Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: THEODORE P. DAVIS CHARITABLE TR R76328005

A Employer identification number: 74-6254895

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

Room/suite:

B Telephone number (see instructions): 312- 732-1485

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 [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] 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 [X] 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) ▶ $ 1,397,326.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

MAY 0 1 2013 ENVELOPE POSTMARK DATE

SCANNED MAY 09 2013

RECEIVED MAY 06 2013 A004 IRS-OSC OGDEN, UT

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	29,330.	29,330.		
	5a Gross rents	NONE	NONE	NONE	
	b Net rental income or (loss) NONE				
	6a Net gain or (loss) from sale of assets not on line 10	28,470.			
	b Gross sales price for all assets on line 6a 424,000.				
	7 Capital gain net income (from Part IV, line 2)		28,470.		
	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)	1,448.	1,448.		STMT 1
	12 **Total.** Add lines 1 through 11	59,248.	59,248.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	14,760.	11,070.		3,690.
	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	1,019.	212.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 3	1,596.	1,027.		569.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	17,375.	12,309.		4,259.
	25 Contributions, gifts, grants paid	58,000.			58,000.
	26 Total expenses and disbursements. Add lines 24 and 25	75,375.	12,309.		62,259.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-16,127.			
	b **Net investment income** (if negative, enter -0-)		46,939.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		6,676.	6,676.
	2 Savings and temporary cash investments	140,142.	37,028.	27,028.
	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)	524,103.	611,242.	727,517.
	c Investments - corporate bonds (attach schedule)	524,485.	445,228.	466,712.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)		158,230.	169,393.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	88,051.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,276,781.	1,258,404.	1,397,326.
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. ▶ X			
	27 Capital stock, trust principal, or current funds	1,276,781.	1,258,404.	
	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)	1,276,781.	1,258,404.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,276,781.	1,258,404.	

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	1,276,781.
2 Enter amount from Part I, line 27a	2	-16,127.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,260,654.
5 Decreases not included in line 2 (itemize) ▶ MUTUAL FUND INCOME TIMING DIFFERENCES	5	2,250.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,258,404.

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	423,996.		395,530.	28,466.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				28,466.
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	28,470.
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	78,837.	1,437,901.	0.054828
2010	68,424.	1,410,869.	0.048498
2009	64,871.	1,310,738.	0.049492
2008	81,328.	1,531,330.	0.053109
2007	83,454.	1,768,993.	0.047176

2 **Total** of line 1, column (d)	2	0.253103
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	0.050621
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,400,133.
5 Multiply line 4 by line 3	5	70,876.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	469.
7 Add lines 5 and 6	7	71,345.
8 Enter qualifying distributions from Part XII, line 4	8	62,259.

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)

		Line	Amount
1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	939.
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	939.
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	939.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 768.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	768.
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	171.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶	11	

EFTPS ✓

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		
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 ST. FL 21, CHICAGO, IL ZIP+4 ▶ 60603

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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 [X] No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? [ ] Yes [X] No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? [ ] Yes [X] No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? [X] 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 [X] 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 [X] No

		Yes	No
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? [ ] Yes [X] No

If "Yes," list the years ▶ ____, ____, ____, ____

		Yes	No
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b		

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ ____, ____, ____, ____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? [ ] Yes [X] No

		Yes	No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to.

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 ST IL1-0117, CHICAGO, IL 60603	TRUSTEE 6	15,585		-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

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

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
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,329,032.
b	Average of monthly cash balances	1b	88,685.
c	Fair market value of all other assets (see instructions)	1c	3,738.
d	**Total** (add lines 1a, b, and c)	1d	1,421,455.
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	1,421,455.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,322.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,400,133.
6	**Minimum investment return.** Enter 5% of line 5	6	70,007.

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	70,007.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	939.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	939.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	69,068.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	69,068.
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	69,068.

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	62,259.
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	62,259.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	62,259.

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				69,068.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years. 20 10 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ... NONE				
b From 2008 ... 5,439.				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... 8,472.				
f Total of lines 3a through e	13,911.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 62,259.				
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				62,259.
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).)	6,809.			6,809.
6 **Enter the net total of each column as indicated below.**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,102.			
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				
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	7,102.			
10 Analysis of line 9				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... 7,102.				
e Excess from 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)

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 9				58,000.
Total ▶ 3a				58,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	29,330.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property				NONE	
6 Net rental income or (loss) from personal property					
7 Other investment income			16	3,738.	
8 Gain or (loss) from sales of assets other than inventory			18	28,470.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				61,538.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 61,538.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Anthony Ward | 04/16/2013 | ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL AND GAS ROYALTY INCOME	1,448.	1,448.
TOTALS	1,448.	1,448.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	807.	
FOREIGN TAXES ON QUALIFIED FOR	190.	190.
FOREIGN TAXES ON NONQUALIFIED	22.	22.
TOTALS	1,019.	212.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PRINTING FOR SCHOLARSHIP APPLI	569.		569.
MINERAL MANAGEMENT FEE	825.	825.	
AD VALOREM TAX MINERALS	134.	134.	
MINERAL PRODUCTION TAXES	68.	68.	
TOTALS	1,596.	1,027.	569.

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

RECIPIENT NAME:
JPMORGAN PCS ATTN DEBORAH OTTINGER
ADDRESS:
2200 ROSS AVENUE FL 5
DALLAS, TX 75201-2787
RECIPIENT'S PHONE NUMBER: 214-965-2914
FORM, INFORMATION AND MATERIALS:
PURPOSE AND USE OF GRANT, OTHER SOURCES OF FUNDS, NUMBER OF PEOPLE TO BENEFIT FROM THIS GRANT, ORGANIZATION BUDGET, INCOME AND EXPENSE STATEMENT AND BALANCE SHEET CALL FOR APPLICATION FORM
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
LIMITED TO PUBLIC CHARITIES DESCRIBED BY IRC SECTION 501 (C) 3 - ORGANIZATION APPLYING SHOULD USE THE FUNDS RECEIVED IN TEXAS AND THE ORGANIZATION MUST BE LOCATED IN THE AUSTIN TEXAS AREA

STATEMENT 4

RECIPIENT NAME:
Meals on Wheels and More Inc
ADDRESS:
3227 E 5TH STREET
Austin, TX 78702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Con Mi Madre
ADDRESS:
1925 SAN JACINTO BLVD, STOP D3500
Austin, TX 78712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; POST SECONDARY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Helping Hand Home for Children
ADDRESS:
3804 AVENUE B
Austin, TX 78751
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: RESIDENTIAL TREATMENT CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Caritas of Austin
ADDRESS:
P.O. BOX 1947
Austin, TX 78752
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
Travis County Domestic Violence
ADDRESS:
P.O. BOX 19454
Austin, TX 78760
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
Capital Area Food Bank of Texas
ADDRESS:
8201 S CONGRESS AVE
Austin, TX 78745
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,500.

STATEMENT 6

RECIPIENT NAME:
Ronald McDonald House Char
ADDRESS:
1315 BARBARA JORDAN BLVD
Austin, TX 78723
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
Family Eldercare Inc
ADDRESS:
1700 RUTHERFORD LANE
Austin, TX 78754
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: HELPING SENIORS AGE IN PLACE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Austin Childrens Museum
ADDRESS:
201 COLORADO STREET
Austin, TX 78701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: SPIN AND SPAN EXHIBIT
FOUNDATION STATUS OF RECIPIENT:
NONE
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Make-A -Wish Foundation of Central
ADDRESS:
2224 WALSH TARLETON LN, STE 200
Austin, TX 78746
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
West Austin Caregivers
ADDRESS:
P.O. BOX 5566
Austin, TX 78763
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Austin Groups for the Elderly
ADDRESS:
3710 CEDAR STREET
Austin, TX 78705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
Center for Child Protection
ADDRESS:
8509 FM 969, BLDG 2
Austin, TX 78724
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; MOVING THROUGH CRISIS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
ANY BABY CAN, INC
ADDRESS:
1121 E 7TH STREET
AUSTIN, TX 78702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: FAMILY EDUCATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Boys and Girls Clubs of AUstin
ADDRESS:
5407 N INTERSTATE 35
Austin, TX 78723
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

TOTAL GRANTS PAID: 58,000.

RENT AND ROYALTY SUMMARY

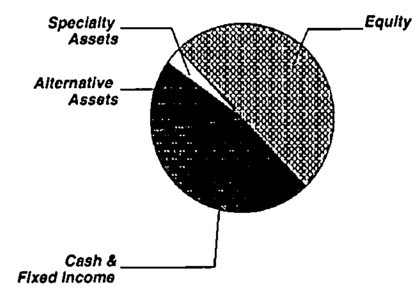
PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
120.87 ACS, PART OF	257.			257.
TOTALS	257.			257.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	732,892.26	727,517 36	(5,374 90)	5,513 65	52%
Alternative Assets	161,424.72	169,392 64	7,967.92	2,847 36	12%
Cash & Fixed Income	530,891.88	503,739 74	(27,152 14)	16,751 80	35%
Specialty Assets	31 00	31 00	0.00		1%
Market Value	**$1,425,239.86**	**$1,400,680.74**	**($24,559.12)**	**$25,112.81**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	20,842 25	6,676.25	(14,166.00)
Accruals	1,448 70	1,895 30	446 60
Market Value	**$22,290.95**	**$8,571.55**	**($13,719.40)**

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**1,425,239.86**	**1,333,957.39**	**20,842.25**	**11,065.19**
Additions			34,962.38	34,962 38
Withdrawals & Fees	(37,063 90)	(42,537 59)	(60,892.19)	(67,587 55)
Net Additions/Withdrawals	**($37,063.90)**	**($42,537.59)**	**($25,929.81)**	**($32,625.17)**
Income	88.08	243.40	11,763 81	28,236.23
Change In Investment Value	12,416.70	109,017.54		
Ending Market Value	**$1,400,680.74**	**$1,400,680.74**	**$6,676.25**	**$6,676.25**
Accruals	--	--	1,895 30	1,895 30
Market Value with Accruals	**--**	**--**	**$8,571.55**	**$8,571.55**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	11,418 39	26,757.11
Interest Income	5 93	31 10
Original Issue Discount	88 08	243 40
Taxable Income	**$11,512.40**	**$27,031.61**
Specialty Asset Income	339 49	1,448 02
Other Income & Receipts	**$339.49**	**$1,448.02**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	8,721 55	9,151 84
ST Realized Gain/Loss		95.59
LT Realized Gain/Loss	1,862 26	19,057.04
Realized Gain/Loss	**$10,583.81**	**$28,304.47**

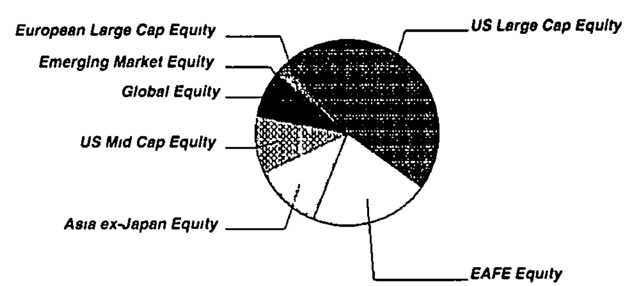
	To-Date Value
Unrealized Gain/Loss	**$148,953.25**

Cost Summary	Cost
Equity	611,242 23
Cash & Fixed Income	482,255 45
Total	**$1,093,497.68**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	350,390 65	346,980 82	(3,409 83)	25%
US Mid Cap Equity	70,551.94	69,065.70	(1,486 24)	5%
EAFE Equity	151,079 92	158,349.46	7,269.54	11%
European Large Cap Equity	14,307 15	15,261 15	954 00	1%
Asia ex-Japan Equity	74,697.24	78,137 66	3,440.42	6%
Emerging Market Equity	28,344 82	30,220 93	1,876 11	2%
Global Equity	28,670 54	29,501.64	831 10	2%
Unclassified	14,850 00	0 00	(14,850 00)	
Total Value	**$732,892.26**	**$727,517.36**	**($5,374.90)**	**52%**

Asset Categories



Equity as a percentage of your portfolio - 52 %

Market Value/Cost	Current Period Value
Market Value	727,517 36
Tax Cost	611,242 23
Unrealized Gain/Loss	116,275 13
Estimated Annual Income	5,513 65
Accrued Dividends	761.23
Yield	0 75%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
CS CONT BUFF EQ SPX 08/14/13 80% CONTIN BARRIER- 8 35%CPN 15% CAP INITIAL LEVEL-07/27/12 SPX 1385 97 22546T-WU-1	105 46	20,000.000	21,092.00	19,800.00	1,292.00		
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17.10	4,113.696	70,344 20	45,415.21	24,928.99	806.28 301.44	1 15%
GS BREN SPX 5/22/13 10%BUFFER-2 XLEV- 5 6%CAP 11 2%MAXRTRN INITIAL LEVEL-5/4/12 SPX 1369 1 38143U-3K-5	105 03	20,000.000	21,006 80	19,800 00	1,206.80		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	876.409	30,130 94	18,281.90	11,849.04	303 23	1.01%
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10.29	2,772.358	28,527.56	22,982 85	5,544 71	609.91 145.11	2 14%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	1,154 326	27,646 11	25,533 80	2,112 31	121 20 6.21	0.44%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	2,978.267	65,879 27	56,607.76	9,271.51	503.32	0.76%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142 41	284 000	40,444.44	30,944 64	9,499 80	881.25 290.20	2.18%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
UBS CONT BUFF EQ SPX 07/03/13 80% CONTIN BARRIER- 11%CPN 15% CAP INITIAL LEVEL-06/15/12 SPX:1342.84 902674-JD-3	108 25	25,000 000	27,062 50	24,750 00	2,312 50		
UBS CONT BUFF EQ SPX 10/09/13 79.75% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-09/21/12 SPX.1460.15 902674-LN-8	98 98	15,000 000	14,847 00	14,850 00	(3 00)		
Total US Large Cap Equity			**$346,980.82**	**$278,966.16**	**$68,014.66**	**$3,225.19** **$742.96**	**0.93%**
US Mid Cap Equity							
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	2,289 684	24,293.55	21,294 06	2,999 49	267.89	1.10%
JPM TR I MIDCAP CORE - SEL 48121L-75-9 JMRS X	17 86	971 676	17,354 13	13,788 08	3,566.05	146 72 13 67	0.85%
PRUDENTIAL JENNISON MID-CAP CL Z 74441C-80-8 PEGZ X	32 42	845 713	27,418.02	28,737 34	(1,319 32)	100.63	0.37%
Total US Mid Cap Equity			**$69,065.70**	**$63,819.48**	**$5,246.22**	**$515.24** **$13.67**	**0.75%**

	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	1,208 191	36,704 84	32,157 27	4,547.57		
BNP BREN EAFE 7/17/13 10%BUFFER-2XLEV-11%CAP 22%MAXRTRN INITIAL LEVEL-6/29/12:SX5E:2254 72 UKX.5571.15 TPX 770 08 05567L-5Y-9	111 59	13,000 000	14,506 10	12,870 00	1,636 10		
GS BREN EAFE 06/12/13 10%BUFFER-2 XLEV- 10 9%CAP 21.8%MAXRTRN INITIAL LEVEL-05/25/12 SX5E 21618 7 UKX 5388.28 TPX 722 11 38143U-V8-1	115 09	13,000.000	14,961.31	12,870 00	2,091.31		
GS BREN EAFE 05/07/13 10%BUFFER-2 XLEV- 9.35%CAP 18.7%MAXRTRN INITIAL LEVEL-04/20/12. SX5E.2311 27 UKX 5772 15 TPX 811.94 38143U-2L-4	108 84	15,000 000	16,326 30	14,850 00	1,476.30		
HSBC BREN EAFE 03/27/13 10%BUFFER-2 XLEV- 9.6%CAP 19.2%MAXRTRN INITIAL LEVEL-03/09/12.SX5E:2515.95 UKX.5887.49 TPX.848.71 4042K1-ZT-3	105 78	15,000.000	15,867 00	14,850 00	1,017 00		
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7.75	5,725 493	44,372.57	32,635 31	11,737.26	692 78	1 56%

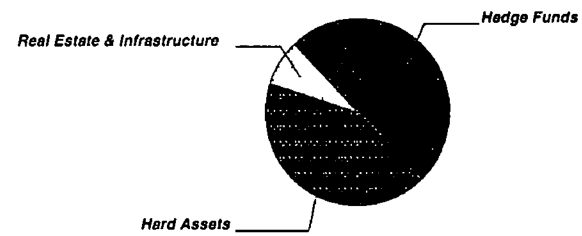
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
EAFE Equity							
MFS INTL VALUE-I 55273E-82-2 MINI X	28 17	554 183	15,611.34	13,788 08	1,823 26	284 85	1.82%
Total EAFE Equity			**$158,349.46**	**$134,020.66**	**$24,328.80**	**$977.63**	**0.62%**
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594 56 2515A1-LR-0	101 74	15,000 000	15,261 15	14,812 50	448 65		
Asia ex-Japan Equity							
CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-06/15/12 ASIA BSKT 100 22546T-VD-0	112.45	13,000.000	14,618 50	12,870 00	1,748 50		
GS BREN ASIA BASKET 05/21/13 10%BUFFER-2 XLEV- 6 9%CAP 13 8%MAXRTRN INITIAL LEVEL-05/4/12. ASIA BASKET:100 38143U-3N-9	106 42	15,000 000	15,963.60	14,850.00	1,113.60		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	1,948 200	47,555 56	36,962.17	10,593 39	393 53	0 83%
Total Asia ex-Japan Equity			**$78,137.66**	**$64,682.17**	**$13,455.49**	**$393.53**	**0.51%**
Emerging Market Equity							
JPM EM MKTS EQUITY FD - SEL FUND 1235 4812A0-62-3 JEMS X	23 90	642 172	15,347.91	14,558 17	789 74	76.41 4 60	0 50%
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	334 000	14,873 02	14,643.09	229 93	325 65	2.19%
Total Emerging Market Equity			**$30,220.93**	**$29,201.26**	**$1,019.67**	**$402.06** **$4.60**	**1.33%**
Global Equity							
BNP DELTA ONE MSCI WORLD TR 6/14/13 100%A F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI 3000 541 05567L-5F-0	114 13	13,000 000	14,836 34	12,870 00	1,966 34		
HSBC DELTA ONE MSCI WORLD TR 6/14/13 100%A.F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI:3000.541 4042K1-P4-9	112 81	13,000 000	14,665.30	12,870 00	1,795.30		
Total Global Equity			**$29,501.64**	**$25,740.00**	**$3,761.64**	**$0.00**	**0.00%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	85,350.40	83,350 41	(1,999 99)	6%
Real Estate & Infrastructure	15,716 28	13,915 64	(1,800 64)	1%
Hard Assets	60,358 04	72,126 59	11,768 55	5%
Total Value	**$161,424.72**	**$169,392.64**	**$7,967.92**	**12%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 12 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12.53	2,173 935	27,239 41	27,587.24
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12 77	1,095.362	13,987 77	14,294.47

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 10	1,238 618	13,748 66	13,488 55
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	1,370 889	13,475 84	14,229 83
GATEWAY FUND - Y 367829-88-4 GTEY X	27 11	549 566	14,898 73	14,233 77
Total Hedge Funds			**$83,350.41**	**$83,833.86**

	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 SUIE X	874.10	12,128 11		13,915.64	337.40	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)

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC BRENT CBEN 07/31/13 LNKD TO CO1 80% BARRIER, 13 95% CPN, 13 95% CAP 7/20/12, INITIAL STRIKE 106 83 06741T-CW-5	106 04	13,000.000	13,785.20	12,870.00

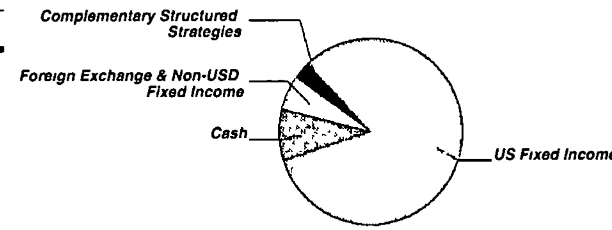
Hard Assets

	Price	Quantity	Estimated Value	Cost
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNPM 85%BARRIER, 17 50%MAXRTN 9/28/12; INITIAL STRIKE: 1776 00 06741T-HL-4	96 82	15,000 000	14,523 00	14,850 00
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10 89	2,163 994	23,565.89	23,414.41
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	125 000	20,252 50	11,102 43
Total Hard Assets			**$72,126.59**	**$62,236.84**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	64,890.66	37,027.70	(27,862 96)	3%
US Fixed Income	423,927 20	424,440 06	512 86	29%
Complementary Structured Strategies	19,419 00	19,516 00	97 00	1%
Foreign Exchange & Non-USD Fixed Income	22,655 02	22,755 98	100 96	2%
Total Value	**$530,891.88**	**$503,739.74**	**($27,152.14)**	**35%**

Asset Categories



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

Market Value/Cost	Current Period Value
Market Value	503,739.74
Tax Cost	482,255 45
Unrealized Gain/Loss	21,484.29
Estimated Annual Income	16,751.80
Accrued Interest	1,025 64
Yield	3 32%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	484,223 74	97%
1-5 years[1]	19,516 00	3%
Total Value	**$503,739.74**	**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	37,027 70	7%
International Bonds	62,076.40	12%
Mutual Funds	385,119 64	78%
Complementary Structure	19,516 00	3%
Total Value	**$503,739.74**	**100%**

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	37,027.70	37,027.70	37,027.70		11 10	0.03% [1]
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	5,247.37	62,076.40	57,088 50	4,987 90	2,193 40 215 14	3 53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	6,085 66	68,950 57	68,683 99	266 58	4,375 59 342 98	6 35%
EATON VANCE FLOATING RATE I 277911-49-1	9 12	3,043 58	27,757 42	26,266 07	1,491.35	1,232 64 101 72	4 44%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	3,495 02	28,449 46	21,074 97	7,374 49	1,820 90 181.74	6 40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	10,270 60	112,873 85	110,589.49	2,284.36	1,437 88 133.52	1.27%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10.81	3,887 62	42,025 14	41,364 25	660.89	835.83 50.54	1.99%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
VANGUARD FI SECS F INTR TRM CP PT FUND 71 922031-88-5	10.32	2,824.08	29,144 45	26,969 91	2,174.54	1,044 90	3 59%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	6,571 42	53,162 77	51,087 69	2,075 08	3,272.56	6.16%
Total US Fixed Income			**$424,440.06**	**$403,124.87**	**$21,315.19**	**$16,213.70** **$1,025.64**	**3.82%**
Complementary Structured Strategies							
O **BARC 95% PPN FX BASKET 4/4/14** LNKED TO CNY IDR MXN & RUB VS USD 5% MAX LOSS, UNCAPPED 03/30/2012 06738K-2H-3	96 42	10,000 00	9,642 00	9,974 96 9,850 00	(332 96)		
O **BARC 100%PP CNY REN 5/01/14** LNKED TO CNY 146 XLEV, 0 MAX LOSS 4/27/12, INITIAL STRIKE 6 3099 06738K-4E-8	98 74	10,000.00	9,874 00	10,018.44 9,900 00	(144 44)		
Total Complementary Structured Strategies			**$19,516.00**	**$19,993.40** **$19,750.00**	**($477.40)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	2,019.16	22,755.98	22,109 48	646 50	527 00	2 32%

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	31 00	31 00	0 00	1%

Specialty Assets Detail

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
ANTONIO DE LOS SANTOS COY SURVEY, MARION CO, TX. MINERAL INTEREST Bearer 997512-36-2	1 00 / 1 00						
FRIENDSHIP FIELD ANHYDRITE UNIT 2788 97 ACRES IN CASS COUNTY, TEXAS ROYALTY INTEREST Bearer 997512-13-8	1 00 / 1 00						
FRIENDSHIP FIELD ANHYDRITE UNIT 2788 97 ACRES IN MARION COUNTY, TEXAS ROYALTY INTEREST Bearer 997512-37-8	1 00 / 1 00	291 38	(13 51)	(83 88)	193.99	(43 70)	150.29

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440005392 FRIENDSHIP FIELD ANHY UT 146 AC, MOL, OF WHICH 66 03 AC IS IN AND 80 AC IS IN THE SANTIAGO TOSCANO		291 38	(13 51)	(83 88)	193 99	(43 70)	150 29
PART OF SECTION 3, BS&FSV, BEE CO, TX ROYALTY INTEREST Bearer 997512-10-3	1 00 / 1 00						
SURVEY NO 310 AND 2 TRACTS IN THE S TUSCANO SURVEY, MARION CO, TX. MINERAL INTEREST Bearer 997512-37-1	1 00 / 1 00						
107 ACRES IN THE CHARLES MASSENTON SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-35-5	1 00 / 1 00						
117 ACRES IN THE J GRAYSON SURVEY, MARION CO, TX. MINERAL INTEREST Bearer 997512-37-0	1 00 / 1.00						
120.87 ACS, PART OF EDMONDSON HR SV, A 122, CASS CO, TEXAS ROYALTY INTEREST Bearer 997512-13-9	1 00 / 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
120.87 ACS, PART OF EDMONDSON	1 00	48 11	(2.22)	(19 86)	26 03	(7 21)	18 82
HR SV, A 122, MARION CO, TEXAS	1 00						
ROYALTY INTEREST							
Bearer							
997512-37-9							
440005701 J H COLLEY TR #2		44 25	(2 04)	(19 86)	22 35	(6 64)	15.71
440005702 LAURA MCINTOSH		3 86	(0 18)		3 68	(0 57)	3 11
Total Value		**$48.11**	**($2.22)**	**($19.86)**	**$26.03**	**($7.21)**	**$18.82**
132.26 ACRES; LOT 5 OF SUBDIV	1 00						
OF J H SHARP	1 00						
788 AC TR, SITUATED ON							
KITCHEN'S CREEK,							
ROYALTY INTEREST							
Bearer							
997732-67-3							
136 ACRES IN THE WM EDMONDSON	1.00						
HEADRIGHT SURVEY, MARION CO, TX	1 00						
MINERAL INTEREST							
Bearer							
997512-37-4							
158 ACRES IN THE WM EDMONDSON	1.00						
SURVEY, MARION CO, TX.	1.00						
MINERAL INTEREST							
Bearer							
997512-36-1							

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
165.66 ACRES IN THE JACKSON GRAYSON HEADRIGHT SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-35-9	1 00 1.00						
198 ACRES IN THE CHARLES GRAYSON HEADRIGHT SURVEY MARION CO, TX MINERAL INTEREST Bearer 997512-35-8	1 00 1 00						
440026611 SHARP GAS UNIT #2 132 26 ACS IN CHAS GRAYSON SVY, A-164							
20 ACRES IN THE CHARLES GRAYSON HEADRIGHT SURVEY, MARION CO, TX. MINERAL INTEREST Bearer 997512-35-6	1.00 1 00						
20 ACRES IN THE CHARLES MASSENTON SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-37-2	1 00 1 00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion

Oil & Gas

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
236.5 ACRES INTHE WM EDMONDSON HEADRIGHT SURVEY, CASS COUNTY, TEXAS MINERAL INTEREST Bearer 997512-13-7	1 00 1.00						
236.5 ACRES IN THE WM EDMONDSON HEADRIGHT SURVEY, MARION COUNTY, TX MINERAL INTEREST Bearer 997512-37-7	1 00 1 00						
25 ACRES IN THE CHARLES GRAYSON HEADRIGHT SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-36-5	1 00 1 00						
264 ACRES IN THE WM EDMONDSON SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-35-7	1 00 1 00						
39 ACRES IN THE WM EDMONDSON SURVEY, MARION CO, TX. MINERAL INTEREST Bearer 997512-37-3	1.00 1 00						

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
50 ACRES IN THE WM EDMONDSON SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-36-0	1 00 1 00						
50 ACRES IN THE CHARLES GRAYSON HEADRIGHT SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-36-8	1 00 1 00						
50 ACRES IN THE WILLIAM EDMONDSON SURVEY, MARION CO, TX. MINERAL INTEREST Bearer 997512-36-9	1 00 1 00						
63 ACRES IN THE WM EDMONDSON AND J WATKINS HEADRIGHT SURVEY MARION CO, TX MINERAL INTEREST Bearer 997512-36-6	1 00 1.00						
65.78 AC IN LEMMON SV, 82,80 AC IN TUSCANO SV, MARION CO, TX ROYALTY INTEREST Bearer 997512-37-6	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
66 ACRES IN THE C GRAYSON SURVEY MARION CO, TX. MINERAL INTEREST Bearer 997512-36-4	1 00 1 00						
75 ACRES IN THE CHARLES GRAYSON SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-36-7	1.00 1 00						
90 ACRES IN THE HAMPTON HOLBERT SURVEY, CASS CO, TX MINERAL INTEREST Bearer 997512-13-6	1.00 1 00						
91.3 ACRES IN EDMONDSON SURVEY MARION CO, TX MINERAL INTEREST Bearer 997512-37-5	1 00 1 00						
98.5 ACRES IN THE CHARLES GRAYSON SURVEY, MARION CO, TX. MINERAL INTEREST Bearer 997512-36-3	1 00 1.00						
Total Oil & Gas	**$31.00** **$31.00**	**$339.49**	**($15.73)**	**($103.74)**	**$220.02**	**($50.91)**	**$169.11**