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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

Name of foundation AGENT FOR SEED FUND THOMAS G HESSE, SUSAN SHAWN ROBERTS, CATHERINE P20150002		A Employer identification number 36-6980564
Number and street (or P O box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117		B Telephone number (see instructions) 866- 888-5157
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 5,601,075.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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	169,878.	169,863.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	526,367.			
	b Gross sales price for all assets on line 6a 1,837,021.		526,367.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		4,283.		STMT 2
	12 Total Add lines 1 through 11	696,245.	700,513.		
	13 Compensation of officers, directors, trustees, etc	12,000.	9,000.		3,000.
	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)	18,767.	18,767.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	8,455.	955.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	125.			125.
	24 Total operating and administrative expenses. Add lines 13 through 23	39,347.	28,722.		3,125.
	25 Contributions, gifts, grants paid	10,000.			10,000.
	26 Total expenses and disbursements Add lines 24 and 25	49,347.	28,722.		13,125.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	646,898.			
	b Net investment income (if negative, enter -0-)		671,791.		
	c Adjusted net income (if negative, enter -0-)				

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		104,994.		
	2	Savings and temporary cash investments		323,108.	361,855.	361,855.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		50,000.		
	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)		1,608,754.	1,582,098.	2,687,537.
	c	Investments - corporate bonds (attach schedule)		1,854,513.	1,656,902.	1,721,836.
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)		NONE	729,148.	754,847.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ <u>CDS HELD OUTSIDE OF ACCOUNT</u>)			75,000.	75,000.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		3,941,369.	4,405,003.	5,601,075.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		250,000.		
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		250,000.	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		3,899,097.	4,405,003.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-207,728.		
	30	Total net assets or fund balances (see instructions)		3,691,369.	4,405,003.	
31	Total liabilities and net assets/fund balances (see instructions)		3,941,369.	4,405,003.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,691,369.
2	Enter amount from Part I, line 27a	2	646,898.
3	Other increases not included in line 2 (itemize) ▶ <u>ADJUSTMENT TO BASIS FOR CD'S HELD OUTSIDE</u>	3	75,000.
4	Add lines 1, 2, and 3	4	4,413,267.
5	Decreases not included in line 2 (itemize) ▶ <u>MUTUAL FUND TIMING DIFFERENCE</u>	5	8,264.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,405,003.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,837,021.		1,310,654.	526,367.		
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			526,367.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	526,367.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	51,535.	4,912,489.	0.010491
2010	175,557.	4,559,973.	0.038500
2009	181,654.	3,489,239.	0.052061
2008	216,227.	3,902,640.	0.055405
2007	204,125.	4,585,980.	0.044511
2 Total of line 1, column (d)			2 0.200968
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 0.040194
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 5,272,088.
5 Multiply line 4 by line 3			5 211,906.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,718.
7 Add lines 5 and 6			7 218,624.
8 Enter qualifying distributions from Part XII, line 4			8 13,125.

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)		1	13,436.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	13,436.
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	13,436.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	22,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,500.	
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	14,064.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 13,436. Refunded ☐ 628.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>JP MORGAN CHASE BANK, NA</u> Telephone no ▶ <u>(866) 888-5157</u> Located at ▶ <u>10 S DEARBORN ST; MC:IL1-0117, CHICAGO, IL</u> ZIP+4 ▶ <u>60603-2300</u>			
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 ▶ <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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)? ☐ Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	1b	X
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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No**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
CATHERINE H ROBERTS 4215 E 93RD ST N, VALLEY CENTER, KS 67147-9132	TRUSTEE 5		- 0 -	- 0 -
SUSAN SHAWN ROBERTS 135 BEAUMONT AVENUE, SAN FRANCISCO, CA 94118-4208	TRUSTEE 1			
THOMAS G HESSE 4215 E 93RD ST N, VALLEY CENTER, KS 67147-9132	CO-TRUSTEE 2	12,000.		

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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,971,529.
b	Average of monthly cash balances	1b	380,845.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,352,374.
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	5,352,374.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	80,286.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,272,088.
6	Minimum investment return. Enter 5% of line 5	6	263,604.

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	263,604.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,436.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,436.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	250,168.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	250,168.
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	250,168.

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	13,125.
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	13,125.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	13,125.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				250,168.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	12,018.			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	12,018.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 13,125.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				13,125.
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))	12,018.			12,018.
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			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				225,025.
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			

NOT APPLICABLE

→

4942(1)(3) or		4942(1)(5)
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Tax year	Prior 3 years			(e) Total
(a) 2012	(b) 2011	(c) 2010	(d) 2009	

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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).)

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.

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

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				
VERMONT ETHICS NETWORK 61 ELM STREET MONTPELIER VT 05602-2818	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
Total			3a	10,000.
b Approved for future payment				
Total			3b	

18

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS	158,295.	158,295.
INTEREST	11,568.	11,568.
MUNI INTEREST	15.	
	-----	-----
TOTAL	169,878.	169,863.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
POWERSHARES COMMODITY INDEX TRK FD - NET	-----	4,283.
TOTALS	=====	4,283. =====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT MANAGEMENT FEES	18,767.	18,767.
TOTALS	18,767.	18,767.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	163.	163.
FEDERAL TAX PAYMENT - PRIOR YE	7,500.	
FOREIGN TAXES ON QUALIFIED FOR	682.	682.
FOREIGN TAXES ON NONQUALIFIED	110.	110.
	-----	-----
TOTALS	8,455.	955.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER EXPENSES

125.

125.

TOTALS

125.

125.

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust

Employer identification number

AGENT FOR SEED FUND THOMAS G HESSE, SUSAN

36-6980564

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-4,647.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	-4,647.

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					5,029.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	525,985.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	531,014.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-4,647.
14 Net long-term gain or (loss):			
a Total for year	14a		531,014.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		526,367.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	16	()
a The loss on line 15, column (3) or b \$3,000		

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,400	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)		30	
31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32 Add lines 30 and 31		32	
33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

Schedule D (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.

Employer identification number

AGENT FOR SEED FUND THOMAS G HESSE, SUSAN

36-6980564

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 150. APPLE COMPUTER INC	01/14/2010	01/09/2012	63,586.00	31,449.00	32,137.00
300. CANADIAN NATL RY CO	10/13/2005	01/09/2012	23,076.00	10,587.00	12,489.00
500. CHURCH & DWIGHT INC	09/11/2009	01/09/2012	22,985.00	13,911.00	9,074.00
2000. CISCO SYS INC	02/26/1998	01/09/2012	38,073.00	22,042.00	16,031.00
300. COLGATE PALMOLIVE CO	08/10/1994	01/09/2012	27,039.00	4,011.00	23,028.00
400. DEERE & CO	VAR	01/09/2012	33,039.00	18,193.00	14,846.00
200. EOG RESOURCES INC	02/19/2008	01/09/2012	20,425.00	19,846.00	579.00
300. ECOLAB INC	10/12/2007	01/09/2012	17,467.00	14,118.00	3,349.00
300. EMERSON ELEC CO	02/19/2008	01/09/2012	14,373.00	15,924.00	-1,551.00
25. GOOGLE INC	01/14/2010	01/09/2012	15,664.00	14,771.00	893.00
500. HOME DEPOT INC	08/10/1998	01/09/2012	21,515.00	14,763.00	6,752.00
1000. INTEL CORP	01/01/1978	01/09/2012	25,423.00	1,483.00	23,940.00
300. MICROSOFT CORP	11/09/1993	01/09/2012	8,326.00	751.00	7,575.00
500. NORTHERN TR CORP	VAR	01/09/2012	20,570.00	28,107.00	-7,537.00
300. PAYCHEX INC	06/10/1999	01/09/2012	9,327.00	5,363.00	3,964.00
300. PUBLIC SVC ENTERPRISE	03/03/2005	01/09/2012	9,462.00	8,145.00	1,317.00
700. QUALCOMM INC	06/18/2001	01/09/2012	39,015.00	17,654.00	21,361.00
500. STARBUCKS CORP	06/15/2007	01/09/2012	23,287.00	13,958.00	9,329.00
400. STATE STR CORP	01/12/1995	01/09/2012	16,712.00	2,850.00	13,862.00
800. SYSCO CORP	01/17/1992	01/09/2012	23,052.00	4,440.00	18,612.00
100. APPLE COMPUTER INC	VAR	02/08/2012	47,580.00	16,744.00	30,836.00
200. INTEL CORP	01/01/1978	02/08/2012	5,364.00	297.00	5,067.00
500. PAYCHEX INC	06/10/1999	02/08/2012	15,830.00	8,938.00	6,892.00
200. QUALCOMM INC	06/18/2001	02/08/2012	12,280.00	5,044.00	7,236.00
50. APPLE COMPUTER INC	02/19/2008	03/01/2012	27,217.00	6,261.00	20,956.00

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

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

AGENT FOR SEED FUND THOMAS G HESSE, SUSAN

36-6980564

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. EOG RESOURCES INC	02/19/2008	03/01/2012	23,244.00	19,846.00	3,398.00
500. ECOLAB INC	10/12/2007	03/01/2012	30,051.00	23,530.00	6,521.00
50. GOOGLE INC	VAR	03/01/2012	31,238.00	28,782.00	2,456.00
500. PUBLIC SVC ENTERPRISE	03/03/2005	03/01/2012	15,425.00	13,575.00	1,850.00
300. AIR PRODS & CHEMS INC	VAR	03/20/2012	27,288.00	25,343.00	1,945.00
200. ECOLAB INC	01/14/2010	03/20/2012	12,068.00	9,289.00	2,779.00
500. EMERSON ELEC CO	VAR	03/20/2012	25,700.00	25,854.00	-154.00
300. JOHNSON & JOHNSON	04/02/2002	03/20/2012	19,452.00	19,440.00	12.00
500. PUBLIC SVC ENTERPRISE	03/03/2005	03/20/2012	14,815.00	13,575.00	1,240.00
50. APPLE COMPUTER INC	02/19/2008	05/14/2012	27,916.00	6,261.00	21,655.00
500. CHURCH & DWIGHT INC	09/11/2009	05/14/2012	26,544.00	13,911.00	12,633.00
300. HOME DEPOT INC	08/10/1998	05/14/2012	14,985.00	8,858.00	6,127.00
200. INTEL CORP	01/01/1978	05/14/2012	5,407.00	297.00	5,110.00
100. INTERNATIONAL BUSINES	09/11/2009	05/14/2012	19,964.00	11,865.00	8,099.00
500. NORTHERN TR CORP	01/01/1978	05/14/2012	22,140.00	1,996.00	20,144.00
200. STARBUCKS CORP	06/15/2007	05/14/2012	10,746.00	5,583.00	5,163.00
200. AIR PRODS & CHEMS INC	06/15/2007	09/10/2012	16,690.00	16,369.00	321.00
300. DEERE & CO	10/12/2009	09/10/2012	23,297.00	12,753.00	10,544.00
150. INTERNATIONAL BUSINES	09/11/2009	09/10/2012	30,216.00	17,797.00	12,419.00
500. PAYCHEX INC	06/10/1999	09/10/2012	17,065.00	8,938.00	8,127.00
300. STARBUCKS CORP	06/15/2007	09/10/2012	15,265.00	8,375.00	6,890.00
100. INTERNATIONAL BUSINES	09/11/2009	10/01/2012	21,100.00	11,865.00	9,235.00
500. PAYCHEX INC	06/10/1999	10/01/2012	16,477.00	8,938.00	7,539.00
500. STARBUCKS CORP	VAR	10/01/2012	25,132.00	13,361.00	11,771.00
16280.874 BLACKROCK FDS HI INSTL*	10/10/2011	10/22/2012	130,735.00	115,106.00	15,629.00

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

Schedule D-1 (Form 1041) 2012

Employer identification number

36-6980564

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	525,985.00
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JSA

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P20150002

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AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,494,949.22	2,687,536.53	192,587.31	54,050.47	50%
Alternative Assets	406,197.40	754,847.44	348,650.04	18,155.80	15%
Cash & Fixed Income	1,993,140.79	1,839,883.80	(153,256.99)	69,963.90	35%
Market Value	\$4,894,287.41	\$5,282,267.77	\$387,980.36	\$142,170.17	100%

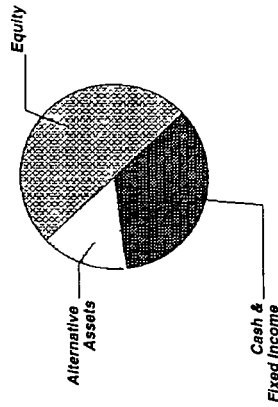
INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	104,994.09	243,807.54	138,813.45
Accruals	7,336.76	9,168.07	1,831.31
Market Value	\$112,330.85	\$252,975.61	\$140,644.76

PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	4,894,287.41	4,894,287.41
Additions	269,417.84	269,417.84
Withdrawals & Fees	(294,801.48)	(294,801.48)
Net Additions/Withdrawals	(\$25,383.64)	(\$25,383.64)
Income		
Change In Investment Value	413,364.00	413,364.00
Ending Market Value	\$5,282,267.77	\$5,282,267.77
Accruals	--	--
Market Value with Accruals	--	--

Asset Allocation



INCOME

	Current Period Value	Year-to-Date Value
	104,994.09	104,994.09
	9,417.84	9,417.84
	(23,171.63)	(23,171.63)
	(\$13,753.79)	(\$13,753.79)
	152,567.24	152,567.24
	\$243,807.54	\$243,807.54
	9,168.07	9,168.07
	\$252,975.61	\$252,975.61

J.P. Morgan



AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	151,011.48	151,011.48
Foreign Dividends	1,486.04	1,486.04
Interest Income	47.32	47.32
Taxable Income	\$152,544.84	\$152,544.84
Tax-Exempt Income	22.40	22.40
Tax-Exempt Income	\$22.40	\$22.40

Cost Summary	Cost
Equity	1,582,098.28
Cash & Fixed Income	1,774,949.67
Total	\$3,357,047.95

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	3,864.97	3,864.97
ST Realized Gain/Loss	(4,647.20)	(4,647.20)
LT Realized Gain/Loss	525,986.43	525,986.43
Realized Gain/Loss	\$525,204.20	\$525,204.20
Unrealized Gain/Loss		\$1,196,071.90

J.P.Morgan

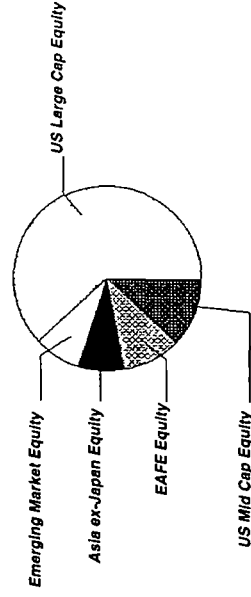


AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,494,949.22	1,673,484.36	(821,464.86)	31%
US Mid Cap Equity	0.00	319,526.87	319,526.87	6%
EAFE Equity	0.00	261,240.85	261,240.85	5%
Asia ex-Japan Equity	0.00	218,112.14	218,112.14	4%
Emerging Market Equity	0.00	215,172.31	215,172.31	4%
Total Value	\$2,494,949.22	\$2,687,536.53	\$192,587.31	50%

Market Value/Cost	Current Period Value
Market Value	2,687,536.53
Tax Cost	1,582,098.28
Unrealized Gain/Loss	1,105,438.25
Estimated Annual Income	54,050.47
Accrued Dividends	2,326.86
Yield	2.01%



Equity as a percentage of your portfolio - 50 %

J.P.Morgan



AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

Note P indicates position adjusted for Pending Trade Activity

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	84.02	275 000	23,105.50	22,506.94	598.56	704.00 176.00	3.05%
APPLE INC. 037833-10-0 AAPL	532.17	175 000	93,130.28	21,912.19	71,218.09	1,855.00	1.99%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	56.93	975 000	55,506.75	9,235.85	46,270.90	1,696.50 424.13	3.06%
BAXTER INTERNATIONAL INC 071813-10-9 BAX	66.66	200 000	13,332.00	9,962.00	3,370.00	360.00 90.00	2.70%
CANADIAN NATIONAL RAILWAY 136375-10-2 CNI	91.01	725 000	65,982.25	25,586.30	40,395.95	1,094.75	1.66%
CENTURYLINK INC 156700-10-6 CTL	39.12	300 000	11,736.00	10,961.97	774.03	870.00	7.41%
CHURCH & DWIGHT INC 171340-10-2 CHD	53.57	1,200 000	64,284.00	33,385.62	30,898.38	1,152.00	1.79%
CISCO SYSTEMS INC 17275R-10-2 CSCO	19.65	4,073 000	80,030.38	22,889.87	57,140.51	2,280.88	2.85%
COLGATE PALMOLIVE CO 194162-10-3 CL	104.54	775 000	81,018.50	10,360.78	70,657.72	1,922.00	2.37%
CULLEN FROST BANKERS INC 229899-10-9 CFR	54.27	100 000	5,427.00	5,559.97	(132.97)	192.00	3.54%
DEERE & CO 244199-10-5 DE	86.42	550 000	47,531.00	23,380.50	24,150.50	1,012.00 253.00	2.13%

J.P.Morgan



AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
ECOLAB INC 278865-10-0 ECL	71.90	675,000	48,532.50	31,349.23	17,183.27	621.00	1.28%
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	1,225,000	64,876.00	48,214.04	16,661.96	2,009.00	3.10%
EOG RESOURCES INC 26875P-10-1 EOG	120.79	400,000	48,316.00	30,731.40	17,584.60	272.00	0.56%
GOOGLE INC CL A 38259P-50-8 GOOG	707.38	65,000	45,979.70	33,464.60	12,515.10		
HOME DEPOT INC 437076-10-2 HD	61.85	1,675,000	103,598.75	41,299.38	62,299.37	1,943.00	1.88%
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	60.81	1,026,000	62,391.06	438.62	61,952.44	1,559.52 389.88	2.50%
INTEL CORP 458140-10-0 INTC	20.62	3,575,000	73,716.50	5,302.35	68,414.15	3,217.50	4.36%
JOHNSON & JOHNSON 478160-10-4 JNJ	70.10	576,000	40,377.60	33,613.68	6,763.92	1,405.44	3.48%
MEDTRONIC INC 585055-10-6 MDT	41.02	725,000	29,739.50	3,388.24	26,351.26	754.00	2.54%
MICROSOFT CORP 594918-10-4 MSFT	26.71	3,500,000	93,485.00	8,763.67	84,721.33	3,220.00	3.44%
NORTHERN TRUST CORP 665859-10-4 NTRS	50.16	1,699,000	85,221.84	6,783.98	78,437.86	2,038.80	2.39%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53.33	100,000	5,333.00	5,225.82	107.18	160.00	3.00%
PUBLIC SERVICE ENTERPRISE GROUP 744573-10-6 PEG	30.60	700,000	21,420.00	19,005.00	2,415.00	994.00	4.64%

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AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
QUALCOMM INC 747525-10-3 QCOM	61.86	1,150 000	71,139.00	18,403 00	52,736 00	1,150 00	1 62 %
SOUTHERN CO 842587-10-7 SO	42 81	300.000	12,843 00	13,465 32	(622 32)	588.00	4.58 %
STARBUCKS CORP 855244-10-9 SBUX	53 63	300.000	16,089 00	7,863.00	8,226 00	252.00	1 57 %
STATE STREET CORP 857477-10-3 STT	47 01	1,075 000	50,535 75	7,659 37	42,876 38	1,032 00 258 00	2 04 %
STRYKER CORP 863667-10-1 SYK	54.82	1,150 000	63,043.00	4,492.19	58,550.81	1,219 00 304 75	1 93 %
SYSCO CORP 871829-10-7 SYV	31.66	2,525 000	79,941.50	14,013.75	65,927.75	2,828 00	3.54 %
TJX COMPANIES INC 872540-10-9 TJX	42.45	2,000 000	84,900.00	45,273 00	39,627 00	920.00	1 08 %
VALIDUS HOLDINGS LTD G9319H-10-2 VR	34 58	400 000	13,832 00	12,441 88	1,390 12	400 00	2 89 %
WELLS FARGO & CO 949746-10-1 WFC	34 18	500 000	17,090 00	14,665 20	2,424.80	440 00	2 57 %
Total US Large Cap Equity			\$1,673,484.36	\$601,598.71	\$1,071,885.65	\$40,162.39 \$1,895.76	2.40 %
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101 70	1,592 000	161,906 40	155,971 85	5,934 55	2,309 99	1 43 %

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AGENT FOR SEED FUND ACCT P20150002
For the Period 1/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Mid Cap Equity							
JPM TR I MIDCAP CORE - SEL 48121L-75-9 JMRS X	17.86	8,825,334	157,620.47	152,507.42	5,113.05	1,332.62 124.17	0.85%
Total US Mid Cap Equity			\$319,526.87	\$308,479.27	\$11,047.60	\$3,642.61 \$124.17	1.14%
EAFE Equity							
CULLEN INTERNATIONAL HIGH DIVIDEND FUND CLI 230001-70-3 CIHI X	10.14	10,200,000	103,428.00	101,490.00	1,938.00	2,662.20 274.79	2.57%
P MFS INTL VALUE-I 55273E-82-2 MINI X	28.17	5,602,160	157,812.85	157,719.52	93.33	2,879.51	1.82%
Total EAFE Equity			\$261,240.85	\$259,209.52	\$2,031.33	\$5,541.71 \$274.79	2.12%
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	8,935,360	218,112.14	205,435.94	12,676.20	1,804.94	0.83%
Emerging Market Equity							
JPM EM MKTS EQUITY FD - SEL FUND 1235 4812A0-62-3 JEMS X	23.90	4,482,951	107,142.53	103,721.89	3,420.64	533.47 32.14	0.50%

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AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

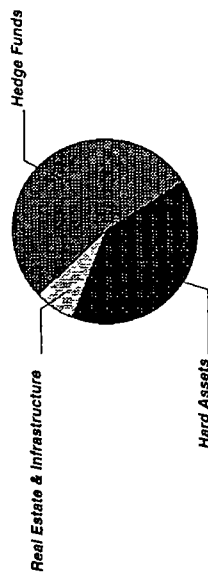
		Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
Emerging Market Equity								
P	VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	2,426,000	108,029.78	103,652.95	4,376.83	2,365.35	2.19%
Total Emerging Market Equity				\$215,172.31	\$207,374.84	\$7,797.47	\$2,898.82 \$32.14	1.35%



AGENT FOR SEED FUND ACCT P20150002
For the Period 1/1/12 to 12/31/12

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	191,727.98	399,922.93	208,194.95	8%
Real Estate & Infrastructure	51,708.75	58,900.37	7,191.62	1%
Hard Assets	162,760.67	296,024.14	133,263.47	6%
Total Value	\$406,197.40	\$754,847.44	\$348,650.04	15%



Alternative Assets as a percentage of your portfolio - 15 %



AGENT FOR SEED FUND ACCT P20150002
For the Period 1/1/12 to 12/31/12

Note. P indicates position adjusted for Pending Trade Activity

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	14,163.138	157,210.83	154,378.20
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	19,524.234	191,923.22	192,796.59
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	1,873.437	50,788.88	49,739.76
Total Hedge Funds			\$399,922.93	\$396,914.55

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AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 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
Real Estate & Infrastructure						
JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	5,064 52	46,137 78		58,900.37	1,114 19	1 89 %

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

	Price	Quantity	Estimated Value	Cost
Hard Assets				
P POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27.78	7,145 000	198,488.10	189,842.87
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	602.000	97,536.04	96,252.72
Total Hard Assets			\$296,024.14	\$286,095.59

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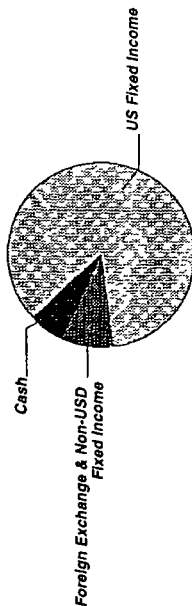


AGENT FOR SEED FUND ACCT P20150002
For the Period 1/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	123,108.46	118,047.32	(5,061.14)	2%
US Fixed Income	1,685,221.05	1,563,636.06	(121,584.99)	30%
Foreign Exchange & Non-USD Fixed Income	184,811.28	158,200.42	(26,610.86)	3%
Total Value	\$1,993,140.79	\$1,839,883.80	(\$153,256.99)	35%

Market Value/Cost	Current Period Value
Market Value	1,839,883.80
Tax Cost	1,774,949.67
Unrealized Gain/Loss	64,934.13
Estimated Annual Income	69,963.90
Accrued Interest	5,474.27
Yield	3.80 %



Cash & Fixed Income as a percentage of your portfolio - 35 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	1,839,883.80	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	118,047.32	5%
Mutual Funds	1,721,836.48	95%
Total Value	\$1,839,883.80	100%

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AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
JPM TAX FREE PREMIER SWEEP FD #92	1 00	246,329 10	246,329.10	246,329 10		24.63 4 16	0 01 %
COST OF PENDING PURCHASES							
Total Cash	1 00	(128,281.78)	(128,281.78)	\$118,047.32	\$0.00	\$24.63 \$4.16	0.02 %
US Fixed Income							
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	18,630.41	211,082.56	206,485 60	4,596.96	13,395.26 1,049 97	6 35 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	13,418.77	109,228 77	102,993.05	6,235 72	6,991 17 697.78	6.40 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	33,102.73	363,799.02	362,696.42	1,102.60	4,634 38 430 34	1.27 %
JPM TR I MLT SC INCM SL 48121A-29-0	10 22	9,957.45	101,765 10	99,099.78	2,665 32	4,192.08 617 36	4 12 %
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10 81	9,666.98	104,500.01	102,202.00	2,298.01	2,078 39 125 67	1 99 %
JPMORGAN TR I FLOAT RATE INC 4.24% 48121L-51-0	9 99	20,508 94	204,884.30	193,619 35	11,264.95	9,659 71 1,086.97	4 71 %



AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
T. ROWE PRICE INSTL INCOME FDS FLTG RATE FD F 779588-10-5	10 20	19,974.87	203,743.71	193,816.75	9,926.96	9,947.48 818.01	4.88%
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10 32	15,429.87	159,236.30	154,814.06	4,422.24	5,709.05	3.59%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	13,027.97	105,396.29	92,107.76	13,288.53	6,487.93	6.16%
Total US Fixed Income			\$1,563,636.06	\$1,507,834.77	\$55,801.29	\$63,095.45 \$4,826.10	4.03%
Foreign Exchange & Non-USD Fixed Income							
PIMCO FDS EMRGLCL BD INS 72201F-51-6	10 98	14,408.05	158,200.42	149,067.58	9,132.84	6,843.82 644.01	4.33%



AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

Other Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Other	0 00	0 00	0 00	

Note ** Unrealized Gain/Loss is shown as "N/A" in cases where we do not have appropriate cost information for all tax lots comprising the position Please contact your J.P. Morgan team for additional information.

Other Detail

	Price	Quantity	Value	Adjusted Cost Original Cost	Unrealized Gain/Loss	Accruals
Other						
CERTIFICATE OF DEPOSIT - MISSION AREA FEDERAL SAVINGS BANK, DUE FEBRUARY 2, 2013, MV \$25,000 INTEREST 2.00% Assets Held Elsewhere 999434-28-5	2/11/11	1 000		N/A **	N/A	
CERTIFICATE OF DEPOSIT: WAINRIGHT BANK & TRUST, DUE FEBRUARY 9, 2013, MV \$25,000 INTEREST 2 50% Assets Held Elsewhere 999434-30-1	2/11/11	1 000		N/A **	N/A	

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AGENT FOR SEED FUND ACCT. P20150002
For the Period 1/1/12 to 12/31/12

	Price	Quantity	Value	<u>Adjusted Cost</u> <u>Original Cost</u>	Unrealized Gain/Loss	Accruals
Other						
CERTIFICATE OF DEPOSIT: CARVER FEDERAL SAVINGS BANK, DUE FEBRUARY 18, 2013, MV \$25,000 INTEREST 2.25% Assets Held Elsewhere 999434-31-9	2/11/11	1 000		N/A **	N/A	
Total Other			\$0.00	\$0.00	\$0.00	