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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
JOHN REED CHARITABLE RESIDUARY TR R59004003

A Employer identification number
31-6626699

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

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,552,005.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	45,340.	45,340.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	49,746.			
	b	Gross sales price for all assets on line 6a 1,108,084.				
	7	Capital gain net income (from Part IV, line 2)		49,746.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	-2,795.	333.		STMT 5
	12	**Total.** Add lines 1 through 11	92,291.	95,419.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	14,034.	10,525.		3,508.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 6	825.	413.	NONE	413.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 7	3,039.	945.		
	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	17,898.	11,883.	NONE	3,921.
	25	Contributions, gifts, grants paid	119,820.			119,820.
	26	**Total expenses and disbursements** Add lines 24 and 25	137,718.	11,883.	NONE	123,741.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-45,427.			
	b	**Net investment income** (if negative, enter -0-)		83,536.		
	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	43,765.		
	2	Savings and temporary cash investments	114,681.	109,729.	109,729.
	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)	1,728,439.	1,847,626.	2,148,435.
	c	Investments - corporate bonds (attach schedule)	421,801.	306,350.	293,841.
	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,308,686.	2,263,705.	2,552,005.
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	2,308,686.	2,263,705.	
	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)	2,308,686.	2,263,705.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,308,686.	2,263,705.	

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	2,308,686.
2	Enter amount from Part I, line 27a	2	-45,427.
3	Other increases not included in line 2 (itemize) ▶ NONTAXABLE DIVIDEND ADJUSTMENT	3	626.
4	Add lines 1, 2, and 3	4	2,263,885.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	180.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,263,705.

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	1,108,080.		1,058,338.	49,742.
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				49,742.
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	49,746.
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	109,815.	2,549,982.	0.043065
2010	127,708.	2,483,289.	0.051427
2009	132,807.	2,243,543.	0.059195
2008	155,640.	2,688,474.	0.057892
2007	146,269.	3,191,517.	0.045831

2	**Total** of line 1, column (d)	2	0.257410
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	0.051482
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,518,954.
5	Multiply line 4 by line 3	5	129,681.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	835.
7	Add lines 5 and 6	7	130,516.
8	Enter qualifying distributions from Part XII, line 4	8	123,741.

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	1,671.
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	1,671.
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	1,671.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	1,320.		
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	2,000.		
d	Backup withholding erroneously withheld . . .	6d			
7	Total credits and payments Add lines 6a through 6d . . .			7	3,320.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached . . .			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶			10	1,649.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,649. **Refunded** ▶			11	

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) ▶ ________________________________			
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* . . . STMT 8 . . .	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)*

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 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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
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

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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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN ST IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	14,034.	-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 . . . ▶	

Form **990-PF** (2012)

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	2,410,501.
b	Average of monthly cash balances	1b	146,813.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,557,314.
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	2,557,314.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,360.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,518,954.
6	**Minimum investment return.** Enter 5% of line 5	6	125,948.

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	125,948.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,671.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,671.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	124,277.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	124,277.
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	124,277.

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	123,741.
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	123,741.
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	123,741.

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					124,277.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				119,819.	
b	Total for prior years 20____,20____, 20____			NONE		
3	Excess distributions carryover, if any, to 2012.					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 123,741.					
a	Applied to 2011, but not more than line 2a				119,819.	
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					3,922.
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					120,355.
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*				
SHRINERS HOSPITAL FOR CHILDREN PO BOX 863770 ORLANDO FL 32886	NONE	PUBLIC CHA	PROGRAM SUPPORT	23,964.
CENTRAL CHRISTIAN CHURCH PO BOX 1459 LEXINGTON KY 40588-1459	NONE	PUBLIC CHA	PROGRAM SUPPORT	23,964.
BLUE GRASS COUNCIL OF BOY SCOUTS 204415 N BROADWAY LEXINGTON KY 40508	NONE	PUBLIC CHA	PROGRAM SUPPORT	23,964.
LEXINGTON HUMANE SOCIETY 1600 OLD FRANKFORT PIKE LEXINGTON KY 40504-1	NONE	PUBLIC CHA	PROGRAM SUPPORT	11,982.
TRANSYLVANIA UNIVERSITY 300 N BROADWAY LEXINGTON KY 40508-1797	NONE	PUBLIC CHA	PROGRAM SUPPORT	22,513.
HOSPICE OF THE BLUEGRASS 2312 ALEXANDRIA DR LEXINGTON KY 40504-3277	NONE	PUBLIC CHA	PROGRAM SUPPORT	11,982.
TRANSYLVANIA UNIVERSITY 300 N BROADWAY LEXINGTON KY 40508-1776	NONE	PUBLIC CHA	PROGRAM SUPPORT	1,451.
Total . . . . ▶ 3a				119,820.
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	45,340.	
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			14	-2,795.	
8 Gain or (loss) from sales of assets other than inventory			18	49,746.	
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)				92,291.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 92,291.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Anthony Ward | 05/29/2013 ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

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

Form **990-PF** (2012)

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTON OPTIMUM MID CAP FD CL I*	299.	299.
INV BALANCED-RISK ALLOC-Y	1,999.	1,999.
AT&T INC	194.	194.
ABBOTT LABS	34.	34.
EDGEWOOD GROWTH FUND	120.	120.
ALLERGAN INC	6.	6.
ALTERA CORP	20.	20.
AMERIPRISE FINANCIAL INC	11.	11.
ANADARKO PETE CORP	14.	14.
APPLE COMPUTER INC	186.	186.
THE ARBITRAGE FUND-I	371.	371.
BAKER HUGHES INC	4.	4.
BANK OF AMERICA CORPORATION	13.	13.
BARC 93% PPN CURRENCY BASKET 9/13/13	449.	449.
BROADCOM CORP CL A	12.	12.
CBS CORP	48.	48.
CME GROUP INC	211.	211.
CSX CORP	55.	55.
CVS CORP	23.	23.
CAMPBELL SOUP CO	35.	35.
CAPITAL ONE FINL CORP	7.	7.
CARDINAL HEALTH INC	72.	72.
CARNIVAL CORPORATION	60.	60.
CENTERPOINT ENERGY INC	101.	101.
CISCO SYS INC	121.	121.
CITIGROUP INC NEW	5.	5.
COLGATE PALMOLIVE CO	44.	44.
COMCAST CORP NEW CL A	76.	76.
COSTCO WHSL CORP NEW	121.	121.
DARDEN RESTAURANTS INC	11.	11.
DELAWARE EMERGING MARKETS FUND	298.	298.
DB 95% PPN FX BASKET 2/1/13	177.	177.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEVON ENERGY CORP NEW	3.	3.
DODGE & INTERNATIONAL STOCK FUND	2,464.	2,464.
DOUBLELINE TOTAL RET BD-I	1,427.	1,427.
DOW CHEM CO	20.	20.
DU PONT E I DE NEMOURS & CO	161.	161.
EOG RESOURCES INC	16.	16.
EQT CORPORATION	6.	6.
EATON VANCE MUT FDS TR	813.	813.
EATON VANCE FLOATING-RATE	1,908.	1,908.
EATON VANCE MUT FDS TR	1,796.	1,796.
EMERSON ELEC CO	116.	116.
EXXON MOBIL CORP	243.	243.
FLUOR CORP	15.	15.
FREEPORT-MCMORAN COPPER & GOLD CL B	111.	111.
GATEWAY TR GATEWAY FD CL Y*	331.	331.
GENERAL ELEC CO	46.	46.
GENERAL MLS INC	105.	105.
GOLDMAN SACHS GROUP INC	67.	67.
HARTFORD CAPITAL APPRECIATION FUND	836.	836.
HOME DEPOT INC	75.	75.
HONEYWELL INTL INC	105.	105.
HUMANA INC	41.	41.
ISHARES INC MSCI JAPAN INDEX FD	498.	498.
ISHARES TR S & P MIDCAP 400 INDEX FD	808.	808.
ISHARES MSCI ASIAN EX JAPAN	1,378.	1,378.
JOHNSON & JOHNSON	30.	30.
JOHNSON CTLS INC	147.	147.
JPMORGAN TR I FLOAT RATE INC 4.24%	485.	485.
JPMORGAN MID CAP CORE-SEL	1,928.	1,928.
JPMORGAN INTERNATIONAL VALUE FUND	2,792.	2,792.
JPMORGAN STRATEGIC INCOME OPPTYS FUND SE	1,329.	1,329.
JPMORGAN LARGE CAP GROWTH FUND	541.	541.
JPMORGAN US REAL ESTATE FUND	724.	724.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN HIGH YIELD BOND FUND	7,054.	7,054.
JPMORGAN SHORT DURATION BOND FUND	1,143.	1,143.
KINDER MORGAN INC	34.	34.
KRAFT FOODS INC CL A	131.	131.
LENNAR CORP	12.	12.
LOWES COS INC	113.	113.
MFS INTL VALUE-I	2,148.	2,148.
MARATHON PETROLEUM CORPORATION	17.	17.
MARRIOTT INTL INC NEW CL A	12.	12.
MASCO CORP	10.	10.
MASTERCARD INC - CLASS A	5.	5.
MATTHEWS PACIFIC TIGER INSTL FUND	532.	532.
MERCK & CO INC	320.	320.
METLIFE INC	101.	101.
MICROSOFT CORP	323.	323.
MONSANTO CO NEW	5.	5.
NEUBERGER BER MU/C OPP-INS	401.	401.
NEXTERA ENERGY INC	22.	22.
NIKE INC	40.	40.
NORFOLK SOUTHN CORP	71.	71.
OCCIDENTAL PETE CORP	187.	187.
ORACLE CORP	83.	83.
PACCAR INC	200.	200.
PEPSICO INC	23.	23.
PFIZER INC	259.	259.
PHILIP MORRIS INTERNATIONAL	106.	106.
PIMCO COMMODITYPL STRAT-P	170.	170.
PIONEER NAT RES CO	2.	2.
PROCTER & GAMBLE CO	196.	196.
PRUDENTIAL FINL INC	104.	104.
QUALCOMM INC	93.	93.
SPDR TR UNIT SER 1	1,698.	1,698.
SCHLUMBERGER LTD	85.	85.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN US GOVT MNY MKT FD PR SWEEP	9.	9.
TD AMERITRADE HOLDING CORPORATION	57.	57.
TARGET CORP	32.	32.
TEXAS INSTRS INC	13.	13.
TIME WARNER INC	204.	204.
TIME WARNER CABLE INC	21.	21.
US BANCORP DEL NEW	27.	27.
UNITED TECHNOLOGIES CORP	190.	190.
UNITEDHEALTH GROUP INC	55.	55.
VANGUARD FXD INCM SECS INT TM CORP*	522.	522.
VERIZON COMMUNICATIONS	208.	208.
VIRTUS EMERGING MKTS OPPOR-I	426.	426.
WALGREEN CO	15.	15.
WALTER INDS INC	16.	16.
WELLS FARGO & CO NEW	260.	260.
WILLIAMS COS INC	96.	96.
XILINX INC	16.	16.
YUM BRANDS INC	96.	96.
COVIDIEN PLC NEW	73.	73.
ENSCO PLC	38.	38.
INVESCO LTD SHS	70.	70.
ACE LTD NEW	140.	140.
PENTAIR LTD	4.	4.
TYCO INTERNATIONAL LTD	63.	63.
ASML HOLDING N.V.	427.	427.
TOTAL	45,340.	45,340.

JOHN REED CHARITABLE RESIDUARY TR R59004003 31-6626699

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMMODITY INDEX TRACKING		333.
DEFERRED INCOME	-2,795.	
TOTALS	-2,795.	333.

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 - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	15.	15.
FEDERAL TAX PAYMENT - PRIOR YE	774.	
FEDERAL ESTIMATES - PRINCIPAL	1,320.	
FOREIGN TAXES ON QUALIFIED FOR	818.	818.
FOREIGN TAXES ON NONQUALIFIED	112.	112.
TOTALS	3,039.	945.

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.
===

NO FILING REQUIRED WITH THE KY ATTORNEY GENERAL

For the Period 10/1/12 to 12/31/12

Consolidated Summary

FIDUCIARY ACCOUNT(S) YEAR-TO-DATE

Portfolio Activity	Account Number	Beginning Market Value	Net Additions/ Withdrawals	Income	Change in Investment Value	Ending Market Value with Accruals
JOHN M REED T/W	R59004003	2,356,235 55	(134,441 42)	1,053 50	266,475 86	2,489,323 49
JOHN M REED T/W	R59004102	43,764 82	(2,792 17)	41,694.51	14 68	85,023 93
Total Value		**$2,400,000.37**	**($137,233.59)**	**$42,748.01**	**$266,490.54**	**$2,574,347.42**

Tax Summary	Account Number	Taxable Income	Tax-Exempt Income	Other Income & Receipts	Realized Gain/Loss		Unrealized Gain/Loss[1]
					Short-term	Long-term	
JOHN M REED T/W	R59004003	1,053 50			15,766 12	33,277.58	311,116 15
JOHN M REED T/W	R59004102	41,694 51				14.68	
Total Value		**$42,748.01**			**$15,766.12**	**$33,292.26**	**$311,116.15**

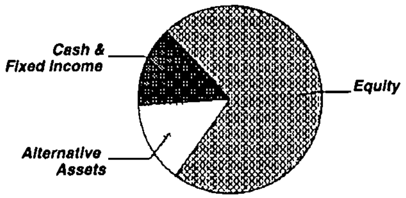
[1] Unrealized Gain/Loss represents data from the time of account inception to the current statement period.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,799,033.30	1,780,755 01	(18,278.29)	20,101 70	72%
Alternative Assets	292,792 77	367,680.31	74,887.54	7,764 17	14%
Cash & Fixed Income	404,725 34	340,888 17	(63,837 17)	11,227.80	14%
Market Value	**$2,496,551.41**	**$2,489,323.49**	**($7,227.92)**	**$39,093.67**	**100%**

Asset Allocation



PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**2,496,551.41**	**2,356,235.55**
Withdrawals & Fees	(38,343 50)	(133,994 84)
Securities Transferred In	1,686.42	1,686 42
Securities Transferred Out	(2,133 00)	(2,133 00)
Net Additions/Withdrawals	**($38,790.08)**	**($134,441.42)**
Income	586.85	1,053 50
Change In Investment Value	30,975.31	266,475 86
Ending Market Value	**$2,489,323.49**	**$2,489,323.49**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Foreign Dividends	427.31	427 31
Original Issue Discount	159 54	626 19
Taxable Income	**$586.85**	**$1,053.50**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	6,802 18	6,823 87
ST Realized Gain/Loss	9,788 83	15,766 12
LT Realized Gain/Loss	2,987 73	26,453 71
Realized Gain/Loss	**$19,578.74**	**$49,043.70**

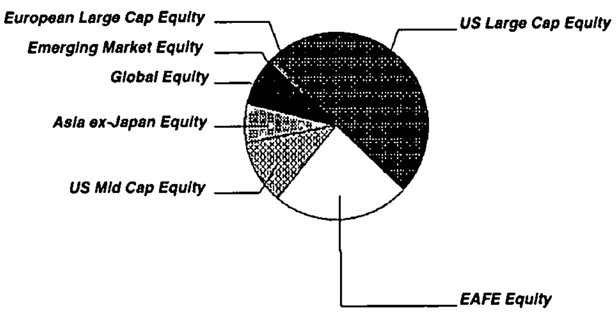
	To-Date Value
Unrealized Gain/Loss	**$311,116.15**

Cost Summary	Cost
Equity	1,503,125 09
Cash & Fixed Income	333,397.65
Total	**$1,833,706.73**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	809,642 23	827,119.91	17,477.68	35%
US Mid Cap Equity	190,157.67	200,492 89	10,335.22	8%
EAFE Equity	386,813 19	429,041 64	42,228.45	17%
European Large Cap Equity	23,845 25	25,435 25	1,590.00	1%
Asia ex-Japan Equity	182,891 96	136,567 02	(46,324 94)	5%
Emerging Market Equity	103,743 08	82,670 81	(21,072 27)	3%
Global Equity	77,189 92	79,427 49	2,237 57	3%
Unclassified	24,750.00	0.00	(24,750.00)	
Total Value	**$1,799,033.30**	**$1,780,755.01**	**($18,278.29)**	**72%**

Asset Categories



Equity as a percentage of your portfolio - 72 %

Market Value/Cost

Market Value/Cost	Current Period Value
Market Value	1,780,755.01
Tax Cost	[illegible],309.[illegible]
Unrealized Gain/Loss	280,445 93
Estimated Annual Income	20,101 70
Yield	1 12%

1,503,125.09

Equity Detail

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
ACE LTD NEW H0023R-10-5 ACE	79 80	62.000	4,947.60	3,563 01	1,384 59	121 52	2 46%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	37.68	41 000	1,544 88	1,342.73	202 15		
ALLERGAN INC 018490-10-2 AGN	91 73	28.000	2,568.44	2,420.95	147.49	5.60	0.22%
AMAZON COM INC 023135-10-6 AMZN	250 87	23.000	5,770.01	2,620 66	3,149.35		
AMERICAN EXPRESS CO 025816-10-9 AXP	57.48	27 000	1,551.96	1,510.97	40 99	21.60	1.39%
ANADARKO PETROLEUM CORP 032511-10-7 APC	74 31	44.000	3,269.64	3,252.97	16 67	15.84	0.48%
APPLE INC. 037833-10-0 AAPL	532.17	34 000	18,093 88	4,662.34	13,431 54	360 40	1 99%
ASML HOLDING N.V. N07059-21-0 ASML	64 39	38 000	2,446 82	2,661.29	(214 47)	25 57	1.05%
AUTOZONE INC 053332-10-2 AZO	354 43	7 000	2,481 01	2,261.64	219.37		
BAIDU INC SPONS ADR 056752-10-8 BIDU	100.29	17.000	1,704 93	1,701 93	3 00		
BANK OF AMERICA CORP 060505-10-4 BAC	11.61	451 000	5,236 11	5,986.51	(750 40)	18 04	0 34%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
BARC REN SPX 06/19/13 2 XLEV- 10 55%CAP- 21.1%MAXPYMT INITIAL LEVEL-06/01/12 SPX.1278.04 06741T-AB-3	112 55	35,000 000	39,392 50	34,650 00	4,742 50		
BIOGEN IDEC INC 09062X-10-3 BIIB	146 37	31 000	4,537.47	2,351 49	2,185 98		
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	40,000 000	42,041 57	39,600.00	2,441.57		
BNP REN SPX 07/31/13 2 XLEV- 10 25%CAP- 20 5%MAXPYMT INITIAL LEVEL-07/13/12 SPX 1356 78 05567L-6D-4	106.71	35,000 000	37,349.18	34,650.00	2,699.18		
BROADCOM CORP CL A 111320-10-7 BRCM	33 21	79 000	2,623 59	2,634 71	(11 12)	31 60	1 20%
CAMERON INTERNATIONAL CORPORATION 13342B-10-5 CAM	56.46	42 000	2,371 32	2,281 18	90 14		
CARDINAL HEALTH INC 14149Y-10-8 CAH	41.18	80 000	3,294 40	2,381 18	913 22	88 00	2 67%
CAREFUSION CORPORATION 14170T-10-1 CFN	28 58	89 000	2,543 62	2,344 44	199 18		
CBS CORP CLASS B W/I 124857-20-2 CBS	38 05	73.000	2,777.65	2,614 29	163 36	35 04	1.26%
CELGENE CORPORATION 151020-10-4 CELG	78 47	45 000	3,531 15	2,323 22	1,207 93		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
CERNER CORP 156782-10-4 CERN	77 51	17 000	1,317 67	1,344 92	(27 25)		
CHENIERE ENERGY INC 16411R-20-8 LNG	18 78	95 000	1,784 10	1,535 88	248.22		
CISCO SYSTEMS INC 17275R-10-2 CSCO	19 65	282.000	5,541.02	4,820 08	720.94	157.92	2 85%
CITIGROUP INC NEW 172967-42-4 C	39.56	142 000	5,617.52	5,138 56	478.96	5.68	0 10%
CITRIX SYSTEMS INC 177376-10-0 CTXS	65.62	29.000	1,902.98	1,743 92	159 06		
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50.67	70 000	3,546 90	3,937 72	(390 82)	126 00	3 55%
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A 192446-10-2 CTSH	73 88	49 000	3,620 22	2,617 52	1,002.70		
COMCAST CORP CL A 20030N-10-1 CMCS A	37.36	153 000	5,716 08	3,370 83	2,345 25	99.45	1.74%
COSTCO WHOLESALE CORP 22160K-10-5 COST	98 73	16.000	1,579 68	1,457.42	122.26	17.60	1 11%
COVIDIEN PLC NEW G2554F-11-3 COV	57 74	58.000	3,348 92	2,487.71	861.21	60.32	1.80%
CSX CORP 126408-10-3 CSX	19 73	112 000	2,209.76	2,391 78	(182 02)	62.72	2 84%
DAVITA HEALTHCARE PARTNERS, INC 23918K-10-8 DVA	110 53	20 000	2,210 60	2,211 80	(1 20)		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
DISH NETWORK CORP CL A 25470M-10-9 DISH	36 40	29 000	1,055 60	1,063 11	(7 51)		
DOW CHEMICAL CO 260543-10-3 DOW	32 33	63 000	2,036.73	1,921 22	115.51	80.64	3 96%
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13.84	4,532 000	62,722 88	50,169 24	12,553 64		
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	87.000	4,607 52	4,460.92	146 60	142 68	3.10%
ENSCO PLC G3157S-10-6 ESV	59 28	50 000	2,964 00	2,514 33	449.67	75 00	2.53%
EOG RESOURCES INC 26875P-10-1 EOG	120 79	28 000	3,382 12	2,360 90	1,021 22	19 04	0.56%
EXXON MOBIL CORP 30231G-10-2 XOM	86 55	84 000	7,270 20	3,014.74	4,255.46	191.52	2 63%
FLUOR CORP 343412-10-2 FLR	58 74	64 000	3,759 36	3,320 65	438 71	40 96	1.09%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34.20	53.000	1,812 60	984 09	828 51	66 25	3.65%
GENERAL MILLS INC 370334-10-4 GIS	40 42	99 000	4,001 58	3,203 27	798 31	130 68	3.27%
GENERAL MOTORS CO 37045V-10-0 GM	28 83	163 000	4,699 29	4,885 65	(186 36)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	127 56	32 000	4,081.92	2,869.65	1,212.27	64.00	1.57%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
GOOGLE INC CL A 38259P-50-8 GOOG	707 38	8 000	5,659 04	4,912 57	746 47		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34 38	2,416 497	83,079 17	67,661 92	15,417 25	836 10	1 01%
HOME DEPOT INC 437076-10-2 HD	61.85	70 000	4,329 50	2,677 59	1,651 91	81 20	1 88%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63 47	77.000	4,887 19	3,450.69	1,436 50	126.28	2.58%
HUMANA INC 444859-10-2 HUM	68 63	33.000	2,264.79	2,487.42	(222 63)	34.32	1.52%
INVESCO LTD G491BT-10-8 IVZ	26.09	129.000	3,365.61	2,619.11	746 50	89 01	2.64%
JOHNSON & JOHNSON 478160-10-4 JNJ	70 10	49 000	3,434 90	3,537 22	(102.32)	119.56	3.48%
JOHNSON CONTROLS INC 478366-10-7 JCI	30 67	127 000	3,895 09	2,477.30	1,417.79	96 52	2 48%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	4,916 144	117,741.65	100,338.49	17,403 16	516 19	0.44%
JUNIPER NETWORKS INC 48203R-10-4 JNPR	19 67	93 000	1,829 31	1,642 43	186 88		
KINDER MORGAN INC 49456B-10-1 KMI	35.33	48.000	1,695.84	1,496 80	199 04	69.12	4 08%
LENNAR CORP 526057-10-4 LEN	38.67	75 000	2,900 25	1,133 21	1,767.04	12.00	0 41%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
LINKEDIN CORP - A 53578A-10-8 LNKD	114 82	15 000	1,722 30	1,485.25	237 05		
LOWES COMPANIES INC 548661-10-7 LOW	35 52	138.000	4,901 76	2,871.18	2,030.58	88 32	1.80%
MASCO CORP 574599-10-6 MAS	16 66	170.000	2,832.20	2,330 70	501.50	51 00	1.80%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	491 28	8.000	3,930.24	2,345 96	1,584.28	9.60	0 24%
MERCK AND CO INC 58933Y-10-5 MRK	40.94	161.000	6,591 34	5,097.97	1,493 37	276 92	4 20%
METLIFE INC 59156R-10-8 MET	32 94	137 000	4,512.78	4,767 64	(254 86)	101 38	2.25%
MICROSOFT CORP 594918-10-4 MSFT	26.71	401.000	10,710 71	10,440 42	270.29	368.92	3.44%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25 45	141.000	3,588.87	3,295.86	293 01	73.32	2.04%
NETAPP INC 64110D-10-4 NTAP	33 55	66 000	2,214.30	2,438.17	(223 87)		
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10 97	2,280.469	25,016.74	25,221.99	(205 25)	307.86	1.23%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76 61	77.000	5,898 97	4,847.59	1,051 38	166 32	2 82%
ORACLE CORP 68389X-10-5 ORCL	33 32	208 000	6,930 56	5,069.68	1,860 88	49 92	0 72%
PACCAR INC 693718-10-8 PCAR	45 21	98.000	4,430.58	3,506.70	923 88	78 40	1 77%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
PENTAIR LTD SHS H6169Q-10-8 PNR	49 15	17 000	835 55	548 71	286 84	14 96	1 79%
PEPSICO INC 713448-10-8 PEP	68 43	42 000	2,874 06	3,036.00	(161 94)	90 30	3 14%
PFIZER INC 717081-10-3 PFE	25 08	318 000	7,975.12	4,875.18	3,099 94	305 28	3.83%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83 64	48.000	4,014.72	3,982.22	32 50	163.20	4 07%
PHILLIPS 66 718546-10-4 PSX	53.10	58 000	3,079 80	2,819.71	260 09	58.00	1.88%
PIONEER NATURAL RESOURCES CO 723787-10-7 PXD	106.59	20 000	2,131 80	1,741.45	390 35	1.60	0 08%
PROCTER & GAMBLE CO 742718-10-9 PG	67.89	85 000	5,770 65	4,532.39	1,238 26	191 08	3 31%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53 33	65 000	3,466 45	2,500.59	965 86	104 00	3.00%
QUALCOMM INC 747525-10-3 QCOM	61 86	112.000	6,928.32	4,438 82	2,489.50	112 00	1.62%
SCHLUMBERGER LTD 806857-10-8 SLB	69 30	87.000	6,029.01	7,159.13	(1,130 12)	95.70	1 59%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	559 000	79,607 19	69,994 55	9,612.64	1,734 57	2.18%
TARGET CORP 87612E-10-6 TGT	59 17	52 000	3,076 84	3,335 54	(258 70)	74.88	2 43%
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	16 81	74 000	1,243 94	1,149 74	94 20	26 64	2.14%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
TIME WARNER INC NEW 887317-30-3 TWX	47 83	205 000	9,805 15	5,431 68	4,373 47	213.20	2 17%
TIME WARNER CABLE INC 88732J-20-7 TWC	97.19	19 000	1,846 61	1,606 74	239.87	42 56	2 30%
TYCO INTERNATIONAL LTD H89128-10-4 TYC	29 25	75 000	2,193 75	1,534 09	659 66	45 00	2.05%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	54 24	69.000	3,742 56	2,992 28	750 28	58.65	1 57%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	82.01	101.000	8,283.01	6,221.64	2,061 37	216 14	2.61%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	43 27	103 000	4,456 81	3,141.24	1,315 57	212.18	4 76%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	41.90	35 000	1,466.50	1,097.65	368.85		
WALTER ENERGY INC 93317Q-10-5 WLT	35 88	48 000	1,722 24	2,673 59	(951 35)	24 00	1 39%
WELLS FARGO & CO 949746-10-1 WFC	34 18	310.000	10,595.80	7,959.73	2,636 07	272 80	2.57%
WILLIAMS COMPANIES INC 969457-10-0 WMB	32 74	64.000	2,095.36	1,644.06	451 30	83 20	3.97%
YUM BRANDS INC 988498-10-1 YUM	66 40	70 000	4,648 00	2,443 37	2,204.63	93 80	2.02%
Total US Large Cap Equity			**$827,119.91**	**$686,655.38**	**$140,464.53**	**$9,849.67**	**1.19%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Mid Cap Equity							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33 84	737 826	24,968 03	20,955.96	4,012 07		
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101 70	557 000	56,646 90	40,536 47	16,110 43	808 20	1 43%
JPM TR I MIDCAP CORE - SEL 48121L-75-9 JMRS X	17 86	6,656 101	118,877 96	100,927 53	17,950 43	1,005 07	0 85%
Total US Mid Cap Equity			**$200,492.89**	**$162,419.96**	**$38,072.93**	**$1,813.27**	**0.91%**
EAFE Equity							
CS BREN EAFE 03/13/13 10%BUFFER-2 XLEV- 9 8%CAP 19.6%MAXRTRN INITIAL LEVEL--02/24/12·SX5E·2523 69 UKX.5935.13 TPX 834.29 22546T-MT-5	104 10	25,000 000	26,025 00	24,750 00	1,275 00		
CS BREN EAFE 8/7/13 10%BUFFER-2XLEV- 10.25%CAP 20 5%MAXRTRN INITIAL LEVEL-7/20/12 SX5E·2237 33 UKX·5651 77 TPX·733 82 22546T-WP-2	110.70	25,000.000	27,675 00	24,750 00	2,925 00		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	3,011 771	104,327 75	91,343 63	12,984.12	2,249 79	2.16%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
HSBC BREN EAFE 05/01/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-04/13/12:SX5E 2291.51 UKX.5701.35 TPX 815.48 4042K1-G3-1	108 51	25,000 000	27,127 50	24,750 00	2,377 50		
HSBC BREN EAFE 07/03/13 10%BUFFER- 11 4%CAP 22 8%MAXRTRN INITIAL LEVEL-06/15/12 SX5E 2181 23 UKX 5478.81 TPX 726 57 4042K1-T4-5	113.14	25,000.000	28,285 00	24,750.00	3,535.00		
JPM INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	12 86	8,115.417	104,364 26	97,661.53	6,702 73	2,572.58	2 47%
MFS INTL VALUE-I 55273E-82-2 MINI X	28 17	3,948 780	111,237.13	100,338 49	10,898 64	2,029 67	1.82%
Total EAFE Equity			**$429,041.64**	**$388,343.65**	**$40,697.99**	**$6,852.04**	**1.60%**
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	25,000 000	25,435 25	24,687 50	747 75		

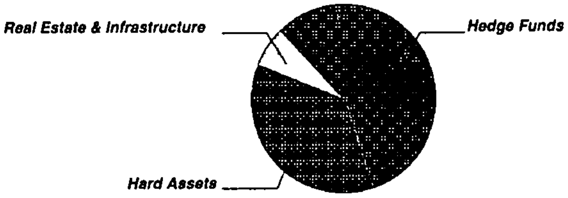
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
BARC BREN ASIA BASKET 08/21/13 10%BUFFER-2 XLEV- 7%CAP 14%MAXRTRN INITIAL LEVEL-08/03/12 ASIA BSKT.100 06741J-L4-9	108 53	25,000 000	27,132 50	24,750 00	2,382 50		
BARC BREN ASIA BASKET 07/10/13 10%BUFFER-2 XLEV- 8 25%CAP 16.5%MAXRTRN INITIAL LEVEL-06/22/12 ASIA BASKET .100 06741T-BS-5	112 19	25,000 000	28,047 50	24,750 00	3,297 50		
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	60.52	433.000	26,205.16	21,270 99	4,934.17	454 21	1.73%
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	2,260.625	55,181.86	27443.99	30,553 88	456.64	0 83%
Total Asia ex-Japan Equity			**$136,567.02**	98215.06	**$41,168.05**	**$910.85**	**0.67%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14 41	1,858 054	26,774 56	23,300.00	3,474 56	263 84	0 99%
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10.31	5,421 557	55,896.25	50,203 62	5,692 63	412 03	0.74%
Total Emerging Market Equity			**$82,670.81**	**$73,503.62**	**$9,167.19**	**$675.87**	**0.82%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
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	35,000 000	39,943 99	34,650 00	5,293.99		
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	35,000 000	39,483 50	34,650.00	4,833 50		
Total Global Equity			**$79,427.49**	**$69,300.00**	**$10,127.49**	**$0.00**	**0.00%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	148,526 35	207,976 46	59,450.11	8%
Real Estate & Infrastructure	34,997.30	30,987.60	(4,009.70)	1%
Hard Assets	109,269 12	128,716.25	19,447.13	5%
Total Value	**$292,792.77**	**$367,680.31**	**$74,887.54**	**14%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	3,849 960	48,240 00	48,163 00
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12.77	962.143	12,286 57	12,575 21

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	4,553 284	50,541.45	49,812.93
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	4,778 376	46,971.44	49,427 31
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	1,842 014	49,937.00	50,259.40
Total Hedge Funds			**$207,976.46**	**$210,237.85**

Real Estate & Infrastructure

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc Accrued Div.	Yield
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X	1,946.46	17,667 21		30,987.60	751.33	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).

Hard Assets

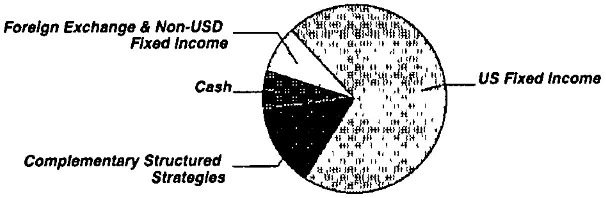
	Price	Quantity	Estimated Value	Cost
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNPM 85%BARRIER, 17.50%MAXRTN 9/28/12, INITIAL STRIKE: 1776.00 06741T-HL-4	96 82	25,000 000	24,205 00	24,750 00

	Price	Quantity	Estimated Value	Cost
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	452 678	6,323 91	6,609 10
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10 89	2,350 206	25,593 74	26,768 85
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27 78	1,680 000	46,670.40	40,107.30
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	160 000	25,923 20	18,360 30
Total Hard Assets			**$128,716.25**	**$116,595.55**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	86,692.37	27,047.40	(59,644 97)	1%
US Fixed Income	267,957 24	250,905.77	(17,051.47)	10%
Complementary Structured Strategies	37,618.00	37,818 00	200 00	2%
Foreign Exchange & Non-USD Fixed Income	12,457 73	25,117 00	12,659 27	1%
Total Value	**$404,725.34**	**$340,888.17**	**($63,837.17)**	**14%**

Asset Categories



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

Market Value/Cost	Current Period Value
Market Value	340,888 17
Tax Cost	333,397.65
Unrealized Gain/Loss	7,490.52
Estimated Annual Income	11,227.80
Yield	3.29%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	321,734 17	95%
6-12 months[1]	19,154 00	5%
Total Value	**$340,888.17**	**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	27,047.40	7%
International Bonds	25,172 52	7%
Mutual Funds	250,850 25	75%
Complementary Structure	37,818 00	11%
Total Value	**$340,888.17**	**100%**

Note   O - Bonds purchased at a discount show accretion

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost	Unrealized	Est Annual Income	Yield
				Original Cost	Gain/Loss	Accrued Interest	
Cash							
JPM US GOVT PREMIER SWEEP FD #1086 7-Day Annualized Yield 01%	1.00	27,047.40	27,047.40	27,047 40		2.70	0.01 %
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	2,127.86	25,172.52	21,555.17	3,617 35	889 44	3.53 %
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	4,380 08	49,626 30	49,374.35	251 95	3,149.27	6.35 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	9,118 77	74,226.75	71,101.68	3,125.07	4,750.87	6.40 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	7,081 41	77,824 66	75,795 98	2,028 68	991.39	1 27 %
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10.32	2,330 96	24,055 54	23,659.27	396.27	862 45	3.59 %
Total US Fixed Income			**$250,905.77**	**$241,486.45**	**$9,419.32**	**$10,643.42**	**4.24 %**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Complementary Structured Strategies							
O **DB 95% PPN FX BASKET 2/1/13** LNKED TO MXN INR CNY & RUB VS USD 1 40XLEV, UNCAPPED 7/29/11 2515A1-B5-9	93 32	20,000 00	18,664 00	19,999 03 19,750 00	(1,335 03)		
O **BARC 93% PPN CURRENCY BASKET 9/13/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 06738K-UP-4	95.77	20,000 00	19,154 00	20,281 37 19,700 00	(1,127 37)		
Total Complementary Structured Strategies			**$37,818.00**	**$40,280.40** **$39,450.00**	**($2,462.40)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	2,228 66	25,117 00	24,583.40	533 60	581.68	2 32%

Portfolio Activity Summary

Transactions	Current Period Value	Year-To-Date Value*
Beginning Cash Balance	**0.00**	--
INFLOWS		
Income	427 31	427 31
Total Inflows	**$427.31**	**$427.31**
OUTFLOWS **		
Withdrawals	(35,396 88)	(119,819 28)
Fees & Commissions	(2,946.62)	(12,081 56)
Tax Payments		(2,094.00)
Total Outflows	**($38,343.50)**	**($133,994.84)**
SWEEP ACCOUNT ACTIVITY		
Sweep Account Sales	162,427.03	691,645 06
Sweep Account Purchases	(103,826 98)	(604,011 62)
Total Sweep Account Activity	**$58,600.05**	**$87,633.44**
TRADE ACTIVITY		
Settled Sales/Maturities/Redemptions	225,690.65	1,107,552 25
Settled Securities Purchased	(246,374.51)	(1,061,618 16)
Total Trade Activity	**($20,683.86)**	**$45,934.09**
Ending Cash Balance	**$0.00**	--

Securities Transferred In/Out	Current Period Value	Year-To-Date Value*
Securities Transferred In	1,686 42	1,686 42
Securities Transferred Out	(2,133 00)	(2,133 00)

Cost Adjustments	Current Period Value	Year-To-Date Value*
Accretion	159 54	626 19
Cost Adjustments	(1,369.35)	23,258 63
Total Cost Adjustments	**($1,209.81)**	**$23,884.82**

* Year to date information is calculated on a calendar year basis.
** Your account's standing instructions use a HIGH COST method for relieving assets from your position

Account Summary

INCOME

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Cash & Fixed Income	61,011 33	82,681 84	21,670.51	8.26	100%
Market Value	**$61,011.33**	**$82,681.84**	**$21,670.51**	**$8.26**	**100%**
Accruals	2,006 35	2,342 09	335 74		
Market Value with Accruals	**$63,017.68**	**$85,023.93**	**$22,006.25**		

INCOME

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**61,011.33**	**43,764.82**
Withdrawals & Fees	(601 06)	(2,792 17)
Net Additions/Withdrawals	**($601.06)**	**($2,792.17)**
Income	22,267.97	41,694 51
Change In Investment Value	3 60	14 68
Ending Market Value	**$82,681.84**	**$82,681.84**
Accruals	2,342.09	2,342.09
Market Value with Accruals	**$85,023.93**	**$85,023.93**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	22,060 47	41,165.76
Foreign Dividends	207 50	528 75
Taxable Income	**$22,267.97**	**$41,694.51**

Cost Summary	Cost
Cash & Fixed Income	82,681.84
Total	**$82,681.84**

	Current Period Value	Year-to-Date Value
LT Realized Gain/Loss	3.60	14.68
Realized Gain/Loss	**$3.60**	**$14.68**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	0 00	0.00	0.00	
US Mid Cap Equity	0 00	0.00	0.00	
Concentrated & Other Equity	0 00	0.00	0.00	
Total Value	**$0.00**	**$0.00**	**$0.00**	

Equity Detail

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI				0 00		 120.10	
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG				0.00		 26 45	
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY				0 00		 571.20	
Total US Large Cap Equity			**$0.00**	**$0.00**	**$0.00**	**$0.00** **$717.75**	**0.00%**

US Mid Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
JPM TR I MIDCAP CORE - SEL 48121L-75-9 JMRS				0.00		 93 65	

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Concentrated & Other Equity							
CARDINAL HEALTH INC 14149Y-10-8 CAH				0.00		22.00	
CBS CORP CLASS B W/I 124857-20-2 CBS				0.00		8.76	
COMCAST CORP CL A 20030N-10-1 CMCS				0.00		24.86	
HUMANA INC 444859-10-2 HUM				0.00		8.58	
MERCK AND CO INC 58933Y-10-5 MRK				0.00		69.23	
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ				0.00		18.33	
PEPSICO INC 713448-10-8 PEP				0.00		22.58	
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM				0.00		40.80	
SCHLUMBERGER LTD 806857-10-8 SLB				0.00		23.93	
Total Concentrated & Other Equity			**$0.00**	**$0.00**	**$0.00**	**$0.00** **$239.07**	**0.00%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	0 00	0 00	0 00	
Real Estate & Infrastructure	0 00	0 00	0.00	
Total Value	**$0.00**	**$0.00**	**$0.00**	

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA				0 00
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM				0 00
Total Hedge Funds			**$0.00**	**$0.00**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	61,011 33	82,681.84	21,670.51	100%
US Fixed Income	0.00	0.00	0.00	
Total Value	**$61,011.33**	**$82,681.84**	**$21,670.51**	**100%**

Market Value/Cost	Current Period Value
Market Value	82,681.84
Tax Cost	82,681 84
Estimated Annual Income	8 26
Accrued Interest	901.33
Yield	0 01 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	82,681.84	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	82,681 84	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							
JPM US GOVT PREMIER SWEEP FD #1086 7-Day Annualized Yield: .01%	1 00	82,681 84	82,681.84	82,681.84		8 26 1.00	0.01 %
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1				0.00		87.24	
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3				0 00		246.85	
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3				0 00		474.18	
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0				0.00		92 06	
Total US Fixed Income			**$0.00**	**$0.00**	**$0.00**	**$0.00** **$900.33**	**0.00 %**

Portfolio Activity Summary

Transactions	Current Period Value	Year-To-Date Value*
Beginning Cash Balance	**0.00**	--
INFLOWS		
Income	22,267 97	41,694 51
Total Inflows	**$22,267.97**	**$41,694.51**
OUTFLOWS **		
Withdrawals	(0 34)	(0 34)
Fees & Commissions	(594 06)	(2,777 19)
Tax Payments	(6 66)	(14 64)
Total Outflows	**($601.06)**	**($2,792.17)**
SWEEP ACCOUNT ACTIVITY		
Sweep Account Sales	252 50	2,420 52
Sweep Account Purchases	(21,923 01)	(41,337 54)
Total Sweep Account Activity	**($21,670.51)**	**($38,917.02)**
TRADE ACTIVITY		
Settled Sales/Maturities/Redemptions	3 60	14 68
Total Trade Activity	**$3.60**	**$14.68**
Ending Cash Balance	**$0.00**	--

* Year to date information is calculated on a calendar year basis

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