



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation  
**BLAIR A & MARTHA C RIETH FAMILY FDN R62727004**

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

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

**A Employer identification number**  
35-6704341

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

**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) ▶ \$ **1,980,010.**

**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)
<b>1</b> Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b> Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b> Interest on savings and temporary cash investments				
<b>4</b> Dividends and interest from securities	44,471.	44,471.		
<b>5a</b> Gross rents				
<b>b</b> Net rental income or (loss)				
<b>6a</b> Net gain or (loss) from sale of assets not on line 10	23,890.			
<b>b</b> Gross sales price for all assets on line 6a	693,233.			
<b>7</b> Capital gain net income (from Part IV, line 2)		23,890.		
<b>8</b> Net short-term capital gain				
<b>9</b> Income modifications				
<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less: Cost of goods sold				
<b>c</b> Gross profit or (loss) (attach schedule)				
<b>11</b> Other income (attach schedule)	-2,468.	69.		STMT 1
<b>12</b> Total. Add lines 1 through 11	65,893.	68,430.		
<b>13</b> Compensation of officers, directors, trustees, etc.	19,578.	14,683.		4,894.
<b>14</b> Other employee salaries and wages				
<b>15</b> Pension plans, employee benefits				
<b>16a</b> Legal fees (attach schedule)				
<b>b</b> Accounting fees (attach schedule)				
<b>c</b> Other professional fees (attach schedule)				
<b>17</b> Interest				
<b>18</b> Taxes (attach schedule) (see instructions)	1,969.	307.		STMT 2
<b>19</b> Depreciation (attach schedule) and depletion				
<b>20</b> Occupancy				
<b>21</b> Travel, conferences, and meetings				
<b>22</b> Printing and publications				
<b>23</b> Other expenses (attach schedule)				
<b>24</b> Total operating and administrative expenses. Add lines 13 through 23	21,547.	14,990.		4,894.
<b>25</b> Contributions, gifts, grants paid	93,000.			93,000.
<b>26</b> Total expenses and disbursements. Add lines 24 and 25	114,547.	14,990.		97,894.
<b>27</b> Subtract line 26 from line 12	-48,654.			
<b>a</b> Excess of revenue over expenses and disbursements				
<b>b</b> Net investment income (if negative, enter -0-)		53,440.		
<b>c</b> Adjusted net income (if negative, enter -0-)				

COVERED DATE

SCANNED OCT 28 2013  
Operating and Administrative Expenses

RECEIVED  
OCT 24 2013  
SUDEN, UT  
IRS-OSC

6 NE P 7

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	34,117.	1,295.	1,295.
	2	Savings and temporary cash investments	98,276.	83,473.	83,473.
	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)	1,021,703.	876,046.	994,566.
	c	Investments - corporate bonds (attach schedule)	725,774.	579,203.	605,751.
	11	Investments - land, buildings, and equipment, basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)		291,199.	294,925.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	1,879,870.	1,831,216.	1,980,010.	
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	<b>Total liabilities</b> (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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,879,870.	1,831,216.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	<b>Total net assets or fund balances</b> (see instructions)	1,879,870.	1,831,216.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,879,870.	1,831,216.		

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)	1,879,870.
2	Enter amount from Part I, line 27a	-48,654.
3	Other increases not included in line 2 (itemize)	
4	Add lines 1, 2, and 3	1,831,216.
5	Decreases not included in line 2 (itemize)	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	1,831,216.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
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 693,226.		669,346.	23,880.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			23,880.		
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	23,887.	
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	95,956.	1,986,100.	0.048314
2010	90,412.	1,930,311.	0.046838
2009	103,365.	1,808,446.	0.057157
2008	116,986.	2,096,136.	0.055810
2007	108,221.	2,398,628.	0.045118
2 Total of line 1, column (d)			0.253237
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			0.050647
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,972,977.
5 Multiply line 4 by line 3			99,925.
6 Enter 1% of net investment income (1% of Part I, line 27b)			534.
7 Add lines 5 and 6			100,459.
8 Enter qualifying distributions from Part XII, line 4 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.			97,894.

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	}	<b>1</b>	1,069.
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		<b>2</b>	
<b>3</b> Add lines 1 and 2 . . . . .		<b>3</b>	1,069.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		<b>4</b>	NONE
<b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		<b>5</b>	1,069.
<b>6</b> Credits/Payments:			
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	<b>6a</b>		840.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>		NONE
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>		300.
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .		<b>7</b>	1,140.
<b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .		<b>8</b>	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		<b>9</b>	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .		<b>10</b>	71.
<b>11</b> Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 71. Refunded <input type="checkbox"/>		<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> 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? . . . . .	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IN		
<b>b</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? <i>If "No," attach explanation.</i> . . . . .	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . . . .		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 IL 1-0117, CHICAGO, IL ZIP+4 60603
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . X 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 X
(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 X
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 X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . . 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . Yes No X
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** X

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	19,578.	-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
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . .</b>		<b>NONE</b>

**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		
<b>Total. Add lines 1 through 3 . . . . .</b>		

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,847,159.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	155,863.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	2,003,022.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	2,003,022.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	30,045.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,972,977.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	98,649.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	98,649.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,069.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,069.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	97,580.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	97,580.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	97,580.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	97,894.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	97,894.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	97,894.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				97,580.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			92,726.	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .		NONE		
<b>b</b> From 2008 . . . . .		NONE		
<b>c</b> From 2009 . . . . .		NONE		
<b>d</b> From 2010 . . . . .		NONE		
<b>e</b> From 2011 . . . . .		NONE		
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>97,894.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . .			92,726.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				5,168.
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<b>5</b> Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				92,412.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . .	NONE			
<b>b</b> Excess from 2009 . . .	NONE			
<b>c</b> Excess from 2010 . . .	NONE			
<b>d</b> Excess from 2011 . . .	NONE			
<b>e</b> 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)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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

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

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
White Pigeon Care Network P.O. BOX 603 White Pigeon MI 49099	NONE	PUBLIC CHA	GENERAL	3,000.
White Pigeon Township Fire Department 16975 U.S. 12 White Pigeon MI 49099	NONE	PUBLIC CHA	GENERAL	5,000.
White Pigeon United Methodist Church 204 NORTH KALAMAZOO STREET White Pigeon MI 4	NONE	PUBLIC CHA	GENERAL	25,000.
DePauw University P.O. BOX 37 Greencastle IN 46135	NONE	PUBLIC CHA	GENERAL	45,000.
Purdue University, Inc. 403 WEST WOOD STREET West Lafayette IN 47907	NONE	PUBLIC CHA	GENERAL	15,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				<b>93,000.</b>
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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

Table with 3 columns: (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. Signature of officer or trustee: Anthony Ward, Date: 10/21/2013, Title: [blank]

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

Paid Preparer Use Only section containing fields for Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, and Phone no.

FORM 990PF, PART I - OTHER INCOME  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB INDEX TRACKING FUND DEFERRED INCOME	-2,468.	69.
TOTALS	-2,468.	69.

FORM 990PF, PART I - TAXES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	822.	
FEDERAL ESTIMATES - INCOME	840.	
FOREIGN TAXES ON QUALIFIED FOR	255.	255.
FOREIGN TAXES ON NONQUALIFIED	52.	52.
TOTALS	1,969.	307.
	=====	=====

**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](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust

BLAIR A & MARTHA C RIETH FAMILY FDN R62727004

Employer identification number

35-6704341

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>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	<b>1b</b>	1,276.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	<b>5</b>	1,276.

**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					9,251.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	<b>6b</b>	13,360.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>8</b>	
<b>9</b> Capital gain distributions	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	<b>12</b>	22,611.

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

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		1,276.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
<b>a</b>	Total for year . . . . .	<b>14a</b>		22,611.
<b>b</b>	Unrecaptured section 1250 gain (see line 18 of the wrksh.) . . . . .	<b>14b</b>		
<b>c</b>	28% rate gain . . . . .	<b>14c</b>		7.
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		23,887.

**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**

<b>16</b>	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: <b>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .	<b>16</b>	( )
-----------	---	-----------	-----

**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,400 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .			<b>30</b>
<b>31</b>	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) . . . . .			<b>31</b>
<b>32</b>	Add lines 30 and 31 . . . . .			<b>32</b>
<b>33</b>	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) . . . . .			<b>33</b>
<b>34</b>	<b>Tax on all taxable income.</b> Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .			<b>34</b>







BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

## Account Summary

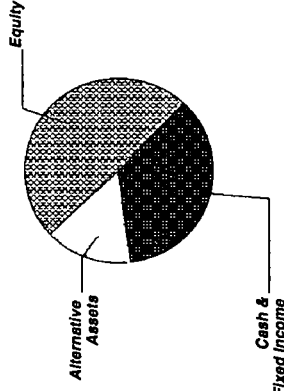
### PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	950,725.95	994,565.78	43,839.83	9,571.81	49%
Alternative Assets	233,925.84	294,924.71	60,998.87	6,914.72	15%
Cash & Fixed Income	803,578.67	689,224.52	(114,354.15)	21,292.65	36%
<b>Market Value</b>	<b>\$1,988,230.46</b>	<b>\$1,978,715.01</b>	<b>(\$9,515.45)</b>	<b>\$37,779.18</b>	<b>100%</b>

### INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	48,563.84	1,294.98	(47,268.86)
Accruals	2,338.29	1,862.76	(475.53)
<b>Market Value</b>	<b>\$50,902.13</b>	<b>\$3,157.74</b>	<b>(\$47,744.39)</b>

### Asset Allocation



### INCOME

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	48,563.84	34,116.97
Additions	30,182.74	30,182.74
Withdrawals & Fees	(95,508.10)	(104,450.80)
<b>Net Additions/Withdrawals</b>	<b>(\$65,325.36)</b>	<b>(\$74,268.06)</b>
Income	18,056.50	41,446.07
Change In Investment Value	\$1,294.98	\$1,294.98
Ending Market Value	1,862.76	1,862.76
Accruals	\$3,157.74	\$3,157.74

### PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	1,988,230.46	1,864,708.13
Additions	(32,690.82)	(39,971.46)
<b>Net Additions/Withdrawals</b>	<b>(\$32,690.82)</b>	<b>(\$39,971.46)</b>
Income	119.66	469.62
Change In Investment Value	23,055.71	153,508.72
Ending Market Value	\$1,978,715.01	\$1,978,715.01
Accruals	--	--
<b>Market Value with Accruals</b>	<b>--</b>	<b>--</b>

J.P. Morgan



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
 For the Period 10/1/12 to 12/31/12

**Account Summary** CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	18,044.22	41,396.76
Interest Income	12.28	49.31
Original Issue Discount	119.66	469.62
<b>Taxable Income</b>	<b>\$18,176.16</b>	<b>\$41,915.69</b>

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	8,882.52	9,031.59
ST Realized Gain/Loss	1,277.44	1,277.44
LT Realized Gain/Loss	19,384.94	13,361.26
<b>Realized Gain/Loss</b>	<b>\$29,544.90</b>	<b>\$23,670.29</b>

**Unrealized Gain/Loss** **To-Date Value**  
**\$148,793.90**

Cost Summary	Cost
Equity	876,045.55
Cash & Fixed Income	662,676.46
<b>Total</b>	<b>\$1,538,722.01</b>

J.P.Morgan

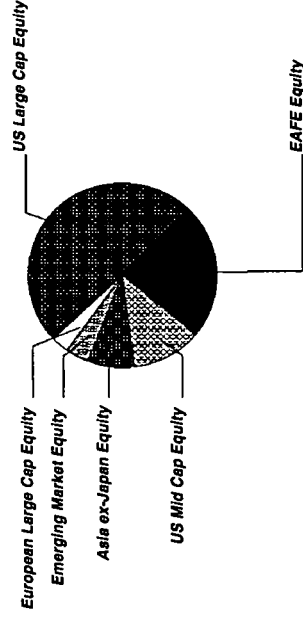


BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

## Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	479,362.04	481,781.96	2,419.92	24%
US Mid Cap Equity	98,247.58	119,243.28	20,995.70	6%
EAFE Equity	187,221.87	246,604.13	59,382.26	12%
European Large Cap Equity	19,076.20	20,348.20	1,272.00	1%
Asia ex-Japan Equity	104,861.00	83,916.80	(20,944.20)	4%
Emerging Market Equity	42,157.26	42,671.41	514.15	2%
Unclassified	19,800.00	0.00	(19,800.00)	
<b>Total Value</b>	<b>\$950,725.95</b>	<b>\$994,565.78</b>	<b>\$43,839.83</b>	<b>49%</b>

Market Value/Cost	Current Period Value
Market Value	994,565.78
Tax Cost	876,045.55
Unrealized Gain/Loss	118,520.23
Estimated Annual Income	9,571.81
Accrued Dividends	230.17
Yield	0.96%





BLAIR & MARTHA RIETH FAMILY FDN ACCT. F62727004  
For the Period 10/1/12 to 12/31/12

## Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
<b>US Large Cap Equity</b>							
BNP CONT BUFF EQ SPX 08/28/13 80% CONTIN BARRIER- 7.4%CPN 15% CAP INITIAL LEVEL-08/10/12 SPX:1405 87 05567L-6P-7	103.66	35,000,000	36,279.72	34,650.00	1,629.72		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	1,924,286	66,156.95	60,210.91	5,946.04	665.80	1.01 %
HSBC MARKET PLUS SPX 04/15/13 61% CONTIN BARRIER- 0%CPN .UNCAPPED INITIAL LEVEL-10/07/11 SPX:1155 46 4042K1-QC-0	121.80	30,000,000	36,540.00	29,625.00	6,915.00		
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10.29	4,075,895	41,940.96	36,640.76	5,300.20	896.69 213.33	2.14 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	1,933,777	46,313.96	41,672.89	4,641.07	203.04 10.40	0.44 %
JPM TAX AWARE EQUITY FD - SEL 48121L-57-7 JPES X	19.83	5,956,595	118,119.28	99,385.03	18,734.25	1,638.06	1.39 %
NEUBERGER BERMAN MULTI CAP OPPORTUNITIES FUND 64122Q-30-9 NMUL X	10.97	4,957,094	54,379.32	52,845.40	1,533.92	669.20	1.23 %
PARNASSUS FD EQTY INCM INST 701769-40-8 PRIL X	29.26	675,731	19,771.89	20,035.41	(263.52)	539.90	2.73 %

J.P. Morgan



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
<b>US Large Cap Equity</b>							
PRIMECAP ODYSSEY FUNDS	15.98	3,897.364	62,279.88	60,640.82	1,639.06	958.75	1.54%
ODYSSEY STK FD 74160Q-30-1 POSK X							
<b>Total US Large Cap Equity</b>			<b>\$481,781.96</b>	<b>\$435,706.22</b>	<b>\$46,075.74</b>	<b>\$5,571.44</b> <b>\$223.73</b>	<b>1.16%</b>
<b>US Mid Cap Equity</b>							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33.84	925.194	31,308.56	31,318.14	(9.58)		
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	251.000	25,526.70	17,279.22	8,247.48	364.20	1.43%
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10.61	5,882.000	62,408.02	38,501.04	23,906.98	688.19	1.10%
<b>Total US Mid Cap Equity</b>			<b>\$119,243.28</b>	<b>\$87,098.40</b>	<b>\$32,144.88</b>	<b>\$1,052.39</b>	<b>0.88%</b>
<b>EAFE Equity</b>							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	2,246.553	68,250.28	53,258.25	14,992.03		



BLAIR & MARTHA RIETH FAMILY FDN ACCT. F62727004  
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
<b>EAFE Equity</b>							
BNP BREN EAFE 11/06/13	102.30	20,000.000	20,460.67	19,800.00	660.67		
10%BUFFER-2 XLEV- 8.25%CAP							
16.5%MAXRTRN							
INITIAL LEVEL-10/19/12 SX5E 2542.24							
UKX.5896.15 TPX:754.39							
05574L-BC-1							
CAPITAL PRIVATE CLIENT SVCS	10.21	5,227.966	53,377.53	48,821.84	4,555.69	261.39	0.49%
CAP NON US EQT							
14042Y-60-1 CNUS X							
CS BREN EAFE 04/10/13	105.39	20,000.000	21,077.64	19,800.00	1,277.64		
10%BUFFER-2 XLEV- 9.25%CAP							
18.5%MAXRTRN							
INITIAL LEVEL-03/23/12: SX5E:2525.43							
UKX:852.53 TPX.852.53							
22546T-PZ-8							
HSBC BREN EAFE 03/06/13	106.08	20,000.000	21,216.00	19,800.00	1,416.00		
10%BUFFER-2 XLEV- 9.5%CAP							
19% MAXRTRN							
INITIAL LEVEL-02/17/12. SX5E:2520.31							
UKX:5905.07 TPX.810.45							
4042K1-XT-5							
MFS INTL VALUE-I	28.17	751.167	21,160.37	19,455.22	1,705.15	366.09	1.82%
55273E-82-2 MINI X							
RS INTERNATIONAL GROWTH FUND	18.04	1,149.017	20,728.27	19,774.59	953.68	174.65	0.84%
74972H-42-4 RSIG X							
T. ROWE PRICE OVERSEAS STOCK FUND	8.50	2,392.161	20,333.37	19,601.42	731.95	406.66	2.00%
77956H-75-7 TROS X							
<b>Total EAFE Equity</b>			<b>\$246,604.13</b>	<b>\$220,311.32</b>	<b>\$26,292.81</b>	<b>\$1,228.79</b>	<b>0.50%</b>



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
<b>European Large Cap Equity</b>							
DB MARKET PLUS SX5E 03/19/14	101.74	20,000,000	20,348.20	19,750.00	598.20		
80% CONTIN BARRIER- 7.6%CPN .UNCAPPED INITIAL LEVEL-09/14/12 SX5E.2594 56 2515A1-LR-0							
<b>Asia ex-Japan Equity</b>							
ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12.03	2,785.122	33,505.02	30,826.21	2,678.81	476.25	1.42%
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13.07	1,723.169	22,521.82	19,213.33	3,308.49	441.13	1.96%
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	1,142.563	27,889.96	24,016.67	3,873.29	230.79	0.83%
<b>Total Asia ex-Japan Equity</b>			<b>\$83,916.80</b>	<b>\$74,056.21</b>	<b>\$9,860.59</b>	<b>\$1,148.17</b>	<b>1.37%</b>
<b>Emerging Market Equity</b>							
JPM EM MKTS EQUITY FD - SEL FUND 1235 4812A0-62-3 JEMS X	23.90	898.541	21,475.13	19,336.60	2,138.53	106.92 6.44	0.50%



BLAIR & MARTHA RIETH FAMILY FDN - ACCT. F62727004  
 For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
<b>Emerging Market Equity</b>							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	476,000	21,196.28	19,786.80	1,409.48	464.10	2.19%
<b>Total Emerging Market Equity</b>			<b>\$42,671.41</b>	<b>\$39,123.40</b>	<b>\$3,548.01</b>	<b>\$571.02</b> <b>\$6.44</b>	<b>1.34%</b>

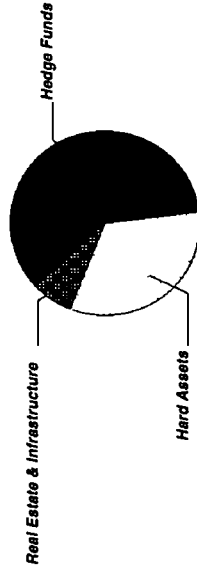


BLAIR & MARTHA RIETH FAMILY FDN ACCT. F62727004  
For the Period 10/1/12 to 12/31/12

## Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	142,671.22	178,984.07	36,312.85	9%
Real Estate & Infrastructure	19,159.18	16,964.08	(2,195.10)	1%
Hard Assets	72,095.44	98,976.56	26,881.12	5%
<b>Total Value</b>	<b>\$233,925.84</b>	<b>\$294,924.71</b>	<b>\$60,998.87</b>	<b>15%</b>

### Asset Categories



## Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 15 %

Hedge Funds	Price	Quantity	Estimated Value	Cost
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12.53	1,635.033	20,486.96	21,108.27
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12.77	1,557.502	19,889.30	20,559.02

J.P.Morgan



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
<b>Hedge Funds</b>				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	5,335.995	59,229.54	58,375.78
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	4,076.208	40,069.12	40,910.76
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	1,449.987	39,309.15	38,677.81
<b>Total Hedge Funds</b>			<b>\$178,984.07</b>	<b>\$179,631.64</b>



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div.	Yield
<b>Real Estate &amp; Infrastructure</b>						
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUJE X	1,065.58	20,566.67		16,964.08	411.31	2.42%

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

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

	Price	Quantity	Estimated Value	Cost
<b>Hard Assets</b>				
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	20,000,000	19,364.00	19,800.00



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
<b>Hard Assets</b>				
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10.89	4,097,649	44,623.40	44,008.75
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27.78	408,000	11,334.24	9,909.26
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	146,000	23,654.92	17,282.78
<b>Total Hard Assets</b>			<b>\$98,976.56</b>	<b>\$91,000.79</b>

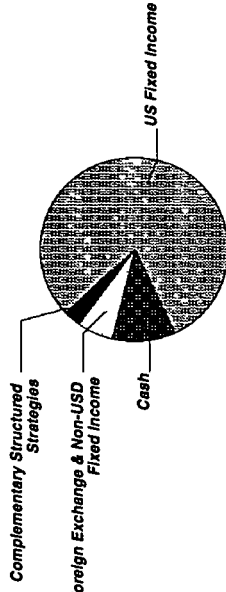


BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

## Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	96,231.15	83,473.26	(12,757.89)	4%
US Fixed Income	649,278.74	547,399.44	(101,879.30)	29%
Complementary Structured Strategies	28,213.50	28,363.50	150.00	1%
Foreign Exchange & Non-USD Fixed Income	29,855.28	29,988.32	133.04	2%
<b>Total Value</b>	<b>\$803,578.67</b>	<b>\$689,224.52</b>	<b>(\$114,354.15)</b>	<b>36%</b>

Market Value/Cost	Current Period Value
Market Value	689,224.52
Tax Cost	662,676.46
Unrealized Gain/Loss	26,548.06
Estimated Annual Income	21,292.65
Accrued Interest	1,250.16
Yield	3.08%



Cash & Fixed Income as a percentage of your portfolio - 36%

### SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months <sup>1</sup>	674,859.02	98%
6-12 months <sup>1</sup>	14,365.50	2%
<b>Total Value</b>	<b>\$689,224.52</b>	<b>100%</b>

<sup>1</sup> 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	83,473.26	12%
International Bonds	39,538.68	5%
Mutual Funds	537,849.08	79%
Complementary Structure	28,363.50	4%
<b>Total Value</b>	<b>\$689,224.52</b>	<b>100%</b>



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

Note: O - Bonds purchased at a discount show accretion.

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

### Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>Cash</b>							
US DOLLAR PRINCIPAL	1.00	83,473.26	83,473.26	83,473.26		25.04	0.03% <sup>1</sup>
<b>US Fixed Income</b>							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	3,342.24	39,538.68	38,836.80	701.88	1,397.05 137.03	3.53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	1,673.03	18,955.44	18,721.22	234.22	1,202.90	6.35%
EATON VANCE FLOATING RATE I 277911-49-1	9.12	2,650.71	24,174.50	24,121.49	53.01	1,073.53 88.59	4.44%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	12.06	13,776.35	166,142.83	150,691.71	15,451.12	4,863.05 427.07	2.93%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	4,691.94	38,192.36	36,571.40	1,620.96	2,444.49 243.98	6.40%
JPM CORE PLUS BOND FD - SEL FUND 3122 4812C0-84-5	8.51	2,881.91	24,525.06	22,727.32	1,797.74	936.62 86.46	3.82%



BLAIR & MARTHA RIETH FAMILY FDN ACCT. R62727004  
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>US Fixed Income</b>							
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	4,881.00	53,642.19	52,434.40	1,207.79	683.34 63.45	1.27%
JPM TR I MLT SC INCM SL 48121A-29-0	10.22	2,513.83	25,691.36	25,590.81	100.55	1,058.32 155.86	4.12%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10.81	3,670.68	39,680.08	39,019.36	660.72	789.19 47.72	1.99%
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10.32	4,029.00	41,579.28	39,041.01	2,538.27	1,490.73	3.59%
BLACKROCK HIGH YIELD BOND 091929-63-8	8.09	9,305.03	75,277.66	72,207.00	3,070.66	4,633.90	6.16%
<b>Total US Fixed Income</b>			<b>\$547,399.44</b>	<b>\$519,962.52</b>	<b>\$27,436.92</b>	<b>\$20,573.12</b> <b>\$1,250.16</b>	<b>3.76%</b>
<b>Complementary Structured Strategies</b>							
DB 95% PPN FX BASKET 2/1/13 LINKED TO MXN INR CNY & RUB VS USD 1.40XLEV, UNCAPPED 7/29/11 2515A1-B5-9	93.32	15,000.00	13,998.00	14,999.26 14,812.50	(1,001.26)		



BLAIR & MARTHA RIETH FAMILY FDN ACCT R62727004  
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
<b>Complementary Structured Strategies</b>							
0 BARC 93% PPN CURRENCY BASKET 9/13/13 LINKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT, UNCAPPED 9/9/11 06738K-UP-4	95.77	15,000.00	14,365.50	15,211.02 14,775.00	(845.52)		
<b>Total Complementary Structured Strategies</b>			<b>\$28,363.50</b>	<b>\$30,210.28</b> <b>\$29,587.50</b>	<b>(\$1,846.78)</b>	<b>\$0.00</b>	<b>0.00%</b>
<b>Foreign Exchange &amp; Non-USD Fixed Income</b>							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	2,660.90	29,988.92	29,030.40	957.92	694.49	2.32%