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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
A G COX CHARITY TRUST R63629001

A Employer identification number
36-6011498

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

Room/suite

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☒ 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)* ▶ $ 21,547,232.

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	394,911.	394,911.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,598,638.			
	b	Gross sales price for all assets on line 6a 13,262,525.				
	7	Capital gain net income (from Part IV, line 2)		1,598,638.		
	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)	40,252.	47,226.		STMT 1
	12	**Total.** Add lines 1 through 11	2,033,801.	2,040,775.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,159.	12,120.		4,040.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	34,109.	6,109.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 3	15.	1,702.		15.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	50,283.	19,931.		4,055.
	25	Contributions, gifts, grants paid	1,023,532.			1,023,532.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,073,815.	19,931.		1,027,587.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	959,986.			
	b	**Net investment income** (if negative, enter -0-)		2,020,844.		
	c	**Adjusted net income** (if negative, enter -0-)				

914,15 4 3ne

		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	202,436.	143,083.	143,083.
	2	Savings and temporary cash investments	1,608,977.	907,935.	907,935.
	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)	13,357,771.	13,086,327.	14,991,526.
	c	Investments - corporate bonds (attach schedule)	3,432,135.	2,406,439.	2,408,662.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)		2,986,979.	3,096,026.
	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)	18,601,319.	19,530,763.	21,547,232.
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	18,601,319.	19,530,763.	
	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)	18,601,319.	19,530,763.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	18,601,319.	19,530,763.	

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	18,601,319.
2	Enter amount from Part I, line 27a	2	959,986.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,561,305.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFFERNCES	5	30,542.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,530,763.

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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	13,262,467.		11,663,887.	1,598,580.
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				1,598,580.
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 1,598,638.

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	980,902.	21,027,904.	0.046648
2010	885,621.	20,084,870.	0.044094
2009	589,888.	18,162,560.	0.032478
2008	752,809.	17,347,610.	0.043396
2007	695,460.	15,547,426.	0.044732

2	**Total** of line 1, column (d)	2	0.211348
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	0.042270
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	21,007,763.
5	Multiply line 4 by line 3	5	887,998.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	20,208.
7	Add lines 5 and 6	7	908,206.
8	Enter qualifying distributions from Part XII, line 4	8	1,027,587.

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	20,208.
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	20,208.
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	20,208.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	35,410.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	35,410.
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	15,202.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 15,202. **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) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		

Website address ▶ n/a

14 The books are in care of ▶ JPMorgan Chase Bank, NA Telephone no ▶ (866)888-5157

Located at ▶ 10 S DEARBORN ST., FL 21, CHICAGO, IL ZIP+4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ___, ___, ___, ___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ___, ___, ___, ___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMorgan Chase Bank, NA 10 S Dearborn St Fl 21, Chicago, IL 60603	trustee 3	16,159.	-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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	19,955,603.
b	Average of monthly cash balances			1b	1,372,075.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	21,327,678.
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	21,327,678.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	319,915.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	21,007,763.
6	**Minimum investment return.** Enter 5% of line 5			6	1,050,388.

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	1,050,388.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	20,208.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	20,208.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,030,180.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,030,180.
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	1,030,180.

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	1,027,587.
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	1,027,587.
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	20,208.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,007,379.

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,030,180.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				1,023,532.	
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 ▶ $ 1,027,587.					
a Applied to 2011, but not more than line 2a				1,023,532.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					4,055.
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					1,026,125.
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).)

NONE

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

NONE

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

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 22				1,023,532.
Total . . . . ▶ **3a**				1,023,532.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Form **990-PF** (2012)

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	394,911.	
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			1	40,252.	
8 Gain or (loss) from sales of assets other than inventory			18	1,598,638.	
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)				2,033,801.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 2,033,801.

(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 | 06/16/2013 | ▶TRUST OFFICER

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	

A G COX CHARITY TRUST R63629001 36-6011498

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REIMBURSEMENT OF TRUSTEES FEES	40,252.	40,252.
POWERSHARES DB COMMODITY TR INDEX FD		792.
BASIS ADJUSTMENT SOLD POWERSHARES DB C T		6,182.
TOTALS	40,252.	47,226.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	31.	31.
FEDERAL ESTIMATES - INCOME	28,000.	
FOREIGN TAXES ON QUALIFIED FOR	5,158.	5,158.
FOREIGN TAXES ON NONQUALIFIED	920.	920.
TOTALS	34,109.	6,109.

A G COX CHARITY TRUST R63629001 36-6011498

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IL STATE AG FILING	15.		15.
POWERSHARES DB COMMODITY TRACK		1,702.	
TOTALS	15.	1,702.	15.

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
Timothy Fitzgibbon, JPMorgan Chase Bank
ADDRESS:
10 S Dearborn St. Fl 8
Chicago, IL 60603
RECIPIENT'S PHONE NUMBER: 312)732-3568
FORM, INFORMATION AND MATERIALS:
written letter
none
SUBMISSION DEADLINES:
none
limited to organizations described in
RESTRICTIONS OR LIMITATIONS ON AWARDS:
IRC Section 501 c 3

STATEMENT 4

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

RECIPIENT NAME:
AMERICAN DIABETES ASSOCIATION
ADDRESS:
1701 N BEAUREGARD STREET
Alexandria, VA 22311
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Salvation Army Chicago
ADDRESS:
P.O. BOX 1428
Alexandria, VA 22313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: CHICAGO CHAPTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 73,532.

RECIPIENT NAME:
BEARS CARE
ADDRESS:
1000 FOOTBALL DRIVE
LAKE FOREST, IL 60045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

STATEMENT 5

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

RECIPIENT NAME:
CHICAGO HISTORY MUSEUM
ADDRESS:
1601 N CLARK STREET
Chicago, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SANTA CATALINA ISLAND
Conservancy
ADDRESS:
P.O. BOX 2739
AVALON, CA 90704
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: EAGLES NEST LODGE RESTORATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
Prevent Child Abuse America
ADDRESS:
228 SOUTH WABASH AVE., 10TH FL
Chicago, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

STATEMENT 6

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

==

RECIPIENT NAME:
Christpher House
ADDRESS:
2507 N GREENVIEW AVE
Chicago, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Heartland Alliance for Human
Needs and Human Rights
ADDRESS:
208 S LASALLE ST STE 1818
Chicago, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: TRAVELERS AID
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ASSOCIATION HOUSE OF
CHICAGO
ADDRESS:
1116 N KEDZIE AVE
CHICAGO, IL 60651
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

STATEMENT 7

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

RECIPIENT NAME:
Boys and Girls Clubs of Chicago
ADDRESS:
550 W VAN BUREN ST., STE 350
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Chicago Child Care Society
ADDRESS:
5467 S UNIVERSITY AVE
Chicago, IL 60615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Field Museum of Natural History
ADDRESS:
1400 S LAKESHORE DR
Chicago, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
ART INSTITUTE OF CHICAGO
ADDRESS:
111 SOUTH MICHIGAN AVE
CHICAGO, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Infant Welfare Society of Chicago
ADDRESS:
3600 W FULLERTON AVE
Chicago, IL 60647
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Lawrence Hall Youth Services
ADDRESS:
4833 N FRANCISCO AVE
Chicago, IL 606025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

STATEMENT 9

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

RECIPIENT NAME:
Museum of Science and Industry
ADDRESS:
57TH STREET AND LAKESHORE DR.
Chicago, IL 606037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Northwestern University
ADDRESS:
633 CLARK STREET
Evanston, IL 60208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: KELLOGG GRAD SCHOOL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
Northwestern University Settlement
ADDRESS:
1400 W AUGUSTA BLVD
CHicago, IL 60642
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Shedd Aquarium Society
ADDRESS:
1200 S LAKESHORE DRIVE
Chicago, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Boy Scouts of America
Chicago Area Council
ADDRESS:
1218 WEST ADAMS
Chicago, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
Off the Street Club
ADDRESS:
25 N KALOV AVE
Chicago, IL 606024
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

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

==

RECIPIENT NAME:
St Catherine of
Alexandria Parish
ADDRESS:
10621 S KEDVALE AVE
Oak Lawn, IL 60453
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Rush University Medical Center
ADDRESS:
1700 W VAN BUREN ST RM 150
Chicago, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: NURSING TRAINING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
THe Hadley School for the
Blind
ADDRESS:
700 ELM STREET
Winnetka, IL 60093
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Chicago Horticultural Society
ADDRESS:
1000 LAKE COOK ROAD
Chicago, IL 60022
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
Rehabilitation Institute of Chicago
ADDRESS:
345 E SUPERIOR STREET
Chicago, IL 60611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Chicago Youth Centers
ADDRESS:
218 S WABASH AVENUE, STE 600
Chicago, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

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

==

RECIPIENT NAME:
The Thresholds
ADDRESS:
4423 N RAVENSWOOD AVE
Chicago, IL 60640
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
EVANS SCHOLARS FOUNDATION
ADDRESS:
1 BRIAR ROAD
GOLF, IL 60029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Greater Chicago Food
Depository
ADDRESS:
4100 W ANN LURIE PL
Chicago, IL 60632
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Midwest Palliative &
Hospice Care Center
ADDRESS:
2050 CLARE COURT
Glenview, IL 60025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Night Ministry
ADDRESS:
4711 N RAVENSWOOD AVE.
Chicago, IL 60640
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Ann & Robert H Lurie Childrens
Hospital Foundation
ADDRESS:
225 E CHICAGO AVE.,
Chicago, IL 60611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

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

==

RECIPIENT NAME:
Chicago Foundation for Education
ADDRESS:
ONE LASALLE STREET STE 1675
Chicago, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BETWEEN FRIENDS
ADDRESS:
PO BOX 608548
CHICAGO, IL 60660
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
Voices for Illinois Children Inc
ADDRESS:
208 S LASALLE STREET STE 1490
Chicago, IL 60604
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Kohl Children's Museum of
Greater Chicago
ADDRESS:
2100 PATRIOT BLVD
Glenview, IL 60026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Girl Scouts of Greater
Chicago and NW IN
ADDRESS:
20 S CLARK STREET STE 200
Chicago, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
City-Wide Tax Assistance Program
ADDRESS:
233 S WACKER DRIVE STE 9100
CHICAGO, IL 60606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHAIRTY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Chicago Children's Advocacy
Center
ADDRESS:
1240 S DAMEN AVENUE
Chicago, IL 60608
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Goodwill Industries of Metropolitan Chicago
ADDRESS:
30 N RACINE AVE, SUITE 230
Chicago, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HUNDRED CLUB OF COOK COUNTY
ADDRESS:
135 LASALLE STREET 1162
Chicago, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Wilmette Historical Society
ADDRESS:
609 RIDGE ROAD
Wilmette, IL 60091
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Adler Plenetarium
ADDRESS:
1300 S LAKESHORE DR
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
First Church of Christ
Scientist
ADDRESS:
333 BROAD STREET
Lake Geneva, WI 53147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Lifeline Inc
ADDRESS:
6100 WEST DIRKSEN PARKWAY STE 302
Peoria, IL 61607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Holiday Home Camp Assoc
Inc
ADDRESS:
P.O. BOX 10
WIlliams Bay, WI 53191
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Geneva Lake Water Safety
ADDRESS:
P.O. BOX 548
Williams Bay, WI 53191
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Geneva Area Foundation
ADDRESS:
P.O. BOX 71
Lake Geneva, WI 53147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

==

RECIPIENT NAME:
Geneva Lake Conservancy Inc
ADDRESS:
P.O. BOX 588
Fontana, WI 53125
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Geneva Lake Museum
ADDRESS:
255 MILL STREET
Lake Geneva, WI 53147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMERICAN RED CROSS OF GREATER
CHICAGO
ADDRESS:
2200 W HARRISON STREET
CHICAGO, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

A G COX CHARITY TRUST R63629001 36-6011498
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
Mayo Clinic Arizona
ADDRESS:
13400 EAST SHEA BLVD
Scottsdale, AZ 85259
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 45,000.

RECIPIENT NAME:
VIrginia Mason Foundation
ADDRESS:
1100 9TH AVE
Seattle, WA 98101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
CATALINA ISLAND MUSEUM
SOCIETY INC
ADDRESS:
P.O. BOX 366
AVALON, CA 90704
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 150,000.

TOTAL GRANTS PAID: 1,023,532.
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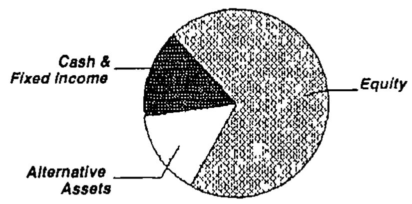
Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	12,440,458 14	14,991,525 93	2,551,067 79	130,393 30	70%
Alternative Assets	2,120,919 74	3,096,028 34	975,108 60	72,432 41	15%
Cash & Fixed Income	5,081,595 52	3,316,595 57	(1,764,999.95)	99,031.66	15%
Market Value	**$19,642,973.40**	**$21,404,149.84**	**$1,761,176.44**	**$301,857.37**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	202,436.04	143,083 49	(59,352 55)
Accruals	27,562.76	22,422.89	(5,139 87)
Market Value	**$229,998.80**	**$165,506.38**	**($64,492.42)**

Account Summary CONTINUED

	PRINCIPAL		INCOME	
Portfolio Activity	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	**19,642,973.40**	**19,642,973.40**	**202,436.04**	**202,436.04**
Additions			689,798 83	689,798 83
Withdrawals & Fees	(649,546 99)	(649,546 99)	(1,067,738 40)	(1,067,738.40)
Securities Transferred In	3,685.14	3,685 14	--	--
Securities Transferred Out	(4,562 25)	(4,562 25)	--	--
Net Additions/Withdrawals	**($650,424.10)**	**($650,424.10)**	**($377,939.57)**	**($377,939.57)**
Income	48,510 44	48,510.44	318,587 02	318,587.02
Change In Investment Value	2,363,090.10	2,363,090 10		
Ending Market Value	**$21,404,149.84**	**$21,404,149.84**	**$143,083.49**	**$143,083.49**
Accruals	--	--	22,422.89	22,422 89
Market Value with Accruals	**--**	**--**	**$165,506.38**	**$165,506.38**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	359,886 55	359,886.55
Foreign Dividends	2,038 39	2,038 39
Interest Income	476.20	476 20
Original Issue Discount	4,696 32	4,696 32
Taxable Income	**$367,097.46**	**$367,097.46**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	231,264.57	231,264 57
ST Realized Gain/Loss	5,214 59	5,214 59
LT Realized Gain/Loss	1,353,355.68	1,353,355 68
Realized Gain/Loss	**$1,589,834.84**	**$1,589,834.84**

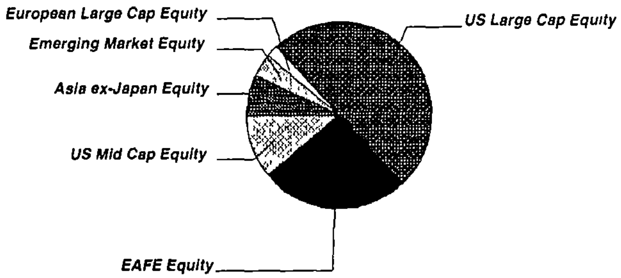
	To-Date Value
Unrealized Gain/Loss	**$2,016,470.29**

Cost Summary	Cost
Equity	13,086,326 62
Cash & Fixed Income	3,314,374 16
Total	**$16,400,700.78**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	6,420,102 30	7,258,239.69	838,137.39	35%
US Mid Cap Equity	1,353,312.47	1,777,002.99	423,690 52	8%
EAFE Equity	2,756,979.74	3,917,790 88	1,160,811.14	18%
European Large Cap Equity	0 00	228,917 25	228,917 25	1%
Asia ex-Japan Equity	1,103,171 80	1,127,240 45	24,068 65	5%
Emerging Market Equity	806,891 83	682,334 67	(124,557.16)	3%
Total Value	**$12,440,458.14**	**$14,991,525.93**	**$2,551,067.79**	**70%**

Asset Categories



Equity as a percentage of your portfolio - 70 %

Market Value/Cost	Current Period Value
Market Value	14,991,525.93
Tax Cost	13,086,326 62
Unrealized Gain/Loss	1,905,199 31
Estimated Annual Income	130,393.30
Accrued Dividends	12,470 41
Yield	0 86 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	79.80	131.000	10,453 80	7,559.37	2,894 43	256 76	2 46%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	37 68	88.000	3,315.84	2,883.74	432 10		
ALLERGAN INC 018490-10-2 AGN	91.73	60 000	5,503.80	5,190 70	313.10	12 00	0 22%
AMAZON COM INC 023135-10-6 AMZN	250.87	49 000	12,292 63	4,085 45	8,207 18		
AMERICAN EXPRESS CO 025816-10-9 AXP	57 48	58 000	3,333 84	3,245 87	87.97	46 40	1 39%
ANADARKO PETROLEUM CORP 032511-10-7 APC	74 31	92 000	6,836.52	6,769 33	67 19	33 12	0 48%
APPLE INC. 037833-10-0 AAPL	532 17	72.000	38,316 46	6,351 12	31,965 34	763 20	1 99%
ASML HOLDING N.V. N07059-21-0 ASML	64 39	81.000	5,215 59	5,595 64	(380 05)	54 51	1 05%
AUTOZONE INC 053332-10-2 AZO	354 43	15 000	5,316 45	4,809.64	506.81		
BAIDU INC SPONS ADR 056752-10-8 BIDU	100.29	36.000	3,610 44	3,547 44	63 00		
BANK OF AMERICA CORP 060505-10-4 BAC	11 61	954 000	11,075 94	7,778 22	3,297 72	38 16	0 34%
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17 35	59,413 425	1,030,822.92	962,187 10	68,635 82	5,703 68	0.55%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
BIOGEN IDEC INC 09062X-10-3 BIIB	146.37	66.000	9,660.42	3,472 64	6,187 78		
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	425,000 000	446,691 65	420,750 00	25,941 65		
BNP REN SPX 07/11/13 2 XLEV- 10.75%CAP- 21 5%MAXPYMT INITIAL LEVEL-06/22/12 SPX.1335 02 05567L-5X-1	109 05	400,000 000	436,218 38	396,000 00	40,218.38		
BROADCOM CORP CL A 111320-10-7 BRCM	33.21	167.000	5,546.07	5,568 20	(22 13)	66 80	1.20 %
CAMERON INTERNATIONAL CORPORATION 13342B-10-5 CAM	56 46	89.000	5,024.94	4,831 10	193.84		
CARDINAL HEALTH INC 14149Y-10-8 CAH	41 18	170.000	7,000 60	4,415.52	2,585 08	187 00 46.75	2 67 %
CAREFUSION CORPORATION 14170T-10-1 CFN	28 58	188 000	5,373 04	4,951 62	421 42		
CBS CORP CLASS B W/I 124857-20-2 CBS	38 05	154 000	5,859 70	5,515.18	344 52	73 92 18 48	1 26 %
CELGENE CORPORATION 151020-10-4 CELG	78 47	95.000	7,454 65	3,739 54	3,715 11		
CERNER CORP 156782-10-4 CERN	77 51	36 000	2,790 36	2,851 23	(60 87)		

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
CHENIERE ENERGY INC 16411R-20-8 LNG	18 78	200.000	3,756 00	3,230 53	525.47		
CISCO SYSTEMS INC 17275R-10-2 CSCO	19 65	596 000	11,710 80	10,296 04	1,414.76	333.76	2 85 %
CITIGROUP INC NEW 172967-42-4 C	39 56	301 000	11,907.56	10,513.67	1,393.89	12 04	0 10 %
CITRIX SYSTEMS INC 177376-10-0 CTXS	65 62	62 000	4,068 44	3,728 76	339.68		
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50 67	148.000	7,499.16	8,342.35	(843 19)	266 40	3 55 %
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A 192446-10-2 CTSH	73.88	104 000	7,683 73	5,204 13	2,479 60		
COMCAST CORP CL A 20030N-10-1 CMCS A	37.36	325.000	12,142.00	7,214.80	4,927.20	211 25 52 81	1.74 %
COSTCO WHOLESALE CORP 22160K-10-5 COST	98 73	33.000	3,258.09	3,005.94	252.15	36.30	1 11 %
COVIDIEN PLC NEW G2554F-11-3 COV	57 74	123.000	7,102 02	4,892 12	2,209.90	127.92	1 80 %
CSX CORP 126408-10-3 CSX	19 73	237 000	4,676.01	5,061.07	(385 06)	132.72	2.84 %
DAVITA HEALTHCARE PARTNERS, INC 23918K-10-8 DVA	110 53	43 000	4,752 79	4,752 75	0 04		

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
DISH NETWORK CORP CL A 25470M-10-9 DISH	36 40	61 000	2,220 40	2,236 21	(15.81)		
DOW CHEMICAL CO 260543-10-3 DOW	32 33	132 000	4,267 43	4,023.63	243 80	168 96	3 96 %
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13 84	80,140 832	1,109,149 11	959,732 53	149,416 58	 2,123 73	
EMERSON ELECTRIC CO 291011-10-4 EMR	52 96	181 000	9,585.76	9,299.99	285 77	296 84	3 10 %
ENSCO PLC G3157S-10-6 ESV	59 28	107.000	6,342 96	5,190.76	1,152 20	160.50	2 53 %
EOG RESOURCES INC 26875P-10-1 EOG	120.79	59 000	7,126 61	5,088 29	2,038.32	40.12	0 56 %
EXXON MOBIL CORP 30231G-10-2 XOM	86.55	179.000	15,492 45	11,298.76	4,193.69	408 12	2.63 %
FLUOR CORP 343412-10-2 FLR	58 74	136 000	7,988 64	6,955 47	1,033 17	87 04	1 09 %
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17 10	50,041.702	855,713 10	600,000 00	255,713 10	9,808.17 3,666 90	1 15 %
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34 20	112 000	3,830 40	2,683 81	1,146 59	140 00	3 65 %
GENERAL MILLS INC 370334-10-4 GIS	40 42	209 000	8,447.78	7,067.37	1,380.41	275 88	3 27 %
GENERAL MOTORS CO 37045V-10-0 GM	28 83	344 000	9,917 52	10,223 93	(306 41)		

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	127.56	68 000	8,674 08	5,808.64	2,865 44	136.00	1 57%
GOOGLE INC CL A 38259P-50-8 GOOG	707 38	18.000	12,732 84	11,249 54	1,483 30		
HOME DEPOT INC 437076-10-2 HD	61 85	148 000	9,153.80	6,141 56	3,012.24	171 68	1 88%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63 47	163 000	10,345 61	7,006 30	3,339.31	267 32	2.58%
HUMANA INC 444859-10-2 HUM	68 63	69.000	4,735.47	5,120 02	(384 55)	71 76 17 94	1.52%
INVESCO LTD G491BT-10-8 IVZ	26 09	272.000	7,096 48	5,515 81	1,580.67	187 68	2 64%
JOHNSON & JOHNSON 478160-10-4 JNJ	70 10	104.000	7,290 40	7,508.10	(217 70)	253 76	3 48%
JOHNSON CONTROLS INC 478366-10-7 JCI	30 67	268.000	8,219 56	4,572.60	3,646 96	203 68	2 48%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	46,815 448	1,035,557 71	1,089,389 15	(53,831 44)	16,806.74	1 62%
JUNIPER NETWORKS INC 48203R-10-4 JNPR	19.67	198 000	3,894 66	3,156 26	738 40		
KINDER MORGAN INC 49456B-10-1 KMI	35 33	102 000	3,603 66	3,181 23	422.43	146 88	4 08%
LENNAR CORP 526057-10-4 LEN	38.67	155 000	5,993.85	2,321.53	3,672 32	24.80	0 41%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
LINKEDIN CORP - A 53578A-10-8 LNKD	114 82	32 000	3,674 24	3,168 53	505.71		
LOWES COMPANIES INC 548661-10-7 LOW	35 52	293.000	10,407.36	6,131.79	4,275 57	187 52	1 80 %
MANNING & NAPIER FUND INC EQUITY SERIES 563821-60-2 EXEY X	17 14	44,590 992	764,289.60	755,768.10	8,521.50	1,560 68	0 20 %
MASCO CORP 574599-10-6 MAS	16.66	359 000	5,980 94	4,920 41	1,060 53	107.70	1 80 %
MASTERCARD INC - CLASS A 57636Q-10-4 MA	491 28	16 000	7,860 48	4,691 92	3,168 56	19.20	0 24 %
MERCK AND CO INC 58933Y-10-5 MRK	40 94	341 000	13,960.54	9,650 30	4,310 24	586 52 146.63	4 20 %
METLIFE INC 59156R-10-8 MET	32.94	291.000	9,585.54	8,710.15	875.39	215 34	2 25 %
MICROSOFT CORP 594918-10-4 MSFT	26 71	851 000	22,730 21	16,798 11	5,932 10	782.92	3 44 %
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25 45	299 000	7,610 45	7,018 91	591.54	155 48 38.87	2 04 %
NETAPP INC 64110D-10-4 NTAP	33.55	140 000	4,697.00	5,192 40	(495 40)		
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76.61	163 000	12,487 43	9,662.15	2,825.28	352.08	2 82 %
ORACLE CORP 68389X-10-5 ORCL	33 32	441 000	14,694 12	9,976.83	4,717 29	105 84	0 72 %
PACCAR INC 693718-10-8 PCAR	45.21	207.000	9,358 47	5,894.52	3,463 95	165 60	1.77 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
PENTAIR LTD SHS H6169Q-10-8 PNR	49 15	38 000	1,867 70	1,123 86	743.84	33 44	1.79 %
PEPSICO INC 713448-10-8 PEP	68 43	89.000	6,090 27	6,432 73	(342 46)	191 35 47 84	3 14 %
PFIZER INC 717081-10-3 PFE	25.08	614 000	15,398 51	7,998 43	7,400 08	589 44	3 83 %
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83 64	102 000	8,531 28	8,460.04	71.24	346 80 86 70	4 07 %
PHILLIPS 66 718546-10-4 PSX	53 10	124.000	6,584 40	6,036 59	547 81	124.00	1 88 %
PIONEER NATURAL RESOURCES CO 723787-10-7 PXD	106 59	43 000	4,583.37	3,716.10	867 27	3 44	0 08 %
PROCTER & GAMBLE CO 742718-10-9 PG	67 89	180.000	12,220.20	10,071.98	2,148 22	404.64	3 31 %
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53 33	138 000	7,359 54	4,087 41	3,272 13	220 80	3 00 %
QUALCOMM INC 747525-10-3 QCOM	61 86	236 000	14,598 96	10,663 44	3,935.52	236 00	1 62 %
SCHLUMBERGER LTD 806857-10-8 SLB	69 30	185 000	12,820 32	15,225 91	(2,405 59)	203.50 50 88	1 59 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	6,041 000	860,298.81	826,580 82	33,717 99	18,745 22 6,172.88	2 18 %
TARGET CORP 87612E-10-6 TGT	59 17	111 000	6,567 87	7,115.72	(547 85)	159.84	2 43 %
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	16.81	156 000	2,622.36	2,208 01	414.35	56 16	2 14 %

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
TIME WARNER INC NEW 887317-30-3 TWX	47.83	431 000	20,614.73	8,230 80	12,383 93	448 24	2.17 %
TIME WARNER CABLE INC 88732J-20-7 TWC	97 19	39.000	3,790 41	3,298.04	492.37	87.36	2 30 %
TYCO INTERNATIONAL LTD H89128-10-4 TYC	29 25	160.000	4,680 00	3,142 14	1,537.86	96 00	2 05 %
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	54 24	150 000	8,136 00	6,587 80	1,548 20	127 50	1 57 %
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	82.01	210 000	17,222.10	12,124.78	5,097.32	449.40	2 61 %
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	43 27	220.000	9,519.40	5,725 66	3,793 74	453 20	4 76 %
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	41 90	80 000	3,352 00	2,508.92	843 08		
WALTER ENERGY INC 93317Q-10-5 WLT	35 88	101 000	3,623 88	5,816 55	(2,192 67)	50 50	1 39 %
WELLS FARGO & CO 949746-10-1 WFC	34.18	658 000	22,490.44	12,377 99	10,112 45	579 04	2 57 %
WILLIAMS COMPANIES INC 969457-10-0 WMB	32 74	136 000	4,452 64	3,410 74	1,041 90	176 80	3 97 %
YUM BRANDS INC 988498-10-1 YUM	66 40	148.000	9,827 20	4,243 16	5,584 04	198 32	2 02 %
Total US Large Cap Equity			**$7,258,239.69**	**$6,537,884.04**	**$720,355.65**	**$66,231.74** **$12,470.41**	**0.91 %**

	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	20,317 249	687,535 71	599,956 33	87,579 38		
ISHARES RUSSELL MIDCAP VALUE INDEX FUND 464287-47-3 IWS	50 24	4,672.000	234,721.28	96,201 15	138,520 13	4,910 27	2 09%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	2,160.000	219,672 00	200,332 87	19,339 13	3,134 16	1.43%
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH FUND 561709-83-3 TMDP X	14 87	42,708.406	635,074.00	388,805 50	246,268 50		
Total US Mid Cap Equity			**$1,777,002.99**	**$1,285,295.85**	**$491,707.14**	**$8,044.43**	**0.45%**
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	26,329.192	799,880.85	682,841 17	117,039 68		
GS BREN EAFE 01/10/14 10%BUFFER-2 XLEV- 7 65%CAP 15 3%MAXRTRN INITIAL LEVEL-12/21/12 SX5E 2651 09 UKX 5939 99 TPX 832 72 38141G-LJ-1	100 00 12/21/12	200,000.000	200,000 00	198,000 00	2,000 00		

EAFE Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
GS BREN EAFE 02/21/13 10%BUFFER-2 XLEV- 10%CAP 20%MAXRTRN INITIAL LEVEL-02/03/12 SX5E·2515.15 UKX 5901 07 TPX·760 69 38143U-Q4-6	107 62	200,000 000	215,246 00	198,000.00	17,246 00		
GS BREN EAFE 05/07/13 10%BUFFER-2 XLEV- 9.35%CAP 18 7%MAXRTRN INITIAL LEVEL-04/20/12 SX5E 2311 27 UKX 5772 15 TPX 811 94 38143U-2L-4	108.84	200,000.000	217,684.00	198,000.00	19,684 00		
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	200,000 000	226,280.00	198,000 00	28,280 00		
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7.75	121,740 857	943,491 64	906,899.73	36,591.91	14,730.64	1 56 %
MFS INTL VALUE-I 55273E-82-2 MINI X	28.17	22,758 542	641,108 13	560,315.30	80,792 83	11,697.89	1 82 %
T. ROWE PRICE OVERSEAS STOCK FUND 77956H-75-7 TROS X	8.50	79,305 913	674,100.26	617,000 00	57,100.26	13,482.00	2.00 %
Total EAFE Equity			**$3,917,790.88**	**$3,559,056.20**	**$358,734.68**	**$39,910.53**	**1.02 %**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
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	225,000 000	228,917.25	222,187 50	6,729 75		
Asia ex-Japan Equity							
DB BREN ASIA BASKET 01/24/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-01/06/12 ASIA BASKET.1 00 00 2515A1-G5-4	117 87	200,000 000	235,748 00	198,000.00	37,748.00		
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	18,124.182	442,411.28	351,597.31	90,813 97	3,661 08	0 83%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16 81	26,715 120	449,081 17	339,633.26	109,447 91	4,274 41	0 95%
Total Asia ex-Japan Equity			**$1,127,240.45**	**$889,230.57**	**$238,009.88**	**$7,935.49**	**0.70%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14.41	31,888 985	459,520 27	380,435 59	79,084 68	4,528 23	0 99%

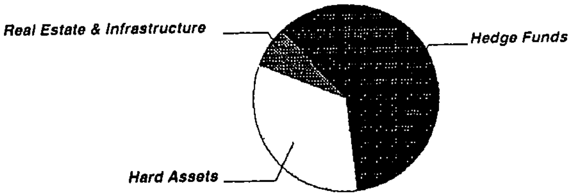
Emerging Market Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
ISHARES MSCI EMERGING MARKET INDEX 464287-23-4 EEM	44 35	5,024.000	222,814.40	212,236.87	10,577.53	3,742 88	1.68 %
Total Emerging Market Equity			**$682,334.67**	**$592,672.46**	**$89,662.21**	**$8,271.11**	**1.22 %**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	431,692 83	1,844,751 08	1,413,058 25	9%
Real Estate & Infrastructure	395,937 31	208,602.24	(187,335 07)	1%
Hard Assets	1,293,289.60	1,042,675 02	(250,614 58)	5%
Total Value	**$2,120,919.74**	**$3,096,028.34**	**$975,108.60**	**15%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 15 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12.53	32,485.201	407,039 57	401,517 08
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	48,626.369	539,752.70	532,458 74

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	43,960.573	432,132.43	453,438.18
GATEWAY FUND - Y 367829-88-4 GTEY X	27 11	7,981.415	216,376 16	220,047.62
PIMCO FDS UNCONSTR BD 72201M-45-3 PUCP X	11 48	21,729 113	249,450 22	254,882 50
Total Hedge Funds			**$1,844,751.08**	**$1,862,344.12**

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
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	2,656 00	212,319.31		208,602 24	6,310 65	3.03%

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

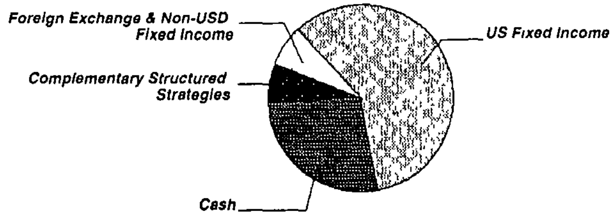
	Price	Quantity	Estimated Value	Cost
BARC CBEN COMMODITY BSKT 06/12/13 LKD TO CO1, C1 & PLDMLNPM 80% BARRIER, 3 5%CPN, UNCAPPED 06/01/12, 06741T-AD-9	110 73	200,000 000	221,460 00	198,000 00

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC PALLADIUM CBEN 05/23/13 LNKD TO PLDMLNPM 80% BARRIER, 4.95% CPN, 17% CAP 5/11/12; INITIAL STRIKE 605 00 06738K-4Y-4	111 10	200,000.000	222,200.00	198,000 00
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10.89	31,707.227	345,291.70	330,240 06
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	1,566 000	253,723.32	186,075 28
Total Hard Assets			**$1,042,675.02**	**$912,315.34**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	1,608,977.31	907,935.06	(701,042 25)	4%
US Fixed Income	2,541,366 07	1,943,436.62	(597,929 45)	9%
Complementary Structured Strategies	279,405 00	283,635.00	4,230.00	1%
Foreign Exchange & Non-USD Fixed Income	651,847 14	181,588.89	(470,258.25)	1%
Total Value	**$5,081,595.52**	**$3,316,595.57**	**($1,764,999.95)**	**15%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	3,316,595 57
Tax Cost	3,314,374 16
Unrealized Gain/Loss	2,221.41
Estimated Annual Income	99,031 66
Accrued Interest	5,853.36
Yield	2 98%

Cash & Fixed Income as a percentage of your portfolio - 15 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	3,172,940 57	96%
6-12 months[1]	143,655 00	4%
Total Value	**$3,316,595.57**	**100%**

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	907,935 06	27%
International Bonds	181,588 89	5%
Mutual Funds	1,943,436 62	60%
Complementary Structure	283,635 00	8%
Total Value	**$3,316,595.57**	**100%**

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[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.

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	907,935 06	907,935 06	907,935 06		272 38	0 03 % [1]
US Fixed Income							
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	53,727 88	608,736.84	601,214.93	7,521.91	38,630 34 3,027.99	6.35 %
EATON VANCE FLOATING RATE I 277911-49-1	9 12	43,589 66	397,537 65	389,691 52	7,846 13	17,653 81 1,456 87	4 44 %
PIMCO TOTAL RETURN FUND 693390-70-0	11 24	54,123 54	608,348 59	615,992 37	(7,643 78)	19,700.96 1,368 50	3 24 %
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	40,644 44	328,813 54	319,058.87	9,754 67	20,240 93	6.16 %
Total US Fixed Income			**$1,943,436.62**	**$1,925,957.69**	**$17,478.93**	**$96,226.04** **$5,853.36**	**4.95 %**

	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	150,000 00	139,980 00	149,992.68 148,125.00	(10,012 68)		
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	150,000 00	143,655.00	152,110 26 147,750.00	(8,455 26)		
Total Complementary Structured Strategies			**$283,635.00**	**$302,102.94** **$295,875.00**	**($18,467.94)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 34	11,837.61	181,588 89	178,378.47	3,210 42	2,533 24	1 40%