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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation GEORGE K TALLMAN TRUST R70770004		A Employer identification number 39-0800033
Number and street (or P O box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117		B Telephone number (see instructions) 866- 888-5157
City or town, state, and ZIP code CHICAGO, IL 60603		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,170,064.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☒ if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	32,848.	32,848.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	64,807.			
b	Gross sales price for all assets on line 6a	699,480.			
7	Capital gain net income (from Part IV, line 2)		64,807.		
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)	-1,985.	63.		STMT 1
12	Total. Add lines 1 through 11	95,670.	97,718.		
13	Compensation of officers, directors, trustees, etc.	22,304.	16,728.		5,576.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 2	4,252.	344.		
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	26,556.	17,072.		5,576.
25	Contributions, gifts, grants paid	104,000.			104,000.
26	Total expenses and disbursements. Add lines 24 and 25	130,556.	17,072.		109,576.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-34,886.			
b	Net investment income (if negative, enter -0-)		80,646.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	13,303.	11,350.	11,350.
	2	Savings and temporary cash investments	96,211.	93,323.	93,323.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,373,018.	1,182,110.	1,357,745.
	c	Investments - corporate bonds (attach schedule)	498,851.	402,540.	415,032.
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)		257,170.	292,614.	
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)	1,981,383.	1,946,493.	2,170,064.	
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	1,981,383.	1,946,493.	
	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)	1,981,383.	1,946,493.	
31	Total liabilities and net assets/fund balances (see instructions)	1,981,383.	1,946,493.		

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	1,981,383.
2	Enter amount from Part I, line 27a	2	-34,886.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,946,497.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	4.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,946,493.

Form 990-PF (2012)

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 699,480.		634,673.	64,807.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			64,807.		
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	64,807.	
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	103,926.	2,210,619.	0.047012
2010	95,805.	2,125,386.	0.045077
2009	118,638.	1,911,630.	0.062061
2008	119,278.	2,376,589.	0.050189
2007	118,089.	2,791,100.	0.042309
2 Total of line 1, column (d)			2 0.246648
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 0.049330
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,148,985.
5 Multiply line 4 by line 3			5 106,009.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 806.
7 Add lines 5 and 6			7 106,815.
8 Enter qualifying distributions from Part XII, line 4			8 109,576.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	806.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	806.
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	806.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,560.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,400.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	3,960.	
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	3,154.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 808. Refunded ☐	11	2,346.	

Part VII-A Statements Regarding Activities

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

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no. ▶ (866) 888-5157			
	Located at ▶ 10 S DEARBORN 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			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

		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)? ☐ Yes ☒ No	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? ☐ Yes ☒ No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No		
	If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	22,304.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐

NONE

Form 990-PF (2012)

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 ▶	

Form 990-PF (2012)

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	2,054,714.
b	Average of monthly cash balances	1b	126,997.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,181,711.
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	2,181,711.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,148,985.
6	Minimum investment return. Enter 5% of line 5	6	107,449.

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	107,449.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	806.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	806.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	106,643.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	106,643.
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	106,643.

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	109,576.
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	109,576.
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	806.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	108,770.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				106,643.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			102,071.	
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 ▶ \$ 109,576				
a Applied to 2011, but not more than line 2a			102,071.	
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				7,505.
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				99,138.
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

1 a 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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a 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				
BELOIT COLLEGE 700 COLLEGE ST BELOIT WI 535115595	NONE	PUBLIC CHA	GENERAL	5,000.
CITY OF JANESVILLE PO BOX 5005 JANESVILLE WI 53547	NONE	PUBLIC CHA	GENERAL	25,000.
ESCAPE OF FORT ATKINSON INC 312 BLUFF STREET FORT ATKINSON WI 52538	NONE	PUBLIC CHA	GENERAL	2,000.
FAMILY YMCA OF NORTHERN ROCK COUNTY INC 221 DODGE ST JANESVILLE WI 53545	NONE	PUBLIC CHA	GENERAL	7,500.
JANESVILLE PERFORMING ARTS CENTER PO BOX 8104 JANESVILLE WI 53545	NONE	PUBLIC CHA	GENERAL	17,000.
ROCK COUNTY HISTORICAL SOCIETY 426 N JACKSON ST JANESVILLE WI 53548	NONE	PUBLIC CHA	GENERAL	30,000.
CATHOLIC CEMETERY ASSOCIATION OF RACINE INC. () 5600 HOLY CROSS RD RACINE WI 53402	NONE	PUBLIC CHA	GENERAL	2,500.
JANESVILLE PRESENTS, INC PO BOX 8251, 408 S. MAIN ST. JANESVILLE WI 53548	NONE	PUBLIC CHA	GENERAL	5,000.
MERCY ASSISTED CARE 901 MINERAL POINT AVENUE JANESVILLE WI 53548	NONE	PUBLIC CHA	GENERAL	10,000.
Total			3a	104,000.
b Approved for future payment				
Total			3b	

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
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.			

[illegible]

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
Signature of officer or trustee

10/21/2013

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 -----
DEFERRED REVENUE POWERSHARES DB PARTNERSHIP K-1	-1,985.	63.
TOTALS	-1,985. =====	63. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FEDERAL TAX PAYMENT - PRIOR YE	1,348.	
FEDERAL ESTIMATES - INCOME	2,560.	
FOREIGN TAXES ON QUALIFIED FOR	272.	272.
FOREIGN TAXES ON NONQUALIFIED	72.	72.
	-----	-----
TOTALS	4,252.	344.
	=====	=====

GEORGE K TALLMAN TRUST R70770004
FORM 990PF, PART XV - LINES 2a - 2d
=====

39-0800033

RECIPIENT NAME:

JPMORGAN CHASE BANK NA

ADDRESS:

111 EAST WISCONSIN AVENUE FLOOR 22

MILWAUKEE, WI 53202

RECIPIENT'S PHONE NUMBER: 414-977-2012

FORM, INFORMATION AND MATERIALS:

LETTER DESCRIBING ORGANIZATION, REASON FOR
REQUEST AND PROOF OF TAX EXEMPT STATUS

SUBMISSION DEADLINES:

DECEMBER 31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 3

**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

GEORGE K TALLMAN TRUST R70770004

Employer identification number

39-0800033

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	-2,852.
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	-2,852.

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					18,631.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	49,028.
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	67,659.

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

Schedule D (Form 1041) 2012

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R70770004

20 -

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			-2,852.
14 Net long-term gain or (loss):				
a Total for year	14a			67,659.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b			
c 28% rate gain	14c			10,265.
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			64,807.

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 (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

Employer identification number

GEORGE K TALLMAN TRUST R70770004

39-0800033

(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 25000. CS QARN SPX 02/06/1

01/20/2012

05/07/2012

25,750.00

24,750.00

1,000.00

2022.558 JPMORGAN INTERNAT
CURRENCY

07/12/2011

06/07/2012

21,803.00

23,401.00

-1,598.00

4422. ISHARES INC MSCI JAP

03/08/2012

09/14/2012

41,573.00

43,827.00

-2.254.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-2,852.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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R70770004

22 -

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

GEORGE K TALLMAN TRUST R70770004

39-0800033

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 20000. MS BREN CMDTY INDEX	07/16/2010	01/23/2012	23,390.00	19,750.00	3,640.00
35000. BARC REN SPX 01/25/	01/06/2011	01/25/2012	36,664.00	34,650.00	2,014.00
25000. BARC BREN EAFE 2/23	02/04/2011	02/23/2012	23,604.00	24,750.00	-1,146.00
35000. SG REN SPX 2/23/12	02/04/2011	02/23/2012	37,247.00	34,650.00	2,597.00
2751.231 JPMORGAN HIGH YIE	11/21/2003	03/07/2012	21,680.00	22,979.00	-1,299.00
1972.675 JPMORGAN SHORT DU FUND	04/03/2009	03/07/2012	21,680.00	21,009.00	671.00
20000. CS BREN EAFE 3/14/1	02/25/2011	03/14/2012	18,712.00	19,800.00	-1,088.00
35000. BARC REN SPX 3/21/1	03/04/2011	03/21/2012	38,840.00	34,650.00	4,190.00
35000. BNP CONT BUFF EQ SP	04/15/2011	05/02/2012	37,219.00	34,650.00	2,569.00
20000. CS BREN EAFE 05/02	04/21/2011	05/02/2012	17,891.00	19,800.00	-1,909.00
4621.892 DREYFUS/LAUREL FD	VAR	06/07/2012	63,135.00	68,283.00	-5,148.00
2223.832 JPMORGAN INTERNAT CURRENCY	02/24/2010	06/07/2012	23,973.00	23,817.00	156.00
8351. ARTIO INTERNATIONAL I	03/06/2009	08/06/2012	84,262.00	63,134.00	21,128.00
25000. BNP BREN ASIA BASKE	08/05/2011	08/22/2012	25,000.00	24,750.00	250.00
40000. SG CONT BUFF EQ SPX	08/05/2011	08/22/2012	47,296.00	39,600.00	7,696.00
129. SPDR GOLD TRUST	06/17/2009	09/28/2012	22,138.00	11,873.00	10,265.00
. APPLE COMPUTER INC		10/24/2012	6.00		6.00
20000. GS BREN EEM 11/05/1	10/19/2011	11/07/2012	23,047.00	19,800.00	3,247.00
25000. GS BREN EAFE 11/28	11/11/2011	11/28/2012	25,788.00	24,750.00	1,038.00
. CASH RECEIPT SECURITIES		12/14/2012	151.00		151.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b **49,028.00**

Schedule D-1 (Form 1041) 2012



GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

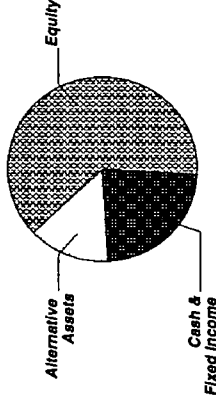
Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,377,905.98	1,357,745.34	(20,160.64)	12,028.77	63%
Alternative Assets	288,795.99	292,614.34	3,818.35	4,276.13	14%
Cash & Fixed Income	554,765.94	508,354.97	(46,410.97)	12,856.18	23%
Market Value	\$2,221,467.91	\$2,158,714.65	(\$62,753.26)	\$29,161.08	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	15,635.11	11,350.23	(4,284.88)
Accruals	1,809.26	1,644.41	(164.85)
Market Value	\$17,444.37	\$12,994.64	(\$4,449.73)



PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	2,221,467.91	2,037,734.92
Additions		
Withdrawals & Fees	(89,489.02)	(97,801.97)
Net Additions/Withdrawals	(\$89,489.02)	(\$97,801.97)
Income	178.67	700.25
Change In Investment Value	26,557.09	218,081.45
Ending Market Value	\$2,158,714.65	\$2,158,714.65
Accruals	--	--
Market Value with Accruals	--	--

INCOME

	Current Period Value	Year-to-Date Value
	15,635.11	13,303.43
	86,650.00	86,650.00
	(106,839.05)	(119,060.07)
	(\$20,189.05)	(\$32,410.07)
	15,904.17	30,456.87
	\$11,350.23	\$11,350.23
	1,644.41	1,644.41
	\$12,994.64	\$12,994.64

J.P.Morgan



GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	15,892.35	30,414.85
Interest Income	11.82	42.02
Original Issue Discount	178.67	700.25
Taxable Income	\$16,082.84	\$31,157.12

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	17,990.41	17,990.41
ST Realized Gain/Loss		(2,851.77)
LT Realized Gain/Loss	4,441.26	49,028.58
Realized Gain/Loss	\$22,431.67	\$64,167.22

	To-Date Value
Unrealized Gain/Loss	\$223,571.34

Cost Summary	Cost
Equity	1,182,110.21
Cash & Fixed Income	495,863.06
Total	\$1,677,973.27

J.P.Morgan

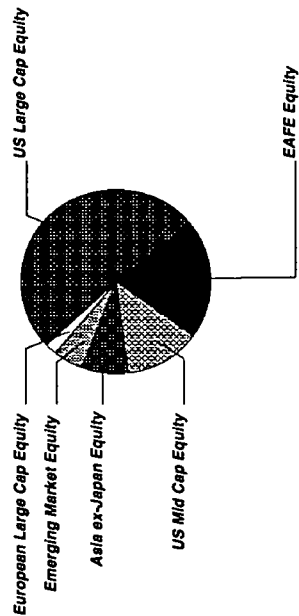


GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	698,433.36	696,008.45	(2,424.91)	33%
US Mid Cap Equity	182,316.55	182,698.75	382.20	8%
EAFE Equity	267,306.25	282,665.12	15,358.87	13%
European Large Cap Equity	19,076.20	20,348.20	1,272.00	1%
Asia ex-Japan Equity	109,399.35	113,349.39	3,950.04	5%
Emerging Market Equity	81,574.27	62,675.43	(18,898.84)	3%
Unclassified	19,800.00	0.00	(19,800.00)	
Total Value	\$1,377,905.98	\$1,357,745.34	(\$20,160.64)	63%

Market Value/Cost	Current Period Value
Market Value	\$1,357,745.34
Tax Cost	\$1,821,021.17
Unrealized Gain/Loss	175,635.13
Estimated Annual Income	12,028.77
Accrued Dividends	661.12
Yield	0.88 %



Equity as a percentage of your portfolio - 63 %

J.P.Morgan



GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
BNP CONT BUFF EQ SPX 05/15/13 75% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-04/27/12 SPX-1403.36 05567L-4U-8	105.10	45,000.000	47,296.76	44,550.00	2,746.76		
CS CONT BUFF EQ SPX 04/04/13 80% CONTIN BARRIER- 7.25%CPN 15% CAP INITIAL LEVEL-03/16/12 SPX-1404.17 22546T-PJ-4	106.58	35,000.000	37,303.00	34,650.00	2,653.00		
DB REN SPX 09/05/13 2 XLEV- 10.2%CAP- 20.4%MAXPYMT INITIAL LEVEL-08/17/12 SPX-1418.16 2515A1-LD-1	101.99	45,000.000	45,893.25	44,550.00	1,343.25		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	3,567.479	122,649.93	94,671.71	27,978.22	1,234.34	1.01 %
HSBC BREN SPX 03/06/13 10%BUFFER-2 XLEV- 6.15%CAP 12.3%MAXTRN INITIAL LEVEL-02/17/12 SPX-1361.23 4042K1-XS-7	106.29	35,000.000	37,201.50	34,650.00	2,551.50		
IVY LARGE CAP GROWTH FUND - I 466001-20-3 IYGI X	14.99	6,684.684	100,203.41	71,798.80	28,404.61	381.02	0.38 %
JPM TRI GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10.03	2,529.579	25,371.68	22,665.03	2,706.65		

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GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	6,485.934	143,468.86	142,197.27	1,271.59	1,096.12	0.76 %
PARNASSUS FD EQTY INCM INST 701769-40-8 PRIL X	29.26	1,520.191	44,480.79	41,653.23	2,827.56	1,214.63	2.73 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	647.000	92,139.27	67,013.16	25,126.11	2,007.64 661.12	2.18 %
Total US Large Cap Equity			\$696,008.45	\$598,399.20	\$97,609.25	\$5,933.75 \$661.12	0.85 %

US Mid Cap Equity

ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33.84	1,090.197	36,892.27	36,826.84	65.43		
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	113.10	78.000	8,821.80	5,184.54	3,637.26	160.05	1.81 %
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	799.000	81,258.30	58,663.40	22,594.90	1,159.34	1.43 %
JPM MID CAP GROWTH - SEL FUND 3120 4812C1-71-0 HLGE X	21.70	2,568.036	55,726.38	40,302.32	15,424.06		
Total US Mid Cap Equity			\$182,698.75	\$140,977.10	\$41,721.65	\$1,319.39	0.72 %

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GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30 38	2,434,715	73,966.64	67,636.38	6,330.26		
BNP BREN EAFE 12/11/13 10%BUFFER-2 XLEV- 8.15%CAP 16.3%MAXRTRN INITIAL LEVEL-11/21/12: SX5E:2520 16 UKX:5748.10 TPX:767 01 05574L-CP-1	103.24	25,000,000	25,809.98	24,750.00	1,059.98		
GS BREN EAFE 05/15/13 10%BUFFER-2 XLEV- 10.10%CAP 20.20%MAXRTRN INITIAL LEVEL-04/27/12: SX5E:2344.02 UKX:5777 11 TPX:59.64 38143U-2Y-6	108.06	20,000,000	21,612.60	19,800.00	1,812.60		
HSBC BREN EAFE 0 04/04/13 10%BUFFER-2 XLEV- 9.5%CAP 19%MAXRTRN INITIAL LEVEL-03/16/12 SX5E:2608 30 UKX:5965 58 TPX:866.73" 4042K1-A4-5	103.34	20,000,000	20,668.00	19,800.00	868.00		
HSBC BREN EAFE 03/06/13 10%BUFFER-2 XLEV- 9.5%CAP 19% MAXRTRN INITIAL LEVEL-02/17/12. SX5E:2520 31 UKX:5905.07 TPX:810 45 4042K1-XT-5	106.08	25,000,000	26,520.00	24,750.00	1,770.00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	1,639,000	93,193.54	84,316.06	8,877.48	2,883.00	3.09%

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GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
RS INTERNATIONAL GROWTH FUND 74972H-42-4 RSIG X	18.04	1,158,224	20,894.36	20,350.00	544.36	176.05	0.84%
Total EAFE Equity			\$282,665.12	\$261,402.44	\$21,262.68	\$3,059.05	1.08%
European Large Cap Equity							
DB MARKET PLUS SXSE 03/19/14 80% CONTIN BARRIER- 7.6%CPN .UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594.56 2515A1-LR-0	101.74	20,000,000	20,348.20	19,750.00	598.20		
Asia ex-Japan Equity							
CS ASIA BASKET BREN 09/05/13 10%BUFFER-2 XLEV- 7.25%CAP 14.5%MAXRTRN INITIAL LEVEL-08/17/12 ASIA BSKT.100 22546T-XX-4	107.05	20,000,000	21,410.00	19,800.00	1,610.00		
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	1,492,650	36,435.59	30,450.06	5,985.53	301.51	0.83%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16.81	3,301,832	55,503.80	44,496.63	11,007.17	528.29	0.95%
Total Asia ex-Japan Equity			\$113,349.39	\$94,746.69	\$18,602.70	\$829.80	0.73%

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GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14.41	2,798.152	40,321.37	45,330.06	(5,008.69)	397.33	0.99%
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	502.000	22,354.06	21,504.72	849.34	489.45	2.19%
Total Emerging Market Equity			\$62,675.43	\$66,834.78	(\$4,159.35)	\$886.78	1.42%

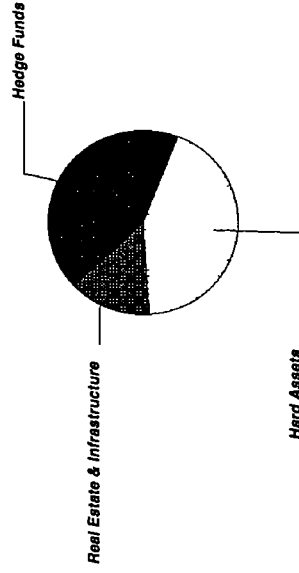


GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	126,604.21	124,469.84	(2,134.37)	6%
Real Estate & Infrastructure	47,511.63	42,068.14	(5,443.49)	2%
Hard Assets	114,680.15	126,076.36	11,396.21	6%
Total Value	\$288,795.99	\$292,614.34	\$3,818.35	14%

Asset Categories



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
ARBITRAGE FUNDS - I	12.77	4,394.188	56,113.78	57,546.06
CL I				
03875R-20-5 ARBN X				

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GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	6,953.821	68,356.06	71,903.50
Total Hedge Funds			\$124,469.84	\$129,449.56

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est. Annual Inc. Accrued Div	Yield
Real Estate & Infrastructure						
JPM US REAL ESTATE FD - SEL FUND 3037 4812C0-61-3 SUJE X	2,642.47	(24,407.45)		(42,068.14)	1,019.99	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).



GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC BREN COMMODITY BSKT 01/16/14 LKD TO CO1 PLTMLNPM LOCADY & SPGCGRP 1 95%LEV, 20%BUFFER, 29 25%MAXRTN 01/13/12 LOCADY STRIKE. 7965 5, SPGCGRP STRIKE. 38.91513 06738K-H3-8	110.78	20,000.000	22,156.00	19,700.00
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNP 85%BARRIER, 17.50%MAXRTN 9/28/12; INITIAL STRIKE. 1776.00 06741T-HL-4	96.82	20,000.000	19,364.00	19,800.00
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	2,052.026	28,666.80	29,138.22
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27.78	373.000	10,361.94	8,812.13
SPDR GOLD TRUST 78463V-10-7 GLD	162.02	281.000	45,527.62	25,862.68
Total Hard Assets			\$126,076.36	\$103,313.03

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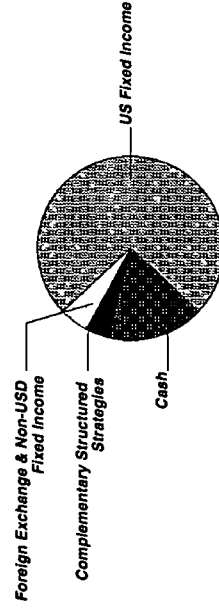
GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	140,580.53	93,323.18	(47,257.35)	4%
US Fixed Income	368,353.90	369,119.78	765.88	17%
Complementary Structured Strategies	28,878.15	28,883.10	4.95	1%
Foreign Exchange & Non-USD Fixed Income	16,953.36	17,028.91	75.55	1%
Total Value	\$554,765.94	\$508,354.97	(\$46,410.97)	23%

Market Value/Cost

	Current Period Value
Market Value	508,354.97
Tax Cost	495,863.06
Unrealized Gain/Loss	12,491.91
Estimated Annual Income	12,856.18
Accrued Interest	754.78
Yield	2.52%



Cash & Fixed Income as a percentage of your portfolio - 23 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	479,471.87	95%
6-12 months ¹	28,883.10	5%
Total Value	\$508,354.97	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	93,323.18	18%
International Bonds	43,137.20	8%
Mutual Funds	343,011.49	69%
Complementary Structure	28,883.10	5%
Total Value	\$508,354.97	100%

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GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

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

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	93,323.18	93,323.18	93,323.18		27.99	0.03% ¹
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	3,646.42	43,137.20	36,579.77	6,557.43	1,524.20 149.50	3.53%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	6,467.43	52,644.89	50,855.40	1,789.49	3,369.53 336.31	6.40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	10,458.21	114,935.74	112,631.81	2,303.93	1,464.14 135.96	1.27%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10.81	6,766.82	73,149.36	72,202.00	947.36	1,454.86 87.97	1.99%
PIMCO TOTAL RETURN FUND - P 72201M-55-2	11.24	1,849.56	20,789.01	20,826.00	(36.99)	652.89 45.04	3.14%
BLACKROCK HIGH YIELD BOND 091929-63-8	8.09	7,968.30	64,463.58	62,869.92	1,593.66	3,968.21	6.16%
Total US Fixed Income			\$369,119.78	\$355,964.90	\$13,154.88	\$12,433.83 \$754.78	3.37%

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GEORGE K TALLMAN TRUST ACCT. R70770004
For the Period 10/1/12 to 12/31/12

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Complementary Structured Strategies							
O BARC 93% PPN CURRENCY BASKET 9/13/13 LINKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT, UNCAPPED 9/9/11 06738K-UP-4	95.77	15,000.00	14,365.50	15,211.02 14,775.00	(845.52)		
O GS 95% PP CMIT BASKET 11/18/13 LINKED TO CNY,MXN,IDR, TRY /USD 215% UPSIDE LEV, UNCAPPED 11/11/11 38143U-ZV-6	96.78	15,000.00	14,517.60	15,181.20 14,775.00	(663.60)		
Total Complementary Structured Strategies				\$30,392.22 \$29,550.00	(\$1,509.12)	\$0.00	0.00 %
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	1,511.00	17,028.91	16,182.76	846.15	394.36	2.32 %