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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 12/14, 2012, and ending 12/31, 2012

Name of foundation AGENT FOR QUADRIVIUM FOUNDATION P25607006		A Employer identification number 46-1535719
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 <input checked="" type="checkbox"/>
G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,850,809.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received (attach schedule)		9,817,733.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		184.	184.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		9,817,733.			
b Gross sales price for all assets on line 6a		9,817,733.			
7 Capital gain net income (from Part IV, line 2)			9,817,733.		
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)		-184.			STMT 2
12 Total. Add lines 1 through 11		19,635,466.	9,817,917.		
13 Compensation of officers, directors, trustees, etc					
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)					
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					
25 Contributions, gifts, grants paid					
26 Total expenses and disbursements Add lines 24 and 25					
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		19,635,466.			
b Net investment income (if negative, enter -0-)			9,817,917.		
c Adjusted net income (if negative, enter -0-)					

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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				
	2	Savings and temporary cash investments			6,984,623.	6,984,623.
	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) . STMT 3 .			2,735,110.	2,767,906.
	c	Investments - corporate bonds (attach schedule) . STMT 4 .			98,000.	98,280.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			9,817,733.	9,850,809.	
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 <input type="checkbox"/>					
	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. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds			9,817,733.	
	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)			9,817,733.		
31	Total liabilities and net assets/fund balances (see instructions)			9,817,733.		

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	
2	Enter amount from Part I, line 27a	2	19,635,466.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,635,466.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED APPRECIATION ON CONTRIBUTION	5	9,817,733.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,817,733.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 9,817,733.			9,817,733.		
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			9,817,733.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	9,817,733.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

N/A

(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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	196,358.
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	196,358.
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	196,358.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations - tax withheld at source	6b		NONE
c Tax paid with application for extension of time to file (Form 8868)	6c		245,543.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		245,543.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		49,185.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 49,185. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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 ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>JPMORGAN CHASE AS AGENT</u> Telephone no. ▶ <u>(866) 888-5157</u>			
	Located at ▶ <u>10 S DEARBORN IL-0117, CHICAGO, IL</u> ZIP+4 ▶ <u>60603</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ <input type="checkbox"/>			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
	Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES R. MURDOCH 10 S. DEARBORN STREET, CHICAGO, IL 60603	CO-PRESIDENT 40	- 0 -	- 0 -	- 0 -
KATHRYN MURDOCH 10 S. DEARBORN STREET, CHICAGO, IL 60603	CO-PRESIDENT 40			
JESSE ANGELO 10 S. DEARBORN STREET, CHICAGO, IL 60603	SECRETARY/TREASURER 40			

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,866,186.
b	Average of monthly cash balances	1b	3,492,312.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,358,498.
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	6,358,498.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,377.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,263,121.
6	Minimum investment return. Enter 5% of line 5	6	15,443.

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	15,443.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	196,358.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	196,358.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	NONE
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	NONE

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	
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	NONE
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	NONE

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				NONE
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	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 ► \$ _____				NONE
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				NONE
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			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
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			

Form **990-PF** (2012)

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	184.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	9,817,733.	
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	-184.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				9,817,733.	
13 Total. Add line 12, columns (b), (d), and (e)					9,817,733.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

2012

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

Employer identification number

AGENT FOR QUADRIVIUM FOUNDATION P25607006

46-1535719

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

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

Name of organization

AGENT FOR QUADRIVIUM FOUNDATION P25607006

Employer identification number

46-1535719

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JAMES MURDOCH C/O JPMORGAN CHICAGO, IL 60603	\$ 9,817,733.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

**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

AGENT FOR QUADRIVIUM FOUNDATION P25607006

Employer identification number

46-1535719

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 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

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					

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

6b

9,817,733.

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

9,817,733.

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

Schedule D (Form 1041) 2012

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

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		
14 Net long-term gain or (loss):			
a Total for year	14a		9,817,733.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		9,817,733.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,400	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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

Employer identification number

46-1535719

[illegible]

Schedule D-1 (Form 1041) 2012

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INTEREST & DIVIDENDS	184.	184.
	-----	-----
TOTAL	184.	184.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-184.

TOTALS	-184.
	=====

AGENT FOR QUADRIVIUM FOUNDATION P25607006
FORM 990PF, PART II - CORPORATE STOCK
=====

46-1535719

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
EQUITY SECURITIES	2,735,110.	2,767,906.
	-----	-----
TOTALS	2,735,110.	2,767,906.
	=====	=====

AGENT FOR QUADRIVIUM FOUNDATION P25607006

46-1535719

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
FIXED INCOME SECURITIES	98,000.	98,280.
	-----	-----
TOTALS	98,000.	98,280.
	=====	=====

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

=====

NAME AND ADDRESS

JAMES MURDOCH
C/O JPMORGAN
CHICAGO, IL 60603

ACCT 568W C7B016725004
FROM 12/13/2012
TO 12/31/2012

C/O H TOPAZ @ HOGAN LOVELLS LLP
STATEMENT OF CAPITAL GAINS AND LOSSES
QUADRIVIVUM

TRUST YEAR ENDING 12/31/2012

PAGE 13

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01 40 25 PM

TAX PREPARER 37
TRUST ADMINISTRATOR 197
INVESTMENT OFFICER 281

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
402260 0000 NEWS CORP CL A - 65248E104 - MINOR = 50							
SOLD		12/14/2012	9817733 44				
ACQ 402260 0000			9817733 44	0 00	9817733 44	LT15	Y
ADDED 06/04/13 LAM PREP NOTE EXISTS							
TOTALS			9817733 44	0 00			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	9817733 44	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	0 00	0 00	9817733 44	0 00	0 00	0 00
STATE						
NONCOVERED FROM ABOVE	0 00	0 00	9817733 44	0 00	0 00	0 00*
COVERED FROM ABOVE	0 00	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	0 00			0 00
	0 00	0 00	9817733 44	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
NEW YORK	N/A	N/A

Citigroup Umbrella Portfolio US4 - c7B016725004

Statement Period 1 Jan 2012 - 31 Dec 2012

Citi Trust



INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

CASH AND SHORT TERM INVESTMENTS 70.91% SORTED BY LIQUIDITY									
Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est Annual Income
Cash									
USD	(1,409,110.38)	0.000	(1,409,110.38)	0.00	(1,409,110.38)	0.00	(1,409,110.38)	0.00	0.00
Short Term Investments									
CITIBANK M D A (L) CUSIP 99000CST72 Yield 05%	8,393,733.44	1.000	8,393,733.44	1.00	8,393,733.44	146.00	8,393,879.44	0.00	4,196.87
Total Cash and Short Term Investments			6,984,623.06		6,984,623.06	146.00	6,984,769.06	0.00	4,196.87

EQUITIES 28.10% SORTED ALPHABETICALLY									
Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Common Stock									
ABBOTT LABORATORIES Ticker/CUSIP ABT/002824100 Sector Health Care	310	64.870	20,109.67	65.50 31 Dec 12	20,305.00	0.00	20,305.00	195.33	173.60
ACE LIMITED Ticker/CUSIP ACE/H0023R105 Sector Financials	210	79.320	16,657.18	79.80 31 Dec 12	16,758.00	0.00	16,758.00	100.82	411.60
ADT CORP Ticker/CUSIP ADT/00101J106 Sector Consumer Discretionary	290	46.075	13,361.75	46.49 31 Dec 12	13,482.10	0.00	13,482.10	120.35	145.00
AMERICAN INTL GROUP INC Ticker/CUSIP AIG/026874784 Sector Financials	480	34.768	16,688.50	35.30 31 Dec 12	16,944.00	0.00	16,944.00	255.50	0.00
APACHE CORP Ticker/CUSIP APA/037411105 Sector Energy	140	77.470	10,845.79	78.50 31 Dec 12	10,990.00	0.00	10,990.00	144.21	95.20

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Quadrivium

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Citigroup Umbrella Portfolio US4 - C7B016725004

Statement Period 1 Jan 2012 - 31 Dec 2012

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Common Stock CONTINUED									
CALPINE CORP NEW Ticker/CUSIP CPN/131347304 Sector Utilities	1,010	17 950	18,129 40	18 13 31 Dec 12	18,311 30	0 00	18,311 30	181 90	0 00
CAMERON INTERNATIONAL CORP Ticker/CUSIP CAM/13342B105 Sector Energy	280	54 545	15,272 68	56 46 31 Dec 12	15,808 80	0 00	15,808 80	536 12	0 00
CHEVRON CORP Ticker/CUSIP CVX/166764100 Sector Energy	110	107 316	11,804 71	108 14 31 Dec 12	11,895 40	0 00	11,895 40	90 69	396 00
CHURCH & DWIGHT CO INC Ticker/CUSIP CHD/171340102 Sector Consumer Staples	160	53 760	8,601 58	53 57 31 Dec 12	8,571 20	0 00	8,571 20	(30 38)	153 60
COMCAST CORP CL A - SPL Ticker/CUSIP CMCSK/20030N200 Sector Consumer Discretionary	580	35 478	20,577 24	35 92 31 Dec 12	20,833 60	0 00	20,833 60	256 36	377 00
COVIDIEN PLC Ticker/CUSIP COV/G2554F113 Sector Health Care	290	56 675	16,435 84	57 74 31 Dec 12	16,744 60	0 00	16,744 60	308 76	301 60
CVS CAREMARK CORP Ticker/CUSIP CVS/126650100 Sector Consumer Staples	400	48 260	19,303 96	48 35 31 Dec 12	19,340 00	0 00	19,340 00	36 04	360 00
DRESSER-RAND GROUP INC Ticker/CUSIP DRC/261608103 Sector Industrials	240	55 040	13,209 50	56 14 31 Dec 12	13,473 60	0 00	13,473 60	264 10	0 00
EMC CORP -MASS Ticker/CUSIP EMC/268648102 Sector Information Technology	550	25 085	13,796 75	25 30 31 Dec 12	13,915 00	0 00	13,915 00	118 25	0 00

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Quadrivium

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Citigroup Umbrella Portfolio US4 - C7B016725004

Statement Period 1 Jan 2012 - 31 Dec 2012

Citi Trust



INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Common Stock CONTINUED									
EXPRESS SCRIPTS HOLDING CO Ticker/CUSIP ESRX/30219G108 Sector Consumer Discretionary	220	53 330	11,732 60	54 00 31 Dec 12	11,880 00	0 00	11,880 00	147 40	0 00
FORD MOTOR COMPANY Ticker/CUSIP F/345370860 Sector Industrials	1,340	12 690	17,004 60	12 95 31 Dec 12	17,353 00	0 00	17,353 00	348 40	268 00
GOLDMAN SACHS GROUP INC Ticker/CUSIP GS/38141G104 Sector Financials	110	125 962	13,855.86	127 56 31 Dec 12	14,031 60	0 00	14,031 60	175 74	220 00
HALLIBURTON CO HOLDINGS CO Ticker/CUSIP HAL/406216101 Sector Energy	400	34 127	13,650 60	34 69 31 Dec 12	13,876 00	0 00	13,876 00	225 40	144 00
HONEYWELL INTL INC Ticker/CUSIP HON/438516106 Sector Industrials	190	63 388	12,039 84	63 47 31 Dec 12	12,059 30	0 00	12,059 30	19 46	311 60
INTL BUSINESS MACHINES CORP Ticker/CUSIP IBM/459200101 Sector Information Technology	60	191 800	11,508 00	191 55 31 Dec 12	11,493 00	0 00	11,493 00	(15 00)	204 00
JPMORGAN CHASE & CO Ticker/CUSIP JPM/46625H100 Sector Financials	310	43 337	13,434 35	43 9691 31 Dec 12	13,630 42	0 00	13,630 42	196 07	372 00
KINDER MORGAN INC DEL Ticker/CUSIP KMI/49456B101 Sector Utilities	480	34 756	16,682 88	35 33 31 Dec 12	16,958 40	0 00	16,958 40	275 52	691 20
KOHL'S CORP Ticker/CUSIP KSS/500255104 Sector Consumer Discretionary	220	42 337	9,314 06	42 98 31 Dec 12	9,455 60	0 00	9,455 60	141 54	281 60

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Quadrivium

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Citigroup Umbrella Portfolio US4 - C7B016725004
Statement Period 1 Jan 2012 - 31 Dec 2012



Reference Currency USD

INVESTMENT POSITIONS - PRINCIPAL

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Common Stock CONTINUED									
LOWES COMPANIES INC Ticker/CUSIP LOW/548661107 Sector Consumer Discretionary	410	35 077	14,381 37	35 52 31 Dec 12	14,563 20	0 00	14,563 20	181 83	262 40
MASTERCARD INC Ticker/CUSIP MAV/576360104 Sector Consumer Discretionary	20	486 350	9,727 00	491 28 31 Dec 12	9,825 60	0 00	9,825 60	98 60	24 00
METLIFE INC Ticker/CUSIP MET/59156R108 Sector Financials	490	32 547	15,947 79	32 94 31 Dec 12	16,140 60	0 00	16,140 60	192 81	362 60
ORACLE CORP Ticker/CUSIP ORCL/68389X105 Sector Information Technology	380	33 278	12,645 62	33 32 31 Dec 12	12,661 60	0 00	12,661 60	15 98	91 20
PENTAIR LTD Ticker/CUSIP PNR/H6169Q108 Sector Utilities	90	47 760	4,298 39	49 15 31 Dec 12	4,423 50	0 00	4,423 50	125 11	79 20
PRAXAIR INC Ticker/CUSIP PX7400SP104 Sector Materials	110	108 606	11,946 66	109 45 31 Dec 12	12,039 50	0 00	12,039 50	92 84	242 00
ROYAL DUTCH SHELL PLC ADR Ticker/CUSIP RDSA780259206 Sector Energy Conv Ratio 2 1	120	68 858	8,262 96	68 95 31 Dec 12	8,274 00	0 00	8,274 00	11 04	350 88
THE MOSAIC COMPANY Ticker/CUSIP MOS/61945C103 Sector Materials	200	55 384	11,076 80	56 63 31 Dec 12	11,326 00	0 00	11,326 00	249 20	200 00
THERMO FISHER SCIENTIFIC INC Ticker/CUSIP TMO/883556102 Sector Health Care	260	63 290	16,455 39	63 78 31 Dec 12	16,582 80	0 00	16,582 80	127 41	156 00

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Quadrivium

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Citigroup Umbrella Portfolio US4 - C7B016725004
Statement Period 1 Jan 2012 - 31 Dec 2012

Reference Currency USD

INVESTMENT POSITIONS - PRINCIPAL

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Common Stock CONTINUED									
TYCO INTL LTD CHF Ticker/CUSIP TYC/H89128104 Sector Consumer Discretionary	500	28 808	14,403 85	29 25 31 Dec 12	14,625 00	0 00	14,625 00	221 15	300 00
UNITED PARCEL SERVICE CL B Ticker/CUSIP UPS/911312106 Sector Industrials	170	73 700	12,528 98	73 73 31 Dec 12	12,534 10	0 00	12,534 10	5 12	387 60
UNITED TECHNOLOGIES CORP Ticker/CUSIP UTX/913017109 Sector Industrials	170	81 499	13,854 86	82 01 31 Dec 12	13,941 70	0 00	13,941 70	86 84	363 80
UNITEDHEALTH GROUP INC Ticker/CUSIP UNH/91324P102 Sector Health Care	260	54 518	14,174 60	54 24 31 Dec 12	14,102 40	0 00	14,102 40	(72 20)	221 00
WABCO HOLDINGS INC Ticker/CUSIP WBC/92927K102 Sector Industrials	100	62 708	6,270 80	65 19 31 Dec 12	6,519 00	0 00	6,519 00	248 20	0 00
WELLS FARGO & CO NEW Ticker/CUSIP WFC/949746101 Sector Financials	460	34 097	15,684 44	34 18 31 Dec 12	15,722 80	0 00	15,722 80	38 36	404 80
WYNDHAM WORLDWIDE CORP Ticker/CUSIP WYN/98310W108 Sector Consumer Discretionary	360	52 680	18,964 76	53 21 31 Dec 12	19,155 60	0 00	19,155 60	190 84	331 20
Mutual Funds									
ARTISAN INTERNATIONAL VALUE Ticker/CUSIP ARTKX/04314H881 Sector Other	12,225 914	30 100	368,000 00	30 38 31 Dec 12	371,423 27	0 00	371,423 27	3,423 27	0 00
INVESCO DEVELOPING MARKETS Ticker/CUSIP GTDYX/00141V838 Yield 96% Sector Other	3,657 449	33 630	123,000 00	33 91 31 Dec 12	124,024 10	0 00	124,024 10	1,024 10	1,185 01

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Quadrivium

Citigroup Umbrella Portfolio US4 - C7B016725004
Statement Period 1 Jan 2012 - 31 Dec 2012

Reference Currency USD

INVESTMENT POSITIONS - PRINCIPAL

EQUITIES CONTINUED

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
Mutual Funds CONTINUED									
ISHARES RUSSELL 1000 GROWTH Ticker/CUSIP IWF/464287614 Sector Financials	7,440	64 759	481,807 38	65 49 31 Dec 12	487,245 60	0 00	487,245 60	5,438 22	8,064 96
ISHARES RUSSELL 2000 INDEX FD Ticker/CUSIP IWM/464287655 Sector Financials	3,550	83 049	294,823 55	84 3178 31 Dec 12	299,328 19	0 00	299,328 19	4,504 64	5,988 85
MFS INSTITUTIONAL EQUITY FUND Ticker/CUSIP MIEX/552966806 Yield 1 32% Sector Other	19,317 585	19 050	368,000 00	19 25 31 Dec 12	371,863 51	0 00	371,863 51	3,863 51	4,906 67
SPDR GOLD TR GOLD SHS Ticker/CUSIP GLD/78463V107 Sector Financials	610	160 390	97,837 84	162 0204 31 Dec 12	98,832 44	0 00	98,832 44	994 60	0 00
T ROWE PRICE BLUE CHIP GROWTH Ticker/CUSIP TRBCX/77954Q106 Yield 3% Sector Other	7,690 588	44 730	344,000 00	45 63 31 Dec 12	350,921 53	0 00	350,921 53	6,921 53	1,038 23
VIRTUS EMERGING MARKETS Ticker/CUSIP HIEMX/92828T889 Yield 74% Sector Other	12,000	10 250	123,000 00	10 31 31 Dec 12	123,720 00	0 00	123,720 00	720 00	912 00
Total Equities			2,735,110.38		2,767,905.96	0.00	2,767,905.96	32,795.58	30,778.40

FIXED INCOME 1.00% SORTED BY CALL DATE/MATURITY DATE

Description	Qty	Average/ Unit Cost	Total Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/Loss	Est Annual Income
Mutual Funds									
WESTERN ASSET GLOBAL HIGH Rate 535% CUSIP 52469F465 Yield 7 53%	13,387 978	7 320	98,000 00	7 33 31 Dec 12	98,133 88	0 00	98,133 88	133 88	7,390 16
Total Fixed Income 00000/00000/00000/H12			98,000.00		98,133.88	0.00	98,133.88	133.88 Quadrivium	7,390.16 Page 13 of 21

INVESTMENT POSITIONS - PRINCIPAL

Reference Currency USD

	Total Cost	Market Value	Accrued Interest or Dividend	Total Value	Unrealized Gain/Loss	Est Annual Income
TOTAL INVESTMENT POSITIONS - PRINCIPAL	9,817,733.44	9,850,662.90	146.00	9,850,808.90	32,929.46	42,365.43