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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
A G BISHOP CHARITABLE TRUST R68349001

A Employer identification number
38-6040693

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

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 10,296,048.

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

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	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	193,061.	192,970.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	290,138.			
b	Gross sales price for all assets on line 6a 4,403,395.				
7	Capital gain net income (from Part IV, line 2)		290,138.		
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)	-9,889.	852.		STMT 1
12	**Total** Add lines 1 through 11	473,310.	483,960.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	87,883.	65,912.		21,971.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest	3.	3.		
18	Taxes (attach schedule) (see instructions) STMT 2	3,901.	3,901.		
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	91,787.	69,816.		21,971.
25	Contributions, gifts, grants paid	549,500.			549,500.
26	**Total expenses and disbursements.** Add lines 24 and 25	641,287.	69,816.		571,471.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-167,977.			
b	**Net investment income** (if negative, enter -0-)		414,144.		
c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)
2E1410 1 000

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	158,588.	32,429.	32,429.
	2	Savings and temporary cash investments	1,930,083.	575,754.	575,754.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	6,124,515.	6,193,278.	7,163,179.
	b	Investments - corporate stock (attach schedule)	1,095,743.	1,139,920.	1,250,685.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)		1,199,381.	1,274,001.
	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)	9,308,929.	9,140,762.	10,296,048.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	9,308,929.	9,140,762.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	9,308,929.	9,140,762.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	9,308,929.	9,140,762.	

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	9,308,929.
2	Enter amount from Part I, line 27a	2	-167,977.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,140,952.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	190.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,140,762.

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	4,403,386.		4,113,260.	290,126.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				290,126.
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** 290,135.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2011	616,399.	10,333,240.	0.059652
2010	438,230.	10,113,633.	0.043331
2009	495,459.	9,203,914.	0.053831
2008	600,964.	10,565,216.	0.056881
2007	541,400.	12,281,836.	0.044081

2	**Total** of line 1, column (d)	2	0.257776
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	0.051555
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,509,912.
5	Multiply line 4 by line 3	5	490,284.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,141.
7	Add lines 5 and 6	7	494,425.
8	Enter qualifying distributions from Part XII, line 4	8	571,471.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,141.
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	4,141.
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	4,141.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,840.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	9,900.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	14,740.
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	10,599.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 4,144. **Refunded** ▶			11	6,455.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ____________ (2) On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157

Located at ▶ 10 S DEARBORN IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 91.

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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** Yes: 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** Yes: No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** 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
JPMORGAN CHASE BANK, NA 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	87,883.	-0-	-0-
ROBERT J BELLAIRS 1116 W LONG LAKE, BLOOMFIELD HILLS, MI 48302	TRUSTEE 2			
ELIZABETH WENTWORTH 1116 W LONG LAKE, BLOOMFIELD HILLS, MI 48302	TRUSTEE 2			

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	8,528,374.
b	Average of monthly cash balances	1b	1,126,359.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	9,654,733.
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	9,654,733.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	144,821.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,509,912.
6	**Minimum investment return.** Enter 5% of line 5	6	475,496.

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	475,496.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,141.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,141.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	471,355.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	471,355.
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	471,355.

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	571,471.
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	571,471.
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	4,141.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	567,330.

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.

Form **990-PF** (2012)

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					471,355.
2 Undistributed income, if any, as of the end of 2012.					
a Enter amount for 2011 only				386,641.	
b Total for prior years 20____,20____, 20____			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 571,471.					
a Applied to 2011, but not more than line 2a				386,641.	
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					184,830.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					286,525.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	**(b) 2011**	**(c) 2010**	**(d) 2009**	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

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

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

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				549,500.
Total . . . . ▶ **3a**				549,500.
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	193,061.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	618.	
8 Gain or (loss) from sales of assets other than inventory			18	290,138.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED INCOME			14	-10,507.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				473,310.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 473,310.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Anthony Ward | 10/22/2013 | ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶

Phone no

Form **990-PF** (2012)

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB		852.
DEFERRED INCOME	-10,507.	
FEDERAL TAX REFUND	618.	
TOTALS	-9,889.	852.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	76.	76.
FOREIGN TAXES ON QUALIFIED FOR	3,023.	3,023.
FOREIGN TAXES ON NONQUALIFIED	802.	802.
TOTALS	3,901.	3,901.

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

RECIPIENT NAME:
  JOMORGAN CHASE BANK, NA
ADDRESS:
  1116 W LONG LAKE FL 2
  BLOOMFIELD HILLS, MI 48302
RECIPIENT'S PHONE NUMBER: 248-645-7308
FORM, INFORMATION AND MATERIALS:
  IN WRITTEN FORM
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  QUALIFIED TAX-EXEMPT ORGANIZATIONS

STATEMENT 3

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

RECIPIENT NAME:
SHELTER OF FLINT, INC
ADDRESS:
432 N SAGINAW ST STE 902
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
SALVATION ARMY OF GENESEE COUNTY
ADDRESS:
211 W KEARSLEY STREET
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FRIENDS OF GENESEE COUNTY
ANIMAL SHELTER
ADDRESS:
PO BOX 320305
FLINT, MI 48532
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

==

RECIPIENT NAME:
UNITED WAY OF GENESEE COUNTY
ADDRESS:
PO BOX 949
FLINT, MI 48501
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
METRO HOUSING PARTNERSHIP, INC
ADDRESS:
503 S SAGINAW ST STE 804
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 17,500.

RECIPIENT NAME:
PRIORITY CHILDREN
ADDRESS:
924 CEDAR STREET
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

STATEMENT 5

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

RECIPIENT NAME:
GENESEE COUNTY HISTORICAL
& MUSEUM SOCIETY
ADDRESS:
6023 BROOKSTONE LANE
GRAND BLANC, MI 4849
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 35,000.

RECIPIENT NAME:
HAYSTACK MOUNTAIN SCHOOL OF CRAFTS
ADDRESS:
PO BOX 518
DEER ISLE, MI 04627
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
FOUNDATION FOR MOTT
COMMUNITY COLLEGE
ADDRESS:
1401 E COURT STREET
FLINT, MI 48503-2089
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

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

RECIPIENT NAME:
NGA INC
ADDRESS:
30 E MEADOW LAWN
BATTLE CREEK, MI 49017
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
GENESEE INTERMEDIATE SCHOOL
DISTRICT
ADDRESS:
2413 WEST MAPLE AVENUE
FLINT, MI 48507-3493
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GENESEE CHAMBER FOUNDATION
ADDRESS:
519 S SAGINAW ST SUITE 200
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 37,500.

STATEMENT 7

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

RECIPIENT NAME:
MOTHERLY INTERCESSION
ADDRESS:
PO BOX 3111109
FLINT, MI 48531
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SCHOOL DISTRICT. CITY OF FLINT
ADDRESS:
923 E KEARSLEY STREET
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
FLOYD J MCCREE THEATRE & FINE ARTS
ADDRESS:
5005 CLOVERLAWN
FLINT, MI 48504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

STATEMENT 8

A G BISHOP CHARITABLE TRUST R68349001 38-6040693
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
YMCA OF GREATER FLINT
ADDRESS:
310 E 3RD STREET
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
ROBERT E WEISS ADVOCACY CENTER FOR
CHILDREN AND YOUTH
ADDRESS:
515 EAST STREET
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
RESOURCE GENESEE
ADDRESS:
1401 S GRAND TRAVERSE
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

STATEMENT 9

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

RECIPIENT NAME:
FLINT CULTURAL CENTER CORPORATION
ADDRESS:
1310 E KEARSLEY
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 53,000.

RECIPIENT NAME:
FLINT INSTITUTE OF ARTS
ADDRESS:
1120 E KEARSLEY ST
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
COMMUNITY RESOLUTION CENTER
ADDRESS:
315 E COURT ST
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

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

RECIPIENT NAME:
CRIM FITNESS FOUNDATION
ADDRESS:
N 452 SAGINAW STE 1
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
REGENTS OF THE UNIVERSITY
OF MICHIGAN
ADDRESS:
503 EAST STREET
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF GREATER FLINT
ADDRESS:
3701 N AVERILL AVENUE
FLINT, MI 48506
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

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

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS
OF GREATER FLINT
ADDRESS:
401 E SECOND STREET
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
FLINT AREA SCIENCE FAIR
ADDRESS:
PO BOX 687
FLINT, MI 48501
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FOOD BANK OF EASTERN MICHIGAN, INC.
ADDRESS:
2312 LAPEER ROAD
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
FOUNDATION OF UPTOWN
REINVESTMENT CORPORATION
ADDRESS:
503 S SAGINAW STREET, SUITE 1500
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GREATER FLINT ARTS COUNCIL
ADDRESS:
816 SOUTH SAGINAW STREET
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SPECIAL OLYMPICS MICHIGAN, INC.
ADDRESS:
6624 TIMBER RIDGE DR
BLOOMFIELD, MI 48301
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

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

RECIPIENT NAME:
VSA MICHIGA
ADDRESS:
1920 25TH ST, STE B
DETROIT, MI 48216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
YOUNG MENS CHRISTIAN ASSOCIATION
OF FLINT
ADDRESS:
411 E THIRD ST
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
FLINT DISTRICT LIBRARY
(DBA FLINT PUBLIC LIBRARY)
ADDRESS:
1026 E KEARSLEY ST
FLINT, MI 48502
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

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

RECIPIENT NAME:
CARRIAGE TOWN MINISTRIES
ADDRESS:
705 GARLAND ST
FLINT, MI 48503
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ST. LUKES N.E.W. LIFE CENTER
ADDRESS:
3115 LAWNDALE AVE
FLINT, MI 48504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 549,500.

STATEMENT 15

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**
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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	-31,937.
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	-31,937.

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					43,905.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	278,167.
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	322,072.

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

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			-31,937.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			322,072.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			35,132.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			290,135.

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:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust
A G BISHOP CHARITABLE TRUST R68349001

Employer identification number
38-6040693

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

	(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)
1a	100. WPX ENERGY INC	VAR	01/04/2012	1,800.00	1,677.00	123.00
	60. WPX ENERGY INC	VAR	01/04/2012	1,062.00	974.00	88.00
	145. BROADCOM CORP CL A	06/14/2011	01/06/2012	4,249.00	4,820.00	-571.00
	190. JOHNSON & JOHNSON	04/26/2011	01/19/2012	12,341.00	12,363.00	-22.00
	100. GLOBAL PMTS INC	VAR	01/20/2012	4,809.00	4,796.00	13.00
	25. GLOBAL PMTS INC	02/03/2011	01/23/2012	1,201.00	1,192.00	9.00
	170. JOHNSON & JOHNSON	VAR	01/26/2012	11,167.00	10,285.00	882.00
	100. COCA-COLA CO	VAR	02/01/2012	6,796.00	6,799.00	-3.00
	50. OCCIDENTAL PETE CORP	VAR	02/01/2012	4,962.00	4,316.00	646.00
	80. COCA-COLA CO	11/02/2011	02/02/2012	5,424.00	5,423.00	1.00
	97. MONSANTO CO NEW	VAR	02/07/2012	7,765.00	6,752.00	1,013.00
	130. BAKER HUGHES INC	VAR	02/10/2012	6,268.00	7,649.00	-1,381.00
	130. DARDEN RESTAURANTS IN	VAR	02/21/2012	6,625.00	5,510.00	1,115.00
	29. DOMINION RES INC VA NE	10/14/2011	02/21/2012	1,454.00	1,461.00	-7.00
	141. DOMINION RES INC VA N	10/14/2011	02/21/2012	7,075.00	7,106.00	-31.00
	18. MICROS SYS INC	10/24/2011	02/21/2012	923.00	898.00	25.00
	8. MICROS SYS INC	10/24/2011	02/22/2012	407.00	399.00	8.00
	29. MICROS SYS INC	10/24/2011	02/22/2012	1,483.00	1,446.00	37.00
	14. MICROS SYS INC	10/24/2011	02/23/2012	720.00	698.00	22.00
	11. MICROS SYS INC	10/24/2011	02/23/2012	564.00	549.00	15.00
	18. CARNIVAL CORPORATION	08/09/2011	02/28/2012	536.00	546.00	-10.00
	14. CARNIVAL CORPORATION	08/09/2011	02/28/2012	419.00	425.00	-6.00
	25. CARNIVAL CORPORATION	08/09/2011	02/28/2012	746.00	758.00	-12.00
	83. CARNIVAL CORPORATION	VAR	02/29/2012	2,508.00	2,497.00	11.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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

	(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)
1a	112. SOUTHWESTERN ENERGY C	08/16/2011	03/05/2012	3,646.00	4,419.00	-773.00
	180. NEXTERA ENERGY INC	VAR	03/16/2012	10,816.00	10,305.00	511.00
	3. TARGET CORP	06/14/2011	03/20/2012	174.00	142.00	32.00
	97. TARGET CORP	VAR	03/20/2012	5,629.00	4,590.00	1,039.00
	62. TARGET CORP	06/14/2011	03/21/2012	3,603.00	2,930.00	673.00
	22. TARGET CORP	VAR	03/21/2012	1,270.00	1,039.00	231.00
	12. TARGET CORP	08/09/2011	03/21/2012	693.00	566.00	127.00
	29. TARGET CORP	08/09/2011	03/22/2012	1,671.00	1,367.00	304.00
	30. AMAZON COM INC	VAR	04/09/2012	5,763.00	6,080.00	-317.00
	61. CAMPBELL SOUP CO	07/12/2011	04/12/2012	2,020.00	2,122.00	-102.00
	64. CAMPBELL SOUP CO	07/12/2011	04/13/2012	2,117.00	2,226.00	-109.00
	6. MERCK & CO INC	01/09/2012	04/13/2012	228.00	229.00	-1.00
	9. MERCK & CO INC	01/09/2012	04/13/2012	341.00	344.00	-3.00
	8. MERCK & CO INC	01/09/2012	04/13/2012	304.00	306.00	-2.00
	4. MERCK & CO INC	01/09/2012	04/13/2012	152.00	153.00	-1.00
	13. MERCK & CO INC	01/09/2012	04/13/2012	493.00	497.00	-4.00
	123. XILINX INC	11/01/2011	04/13/2012	4,355.00	4,056.00	299.00
	5. MERCK & CO INC	01/09/2012	04/16/2012	190.00	191.00	-1.00
	6. MERCK & CO INC	01/09/2012	04/16/2012	228.00	229.00	-1.00
	11. MERCK & CO INC	01/09/2012	04/16/2012	418.00	421.00	-3.00
	1. MERCK & CO INC	01/09/2012	04/16/2012	38.00	38.00	
	24. MERCK & CO INC	01/09/2012	04/16/2012	911.00	918.00	-7.00
	8. MERCK & CO INC	01/09/2012	04/16/2012	304.00	306.00	-2.00
	19. MERCK & CO INC	VAR	04/16/2012	721.00	713.00	8.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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

(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)
1a 2. MERCK & CO INC	05/17/2011	04/16/2012	76.00	75.00	1.00
8. MERCK & CO INC	05/17/2011	04/16/2012	304.00	298.00	6.00
15. MERCK & CO INC	05/17/2011	04/16/2012	570.00	559.00	11.00
7. XILINX INC	11/01/2011	04/16/2012	247.00	231.00	16.00
18. MERCK & CO INC	05/17/2011	04/17/2012	685.00	671.00	14.00
5. MERCK & CO INC	05/17/2011	04/17/2012	190.00	186.00	4.00
47. MERCK & CO INC	05/17/2011	04/17/2012	1,797.00	1,751.00	46.00
8. MERCK & CO INC	05/17/2011	04/17/2012	306.00	298.00	8.00
170. JUNIPER NETWORKS INC	VAR	04/23/2012	3,441.00	5,543.00	-2,102.00
14. MERCK & CO INC	05/17/2011	04/23/2012	535.00	522.00	13.00
3. MERCK & CO INC	05/17/2011	04/23/2012	115.00	112.00	3.00
15. MERCK & CO INC	05/17/2011	04/24/2012	574.00	559.00	15.00
1. MERCK & CO INC	05/17/2011	04/24/2012	38.00	37.00	1.00
25. MERCK & CO INC	05/17/2011	04/25/2012	956.00	931.00	25.00
402. TEXAS INSTRS INC	VAR	05/07/2012	12,356.00	13,301.00	-945.00
86. AMERIPRISE FINANCIAL I	VAR	06/01/2012	3,958.00	4,662.00	-704.00
37. AMERIPRISE FINANCIAL I	02/03/2012	06/04/2012	1,686.00	1,966.00	-280.00
37. AMERIPRISE FINANCIAL I	02/03/2012	06/04/2012	1,694.00	1,966.00	-272.00
700. GENERAL ELEC CO	09/16/2011	06/15/2012	13,863.00	11,386.00	2,477.00
10260.784 JPM TR I MLT SC SEL	04/03/2012	06/15/2012	102,197.00	104,660.00	-2,463.00
19518.542 PIMCO COMMODITYP	04/03/2012	06/15/2012	188,744.00	219,388.00	-30,644.00
45. EXXON MOBIL CORP	01/19/2012	06/21/2012	3,710.00	3,903.00	-193.00
70. PROCTER & GAMBLE CO	02/01/2012	06/21/2012	4,193.00	4,443.00	-250.00
104. CVS CORP	VAR	06/22/2012	4,753.00	4,319.00	434.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

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OMB No 1545-0092

2012

Name of estate or trust: A G BISHOP CHARITABLE TRUST R68349001

Employer identification number: 38-6040693

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

(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)
1a 23. CVS CORP	01/09/2012	06/22/2012	1,052.00	954.00	98.00
23. CVS CORP	01/09/2012	06/22/2012	1,052.00	954.00	98.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
4. WILLIAMS COS INC	01/04/2012	06/22/2012	113.00	107.00	6.00
7. WILLIAMS COS INC	01/04/2012	06/22/2012	197.00	187.00	10.00
7. WILLIAMS COS INC	01/04/2012	06/22/2012	198.00	187.00	11.00
6. WILLIAMS COS INC	01/04/2012	06/22/2012	170.00	161.00	9.00
1. WILLIAMS COS INC	01/04/2012	06/22/2012	28.00	27.00	1.00
25. WILLIAMS COS INC	01/04/2012	06/22/2012	709.00	669.00	40.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	28.00	27.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	27.00	27.00	
1. WILLIAMS COS INC	01/04/2012	06/25/2012	28.00	27.00	1.00
2. WILLIAMS COS INC	01/04/2012	06/25/2012	55.00	54.00	1.00
2. WILLIAMS COS INC	01/04/2012	06/25/2012	55.00	54.00	1.00
1. WILLIAMS COS INC	01/04/2012	06/25/2012	27.00	27.00	
13. WILLIAMS COS INC	01/04/2012	06/25/2012	355.00	348.00	7.00
8. WILLIAMS COS INC	01/04/2012	06/25/2012	219.00	214.00	5.00
5. WILLIAMS COS INC	01/04/2012	06/25/2012	137.00	134.00	3.00
4. WILLIAMS COS INC	01/04/2012	06/26/2012	110.00	107.00	3.00
1. WILLIAMS COS INC	01/04/2012	06/26/2012	28.00	27.00	1.00
56. EQT CORPORATION	VAR	07/02/2012	3,005.00	2,942.00	63.00
18. EQT CORPORATION	VAR	07/03/2012	981.00	944.00	37.00
27. EQT CORPORATION	02/22/2012	07/03/2012	1,473.00	1,411.00	62.00
10. EQT CORPORATION	VAR	07/03/2012	548.00	522.00	26.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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

Schedule D-1 (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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OMB No. 1545-0092

2012

Name of estate or trust	Employer identification number
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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

	(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)
1a	6. EQT CORPORATION	03/05/2012	07/05/2012	329.00	312.00	17.00
	16. EQT CORPORATION	03/05/2012	07/05/2012	879.00	833.00	46.00
	14. EQT CORPORATION	VAR	07/06/2012	756.00	729.00	27.00
	9220.178 EATON VANCE FLOAT	05/15/2012	07/09/2012	100,408.00	100,961.00	-553.00
	150. CISCO SYS INC	12/15/2011	07/12/2012	2,409.00	2,710.00	-301.00
	59. HUMANA INC	10/31/2011	07/12/2012	4,377.00	5,048.00	-671.00
	106. MARRIOTT INTL INC NEW	02/28/2012	07/12/2012	3,793.00	3,750.00	43.00
	29. CAMERON INTERNATIONAL	02/10/2012	07/18/2012	1,306.00	1,648.00	-342.00
	31. CAMERON INTERNATIONAL	02/10/2012	07/18/2012	1,395.00	1,761.00	-366.00
	59. EXXON MOBIL CORP	01/19/2012	07/27/2012	5,087.00	5,117.00	-30.00
	143. JOHNSON & JOHNSON	VAR	07/27/2012	9,904.00	9,708.00	196.00
	7. AUTOZONE INC	08/19/2011	08/03/2012	2,573.00	2,032.00	541.00
	56. COGNIZANT TECHNOLOGY S A	VAR	08/03/2012	3,221.00	3,462.00	-241.00
	17. COGNIZANT TECHNOLOGY S A	05/07/2012	08/03/2012	973.00	992.00	-19.00
	57. MARRIOTT INTL INC NEW	VAR	08/13/2012	2,102.00	2,007.00	95.00
	165000. HSBC QARN SPX 05/0	04/20/2012	08/14/2012	169,208.00	163,350.00	5,858.00
	161. MARRIOTT INTL INC NEW	01/26/2012	08/14/2012	5,947.00	5,616.00	331.00
	61. EXXON MOBIL CORP	VAR	09/07/2012	5,475.00	5,273.00	202.00
	279. WALGREEN CO	VAR	09/07/2012	9,729.00	8,324.00	1,405.00
	45. EXXON MOBIL CORP	01/19/2012	09/13/2012	4,108.00	3,889.00	219.00
	20730. ISHARES INC MSCI JA	VAR	09/14/2012	194,893.00	205,358.00	-10,465.00
	110. CBS CORP	10/06/2011	09/26/2012	3,921.00	2,371.00	1,550.00
	5. ADT CORPORATION	VAR	10/05/2012	193.00	174.00	19.00
	16.386 ADT CORPORATION	06/15/2012	10/05/2012	618.00	571.00	47.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

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Employer identification number: 38-6040693

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

(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)
1a 22. ADT CORPORATION	06/15/2012	10/15/2012	803.00	278.00	525.00
32. ADT CORPORATION	06/15/2012	10/16/2012	1,194.00	405.00	789.00
14. MARATHON PETROLEUM COR	VAR	10/16/2012	773.00	669.00	104.00
16. MARATHON PETROLEUM COR	VAR	10/16/2012	881.00	763.00	118.00
4. MARATHON PETROLEUM CORP	VAR	10/16/2012	220.00	190.00	30.00
15. MARATHON PETROLEUM COR	VAR	10/16/2012	829.00	710.00	119.00
75. MARATHON PETROLEUM COR	VAR	10/16/2012	4,107.00	3,529.00	578.00
40. MARATHON PETROLEUM COR	VAR	10/17/2012	2,225.00	1,876.00	349.00
58. MARATHON PETROLEUM COR	07/18/2012	10/17/2012	3,228.00	2,716.00	512.00
1. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	55.00	47.00	8.00
7. MARATHON PETROLEUM CORP	07/18/2012	10/17/2012	391.00	328.00	63.00
17. MARATHON PETROLEUM COR	07/18/2012	10/17/2012	937.00	796.00	141.00
25. ABBOTT LABS	VAR	10/18/2012	1,649.00	1,736.00	-87.00
101. ABBOTT LABS	VAR	10/18/2012	6,609.00	6,615.00	-6.00
17. ABBOTT LABS	04/26/2012	10/18/2012	1,114.00	1,052.00	62.00
104. ABBOTT LABS	VAR	10/18/2012	6,829.00	6,345.00	484.00
1. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	60.00	47.00	13.00
20. CAPITAL ONE FINL CORP	12/05/2011	10/22/2012	1,200.00	939.00	261.00
55. CAPITAL ONE FINL CORP	VAR	10/22/2012	3,297.00	2,576.00	721.00
7. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	417.00	327.00	90.00
15. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	893.00	701.00	192.00
16. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	946.00	747.00	199.00
12. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	714.00	560.00	154.00
2. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	119.00	93.00	26.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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2012

Name of estate or trust: A G BISHOP CHARITABLE TRUST R68349001

Employer identification number 38-6040693

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	(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)
1a	22. CAPITAL ONE FINL CORP	12/05/2011	10/23/2012	1,308.00	1,027.00	281.00
	215. ALTERA CORP	VAR	10/26/2012	6,523.00	8,240.00	-1,717.00
	16. COVIDIEN PLC NEW	07/27/2012	10/26/2012	878.00	877.00	1.00
	11. COVIDIEN PLC NEW	07/27/2012	10/31/2012	604.00	603.00	1.00
	7. COVIDIEN PLC NEW	07/27/2012	11/01/2012	387.00	384.00	3.00
	3. COVIDIEN PLC NEW	07/27/2012	11/01/2012	167.00	164.00	3.00
	19. COVIDIEN PLC NEW	07/27/2012	11/02/2012	1,063.00	1,042.00	21.00
	14. EOG RESOURCES INC	VAR	11/05/2012	1,627.00	1,590.00	37.00
	8. EOG RESOURCES INC	09/07/2012	11/05/2012	929.00	901.00	28.00
	24. PIONEER NAT RES CO	04/19/2012	11/05/2012	2,558.00	2,541.00	17.00
	1. COVIDIEN PLC NEW	07/27/2012	11/05/2012	56.00	55.00	1.00
	24. LAM RESEARCH CORPORATI	01/06/2012	11/16/2012	822.00	901.00	-79.00
	55. LAM RESEARCH CORPORATI	VAR	11/19/2012	1,909.00	2,022.00	-113.00
	49. LAM RESEARCH CORPORATI	07/06/2012	11/19/2012	1,697.00	1,730.00	-33.00
	26. LAM RESEARCH CORPORATI	07/06/2012	11/20/2012	890.00	918.00	-28.00
	23. CSX CORP	05/29/2012	12/04/2012	450.00	497.00	-47.00
	107. CSX CORP	VAR	12/04/2012	2,100.00	2,305.00	-205.00
	39. CSX CORP	VAR	12/05/2012	773.00	838.00	-65.00
	180. FREEPORT-MCMORAN COPP B	VAR	12/05/2012	5,904.00	8,287.00	-2,383.00
	1. CARNIVAL CORPORATION	09/07/2012	12/12/2012	38.00	37.00	1.00
	18. CARNIVAL CORPORATION	09/07/2012	12/12/2012	683.00	665.00	18.00
	1. CARNIVAL CORPORATION	09/07/2012	12/12/2012	38.00	37.00	1.00
	1. CARNIVAL CORPORATION	09/07/2012	12/12/2012	38.00	37.00	1.00
	16. CARNIVAL CORPORATION	09/07/2012	12/13/2012	606.00	591.00	15.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

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

Schedule D-1 (Form 1041) 2012

JSA
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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ 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: A G BISHOP CHARITABLE TRUST R68349001

Employer identification number: 38-6040693

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

	(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)
1a	1. CARNIVAL CORPORATION	09/07/2012	12/13/2012	38.00	37.00	1.00
	135. ALTERA CORP	VAR	12/14/2012	4,440.00	5,114.00	-674.00
	91. ALTERA CORP	VAR	12/14/2012	3,011.00	3,435.00	-424.00
	9. CARNIVAL CORPORATION	09/07/2012	12/14/2012	340.00	333.00	7.00
	4. INTERCONTINENTAL EXCHAN	01/23/2012	12/14/2012	516.00	474.00	42.00
	18. INTERCONTINENTAL EXCHA	01/23/2012	12/14/2012	2,306.00	2,133.00	173.00
	9. CARNIVAL CORPORATION	09/07/2012	12/17/2012	342.00	333.00	9.00
	12. CARNIVAL CORPORATION	09/07/2012	12/17/2012	463.00	443.00	20.00
	29. CARNIVAL CORPORATION	VAR	12/17/2012	1,104.00	1,071.00	33.00
	32. CARNIVAL CORPORATION	09/26/2012	12/17/2012	1,231.00	1,181.00	50.00
	8. INTERCONTINENTAL EXCHAN	01/23/2012	12/17/2012	1,023.00	948.00	75.00
	60. CARNIVAL CORPORATION	VAR	12/18/2012	2,335.00	2,212.00	123.00
	16. CARNIVAL CORPORATION	09/10/2012	12/18/2012	627.00	589.00	38.00
	14. CARNIVAL CORPORATION	09/10/2012	12/18/2012	547.00	515.00	32.00
	73. CARNIVAL CORPORATION	VAR	12/18/2012	2,864.00	2,687.00	177.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -31,937.00

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

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**
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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 100000. DB BREN EAFE 01/06	12/17/2010	01/06/2012	94,243.00	99,000.00	-4,757.00
165. ABBOTT LABS	03/29/1993	01/09/2012	9,184.00	1,874.00	7,310.00
100. ABBOTT LABS	03/29/1993	01/09/2012	5,569.00	1,136.00	4,433.00
. WPX ENERGY INC		01/12/2012	11.00		11.00
323. CONOCOPHILLIPS	VAR	01/19/2012	23,013.00	15,280.00	7,733.00
80. NORFOLK SOUTHN CORP	04/13/2009	02/08/2012	5,792.00	2,985.00	2,807.00
23. CARNIVAL CORPORATION	VAR	02/28/2012	690.00	924.00	-234.00
135. CARNIVAL CORPORATION	VAR	02/28/2012	4,043.00	4,968.00	-925.00
28. CARNIVAL CORPORATION	01/08/2010	02/28/2012	839.00	924.00	-85.00
24. CARNIVAL CORPORATION	01/08/2010	02/28/2012	715.00	792.00	-77.00
150000. DB REN SPX 2/29/12	02/11/2011	02/29/2012	157,428.00	148,500.00	8,928.00
18. NORFOLK SOUTHN CORP	04/13/2009	03/20/2012	1,212.00	672.00	540.00
49. NORFOLK SOUTHN CORP	04/13/2009	03/20/2012	3,284.00	1,828.00	1,456.00
2589.66 JPMORGAN ASIA EQUI	10/23/2007	04/03/2012	82,584.00	115,423.00	-32,839.00
7. AMAZON COM INC	09/29/2010	04/09/2012	1,345.00	1,115.00	230.00
200. CAMPBELL SOUP CO	VAR	04/12/2012	6,623.00	7,203.00	-580.00
61. XILINX INC	VAR	04/16/2012	2,151.00	1,738.00	413.00
28. XILINX INC	12/22/2010	04/17/2012	999.00	792.00	207.00
214. XILINX INC	12/22/2010	04/18/2012	7,550.00	6,057.00	1,493.00
78. JUNIPER NETWORKS INC	09/09/2009	04/23/2012	1,579.00	2,037.00	-458.00
85. DEVON ENERGY CORP NEW	08/10/2010	04/24/2012	5,678.00	5,580.00	98.00
4. MERCK & CO INC	04/18/2011	04/25/2012	153.00	136.00	17.00
2. MERCK & CO INC	04/18/2011	04/26/2012	77.00	68.00	9.00
5. MERCK & CO INC	04/18/2011	04/26/2012	192.00	170.00	22.00
23. MERCK & CO INC	04/18/2011	04/26/2012	883.00	780.00	103.00

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

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
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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	100000. HSBC CONT BUFF EQ	10/15/2010	04/27/2012	116,645.00	98,750.00	17,895.00
	20. MERCK & CO INC	04/18/2011	04/27/2012	773.00	679.00	94.00
	28. MERCK & CO INC	04/18/2011	04/27/2012	1,077.00	950.00	127.00
	115000. CS BREN EAFE 05/0	04/21/2011	05/02/2012	102,876.00	113,850.00	-10,974.00
	19724.903 JPMORGAN HIGH YI FUND	06/13/2003	05/10/2012	157,010.00	156,082.00	928.00
	50. NORFOLK SOUTHN CORP	04/13/2009	05/24/2012	3,366.00	1,866.00	1,500.00
	12. NORFOLK SOUTHN CORP	04/13/2009	05/25/2012	807.00	448.00	359.00
	16. NORFOLK SOUTHN CORP	04/13/2009	05/25/2012	1,071.00	597.00	474.00
	8. NORFOLK SOUTHN CORP	04/13/2009	05/25/2012	534.00	298.00	236.00
	2. NORFOLK SOUTHN CORP	04/13/2009	05/25/2012	133.00	75.00	58.00
	4. NORFOLK SOUTHN CORP	04/13/2009	05/25/2012	266.00	149.00	117.00
	8. NORFOLK SOUTHN CORP	04/13/2009	05/25/2012	531.00	298.00	233.00
	70. NORFOLK SOUTHN CORP	04/13/2009	05/29/2012	4,677.00	2,612.00	2,065.00
	24. NORFOLK SOUTHN CORP	04/13/2009	05/29/2012	1,614.00	895.00	719.00
	7494.631 DREYFUS/LAUREL FD	09/20/2010	05/30/2012	100,503.00	108,222.00	-7,719.00
	384.328 JPMORGAN INTERNATI CURRENCY	VAR	05/30/2012	4,120.00	4,212.00	-92.00
	44. NORFOLK SOUTHN CORP	04/13/2009	05/30/2012	2,881.00	1,642.00	1,239.00
	13. NORFOLK SOUTHN CORP	04/13/2009	05/30/2012	852.00	485.00	367.00
	37. NORFOLK SOUTHN CORP	04/13/2009	05/31/2012	2,418.00	1,380.00	1,038.00
	25. NORFOLK SOUTHN CORP	04/13/2009	05/31/2012	1,640.00	933.00	707.00
	128. US BANCORP DEL NEW	05/23/2006	06/05/2012	3,727.00	4,009.00	-282.00
	43. US BANCORP DEL NEW	05/23/2006	06/05/2012	1,256.00	1,347.00	-91.00
	124. US BANCORP DEL NEW	05/23/2006	06/05/2012	3,618.00	3,884.00	-266.00
	73. US BANCORP DEL NEW	05/23/2006	06/05/2012	2,132.00	2,286.00	-154.00
	16. US BANCORP DEL NEW	05/23/2006	06/05/2012	468.00	501.00	-33.00

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

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**
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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	16. US BANCORP DEL NEW	05/23/2006	06/05/2012	467.00	501.00	-34.00
	7091.939 DREYFUS/LAUREL FD	VAR	06/15/2012	97,798.00	101,449.00	-3,651.00
	4134.845 HIGHBRIDGE DYNAMI COMMODITIES	VAR	06/15/2012	67,977.00	58,377.00	9,600.00
	3999.889 JPMORGAN ASIA EQU	VAR	06/15/2012	114,917.00	111,525.00	3,392.00
	4306.366 JPMORGAN INTERNAT CURRENCY	11/17/2009	06/15/2012	46,724.00	46,982.00	-258.00
	9. NIKE INC	04/13/2009	06/15/2012	908.00	470.00	438.00
	25. NIKE INC	04/13/2009	06/15/2012	2,533.00	1,304.00	1,229.00
	14. NIKE INC	04/13/2009	06/15/2012	1,404.00	730.00	674.00
	100000. SG CONT BUFF EQ SP	12/03/2010	06/15/2012	108,500.00	98,750.00	9,750.00
	5. NIKE INC	04/13/2009	06/18/2012	504.00	261.00	243.00
	4288.95 JPMORGAN ASIA EQUI	VAR	06/19/2012	125,237.00	83,412.00	41,825.00
	7. PROCTER & GAMBLE CO	04/13/2009	06/21/2012	419.00	341.00	78.00
	23. CVS CORP	04/13/2009	06/22/2012	1,052.00	692.00	360.00
	4. WILLIAMS COS INC	05/05/2011	06/26/2012	110.00	100.00	10.00
	2. WILLIAMS COS INC	05/05/2011	06/26/2012	55.00	50.00	5.00
	17. WILLIAMS COS INC	05/05/2011	06/26/2012	470.00	426.00	44.00
	26. WILLIAMS COS INC	05/05/2011	06/26/2012	722.00	652.00	70.00
	4. WILLIAMS COS INC	05/05/2011	06/27/2012	112.00	100.00	12.00
	10. WILLIAMS COS INC	05/05/2011	06/27/2012	282.00	251.00	31.00
	2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	50.00	6.00
	2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	50.00	6.00
	21. WILLIAMS COS INC	05/05/2011	06/27/2012	591.00	526.00	65.00
	2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	50.00	6.00
	2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	50.00	6.00
	4. WILLIAMS COS INC	05/05/2011	06/27/2012	112.00	100.00	12.00

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

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**
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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	10. WILLIAMS COS INC	VAR	06/27/2012	280.00	251.00	29.00
	6. WILLIAMS COS INC	05/05/2011	06/27/2012	169.00	150.00	19.00
	3. WILLIAMS COS INC	05/05/2011	06/27/2012	84.00	75.00	9.00
	2. WILLIAMS COS INC	05/05/2011	06/27/2012	56.00	50.00	6.00
	4. WILLIAMS COS INC	05/05/2011	06/28/2012	112.00	100.00	12.00
	11. WILLIAMS COS INC	05/05/2011	06/28/2012	308.00	276.00	32.00
	7. WILLIAMS COS INC	05/05/2011	06/28/2012	195.00	175.00	20.00
	11. WILLIAMS COS INC	05/05/2011	06/28/2012	308.00	276.00	32.00
	13. WILLIAMS COS INC	05/05/2011	06/28/2012	365.00	326.00	39.00
	4. WILLIAMS COS INC	05/05/2011	06/28/2012	112.00	100.00	12.00
	2. WILLIAMS COS INC	05/05/2011	06/29/2012	57.00	50.00	7.00
	5. WILLIAMS COS INC	05/05/2011	06/29/2012	143.00	125.00	18.00
	8. WILLIAMS COS INC	05/05/2011	06/29/2012	228.00	200.00	28.00
	4. WILLIAMS COS INC	05/05/2011	06/29/2012	115.00	100.00	15.00
	12. WILLIAMS COS INC	05/05/2011	06/29/2012	343.00	301.00	42.00
	4. WILLIAMS COS INC	VAR	06/29/2012	114.00	100.00	14.00
	500. EMC CORP	VAR	07/06/2012	11,846.00	10,227.00	1,619.00
	8460.593 JPMORGAN US REAL	VAR	07/06/2012	156,013.00	129,215.00	26,798.00
	15949.029 JPMORGAN HIGH YI FUND	06/13/2003	07/06/2012	126,157.00	126,203.00	-46.00
	192. CVS CORP	VAR	07/09/2012	9,056.00	5,676.00	3,380.00
	41. CISCO SYS INC	04/13/2009	07/12/2012	658.00	731.00	-73.00
	92. YUM BRANDS INC	03/05/2010	07/12/2012	5,775.00	3,201.00	2,574.00
	165000. BARC CONT BUFF EQ	01/07/2011	07/13/2012	174,080.00	162,938.00	11,142.00
	15. CAMERON INTERNATIONAL	03/10/2011	07/18/2012	675.00	876.00	-201.00
	69. CAMERON INTERNATIONAL	VAR	07/18/2012	3,106.00	3,625.00	-519.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
A G BISHOP CHARITABLE TRUST R68349001

Employer identification number
38-6040693

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	31. CAMERON INTERNATIONAL	05/03/2011	07/18/2012	1,386.00	1,605.00	-219.00
	166. DU PONT E I DE NEMOUR	VAR	07/18/2012	8,069.00	6,430.00	1,639.00
	126. COLGATE PALMOLIVE CO	VAR	07/27/2012	13,495.00	9,938.00	3,557.00
	4588.386 ARTIO INTERNATION - I	VAR	08/07/2012	46,664.00	54,796.00	-8,132.00
	175000. GS CONT BUFF EQ SP	07/22/2011	08/08/2012	180,981.00	173,250.00	7,731.00
	100000. BARC BREN EAFE 08	08/12/2011	08/29/2012	102,794.00	99,000.00	3,794.00
	165000. GS CONT BUFF EQ SP	08/26/2011	09/12/2012	198,000.00	163,350.00	34,650.00
	15. EXXON MOBIL CORP	10/18/2010	09/13/2012	1,369.00	989.00	380.00
	2. NIKE INC	04/13/2009	09/18/2012	195.00	104.00	91.00
	2. NIKE INC	04/13/2009	09/18/2012	194.00	104.00	90.00
	33. NIKE INC	04/13/2009	09/18/2012	3,225.00	1,722.00	1,503.00
	15. APPLE COMPUTER INC	VAR	09/19/2012	10,519.00	5,420.00	5,099.00
	16. NIKE INC	04/13/2009	09/19/2012	1,598.00	835.00	763.00
	13. NIKE INC	04/13/2009	09/19/2012	1,288.00	678.00	610.00
	17. NIKE INC	04/13/2009	09/20/2012	1,652.00	887.00	765.00
	4. NIKE INC	04/13/2009	09/20/2012	392.00	209.00	183.00
	1. NIKE INC	04/13/2009	09/21/2012	97.00	52.00	45.00
	5. NIKE INC	04/13/2009	09/25/2012	480.00	261.00	219.00
	491. CBS CORP	VAR	09/26/2012	17,502.00	13,867.00	3,635.00
	100000. GS BREN EAFE 09/2	09/09/2011	09/26/2012	120,637.00	99,000.00	21,637.00
	2. NIKE INC	04/13/2009	09/26/2012	192.00	104.00	88.00
	2. NIKE INC	04/13/2009	09/27/2012	192.00	104.00	88.00
	445. SPDR GOLD TRUST	08/11/2009	09/28/2012	76,437.00	41,314.00	35,123.00
	23. ADT CORPORATION	11/10/2010	10/04/2012	886.00	1,220.00	-334.00
	37.614 ADT CORPORATION	11/10/2010	10/05/2012	1,420.00	956.00	464.00

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
A G BISHOP CHARITABLE TRUST R68349001	38-6040693

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 58. ADT CORPORATION	VAR	10/10/2012	2,174.00	1,391.00	783.00
. ADT CORPORATION		10/11/2012	19.00		19.00
. PENTAIR LTD		10/11/2012	15.00		15.00
49. KRAFT FOODS GROUP INC	VAR	10/15/2012	2,311.00	1,797.00	514.00
14. KRAFT FOODS GROUP INC	VAR	10/15/2012	660.00	511.00	149.00
5. KRAFT FOODS GROUP INC	08/04/2011	10/15/2012	235.00	183.00	52.00
33. KRAFT FOODS GROUP INC	VAR	10/15/2012	1,563.00	1,192.00	371.00
90. KRAFT FOODS GROUP INC	VAR	10/16/2012	4,217.00	3,271.00	946.00
52. DU PONT E I DE NEMOURS	VAR	10/17/2012	2,587.00	1,983.00	604.00
100000. DB BREN BRENT CRUD	VAR	10/18/2012	122,948.00	99,000.00	23,948.00
40. DU PONT E I DE NEMOURS	06/24/2010	10/18/2012	2,009.00	1,474.00	535.00
39. DU PONT E I DE NEMOURS	06/24/2010	10/18/2012	1,945.00	1,437.00	508.00
20. CENTERPOINT ENERGY INC	07/15/2011	10/19/2012	428.00	387.00	41.00
85. CENTERPOINT ENERGY INC	07/15/2011	10/19/2012	1,818.00	1,644.00	174.00
2. CENTERPOINT ENERGY INC	07/15/2011	10/22/2012	43.00	39.00	4.00
70. CENTERPOINT ENERGY INC	07/15/2011	10/22/2012	1,486.00	1,354.00	132.00
225. CENTERPOINT ENERGY IN	VAR	10/22/2012	4,773.00	4,114.00	659.00
4. CENTERPOINT ENERGY INC	03/11/2011	10/22/2012	85.00	64.00	21.00
5. CENTERPOINT ENERGY INC	03/11/2011	10/22/2012	106.00	80.00	26.00
. KRAFT FOODS GROUP INC		10/22/2012	16.00		16.00
53. CAPITAL ONE FINL CORP	VAR	10/23/2012	3,152.00	2,350.00	802.00
13. CAPITAL ONE FINL CORP	VAR	10/23/2012	780.00	558.00	222.00
2. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	120.00	84.00	36.00
5. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	300.00	210.00	90.00
1. CAPITAL ONE FINL CORP	08/10/2011	10/23/2012	60.00	42.00	18.00

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: A G BISHOP CHARITABLE TRUST R68349001

Employer identification number: 38-6040693

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 23. CAPITAL ONE FINL CORP	VAR	10/24/2012	1,384.00	947.00	437.00
181. LOWES COS INC	VAR	10/24/2012	5,877.00	4,303.00	1,574.00
27. LOWES COS INC	02/19/2010	10/24/2012	871.00	624.00	247.00
17. LOWES COS INC	02/19/2010	10/25/2012	541.00	393.00	148.00
19. LOWES COS INC	02/19/2010	10/25/2012	615.00	439.00	176.00
71. AT&T INC	06/07/1999	11/05/2012	2,455.00	3,807.00	-1,352.00
160. LAUDER ESTEE COS INC	VAR	11/05/2012	9,505.00	8,122.00	1,383.00
6. COVIDIEN PLC NEW	02/14/2011	11/05/2012	333.00	303.00	30.00
2. COVIDIEN PLC NEW	02/14/2011	11/06/2012	112.00	101.00	11.00
30. CENTERPOINT ENERGY INC	03/11/2011	11/07/2012	623.00	483.00	140.00
60. CENTERPOINT ENERGY INC	03/11/2011	11/07/2012	1,253.00	966.00	287.00
8. CENTERPOINT ENERGY INC	03/11/2011	11/08/2012	165.00	129.00	36.00
237. CENTERPOINT ENERGY IN	VAR	11/08/2012	4,909.00	3,813.00	1,096.00
41. CENTERPOINT ENERGY INC	VAR	11/08/2012	839.00	653.00	186.00
71. CENTERPOINT ENERGY INC	03/14/2011	11/08/2012	1,475.00	1,127.00	348.00
5. GOLDMAN SACHS GROUP INC	04/13/2009	11/08/2012	581.00	614.00	-33.00
4. GOLDMAN SACHS GROUP INC	04/13/2009	11/08/2012	464.00	491.00	-27.00
1. GOLDMAN SACHS GROUP INC	04/13/2009	11/08/2012	117.00	123.00	-6.00
8. GOLDMAN SACHS GROUP INC	04/13/2009	11/08/2012	929.00	982.00	-53.00
3. GOLDMAN SACHS GROUP INC	04/13/2009	11/08/2012	347.00	368.00	-21.00
7. GOLDMAN SACHS GROUP INC	04/13/2009	11/09/2012	806.00	859.00	-53.00
13. GOLDMAN SACHS GROUP IN	04/13/2009	11/09/2012	1,509.00	1,595.00	-86.00
100000. GS BREN EEM 11/07/	10/21/2011	11/09/2012	114,610.00	99,000.00	15,610.00
100000. CS BREN ASIA BASKE	10/28/2011	11/15/2012	105,650.00	99,000.00	6,650.00
24. JOHNSON CTLS INC	10/28/2011	11/15/2012	602.00	801.00	-199.00

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

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

A G BISHOP CHARITABLE TRUST R68349001

Employer identification number

38-6040693

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 61. JOHNSON CTLS INC	VAR	11/15/2012	1,531.00	2,031.00	-500.00
24. JOHNSON CTLS INC	04/28/2010	11/15/2012	603.00	797.00	-194.00
21. LAM RESEARCH CORPORATI	10/28/2011	11/15/2012	729.00	921.00	-192.00
116. JOHNSON CTLS INC	VAR	11/16/2012	2,907.00	3,626.00	-719.00
42. LAM RESEARCH CORPORATI	10/28/2011	11/16/2012	1,447.00	1,842.00	-395.00
27. LAM RESEARCH CORPORATI	10/28/2011	11/16/2012	925.00	1,184.00	-259.00
74. DU PONT E I DE NEMOURS	VAR	12/03/2012	3,169.00	2,707.00	462.00
63. DU PONT E I DE NEMOURS	VAR	12/03/2012	2,691.00	2,282.00	409.00
103. DU PONT E I DE NEMOUR	VAR	12/03/2012	4,383.00	3,685.00	698.00
6. DU PONT E I DE NEMOURS	06/02/2010	12/04/2012	254.00	213.00	41.00
59. DU PONT E I DE NEMOURS	06/02/2010	12/04/2012	2,509.00	2,098.00	411.00
. BANK OF AMERICA CORPORAT		12/05/2012	24.00		24.00
73. FREEPORT-MCMORAN COPPE B	11/08/2011	12/05/2012	2,394.00	3,040.00	-646.00
22. FREEPORT-MCMORAN COPPE B	11/08/2011	12/05/2012	724.00	916.00	-192.00
. ASML HOLDING N.V.		12/10/2012	14.00		14.00
45. AT&T INC	06/07/1999	12/14/2012	1,533.00	2,413.00	-880.00
134. AT&T INC	06/07/1999	12/14/2012	4,569.00	7,185.00	-2,616.00
8. INTERCONTINENTAL EXCHAN	VAR	12/17/2012	1,023.00	896.00	127.00
14. INTERCONTINENTAL EXCHA	08/10/2011	12/17/2012	1,787.00	1,561.00	226.00
15. INTERCONTINENTAL EXCHA	08/10/2011	12/18/2012	1,920.00	1,673.00	247.00
154. AT&T INC	VAR	12/20/2012	5,228.00	7,601.00	-2,373.00
160. AT&T INC	VAR	12/21/2012	5,406.00	4,942.00	464.00

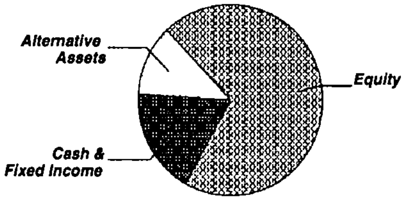
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 278,167.00

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	7,276,100.18	7,163,178 51	(112,921 67)	91,838.37	70%
Alternative Assets	1,218,579.64	1,274,001.10	55,421.46	22,204 46	12%
Cash & Fixed Income	1,893,977.31	1,826,439 20	(67,538.11)	47,272.59	18%
Market Value	**$10,388,657.13**	**$10,263,618.81**	**($125,038.32)**	**$161,315.42**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	14,747.05	32,428 76	17,681.71
Accruals	10,966.49	11,476.58	510 09
Market Value	**$25,713.54**	**$43,905.34**	**$18,191.80**

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**10,388,657.13**	**7,845,111.35**	**14,747.05**	**7,541.98**
Additions		1,728,104.37	111,205.76	319,513.12
Withdrawals & Fees	(247,303 33)	(336,716.13)	(174,132.38)	(468,519.09)
Securities Transferred In	8,931.78	28,033.78	--	--
Securities Transferred Out	(11,020.50)	(11,020.50)	--	--
Net Additions/Withdrawals	**($249,392.05)**	**$1,408,401.52**	**($62,926.62)**	**($149,005.97)**
Income	3,199.29	6,090 84	80,608.33	173,892 75
Change In Investment Value	121,154 44	1,004,015.10		
Ending Market Value	**$10,263,618.81**	**$10,263,618.81**	**$32,428.76**	**$32,428.76**
Accruals	--	--	11,476.58	11,476.58
Market Value with Accruals	**--**	**--**	**$43,905.34**	**$43,905.34**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	79,525.60	171,123.77
Foreign Dividends	3,276.54	4,917.05
Interest Income	1 33	8.31
Original Issue Discount	991.52	3,883.07
Taxable Income	**$83,794.99**	**$179,932.20**
Tax-Exempt Income	12 63	51.39
Tax-Exempt Income	**$12.63**	**$51.39**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	42,563.81	42,563.81
ST Realized Gain/Loss	(275.01)	(33,165.75)
LT Realized Gain/Loss	52,554.45	279,225 56
Realized Gain/Loss	**$94,843.25**	**$288,623.62**

	To-Date Value
Unrealized Gain/Loss	**$1,155,285.29**

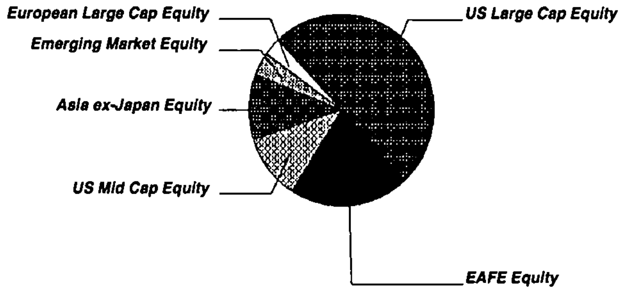
Cost Summary	Cost
Equity	6,193,277.47
Cash & Fixed Income	1,715,674.74
Total	**$7,908,952.21**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	3,584,355 78	3,551,683.90	(32,671.88)	35%
US Mid Cap Equity	845,018.61	849,333 86	4,315.25	8%
EAFE Equity	1,447,209.33	1,528,300.34	81,091.01	15%
European Large Cap Equity	104,919.10	111,915.10	6,996 00	1%
Asia ex-Japan Equity	748,339.10	776,948 38	28,609 28	8%
Emerging Market Equity	437,358 26	344,996.93	(92,361.33)	3%
Concentrated & Other Equity	0.00	0.00	0.00	
Unclassified	108,900.00	0.00	(108,900.00)	
Total Value	**$7,276,100.18**	**$7,163,178.51**	**($112,921.67)**	**70%**

Market Value/Cost	Current Period Value
Market Value	7,163,178.51
Tax Cost	6,193,277.47
Unrealized Gain/Loss	969,901 04
Estimated Annual Income	91,838 37
Accrued Dividends	7,018 44
Yield	1 28%

Asset Categories



Equity as a percentage of your portfolio - 70 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	79.80	318.000	25,376 40	18,626.86	6,749 54	623.28	2.46 %
ADOBE SYSTEMS INC 00724F-10-1 ADBE	37.68	213 000	8,025.84	6,978 03	1,047.81		
ALLERGAN INC 018490-10-2 AGN	91.73	140.000	12,842 20	12,104.76	737.44	28.00	0.22 %
AMAZON COM INC 023135-10-6 AMZN	250 87	118 000	29,602.66	13,446.57	16,156.09		
AMERICAN EXPRESS CO 025816-10-9 AXP	57.48	140.000	8,047.20	7,835.85	211.35	112 00	1.39 %
ANADARKO PETROLEUM CORP 032511-10-7 APC	74.31	225.000	16,719.75	16,645.81	73 94	81 00	0 48 %
APPLE INC. 037833-10-0 AAPL	532.17	175 000	93,130.28	31,141.16	61,989.12	1,855.00	1 99 %
ASML HOLDING N.V. N07059-21-0 ASML	64.39	197.000	12,684 83	13,570 70	(885 87)	132.58	1.05 %
AUTOZONE INC 053332-10-2 AZO	354.43	36 000	12,759.48	11,434.95	1,324.53		
BAIDU INC SPONS ADR 056752-10-8 BIDU	100.29	88.000	8,825.52	8,798.67	26.85		
BANK OF AMERICA CORP 060505-10-4 BAC	11 61	2,316.000	26,888.76	53,432 51	(26,543 75)	92.64	0 34 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
BIOGEN IDEC INC 09062X-10-3 BIIB	146.37	161.000	23,565 57	11,526.90	12,038.67		
BNP CONT BUFF EQ SPX 08/28/13 80% CONTIN BARRIER- 7 4%CPN 15% CAP INITIAL LEVEL-08/10/12 SPX.1405.87 05567L-6P-7	103.66	200,000 000	207,312 66	198,000.00	9,312.66		
BNP REN SPX 07/31/13 2 XLEV- 10.25%CAP- 20 5%MAXPYMT INITIAL LEVEL-07/13/12 SPX:1356.78 05567L-6D-4	106.71	200,000.000	213,423 87	198,000 00	15,423.87		
BROADCOM CORP CL A 111320-10-7 BRCM	33.21	405 000	13,450.05	13,508.07	(58.02)	162.00	1.20%
CAMERON INTERNATIONAL CORPORATION 13342B-10-5 CAM	56.46	217.000	12,251.82	11,778 37	473.45		
CARDINAL HEALTH INC 14149Y-10-8 CAH	41 18	410.000	16,883 80	12,082 34	4,801 46	451.00 112 75	2.67%
CAREFUSION CORPORATION 14170T-10-1 CFN	28 58	459.000	13,118.22	12,091.27	1,026 95		
CBS CORP CLASS B W/I 124857-20-2 CBS	38.05	373.000	14,192.65	13,357.77	834.88	179.04 44 76	1.26%
CELGENE CORPORATION 151020-10-4 CELG	78.47	225 000	17,655 75	9,928 94	7,726 81		
CERNER CORP 156782-10-4 CERN	77.51	86 000	6,665 86	6,813.13	(147 27)		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
CHENIERE ENERGY INC 16411R-20-8 LNG	18.78	486 000	9,127.08	7,850.30	1,276.78		
CISCO SYSTEMS INC 17275R-10-2 CSCO	19.65	1,446.000	28,412.45	25,505.88	2,906 57	809 76	2.85 %
CITIGROUP INC NEW 172967-42-4 C	39.56	732.000	28,957.92	26,017.98	2,939.94	29 28	0 10 %
CITRIX SYSTEMS INC 177376-10-0 CTXS	65.62	149 000	9,777.38	8,941.36	836 02		
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	50.67	360.000	18,241.20	20,253.47	(2,012 27)	648.00	3 55 %
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A 192446-10-2 CTSH	73.88	253.000	18,692.15	13,270.29	5,421.86		
COMCAST CORP CL A 20030N-10-1 CMCS A	37 36	791.000	29,551 76	17,306.01	12,245.75	514.15 128.54	1.74 %
COSTCO WHOLESALE CORP 22160K-10-5 COST	98 73	81.000	7,997.13	7,378.21	618.92	89.10	1 11 %
COVIDIEN PLC NEW G2554F-11-3 COV	57.74	299.000	17,264 26	11,761.97	5,502.29	310.96	1 80 %
CSX CORP 126408-10-3 CSX	19.73	575.000	11,344.75	12,278.55	(933.80)	322.00	2.84 %
DAVITA HEALTHCARE PARTNERS, INC 23918K-10-8 DVA	110 53	105.000	11,605.65	11,602 24	3.41		

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
DISH NETWORK CORP CL A 25470M-10-9 DISH	36.40	148.000	5,387.20	5,425 55	(38.35)		
DOW CHEMICAL CO 260543-10-3 DOW	32.33	322.000	10,409.94	9,815.34	594 60	412.16	3.96%
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13 84	11,160 348	154,459.22	145,845.00	8,614.22	295.75	
EMERSON ELECTRIC CO 291011-10-4 EMR	52.96	440 000	23,302.40	22,510 59	791.81	721 60	3 10%
ENSCO PLC G3157S-10-6 ESV	59.28	260 000	15,412.80	12,612.32	2,800.48	390.00	2.53%
EOG RESOURCES INC 26875P-10-1 EOG	120.79	142.000	17,152.18	12,129 56	5,022.62	96.56	0 56%
EXXON MOBIL CORP 30231G-10-2 XOM	86 55	435 000	37,649.25	19,388.64	18,260.61	991.80	2.63%
FLUOR CORP 343412-10-2 FLR	58.74	329 000	19,325.46	16,807.22	2,518.24	210.56	1 09%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34.20	272.000	9,302.40	8,458 61	843.79	340.00	3.65%
GENERAL MILLS INC 370334-10-4 GIS	40 42	509.000	20,573.78	16,769.72	3,804 06	671 88	3 27%
GENERAL MOTORS CO 37045V-10-0 GM	28 83	835.000	24,073.05	25,102.19	(1,029.14)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	127 56	164.000	20,919 84	18,765 01	2,154.83	328.00	1.57%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
GOOGLE INC CL A 38259P-50-8 GOOG	707.38	44.000	31,124.72	27,405.00	3,719.72		
HOME DEPOT INC 437076-10-2 HD	61 85	361.000	22,327.85	14,713 59	7,614.26	418 76	1.88 %
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	63.47	395.000	25,070.65	17,591.75	7,478.90	647.80	2 58 %
HUMANA INC 444859-10-2 HUM	68.63	161.000	11,049.43	12,094.85	(1,045.42)	167.44 41 86	1 52 %
INVESCO LTD G491BT-10-8 IVZ	26 09	661.000	17,245.49	13,490 52	3,754 97	456 09	2 64 %
JOHNSON & JOHNSON 478160-10-4 JNJ	70 10	253.000	17,735.30	18,264.40	(529.10)	617.32	3.48 %
JOHNSON CONTROLS INC 478366-10-7 JCI	30 67	650.000	19,935.50	12,306.23	7,629.27	494.00	2 48 %
JPM INTREPID GROWTH FD - SEL FUND 1202 4812A2-20-7 JPGS X	26.17	9,299.308	243,362 89	215,000.00	28,362.89	2,408.52	0.99 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	2,675 187	64,070.73	68,030 00	(3,959 27)	280 89 14.39	0 44 %
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10.03	15,935 878	159,836.86	145,070.00	14,766.86		
JUNIPER NETWORKS INC 48203R-10-4 JNPR	19.67	482.000	9,480 94	9,373.40	107 54		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
KINDER MORGAN INC 49456B-10-1 KMI	35 33	249 000	8,797.17	7,765 02	1,032.15	358.56	4 08 %
LENNAR CORP 526057-10-4 LEN	38.67	380.000	14,694.60	5,697.40	8,997.20	60.80	0.41 %
LINKEDIN CORP - A 53578A-10-8 LNKD	114.82	77.000	8,841.14	7,624.27	1,216.87		
LOWES COMPANIES INC 548661-10-7 LOW	35 52	711 000	25,254 72	14,819.19	10,435.53	455 04	1.80 %
MASCO CORP 574599-10-6 MAS	16.66	872.000	14,527.52	11,945.32	2,582.20	261.60	1.80 %
MASTERCARD INC - CLASS A 57636Q-10-4 MA	491.28	39.000	19,159.92	11,187.36	7,972.56	46.80	0.24 %
MERCK AND CO INC 58933Y-10-5 MRK	40.94	830 000	33,980.20	22,618.69	11,361 51	1,427 60 356.90	4.20 %
METLIFE INC 59156R-10-8 MET	32.94	707.000	23,288.58	25,099.60	(1,811.02)	523 18	2.25 %
MICROSOFT CORP 594918-10-4 MSFT	26.71	2,075.000	55,423.25	52,946.12	2,477.13	1,909 00	3 44 %
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	25.45	727.000	18,504.33	17,034 17	1,470.16	378.04 94.51	2.04 %
NETAPP INC 64110D-10-4 NTAP	33.55	342.000	11,474.10	12,705 88	(1,231.78)		
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	76.61	398.000	30,490.78	28,599 03	1,891.75	859.68	2.82 %
ORACLE CORP 68389X-10-5 ORCL	33.32	1,075 000	35,819.00	26,143.27	9,675.73	258.00	0.72 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
PACCAR INC 693718-10-8 PCAR	45.21	503.000	22,740.63	17,644.72	5,095.91	402.40	1.77%
PENTAIR LTD SHS H6169Q-10-8 PNR	49.15	93.000	4,570.95	2,826.61	1,744 34	81 84	1.79%
PEPSICO INC 713448-10-8 PEP	68.43	216 000	14,780.88	15,609 97	(829.09)	464.40 116 10	3.14%
PFIZER INC 717081-10-3 PFE	25.08	1,488.000	37,317.55	21,112.82	16,204 73	1,428.48	3.83%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	83.64	249.000	20,826 36	20,654.95	171.41	846.60 211.65	4 07%
PHILLIPS 66 718546-10-4 PSX	53 10	300.000	15,930.00	14,602 22	1,327.78	300 00	1 88%
PIONEER NATURAL RESOURCES CO 723787-10-7 PXD	106.59	103.000	10,978.77	9,024.86	1,953.91	8 24	0 08%
PROCTER & GAMBLE CO 742718-10-9 PG	67.89	438.000	29,735.82	21,330.60	8,405.22	984 62	3.31%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	53.33	336.000	17,918.88	14,351.98	3,566 90	537.60	3 00%
QUALCOMM INC 747525-10-3 QCOM	61.86	574.000	35,507.64	18,825.97	16,681 67	574.00	1.62%
SCHLUMBERGER LTD 806857-10-8 SLB	69 30	448.000	31,045 95	36,896.20	(5,850 25)	492 80 123.20	1 59%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	5,361.000	763,460.01	701,449 60	62,010 41	16,635 18 5,478 03	2.18%
TARGET CORP 87612E-10-6 TGT	59.17	269.000	15,916 73	17,247 97	(1,331.24)	387 36	2 43%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	16.81	381.000	6,404.61	5,912.57	492.04	137.16	2 14%
TIME WARNER INC NEW 887317-30-3 TWX	47.83	1,045 000	49,982 35	25,374.51	24,607.84	1,086.80	2 17%
TIME WARNER CABLE INC 88732J-20-7 TWC	97 19	96.000	9,330.24	8,118 24	1,212.00	215.04	2 30%
TYCO INTERNATIONAL LTD H89128-10-4 TYC	29.25	389 000	11,378 25	7,902.72	3,475 53	233.40	2.05%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	54.24	360.000	19,526 40	15,710.15	3,816.25	306 00	1 57%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	82 01	511.000	41,907 11	29,150 67	12,756.44	1,093 54	2.61%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	43.27	530 000	22,933.10	14,863.10	8,070 00	1,091.80	4 76%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	41.90	180.000	7,542 00	5,236.96	2,305 04		
WALTER ENERGY INC 93317Q-10-5 WLT	35 88	247.000	8,862.36	13,876.40	(5,014.04)	123.50	1.39%
WELLS FARGO & CO 949746-10-1 WFC	34.18	1,599.000	54,653.82	39,957.27	14,696.55	1,407.12	2.57%
WILLIAMS COMPANIES INC 969457-10-0 WMB	32.74	330.000	10,804 20	8,462.22	2,341.98	429.00	3.97%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
YUM BRANDS INC 988498-10-1 YUM	66.40	358.000	23,771.20	11,317.95	12,453.25	479 72	2 02%
Total US Large Cap Equity			**$3,551,683.90**	**$3,051,884.96**	**$499,798.94**	**$52,378.07** **$7,018.44**	**1.47%**
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP VALUE INDEX FUND 464287-47-3 IWS	50.24	1,160.000	58,278 40	48,008.34	10,270 06	1,219.16	2.09%
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND 464287-48-1 IWP	62 80	900 000	56,520.00	48,199 55	8,320.45	743.40	1 32%
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	113.10	799 000	90,366.90	71,274.80	19,092.10	1,639.54	1.81%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	3,448 000	350,661.60	245,721.77	104,939.83	5,003.04	1.43%
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	4,742 991	50,323 13	50,750.00	(426.87)	554.92	1.10%
JPM MID CAP GROWTH - SEL FUND 3120 4812C1-71-0 HLGE X	21.70	11,206 628	243,183.83	195,372.96	47,810.87		
Total US Mid Cap Equity			**$849,333.86**	**$659,327.42**	**$190,006.44**	**$9,160.06**	**1.08%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30.38	5,381.971	163,504.28	140,900 00	22,604.28		
CS BREN EAFE GIO 02/16/13 10%BUFFER-2 XLEV- 10.65%CAP 21.3%MAXRTRN INITIAL LEVEL-01/20/12·SX5E·2426.96 UKX:5728.55 TPX:755.47 22546T-KZ-3	113.18	100,000 000	113,175.90	99,000.00	14,175 90		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	8,752.956	303,202.40	224,015 41	79,186 99	6,538.45	2 16%
GS BREN EAFE 10/09/13 10%BUFFER-2 XLEV- 8.76%CAP 17.52%MAXRTRN INITIAL LEVEL-09/21/12 SX5E:2577.08 UKX:5852 62 TPX:756.38 38143U-7E-5	102.55	110,000.000	112,800.60	108,900.00	3,900 60		
HSBC BREN EAFE 07/03/13 10%BUFFER- 11.4%CAP 22.8%MAXRTRN INITIAL LEVEL-06/15/12.SX5E:2181 23 UKX.5478 81 TPX·726.57 4042K1-T4-5	113 14	100,000.000	113,140.00	99,000.00	14,140.00		
HSBC BREN EAFE 09/06/13 10%BUFFER-2 XLEV- 9 45%CAP 18.9%MAXRTRN INITIAL LEVEL-08/24/12· SX5E.2434 23 UKX:5776.60 TPX.757.23 4042K1-3K-7	105 95	100,000.000	105,950 00	99,000.00	6,950.00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	4,000.000	227,440.00	198,014 00	29,426 00	7,036.00	3 09%

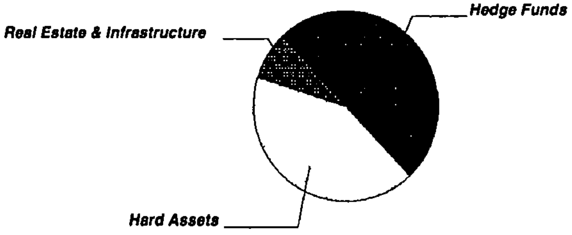
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
EAFE Equity							
IVY GLOBAL NATURAL RESOURCE-I 465899-50-8 IGNI X	17.37	4,724.472	82,064 08	107,340.00	(25,275.92)	510.24	0.62 %
RS INTERNATIONAL GROWTH FUND 74972H-42-4 RSIG X	18.04	17,019 018	307,023.08	259,236.00	47,787 08	2,586 89	0.84 %
Total EAFE Equity			**$1,528,300.34**	**$1,335,405.41**	**$192,894.93**	**$16,671.58**	**1.09 %**
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	110,000.000	111,915.10	108,625 00	3,290.10		
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13.07	10,516.881	137,455 63	130,830.00	6,625 63	2,692.32	1.96 %
CS BREN ASIA BASKET 11/27/13 10%BUFFER-2 XLEV- 5.8%CAP 11.6%MAXRTRN INITIAL LEVEL-11/09/12 ASIA BSKT.100 22546T-J5-1	102 42	110,000.000	112,662.55	108,900 00	3,762 55		
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	60.52	2,364.000	143,069.28	125,789.62	17,279 66	2,479 83	1.73 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16 81	22,829.323	383,760.92	351,080.00	32,680.92	3,652.69	0 95 %
Total Asia ex-Japan Equity			**$776,948.38**	**$716,599.62**	**$60,348.76**	**$8,824.84**	**1.13 %**
Emerging Market Equity							
JOHN HANCOCK II-EMG MKTS-I 47804B-19-5 JEVI X	10.74	11,694.378	125,597.62	117,060 72	8,536.90		
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	4,927 000	219,399.31	204,374.34	15,024.97	4,803.82	2.19 %
Total Emerging Market Equity			**$344,996.93**	**$321,435.06**	**$23,561.87**	**$4,803.82**	**1.39 %**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	606,933 91	594,539 94	(12,393.97)	6%
Real Estate & Infrastructure	146,642.09	129,841.05	(16,801.04)	1%
Hard Assets	465,003.64	549,620 11	84,616.47	5%
Total Value	**$1,218,579.64**	**$1,274,001.10**	**$55,421.46**	**12%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 12 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	15,873 016	198,888 89	200,000.00
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12.77	7,303.188	93,261.71	95,485.70

Hedge Funds

	Price	Quantity	Estimated Value	Cost
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 10	18,377.996	203,995.76	201,239.05
GATEWAY FUND - Y 367829-88-4 GTEY X	27 11	3,629 420	98,393.58	97,449.94
Total Hedge Funds			**$594,539.94**	**$594,174.69**

Real Estate & Infrastructure

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div.	Yield
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUIE X	8,155 85	123,411.80		129,841 05	3,148.15	2 42%

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

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

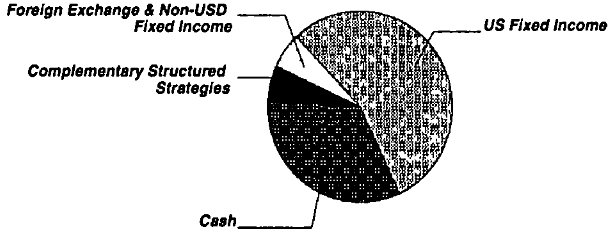
Hard Assets

	Price	Quantity	Estimated Value	Cost
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNPM 85%BARRIER, 17.50%MAXRTN 9/28/12; INITIAL STRIKE: 1776.00 06741T-HL-4	96 82	110,000 000	106,502.00	108,900 00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	2,985.461	41,706.89	41,677 03
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10.89	5,064.198	55,149.12	56,921.59
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27.78	5,000.000	138,900.00	109,228.00
SG BRENT CBEN 10/25/13 LNKD TO CO1 80% BARRIER, 13.75% CPN, 13 75% CAP 10/12/12; INITIAL STRIKE. 114.62 78423E-EH-3	99 40	110,000.000	109,340.00	108,900 00
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	605 000	98,022.10	56,168.20
Total Hard Assets			**$549,620.11**	**$481,794.82**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	644,530.71	575,754 27	(68,776.44)	6%
US Fixed Income	1,049,747.93	1,050,559.07	811.14	10%
Complementary Structured Strategies	145,912 50	146,100.00	187 50	1%
Foreign Exchange & Non-USD Fixed Income	53,786.17	54,025 86	239.69	1%
Total Value	**$1,893,977.31**	**$1,826,439.20**	**($67,538.11)**	**18%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 18 %

Market Value/Cost	Current Period Value
Market Value	1,826,439.20
Tax Cost	1,715,674.74
Unrealized Gain/Loss	110,764.46
Estimated Annual Income	47,272 59
Accrued Interest	3,517.05
Yield	2 58 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	1,680,339 20	93%
6-12 months[1]	146,100.00	7%
Total Value	**$1,826,439.20**	**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	575,754.27	31%
Mutual Funds	1,104,584.93	62%
Complementary Structure	146,100 00	7%
Total Value	**$1,826,439.20**	**100%**

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

Cash & Fixed Income Detail

Cash

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
JPM TAX FREE PREMIER SWEEP FD #92	1.00	575,754.27	575,754 27	575,754.27		57.57 11.57	0.01 %

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	9,378.14	106,254.28	104,660 00	1,594 28	6,742.87 528.53	6.35 %
FIDELITY ADVISOR HIGH INCOME ADVANTAGE FUND 315807-87-5	9.73	23,845.48	232,016 55	126,920.40	105,096 15	16,000 31 1,046.92	6.90 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	28,425.15	231,380.72	224,925.98	6,454.74	14,809.50 1,478.11	6 40 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	34,763 46	382,050.41	381,955 00	95.41	4,866.88 451.92	1 27 %
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10.32	9,579 18	98,857 11	96,830.00	2,027 11	3,544 29	3 59 %
Total US Fixed Income			**$1,050,559.07**	**$935,291.38**	**$115,267.69**	**$45,963.85** **$3,505.48**	**4.38 %**

				Adjusted Tax Cost	Unrealized	Est. Annual Income	
	Price	Quantity	Value	Original Cost	Gain/Loss	Accrued Interest	Yield
Complementary Structured Strategies							
O **BARC 93% PPN CURRENCY BASKET 9/13/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 06738K-UP-4	95.77	75,000.00	71,827.50	76,055.14 73,875.00	(4,227.64)		
O **BARC 95% PP CMIT BASKET 11/21/13** LNKED TO CNY MXN IDR & TRY 216% UPSIDE LEV, UNCAPPED 11/18/11 06738K-ZM-6	99 03	75,000.00	74,272.50	76,302.39 73,875.00	(2,029.89)		
Total Complementary Structured Strategies			**$146,100.00**	**$152,357.53** **$147,750.00**	**($6,257.53)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	4,793.78	54,025.86	52,271.56	1,754.30	1,251.17	2.32%