced"

If a partial call is made with respect to an issue of securities included in your Accounts we will allocate the call by a method we deem fair and equitable.

To the extent applicable, please note the following regarding estimated annual income (EAI) and estimated yield (EY) EAI and EY for certain types of securities could include a return of principal or capital gains in which case the EAI and EY would be overstated EAI and EY are estimates and the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate.

Offshore Deposits - London and Nassau

Deposits In Foreign Branches are not insured by the FDIC or any other Agency of the Federal Government; amounts In such foreign accounts do not have the benefit of any domestic preference applicable to U.S Banks; certain Foreign accounts are considered reportable to the Internal Revenue Service on a Report of Foreign Bank and Financial Accounts (TD F 90-22.1).

Bank products and services are offered through JPMorgan Chase Bank, N.A ("JPMCB") and its banking affiliates. Securities are offered by J.P.Morgan Securities LLC ("JPMS") and, to the extent noted below, cleared through J P. Morgan Clearing Corp ("JPMCC")

Neither JPMS, nor JPMCC is a bank and are each separate legal entities from its bank or thrift affiliates

Investment Products: Not FDIC Insured -No Bank Guarantee -May Lose Value

Fund manager disclosure information available upon request

If you have an investment account that is managed by an SEC-Registered Investment Advisor, J P. Morgan will provide a copy of the advisor's Form ADV II or brochure upon written request.

These statements are not official documents for income tax reporting purposes and should not be relied upon for such purposes, including determination of income, cost basis, amortization or accretion, or gain/loss Such information, which may be inaccurate, incomplete or subject to updating, should be confirmed with your records and your tax advisor.

Please take the steps indicated below if you think statement(s) are incorrect or contact your J.P.Morgan team if you require additional information about a transaction on your statement(s).

IMPORTANT ADDITIONAL INFORMATION APPLICABLE ONLY TO YOUR ASSET ACCOUNT(S) (NOT LINKED TO JPMS)

Your Asset Account consists of a bank account that custodies assets

In Case of Errors or Questions About Your Electronic Transfers.

Contact your J P. Morgan Team at one of the telephone numbers on the front of your statements or write us at at J P. Morgan, 500 Stanton Christiana Road, 1/OPS3, Newark, DE 19713-2107 as soon as you can, if you think your statement is wrong or if you need more information about a transfer on the statement We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared (1) Tell us your name and account number. (2) Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe it is an error or why you need more information. (3) Tell us the dollar amount of the suspected error We will investigate your complaint and will correct any error promptly. If we take more than 10 business days (or 20 business days for new accounts) to do this, we will credit your account for the amount you think is in error, so that you will have the use of the money during the time it takes us to complete our investigation.

In Case of Errors or Questions About Non-Electronic Transfers (Checks or Deposits).

Contact JPMorgan Chase Bank, N A. ("JPMCB") Member FDIC immediately if a statement is incorrect or if you need more information about any non-electronic transactions (checks or deposits) on this statement If any such error appears, you must notify the bank in writing as soon as possible after your statement was made available to you. For more complete details, see the applicable account agreements and appendices that govern your account.

Deposit products and services are offered by JPMCB Member FDIC.

In Case of Other Errors or Questions About Your Asset Account Statement(s)

You must promptly advise your J P Morgan representative of material changes in your investment objectives or financial situation or if you wish to modify the management of your account Unless you inform otherwise, your J P Morgan representative will consider the information currently in its files to be complete and accurate

PRODUCT RELATED DISCLOSURE: IMPORTANT INFORMATION ABOUT ALTERNATIVE INVESTMENTS: FOOTNOTES 1 - 4

Private Equity, Hedge Funds, Exchange Funds, Real Estate and Other Alternative Assets

1 Direct private equity investments and pooled private investments (e g , interests in limited partnerships and limited liability companies) are generally illiquid securities Values are estimates only and are not warranted for accuracy or completeness Values do not represent the actual terms at which transactions or securities could be bought or sold or new transactions could be entered into or the actual terms on which existing transactions could be liquidated as of the date of this statement

Direct private equity investments are generally valued at cost, unless there is an active secondary trading market in the securities, in which case, direct private equity investments are valued using market prices as of the close of the last business day for this statement period. Pooled private equity investments are valued according to the General Partner's or Manager's stated methodology Please refer to the limited partnership agreement, limited liability company agreement or other operative documentation for each investment for the specific valuation methodology used by the General Partner or Manager for that investment or for your Investment Management or Trust account contact your J P. Morgan team. J.P Morgan expressly disclaims any responsibility for (1) the accuracy of the information and the methodology used by the General Partner or Manager in deriving valuations, (2) any errors or omissions in compiling or disseminating the valuations, and (3) any use to which the valuations are put Valuations are provided for information purposes only and are intended solely for your own use.

Hedge funds generally calculate the price (the "Net Asset Value" or " NAV"), 10-15 business days following the last business day of the month For that reason, hedge fund NAVs shown will generally be the NAV of the month preceding this statement period In general, the NAV is stated net of management and incentive fees The NAV is calculated according to the General Partner's or Manager's stated methodology Please refer to the limited partnership agreement, limited liability company agreement or other operative documentation for each hedge fund for the specific methodology used by the General Partner or Manager for that hedge fund or for your Investment Management or Trust account contact your J P Morgan team. J P Morgan expressly disclaims any responsibility for (1) the accuracy of the information and the methodology used by the General Partner or Manager in deriving valuations, (2) any errors or omissions in compiling or disseminating the valuations, and (3) any use to which the valuations are put Valuations are provided for information purposes only and are intended solely for your own use

These statements do not provide tax reporting on private investments Please continue to rely upon the General Partner or Manager of the investment vehicle for this information or for your Investment Management or Trust account contact your J P. Morgan team

2 The 'Capital Called Since Inception USD' and 'Cash/Security distributions Since Inception USD' columns are updated monthly to reflect activity (capital calls and distributions), if any

3 Hedge funds generally allow subscriptions on a monthly or quarterly basis. An interest in a hedge fund or hedge fund of funds is generally as of the first business day of the subscription period Due to early funding requirements by the applicable fund, your account may be debited for the subscription amount prior to the subscription date Please refer to the applicable hedge fund's operative documentation for further details or for your Investment Management or Trust account contact your J.P. Morgan team

Hedge fund redemptions are generally on a monthly, quarterly or annual basis but can sometimes be subject to a multi-year lockup before a redemption is permitted For redemptions, there is generally a notification period that can be a long interval before the actual redemption date. Redemption proceeds are generally paid 15 calendar days after the final NAV is issued, but can be subject to a holdback of a portion of the proceeds until an annual audit of the Fund has been completed Please refer to the applicable hedge fund's operative documentation for further details or for your Investment Management or Trust account contact your J P Morgan team.

Global Access Portfolios share certain characteristics with hedge funds. In particular, an investor who withdraws from a Global Access Portfolio will not receive the withdrawal proceeds in their entirety until 30-60 days after completion of the Portfolio's audit, which may be 18 months or longer after the redemption date Interest might not be paid on any proceeds pending distribution These restrictions apply even if the investor's account at JPMorgan is closed The Confidential Private Placement Memorandum and applicable Supplements contain other important information about the Global Access Portfolios and are available upon request or for your Investment Management or Trust account contact your J P Morgan team.

4 Alternative assets may include publicly available mutual funds that utilize non-traditional investment management strategies, for example, strategies commonly employed by hedge funds. Mutual funds generally calculate the price (the "Net Asset Value" or "NAV") on a daily basis and mutual fund NAVs shown on your statement generally will be the NAV as of the close of the last business day for this statement period Please refer to the applicable mutual fund prospectus for further details. If the applicable mutual fund is a JPMorgan Fund, please refer to disclosures on this statement concerning JPMorgan Funds for other important information