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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 01-01-2012 , and ending 12-31-2012

Name of foundation
US - CHINA CULTURAL FOUNDATION

A Employer identification number
38-3155351

Number and street (or P O box number if mail is not delivered to street address)
920 EAST LINCOLN

Room/suite

B Telephone number (see instructions)
(248) 644-1901

City or town, state, and ZIP code
BIRMINGHAM, MI 48009

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 ☐

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

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)* ▶$ 4,818,532

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	66,425			
	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	69,991	69,991		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	365,056			
	b	Gross sales price for all assets on line 6a 2,654,307				
	7	Capital gain net income (from Part IV, line 2)		365,056		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	501,472	435,047		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	6,866			6,866
	c	Other professional fees (attach schedule)	22,715	22,715		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	390	370		20
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	29,971	23,085		6,886
	25	Contributions, gifts, grants paid	190,000			190,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	219,971	23,085		196,886
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	281,501			
	b	**Net investment income** (if negative, enter -0-)		411,962		
	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	6,880	6,037	6,037
	2	Savings and temporary cash investments	800,175	403,522	403,522
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,385,009	1,620,314	2,194,781
	c	Investments—corporate bonds (attach schedule)	1,732,305	2,175,997	2,214,192
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,924,369	4,205,870	4,818,532
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)		0	
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	3,924,369	4,205,870	
	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			
	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 page 17 of the instructions)	3,924,369	4,205,870	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,924,369	4,205,870	

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	3,924,369
2	Enter amount from Part I, line 27a	2	281,501
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,205,870
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,205,870

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	See Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	365,056
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	344,621

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 page 18 of 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	81,755	4,240,813	0 01928
2010	106,113	3,500,595	0 03031
2009	57,735	2,924,814	0 01974
2008	10,000	3,128,850	0 00320
2007	197,215	3,379,240	0 05836

2	**Total** of line 1, column (d).	2	0 13089
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 02618
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	4,404,029
5	Multiply line 4 by line 3.	5	115,289
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	4,120
7	Add lines 5 and 6.	7	119,409
8	Enter qualifying distributions from Part XII, line 4.	8	196,886

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 page 18 of the 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	4,120
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	4,120
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,120
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,292		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,292
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,172
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,172	**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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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?	2		No
	If "Yes," attach a detailed description of the activities.			
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶MI			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶SHIRLEY YOUNG Telephone no ▶(248) 644-1901

Located at ▶920 EAST LINCOLN BIRMINGHAM MI ZIP+4 ▶48009

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		No

See 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 20____, 20____, 20____, 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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**		**No**
	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**
	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**		**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
See Additional Data Table				

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				

Total number of other employees paid over $50,000 ▶

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		

Total number of others receiving over $50,000 for professional services . . . . ▶	

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	
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	
2	
All other program-related investments See page 24 of the instructions 3	
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	3,921,554
b	Average of monthly cash balances		1b	549,541
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	4,471,095
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	4,471,095
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	67,066
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,404,029
6	**Minimum investment return.** Enter 5% of line 5		6	220,201

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	220,201
2a	Tax on investment income for 2012 from Part VI, line 5	2a 4,120		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	4,120
3	Distributable amount before adjustments Subtract line 2c from line 1		3	216,081
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	216,081
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	216,081

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	196,886
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	196,886
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	4,120
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	192,766

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				216,081
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			181,576	
b Total for prior years 20___, 20___, 20___				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f **Total** of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 196,886				
a Applied to 2011, but not more than line 2a			181,576	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				15,310
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions				
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				200,771
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	
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 organization 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))

SHIRLEY YOUNG

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
US CHINA CULTURAL INSTITUTE 150 E 69th STREET 2N NEW YORK, NY 10021	NONE	501C3	FUND CULTURAL PROGRAM	190,000
Total . . . . ▶ **3a**				190,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	69,991	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			1	365,056	
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). .				435,047	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 435,047

(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)

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)		No
	(2) Other assets.	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
	(3) Rental of facilities, equipment, or other assets.	1b(3)		No
	(4) Reimbursement arrangements.	1b(4)		No
	(5) Loans or loan guarantees.	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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 or fiduciary) is based on all information of which preparer has any knowledge

****** 2013-10-25 ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
LAURA A ARENS CPA	LAURA A ARENS CPA			P00128851

Firm's name ▶ Derderian Kann Seyferth & Salucci PC

Firm's EIN ▶

Firm's address ▶ 3001 West Big Beaver Suite 700 Troy, MI 480843108

Phone no (248) 649-3400

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
Capital Gain Dividends			
HEALTHSOUTH CORP LITIGATION			2012-01-20
CIL KRAFT FOODS GROUP INC			2012-10-22
JPM 87524 Publicly Traded Securities			
JPM 16530 Publicly Traded Securities			
JPM 34605 Publicly Traded Securities			
JPM 79729 Publicly Traded Securities			
JPM 76877 Publicly Traded Securities			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
			20,435
43			43
16			16
481,079		166,425	314,654
2,025,866		1,991,206	34,660
76,270		80,670	-4,400
16,875		17,155	-280
33,723		33,795	-72

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			43
			16
			314,654
			34,660
			-4,400
			-280
			-72

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
DAVID HSIEH 142 DELMONTE DRIVE WALNUT CREEK, CA 94595	Trustee 0 50	0		
WILLIAM HSIEH 191 OAK GROVE AVE ATHERTON, CA 94027	Trustee 0 50	0		
DOUGLAS HSIEH 234 84th STREET UNIT 2 NEW YORK, NY 10028	TRUSTEE 0 50	0		
GENE YOUNG 30 PARK AVENUE 12C NEW YORK, NY 100163801	TRUSTEE 0 50	0		
MIN-DUO LI 1248 CHAUCER DRIVE TROY, MI 48083	TRUSTEE 0 50	0		
SHIRLEY YOUNG 920 EAST LINCOLN BIRMINGHAM, MI 48009	PRES/TRUSTEE 10 00	0		

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2012

Name of the organization	Employer identification number
US - CHINA CULTURAL FOUNDATION	38-3155351

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	**Employer identification number**
US - CHINA CULTURAL FOUNDATION	38-3155351

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3	SHIRLEY YOUNG 920 EAST LINCOLN BIRMINGHAM, MI 48009	$ 168,610	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
2	SHIRLEY YOUNG 920 EAST LINCOLN BIRMINGHAM, MI 48009	$ 74,400	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
1	SHIRLEY YOUNG 920 EAST LINCOLN BIRMINGHAM, MI 48009	$ 132,535	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
US - CHINA CULTURAL FOUNDATION

Employer identification number
38-3155351

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	1,000 shares of Salesforce com	$ 168,610	2012-12-21

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	500 shares of Salesforce com	$ 74,400	2012-09-26

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	1000 shares of Salesforce com	$ 132,535	2012-06-28

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization
US - CHINA CULTURAL FOUNDATION

Employer identification number
38-3155351

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

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TY 2012 Accounting Fees Schedule

Name: US - CHINA CULTURAL FOUNDATION

EIN: 38-3155351

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
accounting fees	6,866	0	0	6,866

TY 2012 Other Professional Fees Schedule

Name: US - CHINA CULTURAL FOUNDATION

EIN: 38-3155351

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	22,715	22,715	0	0

TY 2012 Taxes Schedule

Name: US - CHINA CULTURAL FOUNDATION

EIN: 38-3155351

Software ID: 12000229

Software Version: 2012v2.0

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAXES OTHER	20			20
FOREIGN TAXES	370	370		

PART II, 10B:

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
ANHEUSER BUSCH INBEV SA/NV SPONS ADR 03524A-10-8 BUD	87.41	38.000	3,321.58	2,172.45	1,149.13	49.13	1.48%
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	44.98	28.000	1,259.41	1,502.63	(243.22)	48.16	3 82%
GENERAL MOTORS CO 37045V-10-0 GM	28.83	74 000	2,133.42	1,988 56	144 86		
HSBC HOLDINGS PLC SPONS ADR 404280-40-6 HBC	53.07	45.000	2,388.15	2,499.43	(111.28)	112.50	4.71%
MEAD JOHNSON NUTRITION COMPANY CLASS A COMMON STOCK 582839-10-6 MJN	65.89	34.000	2,240.26	2,239.42	0.84	40.80 10.20	1.82%
NOVO-NORDISK A S ADR 670100-20-5 NVO	163.21	22.000	3,590.62	2,543 56	1,047.06	40.30	1.12%
UNILEVER N V 904784-70-9 UN	38.30	86.000	3,293.80	2,616.98	676.82	89.61	2.72%
VODAFONE GROUP PLC SPONS ADR 92857W-20-9 VOD	25 19	94 000	2,367 86	2,731.64	(363 78)	141.00 43.08	5 95%
YUM BRANDS INC 988498-10-1 YUM	66.40	39.000	2,589.60	2,510.90	78.70	52.26	2.02%
Total US Large Cap Equity			**$23,184.70**	**$20,805.57**	**$2,379.13**	**$573.76** **$53.28**	**2.47%**
Asia ex-Japan Equity							
ABERDEEN ASIA PAC SMALL-IN-C 003021-44-1 APCI X	11 36	1,450.133	16,473.51	14,457.00	2,016.51	313.22	1.90%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
Asia ex-Japan Equity							
ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 03	722 604	8,692 93	8,231 29	461 64	123.56	1 42%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16 81	667.207	11,215 75	10,295.00	920 75	106.75	0 95%
Total Asia ex-Japan Equity			**$36,382.19**	**$32,983.29**	**$3,398.90**	**$543.53**	**1.49%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14 41	1,224.211	17,640 88	18,288.08	(647 20)	173.83	0 99%
JOHN HANCOCK II-EMG MKTS-I 47804B-19-5 JEVI X	10 74	678 384	7,285 84	6,444.65	841 19		
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	19 19	410 518	7,877 84	7,455 00	422 84	20 52	0 26%
JPM EM MKTS EQUITY FD - SEL FUND 1235 4812A0-62-3 JEMS X	23 90	1,316 660	31,468 17	30,591 00	877 17	156.68 9 44	0 50%
JPM LATIN AMERICA FD - SEL FUND 3815 4812A3-47-8 JLTS X	19 87	353 151	7,017 11	7,508.00	(490 89)	6.35 13 48	0.09%
T. ROWE PRICE EMERGING MARKETS STOCK FUND 77956H-86-4 PRMS X	34 06	797 574	27,165.37	27,174.87	(9 50)	127.61	0 47%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
Emerging Market Equity							
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10 31	1,918.283	19,777.50	17,348.16	2,429 34	145.78	0.74 %
Total Emerging Market Equity			**$118,232.71**	**$114,809.76**	**$3,422.95**	**$630.77** **$22.92**	**0.54 %**

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
HSBC FDS TOTAL RETURN I 40428X-15-6 HTRI X	10 30	1,212 130	12,484 94	12,291.00

$ 190,285 180,890

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							
	BNP CONT BUFF EQ SPX 06/12/13 80% CONTIN BARRIER- 5%CPN 16.58% CAP INITIAL LEVEL-05/25/12 SPX 1317 82 05567L-5G-8	108.59	30,000 000	32,578 23	30,000 00	2,578 23		
	CS MARKET PLUS SPX 02/22/13 23% EKO BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-08/19/11 SPX 1123 53 22546T-DK-4	126.49	45,000.000	56,922.44	45,000.00	11,922.44		
P	**FMI FDS INC** LARGE CAP FD 302933-20-5 FMIH X	17 10	2,627 861	44,936.42	38,031.78	6,904 64	515.06 191.73	1 15%
	GS BREN SPX 12/26/13 10%BUFFER-1 5 XLEV- 6 6%CAP 9 9%MAXRTRN INITIAL LEVEL-12/07/12 SPX.1418 07 38141G-KH-6	99 83	35,000 000	34,939 10	35,000 00	(60.90)		
	JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10 29	5,279 534	54,326 40	52,003.41	2,322.99	1,161 49 276.33	2.14%
	JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	695 943	16,667.83	15,108.92	1,558.91	73 07 3.74	0 44%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	3,457.167	76,472 53	61,053 57	15,418 96	584.26	0 76%
Total US Large Cap Equity			**$316,842.95**	**$276,197.68**	**$40,645.27**	**$2,333.88** **$471.80**	**0.74%**
US Mid Cap Equity							
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	2,091.255	22,188 22	17,984 79	4,203 43	244.67	1 10%
JPM TR I MIDCAP CORE - SEL 48121L-75-9 JMRS X	17 86	1,263 041	22,557.91	21,118.04	1,439.87	190.71 17.77	0 85%
Total US Mid Cap Equity			**$44,746.13**	**$39,102.83**	**$5,643.30**	**$435.38** **$17.77**	**0.97%**
EAFE Equity							
BNP BREN EAFE 06/19/13 10%BUFFER- XLEV- 11.5%CAP 23%MAXRTRN INITIAL LEVEL-06/01/12 SX5E 2068 66 UKX 5260 19 TPX 708 93 05567L-5L-7	116.61	30,000 000	34,983.22	30,000.00	4,983 22		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
EAFE Equity							
GS BREN EAFE 11/20/13 10%BUFFER-2 XLEV- 8 27%CAP 26.75%MAXRTRN INITIAL LEVEL-11/02/12 SX5E 2547.15 UKX 5868 55 TPX·752.09 38141G-HK-3	102 56	35,000 000	35,896.00	35,000 00	896.00		
JPM BREN EAFE 04/17/13 10%BUFFER-2 XLEV- 8.75%CAP 17 5%MAXRTRN INITIAL LEVEL-03/30/12.SX5E:2477 28 UKX 5768 45 TPX 854 35 48125V-SW-1	105.80	30,000 000	31,740 00	30,000.00	1,740.00		
MFS INTL VALUE-I 55273E-82-2 MINI X	28 17	802 651	22,610.68	19,191.39	3,419 29	412 56	1 82 %
Total EAFE Equity			**$125,229.90**	**$114,191.39**	**$11,038.51**	**$412.56**	**0.33 %**
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	35,000 000	35,609.35	35,000.00	609 35		

Asia ex-Japan Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 03	1,914.557	23,032 12	21,462.19	1,569 93	327 38	1 42%
DB BREN ASIA BASKET 01/30/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-01/13/12 ASIA BASKET 100 00 2515A1-GA-3	117 06	30,000 000	35,118 60	30,000 00	5,118 60		
Total Asia ex-Japan Equity			**$58,150.72**	**$51,462.19**	**$6,688.53**	**$327.38**	**0.56%**

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12.53	6,382.067	79,967.30	80,094.93
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12.77	4,978.009	63,569 17	65,342.09
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	2,744.942	30,468.86	30,084.56
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	6,642 913	65,299 83	65,944.46
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	2,387.495	64,724.99	64,543.99
Total Hedge Funds			**$304,030.15**	**$306,010.03**

Real Estate & Infrastructure

	Price	Quantity	Estimated Value	Cost
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X		1,782.41	28,375.94	19,592.20

J.P.Morgan

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC BREN COMMODITY BSKT 12/19/13 LKD TO CO1 PLTMLNPM LOCADY & SPGCGRP 2.02%LEV, 20%BUFFER, 30.30%MAXRTN 12/16/11 06738K-D6-5	115.72	30,000.000	34,716.00	30,000.00
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNPM 85%BARRIER, 17 50%MAXRTN 9/28/12; INITIAL STRIKE: 1776.00 06741T-HL-4	96 82	35,000.000	33,887 00	35,000.00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	1,498.945	20,940.26	21,290.34
Total Hard Assets			**$89,543.26**	**$86,290.34**

1,002,528 927,846

Note: P indicates position adjusted for Pending Trade Activity.

G indicates a position that contains gifted shares.

** 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.

Equity Detail

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
	US Large Cap Equity							
	JPM DUALD CONT BUFF EQ SPX 03/27/13 77.8% CONTIN BARRIER 15% CAP INITIAL LEVEL-03/09/12 SPX.1370 87 48125V-RL-6	105.72	200,000.000	211,440 00	200,000 00	11,440 00		
G P	**SALESFORCE.COM INC** 79466L-30-2 CRM	168.10	3,150.000	529,515 00	58,272.19 ** 39566.18	975837 N/A		
	Total US Large Cap Equity			**$740,955.00**	**~~$258,272.19~~** 297838	**$11,440.00**	**$0.00**	**0.00%**

G The position contains gifted shares. Pursuant to IRS Publication 551, the Tax Cost of gifted shares is equal to either the adjusted cost basis or the fair market value of the shares at the time they ware gifted, depending on whether the shares experienced a gain or loss in the value since that time

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
Global Equity							
FRANKLIN MUTUAL DISCOVERY FUND CL A 628380-85-9 TEDI X	28.27	5,072.442	143,397.94	114,789 03	28,608.91	2,449.98	1.71%
			884,353	412,627			

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US All Cap Equity	99,222 23	98,242.79	(979.44)	96%

Market Value/Cost	Current Period Value
Market Value	98,242 79
Tax Cost	97,122 58
Unrealized Gain/Loss	1,120 21
Estimated Annual Income	3,028 23
Accrued Dividends	118.67
Yield	3 08 %

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 All Cap Equity							
ABBOTT LABORATORIES 002824-10-0 ABT	65 50	37 000	2,423 50	2,418 21	5 29	20 72	0 85 %
ACCENTURE PLC-CL A G1151C-10-1 ACN	66 50	12 000	798.00	777.20	20 80	19 44	2 44 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US All Cap Equity							
ANALOG DEVICES INC 032654-10-5 ADI	42 06	53 000	2,229 18	2,128 78	100.40	63 60	2 85 %
APPLE INC. 037833-10-0 AAPL	532.17	3.000	1,596 52	1,902 34	(305 82)	31 80	1 99 %
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	34 65	47 000	1,628 55	1,684 29	(55 74)	63 92	3.92 %
AT&T INC 00206R-10-2 T	33 71	48 000	1,618 08	1,758.13	(140 05)	86.40	5 34 %
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	56 93	10 000	569.30	582.10	(12.80)	17 40 4.35	3.06 %
CENTURYLINK INC 156700-10-6 CTL	39 12	33 000	1,290.96	1,384 44	(93.48)	95 70	7.41 %
CHEVRON CORP 166764-10-0 CVX	108.14	24 000	2,595 36	2,675 22	(79.86)	86 40	3.33 %
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	39 16	33.000	1,292.28	1,268 69	23 59	53 79 13 45	4.16 %
CINEMARK HOLDINGS INC 17243V-10-2 CNK	25.98	57 000	1,480 86	1,329 64	151 22	47 88	3.23 %
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50 67	43 000	2,178 81	2,374.23	(195 42)	77 40	3.55 %
CMS ENERGY CORP 125896-10-0 CMS	24.38	50 000	1,219 00	1,150.18	68.82	48 00	3 94 %
COCA-COLA CO 191216-10-0 KO	36.25	76 000	2,755 00	2,850.15	(95 15)	77.52	2 81 %
CONOCOPHILLIPS 20825C-10-4 COP	57 99	45 000	2,609 55	2,535.28	74.27	118.80	4.55 %

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
	US All Cap Equity							
P	**CULLEN FROST BANKERS INC** 229899-10-9 CFR	54 27	8.000	434.16	432 82	1.34	15 36	3 54%
	EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	33 000	1,747 68	1,683 23	64.45	54.12	3.10%
	GENUINE PARTS CO 372460-10-5 GPC				0 00		17 82	
	HOME DEPOT INC 437076-10-2 HD	61 85	58 000	3,587 30	3,291 23	296 07	67.28	1.88%
	JOHNSON & JOHNSON 478160-10-4 JNJ	70 10	35.000	2,453.50	2,359 63	93.87	85.40	3 48%
	KLA-TENCOR CORP 482480-10-0 KLAC	47 76	35 000	1,671 60	1,809 71	(138 11)	56 00	3 35%
	LIMITED BRANDS INC 532716-10-7 LTD	47 06	38 000	1,788 28	1,841 68	(53.40)	38 00	2.12%
	LINEAR TECHNOLOGY CORP 535678-10-6 LLTC	34 30	37.000	1,269 10	1,208 75	60.35	38.48	3.03%
	LORILLARD INC 544147-10-1 LO	116 67	19 000	2,216.73	2,396 19	(179 46)	117.80	5 31%
	M & T BANK CORP 55261F-10-4 MTB	98 47	23 000	2,264 81	2,026 27	238 54	64 40	2 84%
	MCGRAW-HILL COMPANIES INC 580645-10-9 MHP	54 67	27 000	1,476 09	1,524 49	(48.40)	27 54	1 87%
	MERCK AND CO INC 58933Y-10-5 MRK	40 94	86 000	3,520.84	3,695 21	(174 37)	147 92 / 36.98	4 20%
	MICROSOFT CORP 594918-10-4 MSFT	26 71	91 000	2,430 61	2,762 57	(331.96)	83.72	3 44%

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
	US All Cap Equity							
	MOLEX INC 608554-10-1 MOLX	27 33	61 000	1,667 13	1,615 79	51.34	53 68	3 22%
	MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25 45	59 000	1,501 73	1,576 34	(74.61)	30 68 7 67	2 04%
P	**NISOURCE INC** 65473P-10-5 NI	24 89	60 000	1,493 40	1,490 76	2.64	57 60	3 86%
	NORTHEAST UTILITIES 664397-10-6 NU	39 08	30 000	1,172 40	1,131 47	40.93	41.16	3 51%
P	**ONEOK INC** 682680-10-3 OKE	42 75			0.00			3.09%
	PFIZER INC 717081-10-3 PFE	25 08	146 000	3,661 53	3,498 70	162 83	140.16	3 83%
	PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83 64	24 000	2,007 36	2,172.76	(165 40)	81 60 20 40	4 07%
	PPG INDUSTRIES INC 693506-10-7 PPG	135.35	18 000	2,436 30	1,966 04	470 26	42 48	1.74%
	PROCTER & GAMBLE CO 742718-10-9 PG	67 89	25 000	1,697 25	1,668 49	28 76	56 20	3.31%
	SEMPRA ENERGY 816851-10-9 SRE	70 94	30 000	2,128 20	1,996 51	131 69	72 00 18 00	3 38%
	SNAP-ON INC 833034-10-1 SNA	78 99	32 000	2,527 68	2,227 59	300 09	48 64	1 92%
	SPECTRA ENERGY CORPORATION 847560-10-9 SE	27 38	60 000	1,642 80	1,718 09	(75 29)	73 20	4 46%
	T ROWE PRICE GROUP INC 74144T-10-8 TROW	65 12	36 000	2,344 21	2,201 65	142 56	48 96	2 09%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US All Cap Equity							
THE HERSHEY COMPANY 427866-10-8 HSY	72 22	20 000	1,444 40	1,437 60	6 80	33 60	2 33%
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	71 82	33 000	2,370 06	2,141 25	228 81	60 72	2 56%
TIME WARNER INC NEW 887317-30-3 TWX	47 83	43 000	2,056 69	1,861 69	195 00	44 72	2 17%
TIME WARNER CABLE INC 88732J-20-7 TWC	97 19	21.000	2,040 99	1,880 47	160 52	47 04	2.30%
TUPPERWARE CORP 899896-10-4 TUP	64.10	16.000	1,025.60	929 37	96 23	23 04	2 25%
V F CORP 918204-10-8 VFC	150.97	6.000	905.82	927 93	(22.11)	20 88	2 31%
VALIDUS HOLDINGS LTD G9319H-10-2 VR	34 58	38 000	1,314 04	1,278 55	35.49	38.00	2.89%
WELLS FARGO & CO 949746-10-1 WFC	34 18	101 000	3,452 18	3,434 31	17.87	88.88	2 57%
WILLIAMS SONOMA INC 969904-10-1 WSM	43 77	42 000	1,838 34	1,793 25	45 09	36 96	2 01%
WILLIAMS COMPANIES INC 969457-10-0 WMB	32 74	62 000	2,029 88	2,001 46	28 42	80 60	3 97%
YUM BRANDS INC 988498-10-1 YUM	66 40	22 000	1,460 80	1,465 46	(4 66)	29.48	2.02%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US All Cap Equity							
3M CO 88579Y-10-1 MMM	92 85	31 000	2,878 35	2,856 39	21.96	73 16	2 54 %
Total US All Cap Equity			**$98,242.79**	**$97,122.58**	**$1,120.21**	**$3,028.23** **$118.67**	**3.08 %**

PART II, 10B :

	FMV	COST
	190,285	190,890
	1,002,528	927,846
	884,353	412,627
	98,243	97,123
ACCRUALS / ADJ	19,372	1,828
	$ 2,194,781	$ 1620,314

PART II, 10c:

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
US Fixed Income							
SOUTHERN CALIF GAS CO 5 1/2% MAR 15 2014 DTD 11/21/2008 842434-CH-3 A+ /AA3	105.89	14,000.00	14,824 60	15,083 74	(259.14)	770.00 226.71	0.59%
DEUTSCHE BANK AG LONDON 3 7/8% AUG 18 2014 DTD 08/18/2009 2515A0-Q3-0 A+ /A2	104.93	14,000.00	14,690 06	14,731 36	(41.30)	542.50 200 41	0 83%
CREDIT SUISSE FB USA INC NOTES 4 7/8% JAN 15 2015 DTD 12/15/2004 22541L-AR-4 A+ /A1	107.96	35,000.00	37,786 00	37,668.75	117.25	1,706.25 786.76	0.92%
NATIONAL CITY CORP 4 9% JAN 15 2015 DTD 01/12/2005 635405-AQ-6 A- /A3	108 39	13,000 00	14,090 96	14,214.17	(123.21)	637.00 293.72	0.74%
BANK OF NOVA SCOTIA 3 4% JAN 22 2015 DTD 01/22/2010 064149-A6-4 A+ /AA1	105 83	14,000 00	14,816 62	14,805 56	11.06	476.00 210.22	0.55%
PNC FUNDING CORP SR NOTES 3 5/8% FEB 08 2015 DTD 02/08/2010 693476-BH-5 A- /A3	105.97	1,000 00	1,059 73	1,067 53	(7.80)	36.25 14 39	0.76%
AT&T INC 0 7/8% FEB 13 2015 DTD 02/13/2012 00206R-BB-7 A- /A2	100.26	20,000 00	20,052 40	20,131.60	(79.20)	175.00 67 08	0.75%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
PRAXAIR INC 4 5/8% MAR 30 2015 DTD 03/07/2008 74005P-AR-5 A /A2	108.89	14,000.00	15,244 18	15,441 44	(197.26)	647.50 163.66	0 64 %
PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5.55% APR 27 2015 DTD 04/25/2008 74254P-YF-3 A+ /AA3	110 55	9,000 00	9,949 59	9,972 99	(23 40)	499 50 88 79	0 95 %
TOYOTA MOTOR CREDIT CORP MEDIUM TERM NOTES 3.2% JUN 17 2015 DTD 06/17/2010 89233P-4B-9 AA- /AA3	106.20	20,000 00	21,239 40	21,361.46	(122 06)	640.00 24.88	0.66 %
HSBC FINANCE CORP 5% JUN 30 2015 DTD 6/27/2005 40429C-CS-9 A /BAA	108 81	14,000 00	15,233 96	15,075 62	158 34	700.00 1.93	1.40 %
US BANCORP SR NOTES 2.45% JUL 27 2015 DTD 07/27/2010 91159H-GX-2 A+ /A1	104.54	14,000 00	14,635 04	14,691 06	(56 02)	343 00 146 72	0 67 %
RABOBANK NEDERLAND 2 1/8% OCT 13 2015 DTD 10/13/2010 21685W-BL-0 AA- /AA2	102 80	24,000 00	24,672 96	24,404.64	268 32	510.00 110.49	1.10 %
BANK OF NEW YORK MELLON MTN 2 1/2% JAN 15 2016 DTD 12/09/2010 06406H-BS-7 A+ /AA3	104.70	20,000.00	20,939 60	20,967.20	(27 60)	500.00 230.54	0.93 %

	Pnce	Quantity	Value	Adjusted Tax Cost Onginal Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield

US Fixed Income

	Pnce	Quantity	Value	Adjusted Tax Cost Onginal Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
VERIZON COMMUNICATIONS 5.55% FEB 15 2016 DTD 2/15/2006 92343V-AC-8 A- /A3	113.90	25,000 00	28,474 25	28,932.25	(458.00)	1,387 50 524 15	1.02%
WYETH 5 1/2% FEB 15 2016 DTD 11/14/2005 983024-AJ-9 AA /A1	114 34	14,000 00	16,007 88	16,229.78	(221 90)	770.00 290 87	0 84%
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 17275R-AC-6 A+ /A1	114.63	14,000 00	16,048 48	16,221.10	(172.62)	770 00 275 91	0 78%
BHP FINANCE USA LTD 7 1/4% MAR 1 2016 DTD 3/1/96 GTD 055450-AG-5 A+ /A1	118.85	13,000 00	15,450 11	15,660.32	(210.21)	942 50 314.15	1 17%
STATE STREET CORP 2 7/8% MAR 07 2016 DTD 03/07/2011 857477-AH-6 A+ /A1	106.29	14,000 00	14,880 04	14,970 48	(90 44)	402.50 127.45	0.87%
BB&T CORPORATION MTN 3 2% MAR 15 2016 DTD 03/07/2011 05531F-AG-8 A- /A2	106 50	20,000 00	21,300 40	21,330 00	(29 60)	640.00 188.44	1 13%
TOTAL CAPITAL SA 2 3% MAR 15 2016 DTD 09/15/2010 89152U-AE-2 AA- /AA1	104.90	20,000 00	20,980 80	20,901 40	79 40	460.00 135.44	0.75%

US Fixed Income

	Pnce	Quantity	Value	Adjusted Tax Cost Onginal Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
WACHOVIA CORP FLOATING RATE NOTE OCT 15 2016 DTD 10/23/2006 929903-CJ-9 A /A3	97 83	40,000 00	39,132 40	38,510.00	622 40	284 10 61 52	1.30%
TEVA PHARMACEUT FIN BV 2 4% NOV 10 2016 DTD 11/10/2011 88165F-AC-6 A- /A3	104.21	14,000 00	14,588 70	14,686.70	(98 00)	336.00 47.60	1.28%
VODAFONE GROUP PLC 5 5/8% FEB 27 2017 DTD 02/27/2007 92857W-AP-5 A- /A3	117 85	14,000 00	16,499 00	16,591.26	(92 26)	787 50 271.25	1.21%
COSTCO WHOLESALE CORP SR NOTES 5 1/2% MAR 15 2017 DTD 2/20/2007 22160K-AC-9 A+ /A1	117.95	5,000 00	5,897 70	5,923 80	(26 10)	275.00 80 97	1.12%
PACCAR FINANCIAL CORP MTN 1 6% MAR 15 2017 DTD 03/06/2012 69371R-K5-4 A+ /A1	101 97	14,000.00	14,275 38	14,239 54	35 84	224.00 65 95	1.12%
MORGAN STANLEY 4 3/4% MAR 22 2017 DTD 03/22/2012 61747Y-DT-9 A- /BAA	109 05	40,000 00	43,621 60	40,873 60	2,748 00	1,900 00 522.48	2 48%
AMERICAN EXPRESS CREDIT MTN 2 3/8% MAR 24 2017 DTD 03/26/2012 0258M0-DD-8 A- /A2	104.79	20,000 00	20,958.60	20,984 20	(25.60)	475.00 127 98	1.21%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
CHARLES SCHWAB CORP MEDIUM TERM NOTES 6 3/8% SEP 01 2017 DTD 09/14/2007 80851Q-DA-9 A /A2	121.05	14,000 00	16,946 72	17,088.82	(142 10)	892.50 297.50	1 67%
BANK OF MONTREAL MTN 1 4% SEP 11 2017 DTD 09/11/2012 06366R-HA-6 A+ /AA2	100 73	20,000 00	20,145.40	20,029.37	116.03	280.00 85 54	1.24%
EOG RESOURCES INC 5 7/8% SEP 15 2017 DTD 09/10/2007 26875P-AA-9 A- /A3	120 98	15,000.00	18,147 00	18,281.25	(134.25)	881.25 259 47	1.27%
GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007 36962G-3H-5 AA+ /A1	117.93	60,000.00	70,759 80	70,477 59	282 21	3,375 00 993.72	1 65%
CITIGROUP INC NOTES 6 1/8% NOV 21 2017 DTD 11/21/2007 172967-EM-9 A- /BAA	119 08	40,000 00	47,631 20	45,894.40	1,736.80	2,450 00 272.20	2.01%
NUCOR CORPORATION NOTES 5 3/4% DEC 01 2017 DTD 12/03/2007 670346-AG-0 A /A3	119.98	14,000 00	16,796 64	16,976 54	(179.90)	805.00 67 07	1 52%
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 68389X-AC-9 A+ /A1	122.11	14,000 00	17,095 40	17,228.12	(132.72)	805.00 169 93	1.40%

US Fixed Income

	Pnce	Quantity	Value	Adjusted Tax Cost Onginal Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
BERKSHIRE HATHAWAY FIN 5 4% MAY 15 2018 DTD 11/15/2008 084664-BE-0 AA+ /AA2	120.24	20,000 00	24,047.60	24,107 40	(59 80)	1,080 00 138.00	1.47%
KIMBERLY CLARK CORP 6 1/4% JUL 15 2018 DTD 7/28/98 494368-AT-0 A /A2	125 77	15,000 00	18,865 95	18,984.15	(118.20)	937.50 432 28	1.40%
APACHE CORP 6 9% SEP 15 2018 DTD 10/01/2008 037411-AV-7 A- /A3	127 42	5,000 00	6,371 05	6,492 00	(120.95)	345.00 101.58	1.82%
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008 637432-LR-4 A+ /A1	148.42	14,000 00	20,778 94	20,505 10	273 84	1,452.50 242.07	1.64%
PEPSICO INC 7 9% NOV 01 2018 DTD 10/24/2008 713448-BJ-6 A- /AA3	135 17	4,000 00	5,406 64	5,377.24	29 40	316.00 52 66	1 57%
CONSOLIDATED EDISON CO OF N Y 7 1/8% DEC 01 2018 DTD 12/04/2008 209111-EV-1 A- /A3	130.71	6,000 00	7,842 78	7,942 80	(100 02)	427 50 35.62	1.65%
ANHEUSER BUSCH INBEV WOR 7 3/4% JAN 15 2019 DTD 01/15/2011 03523T-BE-7 A /A3	133 44	14,000 00	18,682.02	18,832 80	(150.78)	1,085 00 500 30	1.87%

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009 893526-8Y-2 A- /A3	126 43	14,000 00	17,699 50	17,997.98	(298.48)	997.50 459 95	2 40%
CONOCOPHILLIPS NOTES 5 3/4% FEB 01 2019 DTD 02/03/2009 20825C-AR-5 A /A1	122 93	14,000 00	17,210 34	17,211.04	(0 70)	805.00 335.41	1 76%
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009 66989G-AA-8 AA- /AA2	119.10	14,000 00	16,673.30	16,874.48	(201.18)	717.50 281.00	1.81%
CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 7.15% FEB 15 2019 DTD 02/12/2009 14912L-4E-8 A /A2	130 96	14,000 00	18,334 40	18,320 68	13 72	1,001 00 378 15	1 79%
GOLDMAN SACHS GROUP INC SR NOTES 7 1/2% FEB 15 2019 DTD 02/05/2009 38141E-A2-5 A- /A3	125 70	40,000 00	50,281 60	47,608.00	2,673 60	3,000 00 1,133 32	2 89%
SIMON PROPERTY GROUP LP SR NOTES 10.35% APR 01 2019 DTD 03/25/2009 828807-CA-3 A- /A3	144.02	14,000 00	20,162 94	19,907.44	255 50	1,449 00 362.25	2 66%
RIO TINTO FIN USA LTD 9% MAY 01 2019 DTD 04/17/2009 767201-AH-9 A- /A3	135 97	15,000 00	20,395.50	20,595.97	(200.47)	1,350.00 225.00	2 77%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009 001055-AC-6 A- /A3	135 93	14,000 00	19,029 64	18,471 46	558 18	1,190 00 152 05	2 39%
BANK OF AMERICA CORP SR NOTES 7 5/8% JUN 01 2019 DTD 06/02/2009 06051G-DZ-9 A- /BAA	128 10	40,000 00	51,239 60	48,838.40	2,401.20	3,050 00 254 16	2 81%
TRAVELLERS COS INC SR NOTES 5.9% JUN 02 2019 DTD 06/02/2009 89417E-AF-6 A /A2	123.67	14,000 00	17,313 10	17,413.76	(100.66)	826 00 66 52	1.96%
ACE INA HOLDINGS 5 9% JUN 15 2019 DTD 06/08/2009 00440E-AM-9 A /A3	124 13	14,000 00	17,378 76	17,264.10	114 66	826.00 36 70	1 91%
HALLIBURTON COMPANY NOTES 6.15% SEP 15 2019 DTD 3/13/2009 406216-AX-9 A /A2	126.22	14,000 00	17,670.10	17,627 12	42 98	861.00 253.51	1.96%
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009 961214-BK-8 AA- /AA2	116.31	14,000 00	16,283 40	15,817 06	466 34	682.50 79 61	2.30%
TD AMERITRADE HOLDING CO 5 6% DEC 01 2019 DTD 11/25/2009 87236Y-AA-6 A /BAA	118.88	10,000 00	11,888.40	11,913.95	(25.55)	560.00 46 66	2.60%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 09247X-AE-1 A+ /A1	119 58	14,000 00	16,740 50	16,209 62	530 88	700.00 40 82	1.97%
WAL MART STORES INC SR NOTES 3 1/4% OCT 25 2020 DTD 10/25/2010 931142-CZ-4 AA /AA2	108.70	14,000 00	15,218 42	15,392.58	(174 16)	455.00 83 41	2 04%
UNITED PARCEL SERVICE 3 1/8% JAN 15 2021 DTD 11/12/2010 911312-AM-8 A+ /AA3	107.78	15,000 00	16,166 70	16,043.10	123 60	468 75 216.13	2.07%
BP CAPITAL MARKETS PLC 4 742% MAR 11 2021 DTD 03/11/2011 05565Q-BR-8 A /NR	116 36	20,000 00	23,272 00	23,434 20	(162.20)	948.40 289.78	2.52%
HEWLETT PACKARD CO SR NOTES 4 3/8% SEP 15 2021 DTD 09/19/2011 428236-BQ-5 BBB /BAA	98 32	20,000 00	19,664 80	20,452 80	(788.00)	875.00 257 62	4.61%
INTEL CORP 3 3% OCT 01 2021 DTD 09/19/2011 458140-AJ-9 A+ /A1	106.01	14,000 00	14,841 26	15,123.36	(282 10)	462.00 115 50	2 53%
LOWE'S COMPANIES INC 3 8% NOV 15 2021 DTD 11/23/2011 548661-CV-7 A- /A3	110.35	14,000 00	15,449 56	15,394.96	54 60	532.00 67 97	2.49%

	Price	Quantity	Value	Adjusted Tax Cost Onginal Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
UNITEDHEALTH GROUP INC 3 3/8% NOV 15 2021 DTD 11/10/2011 91324P-BT-8 A /A3	106 19	14,000 00	14,866 60	14,946.54	(79.94)	472.50 60 36	2.59%
HSBC HOLDINGS PLC 4 875% JAN 14 2022 DTD 11/17/2011 404280-AL-3 A+ /AA3	116.30	14,000 00	16,281 30	15,735 02	546.28	682.50 316.59	2.82%
JOHN DEERE CAPITAL CORP MTN 2 3/4% MAR 15 2022 DTD 02/27/2012 24422E-RM-3 A /A2	101.96	14,000.00	14,274 40	14,220.78	53 62	385.00 113.35	2 51%
CME GROUP INC 3% SEP 15 2022 DTD 09/10/2012 12572Q-AE-5 AA- /AA3	101 60	10,000 00	10,160 20	9,969 10	191 10	300.00 92 50	2.81%
PRINCIPAL FINANCIAL GROU 3 125% 05/15/2023 DTD 11/16/2012 74251V-AH-5 BBB /A3	99 25	2,000 00	1,985 06	1,997 16	(12 10)	62 50 7 81	3 21%
Total US Fixed Income			**$1,327,348.96**	**$1,318,669.79**	**$8,679.17**	**$56,628.50** **$14,974.53**	**1.74%**
Non-US Fixed Income							
ROYAL BANK OF CANADA 1 2% SEP 19 2017 DTD 09/19/2012 78011D-AC-8 AAA /AAA	100.23	14,000 00	14,032.20	13,998.60	33 60	168 00 47 60	1 15%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Non-US Fixed Income							
AMERICA MOVIL SAB DE CV 5 5/8% NOV 15 2017 DTD 10/30/2007 02364W-AN-5 A- /A2	119.95	14,000 00	16,792 30	16,596.72	195.58	787.50 100.61	1.38 %
Total Non-US Fixed Income			**$30,824.50**	**$30,595.32**	**$229.18**	**$955.50** **$148.21**	**1.28 %**
Short Term							
DAIMLERCHRYSLER NA HOLDINGS NOTES 6 1/2% NOV 15 2013 DTD 11/6/2003 233835-AW-7 A- /A3	105.12	14,000.00	14,717.08	14,992.41	(275.33)	910.00 116.27	0 60 %

$ 1,372,891 $ 1,364,257

Non-US Fixed Income

FRANKLIN TEMPLETON EMERGING MARKET DEBT OPPORTUNITIES FUND 353533-81-3	12 18	1,591.78	19,387.86	19,340.10	47.76	1,419.86	7.32%
PIMCO EMERGING MARKETS CORPORATE BOND FUND 72201W-85-7	12 20	1,016.39	12,399.93	11,536.01	863.92	460.42 36.05	3.71%
Total Non-US Fixed Income			**$31,787.79**	**$30,876.11**	**$911.68**	**$1,880.28** **$36.05**	**5.91%**

Foreign Exchange & Non-USD Fixed Income

DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 34	659.39	10,115.00	9,567 71	547.29	141.10	1.40%

Foreign Exchange & Non-USD Fixed Income

PIMCO EMERGING LOCAL BOND FUND - P 72201M-39-6	10 98	1,730 06	18,996 04	17,920.60	1,075.44	802.74 75.76	4 23%
Total Foreign Exchange & Non-USD Fixed Income			**$29,111.04**	**$27,488.31**	**$1,622.73**	**$943.84** **$75.76**	**3.25%**

$ 60,899   58,365

J.P.Morgan

Note: [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	1.00	214,375 65	214,375 65	214,375 65		21 43 1 75	0.01 % [1]
COST OF PENDING PURCHASES	1.00	(191 73)	(191 73)	(191 73)			
Total Cash			**$214,183.92**	**$214,183.92**	**$0.00**	**$21.43** **$1.75**	**0.01 %**
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	11,179 86	132,257.70	132,052 71	204.99	4,673 17 458.37	3 53 %
EATON VANCE FLOATING RATE I 277911-49-1	9.12	12,116 87	110,505 85	105,531 64	4,974.21	4,907 33 404 97	4.44 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	16,276 96	132,494 46	125,627 84	6,866.62	8,480 29 846 40	6 40 %
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10.81	12,092 18	130,716 48	128,607 66	2,108.82	2,599.81 157.20	1.99 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
US Fixed Income							
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8.98	6,119 97	54,957 33	54,056.46	900.87	2,686.66	4 89 %
Total US Fixed Income			**$560,931.82**	**$545,876.31**	**$15,055.51**	**$23,347.26** **$1,866.94**	**4.16 %**
Complementary Structured Strategies							
HSBC MARKET PLUS EM FX NOTE 9/23/13 LNKED TO KRW MXN & RUB VS USD 15% BUFFER, 13.75%CPN, UNCAPPED 3/23/12 KRW:1133.8 MXN:12.8139 RUB: 29.33 4042K1-B4-4	110.61	20,000.00	22,122.00	20,000.00	2,122 00		
GS MARKET PLUS ASIA FX NT 05/16/14 LNKD TO KRW,MYR,INR,IDR VS USD 90% BARRIER, 9.65%CPN, 11/09/12 38141G-HS-6	100.08	25,000 00	25,019 00	25,000.00	19 00		
Total Complementary Structured Strategies			**$47,141.00**	**$45,000.00**	**$2,141.00**	**$0.00**	**0.00 %**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	2,656.42	29,937.80	28,847.64	1,090.16	693.32	2.32 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income							
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	2,041.62	31,318.47	29,245.73	2,072 74	436 90	1.40%
Total Foreign Exchange & Non-USD Fixed Income			**$61,256.27**	**$58,093.37**	**$3,162.90**	**$1,130.22**	**1.85%**

669,329 648,970

Note [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	1 00	5,381.49	5,381 49	5,381.49		0.53	0.01 % [1]
PROCEEDS FROM PENDING SALES	1.00	167,094.24	167,094 24	167,094 24			
Total Cash			**$172,475.73**	**$172,475.73**	**$0.00**	**$0.53**	**0.00 %**
Non-US Fixed Income							
JPM EM MKTS DEBT FD - SEL FUND 1203 4812A0-74-8	9.11	12,192.48	111,073 47	104,404 81	6,668 66	6,023 08 1,109 52	5.42 %

PART II, 10C :

	FMV	COST
	1,372,891	1,364,257
	60,899	58,365
	669,329	648,970
	111,073	104,405
	2,214,192	2,175,997