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: WILSON CHARITABLE FOUND TR P63981008

A Employer identification number: 76-0285403

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): 866- 888-5157

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ 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 ☐ 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)* ▶ $ 29,519,210.

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

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

ENVELOPE POSTMARK DATE NOV 0 2013

SCANNED NOV 15 2013

RECEIVED NOV 12 2013 A072 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	213,343.	210,886.		STMT 1
5a	Gross rents	210,687.	210,687.	NONE	
b	Net rental income or (loss) 189,195.				
6a	Net gain or (loss) from sale of assets not on line 10	253,934.			
b	Gross sales price for all assets on line 6a 3,481,438.				
7	Capital gain net income (from Part IV, line 2)		253,934.		
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)		2,422.		STMT 2
12	**Total.** Add lines 1 through 11	677,964.	677,929.	NONE	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	136,781.	102,586.		34,195.
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. 3	4,325.	4,325.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT. 4	26,705.	21,492.		5,213.
24	**Total operating and administrative expenses.** Add lines 13 through 23	167,811.	128,403.		39,408.
25	Contributions, gifts, grants paid	650,000.			650,000.
26	**Total expenses and disbursements** Add lines 24 and 25	817,811.	128,403.		689,408.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-139,847.			
b	**Net investment income** (if negative, enter -0-)		549,526.		
c	**Adjusted net income** (if negative, enter -0-)			NONE	

614

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,063,282.	518,156.	518,156.
	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)	7,538,083.	7,730,757.	8,961,189.
	c	Investments - corporate bonds (attach schedule)	2,346,517.	2,136,528.	2,194,562.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,421,170.	1,811,384.	17,277,764.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	62.	62.	567,539.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	12,369,114.	12,196,887.	29,519,210.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	12,369,114.	12,196,887.	
	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)	12,369,114.	12,196,887.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,369,114.	12,196,887.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	12,369,114.
2	Enter amount from Part I, line 27a	2	-139,847.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,229,267.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	32,380.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,196,887.

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	3,481,438.		3,227,504.	253,934.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				253,934.
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	253,934.
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	640,535.	13,986,895.	0.045795
2010	730,661.	13,469,002.	0.054248
2009	886,763.	13,665,528.	0.064891
2008	561,589.	16,164,396.	0.034742
2007	1,064,996.	17,294,024.	0.061582

2	**Total** of line 1, column (d)	2	0.261258
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	0.052252
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	13,850,134.
5	Multiply line 4 by line 3	5	723,697.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,495.
7	Add lines 5 and 6	7	729,192.
8	Enter qualifying distributions from Part XII, line 4	8	689,408.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	10,991.
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	10,991.
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	10,991.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 10,762.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,600.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	13,362.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	3.
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	2,368.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2,368. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JP MORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157
Located at ▶ 10 S DEARBORN ST, IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

		Yes	No
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**		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
SEE STATEMENT 6		136,781.	-0-	-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,436,554.
b	Average of monthly cash balances	1b	1,015,184.
c	Fair market value of all other assets (see instructions)	1c	609,312.
d	**Total** (add lines 1a, b, and c)	1d	14,061,050.
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	14,061,050.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210,916.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,850,134.
6	**Minimum investment return.** Enter 5% of line 5	6	692,507.

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	692,507.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	10,991.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,991.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	681,516.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	681,516.
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	681,516.

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	689,408.
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	689,408.
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	689,408.

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					681,516.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				627,228.	
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: ▶ $ 689,408.					
a Applied to 2011, but not more than line 2a				627,228.	
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					62,180.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					619,336.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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*				
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER BOX 45025 LUBBOCK TX 79409	NONE	PUBLIC	PROGRAM SUPPORT	200,000.
TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER 3601 4TH STREET LUBBOCK TX 79430	NONE	PUBLIC	PROGRAM SUPPORT	100,000.
MARY CROWLEY MEDICAL RESEARCH CENTER 1700 PACIFIC AVE, SUITE 1100 DALLAS TX 75201	NONE	PUBLIC	PROGRAM SUPPORT	350,000.
Total . . . . ▶ 3a				650,000.
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	213,343.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	189,195.	
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	253,934.	
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)				656,472.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 656,472.

(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 | 11/06/2013 | ▶

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	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
VARMINERA

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		409.	
OTHER INCOME:			
TOTAL GROSS INCOME			409.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			409.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			409.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY

648.6493 A PERRY #1 UNIT

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		5,689.	
OTHER INCOME:			
TOTAL GROSS INCOME			5,689.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			5,689.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			5,689.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
626.99 ACRES ALLRED #1 UNIT

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		61,257.	
OTHER INCOME:			
TOTAL GROSS INCOME			61,257.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			61,257.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			61,257.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY

644.077 ACRES WARE UNIT

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		8,701.	
OTHER INCOME:			
TOTAL GROSS INCOME			8,701.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			8,701.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			8,701.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

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RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
80 ACRES GOOD OMEN PETTIT UNIT

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		2,393.	
OTHER INCOME:			
TOTAL GROSS INCOME			2,393.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			2,393.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			2,393.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
160 ACRES IN LOT #3, SVY #44,

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	93.	
OTHER INCOME:		
TOTAL GROSS INCOME		93.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		93.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		93.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
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RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
38.15 ACS., MORE OR LESS,

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		594.	
OTHER INCOME:			
TOTAL GROSS INCOME			594.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			594.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			594.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
2E7000 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	213,343.	210,886.
TOTAL	213,343.	210,886.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES COMM. INDEX TRKG. FD. - NET		2,422.
TOTALS		2,422.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD	4,310.	4,310.
STATE INCOME TAX PAID	15.	15.
TOTALS	4,325.	4,325.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOUNDATION MEETING EXPENSE	5,213.		5,213.
MINERAL EXPENSE	11,012.	11,012.	
ROYALTY - OTHER EXPENSES	10,480.	10,480.	
TOTALS	26,705.	21,492.	5,213.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MUTUAL FUND TIMING DIFFERENCE		9,518.
ADJUSTMENT TO BASIS		22,862.
	TOTAL	32,380.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JPMORGAN CHASE BANK, NA
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 110,781.

OFFICER NAME:
JAMES L GASPARD
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 6,500.

OFFICER NAME:
TIMOTHY R VAUGHAN
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 6,500.

OFFICER NAME:
DR. J DENTON DEWITT
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 6,500.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
ELDON R VAUGHAN
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 6,500.

TOTAL COMPENSATION: 136,781.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
VARMINERA	409.			409.
648.6493 A PERRY #1	5,689.			5,689.
626.99 ACRES ALLRED	61,257.			61,257.
644.077 ACRES WARE U	8,701.			8,701.
80 ACRES GOOD OMEN P	2,393.			2,393.
160 ACRES IN LOT #3,	93.			93.
38.15 ACS., MORE OR	594.			594.
TOTALS	79,136.			79,136.

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: WILSON CHARITABLE FOUND TR P63981008

Employer identification number: 76-0285403

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	-47,687.
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	-47,687.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					112,677.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	188,944.
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	301,621.

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			-47,687.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			301,621.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			253,934.

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

Part IV **Capital Loss Limitation**

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

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

Part V **Tax Computation Using Maximum Capital Gains Rates**

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

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

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

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

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20. If zero or less, enter -0-			22	
23	Subtract line 22 from line 17. If zero or less, enter -0-			23	
24	Enter the **smaller** of the amount on line 17 or $2,400			24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25	
26	Subtract line 25 from line 24			26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28	
29	Subtract line 28 from line 27			29	
30	Multiply line 29 by 15% (.15)				30
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				31
32	Add lines 30 and 31				32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)				33
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)				34

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

▶ 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: WILSON CHARITABLE FOUND TR P63981008

Employer identification number: 76-0285403

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 6411.907 JPMORGAN ASIA EQU	08/19/2011	06/28/2012	177,097.00	208,195.00	-31,098.00
26507. ISHARES INC MSCI JA	03/13/2012	09/14/2012	249,205.00	265,794.00	-16,589.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -47,687.00

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

JSA
2F1221 2 000

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

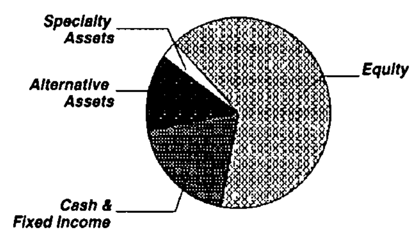
(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 135000. BARC BREN EAFE 2/2	02/04/2011	02/23/2012	127,462.00	133,650.00	-6,188.00
11825.873 JPMORGAN GROWTH FUND	01/07/2011	03/13/2012	121,570.00	105,842.00	15,728.00
135000. CS BREN EAFE 3/14/	02/25/2011	03/14/2012	126,309.00	133,650.00	-7,341.00
200000. SG REN SPX 3/28/12	03/11/2011	03/28/2012	229,849.00	198,000.00	31,849.00
8842.805 EATON VANCE MUT F	10/06/2010	04/19/2012	79,674.00	77,702.00	1,972.00
16830.096 JPMORGAN HIGH YI FUND	01/12/2010	04/19/2012	132,789.00	132,958.00	-169.00
122000. GS CONT BUFF EQ SP	10/08/2010	04/20/2012	145,625.00	120,475.00	25,150.00
135000. GS BREN EAFE 04/2	04/08/2011	04/25/2012	120,223.00	133,650.00	-13,427.00
17954.747 JPMORGAN HIGH YI FUND	VAR	06/06/2012	138,611.00	141,504.00	-2,893.00
135000. BARC BREN EAFE 06	06/10/2011	06/27/2012	119,484.00	133,650.00	-14,166.00
5407.483 JPMORGAN ASIA EQU	VAR	06/28/2012	149,355.00	118,520.00	30,835.00
9373.011 THORNBURG VALUE F	05/04/2009	07/02/2012	283,721.00	228,514.00	55,207.00
200000. MS CONT BUFF EQ SP	06/28/2011	07/25/2012	210,178.00	198,000.00	12,178.00
260000. GS CONT BUFF EQ SP	08/10/2011	08/27/2012	312,000.00	257,400.00	54,600.00
14851.485 EATON VANCE MUT	10/06/2010	10/09/2012	135,000.00	130,500.00	4,500.00
. APPLE COMPUTER INC		10/23/2012	12.00		12.00
125000. DB BREN BRENT CRUD	10/14/2011	10/24/2012	125,000.00	123,750.00	1,250.00
125000. HSBC MARKET PLUS G 10/29/12	10/14/2011	10/30/2012	128,632.00	123,750.00	4,882.00
125000. HSBC BREN EEM 11/1	10/28/2011	11/15/2012	125,000.00	123,750.00	1,250.00
140000. BNP BREN ASIA BASK	05/11/2011	11/16/2012	131,965.00	138,250.00	-6,285.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					188,944.00

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	8,907,448 56	8,961,188.53	53,739 97	74,577 73	67%
Alternative Assets	1,788,257.68	1,727,776.87	(60,480.81)	26,032.60	13%
Cash & Fixed Income	2,755,547 20	2,649,389 40	(106,157 80)	70,676.42	19%
Specialty Assets	62.00	62.00	0.00		1%
Market Value	**$13,451,315.44**	**$13,338,416.80**	**($112,898.64)**	**$171,286.75**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	294,844.16	63,328.62	(231,515.54)
Accruals	9,501.89	11,599 34	2,097 45
Market Value	**$304,346.05**	**$74,927.96**	**($229,418.09)**

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	**13,451,315.44**	**12,331,096.43**	**294,844.16**	**130,002.33**
Additions			294,948 01	294,948.01
Withdrawals & Fees	(304,145 36)	(334,704.03)	(684,424 38)	(775,581 81)
Net Additions/Withdrawals	**($304,145.36)**	**($334,704.03)**	**($389,476.37)**	**($480,633.80)**
Income	11,405.50	26,840.03	157,960 83	413,960.09
Change In Investment Value	179,841.22	1,315,184.37		
Ending Market Value	**$13,338,416.80**	**$13,338,416.80**	**$63,328.62**	**$63,328.62**
Accruals	--	--	11,599 34	11,599.34
Market Value with Accruals	**--**	**--**	**$74,927.96**	**$74,927.96**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	109,221.64	200,972.89
Interest Income	515 23	2,299 92
Original Issue Discount	2,060.59	8,132.66
Taxable Income	**$111,797.46**	**$211,405.47**
Partnership/Alt Asset Distributions	9,344 91	18,707 37
Specialty Asset Income	48,223.96	210,687 28
Other Income & Receipts	**$57,568.87**	**$229,394.65**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	106,814 55	108,918 68
ST Realized Gain/Loss		(47,686.13)
LT Realized Gain/Loss	5,608 14	188,944 16
Realized Gain/Loss	**$112,422.69**	**$250,176.71**

	To-Date Value
Unrealized Gain/Loss	**$1,155,313.51**

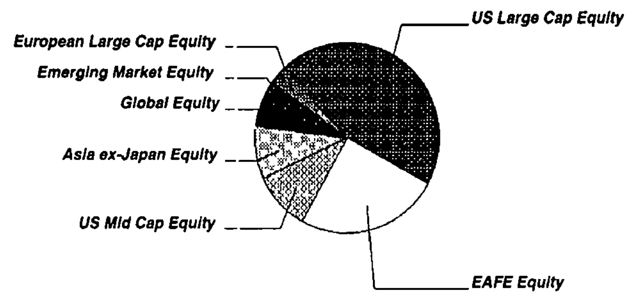
Cost Summary	Cost
Equity	7,730,756.73
Cash & Fixed Income	2,591,355.83
Total	**$10,322,112.56**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	4,056,046 14	4,045,289 38	(10,756.76)	30%
US Mid Cap Equity	945,260 07	928,368.01	(16,892.06)	7%
EAFE Equity	2,133,359.72	2,257,095.54	123,735.82	17%
European Large Cap Equity	138,302 45	147,524 45	9,222 00	1%
Asia ex-Japan Equity	713,889.67	752,896 92	39,007.25	6%
Emerging Market Equity	511,250.97	409,916.83	(101,334 14)	3%
Global Equity	409,339 54	420,097 40	10,757 86	3%
Total Value	**$8,907,448.56**	**$8,961,188.53**	**$53,739.97**	**67%**

Market Value/Cost	Current Period Value
Market Value	8,961,188 53
Tax Cost	7,730,756.73
Unrealized Gain/Loss	1,230,431.80
Estimated Annual Income	74,577 73
Accrued Dividends	5,296 61
Yield	0.83%

Asset Categories



Equity as a percentage of your portfolio - 67 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17.35	17,178.102	298,040.07	282,408.00	15,632 07	1,649 09	0.55%
BNP CONT BUFF EQ SPX 08/28/13 80% CONTIN BARRIER- 7.4%CPN 15% CAP INITIAL LEVEL-08/10/12 SPX 1405 87 05567L-6P-7	103.66	275,000.000	285,054 91	272,250.00	12,804.91		
CS CONT BUFF EQ SPX 05/01/13 80% CONTIN BARRIER- 5.25%CPN 15% CAP INITIAL LEVEL-04/13/12 SPX·1370 26 22546T-RA-1	106.26	275,000.000	292,207 03	272,250.00	19,957 03		
DB MARKET PLUS SPX 04/15/13 72.5% CONTIN BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-10/07/11 SPX 1155 46 2515A1-DJ-7	123.22	200,000 000	246,430 00	197,500.00	48,930 00		
EDGEWOOD GROWTH FUND 0075W0-75-9 EGFI X	13 84	23,520 014	325,516 99	270,480 16	55,036 83	 623.28	
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17.10	29,276.858	500,634 27	376,299.88	124,334.39	5,738 26 2,145.32	1.15%
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	34.38	18,166 492	624,563 99	519,280.12	105,283 87	6,285 60	1 01%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
JPM INTREPID AMERICA FD - SEL FUND 1206 4812A2-10-8 JPIA X	26 09	5,588.570	145,805 79	131,275 51	14,530.28	2,503 67	1 72%
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	10.03	48,616 621	487,624 71	435,118 76	52,505 95	4,715 81	0 97%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	22,020 311	487,089.28	372,666.21	114,423.07	7,905 29	1.62%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	2,474 000	352,322.34	265,967.37	86,354 97	7,676 82 2,528 01	2 18%
Total US Large Cap Equity			**$4,045,289.38**	**$3,395,496.01**	**$649,793.37**	**$36,474.54** **$5,296.61**	**0.90%**
US Mid Cap Equity							
ASTON OPTIMUM MID CAP FUND I 00078H-15-8 ABMI X	33 84	12,498.336	422,943 69	350,922 99	72,020.70		
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	47,636.599	505,424 32	396,277 12	109,147 20	4,287.29	0 85%
Total US Mid Cap Equity			**$928,368.01**	**$747,200.11**	**$181,167.90**	**$4,287.29**	**0.46%**

	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	14,698 021	446,525 88	411,838 56	34,687 32		
CS BREN EAFE 08/28/13 10%BUFFER-2 XLEV- 9.6%CAP 19.2%MAXRTRN INITIAL LEVEL-08/10/12·SX5E 2423.22 UKX.5847.11 TPX 749.79 22546T-XS-5	106.60	140,000 000	149,240.00	138,600 00	10,640.00		
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	20,293 548	702,968.50	681,864 43	21,104.07	15,159.28	2.16%
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	125,000.000	136,052 50	123,750 00	12,302 50		
HSBC BREN EAFE 0 04/04/13 10%BUFFER-2 XLEV- 9 5%CAP 19%MAXRTRN INITIAL LEVEL-03/16/12 SX5E 2608 30 UKX 5965 58 TPX·866 73" 4042K1-A4-5	103.34	135,000 000	139,509.00	133,650 00	5,859 00		
HSBC BREN EAFE 03/06/13 10%BUFFER-2 XLEV- 9 5%CAP 19% MAXRTN INITIAL LEVEL-02/17/12: SX5E:2520 31 UKX.5905.07 TPX 810.45 4042K1-XT-5	106.08	125,000.000	132,600.00	123,750 00	8,850.00		

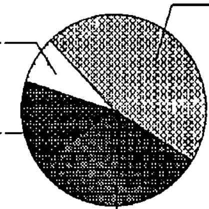
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
EAFE Equity							
MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 563821-54-5 EXWA X	7 75	70,993 505	550,199.66	459,954 32	90,245 34	8,590 21	1 56%
Total EAFE Equity			**$2,257,095.54**	**$2,073,407.31**	**$183,688.23**	**$23,749.49**	**1.05%**
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	145,000 000	147,524.45	143,187 50	4,336 95		
Asia ex-Japan Equity							
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 19763P-57-2 TAPR X	13 07	15,785 466	206,316 04	175,692 24	30,623 80	4,041.07	1.96%
CS BREN ASIA BASKET 11/27/13 10%BUFFER-2 XLEV- 5 8%CAP 11.6%MAXRTRN INITIAL LEVEL-11/09/12 ASIA BSKT.100 22546T-J5-1	102.42	140,000 000	143,388 70	138,600 00	4,788 70		
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	16,517.500	403,192.18	258,712.47	144,479 71	3,336.53	0 83%
Total Asia ex-Japan Equity			**$752,896.92**	**$573,004.71**	**$179,892.21**	**$7,377.60**	**0.98%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
DELAWARE EMERGING MARKETS FUND 245914-81-7 DEMI X	14 41	18,935 294	272,857 59	304,290 18	(31,432 59)	2,688 81	0 99%
JOHN HANCOCK II-EMG MKTS-I 47804B-19-5 JEVI X	10.74	12,761.568	137,059 24	127,870.91	9,188 33		
Total Emerging Market Equity			**$409,916.83**	**$432,161.09**	**($22,244.26)**	**$2,688.81**	**0.66%**
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	185,000 000	211,132.50	183,150.00	27,982.50		
GS DELTA ONE MSCI WORLD TR 6/26/13 99 75%A F, UNCAPPED INITIAL LEVEL-6/8/12 NDDUWI.3004 794 38143U-Y3-9	112 95	185,000 000	208,964.90	183,150.00	25,814 90		
Total Global Equity			**$420,097.40**	**$366,300.00**	**$53,797.40**	**$0.00**	**0.00%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	513,199 28	504,362 81	(8,836 47)	4%
Private Investments	163,859.75	195,697 75	31,838.00	1%
Real Estate & Infrastructure	282,798 83	250,398 07	(32,400.76)	2%
Hard Assets	828,399 82	777,318 24	(51,081 58)	6%
Total Value	**$1,788,257.68**	**$1,727,776.87**	**($60,480.81)**	**13%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 13 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12.77	19,495.783	248,961 15	255,495 25

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9 83	25,981 858	255,401 66	262,141.48
Total Hedge Funds			**$504,362.81**	**$517,636.73**

Fund / Strategy/Vintage	Capital Commitment / Unfunded Commitment	(Net Capital Called Since Inception) / Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance / as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value / Estimated Profit/ (Loss)

Private Investments

CLAYTON, DUBILIER & RICE (CD&R)	250,000.00	(186,242 46)	(146,153 06)	171,896.00	23,801.75	195,697.75
FUND 8, LP	63,757.54	40,089 40		09/30/12		49,544 69
(OFFSHORE INVESTORS)						
(NON-SELF-DEALING FIDUCIARY INVESTORS)						
N/O Client						
325691-94-7						
LBO/2008						

"Unfunded Commitment" is only available for Private Equity Funds denominated in USD. "Estimated Profit/(Loss)" is the comparison of your cash adjusted "Estimated Value" to your "(Net Capital Called)/Distributed Since Inception" This is an estimated value and is not intended to be used for the purposes of estimated taxable income nor as a substitute for Schedule K-1.
"Vintage Year" refers to the first year in which the private equity fund called capital.
Amounts shown above under "Estimated Capital Account Balance" for private equity funds are estimates of your value in the fund and are based on the latest fund-level values provided by the relevant funds as of the date noted below the value, which values may be as of a date (underlying fund value date) prior to the period covered by this statement. Therefore, such "Estimated Capital Account Balance" may not reflect the value of your interest for a specific private equity investment for the similar period. For additional information, please contact your J.P. Morgan representative

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which values 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, amounts shown under "Estimated Value" 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)

	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	15,728.52	263,862.27		250,398 07	9,547.21	3.81 %

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).

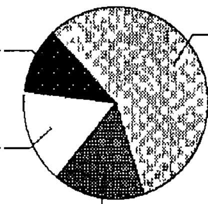
	Price	Quantity	Estimated Value	Cost
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	23,245 429	324,738.64	423,641.03
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	27 78	6,620 000	183,903 60	192,790 95

	Price	Quantity	Estimated Value	Cost
Hard Assets				
SG BRENT CBEN 11/01/13 LNKD TO CO1 75% BARRIER, 11 40% CPN, 11 40% CAP 10/19/12; INITIAL STRIKE. 110.14 78423E-EL-4	100 88	145,000.000	146,276.00	143,550 00
SG PARTICIPATING GOLD NOTE 11/08/13 LNKD TO GOLDLNPM 85%BARRIER, 13 00%MAXRTN 10/26/12 GOLDLNPM 1716 78423E-ER-1	97.92	125,000.000	122,400.00	123,750.00
Total Hard Assets			**$777,318.24**	**$883,731.98**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	704,831 10	454,827.49	(250,003.61)	3%
US Fixed Income	1,323,925.78	1,461,229 55	137,303 77	11%
Complementary Structured Strategies	288,490.00	289,340 00	850 00	2%
Foreign Exchange & Non-USD Fixed Income	438,300.32	443,992 36	5,692 04	3%
Total Value	**$2,755,547.20**	**$2,649,389.40**	**($106,157.80)**	**19%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 19 %

Market Value/Cost	Current Period Value
Market Value	2,649,389.40
Tax Cost	2,591,355.83
Unrealized Gain/Loss	58,033.57
Estimated Annual Income	70,676.42
Accrued Interest	5,448 93
Yield	2 58%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	2,453,369.40	94%
6-12 months[1]	95,770.00	3%
1-5 years[1]	100,250.00	3%
Total Value	**$2,649,389.40**	**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	454,827 49	17%
International Bonds	439,728.92	16%
Mutual Funds	1,465,492 99	57%
Complementary Structure	289,340.00	10%
Total Value	**$2,649,389.40**	**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	454,827 49	454,827 49	454,827.49		136.44 20.22	0 03% [1]
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	24,193 83	286,213.06	243,858.20	42,354 86	11,540.45 991.95	4.03%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	23,684.21	268,342.11	270,000.00	(1,657.89)	17,028 94 1,334.79	6 35%
EATON VANCE FLOATING RATE I 277911-49-1	9.12	29,250.69	266,766.30	257,026.20	9,740 10	11,846 52 977.58	4 44%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	32,272.85	262,700.97	251,018.38	11,682.59	18,556.88 1,678.19	7.06%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.99	34,322 76	377,207.11	366,567.05	10,640 06	5,663 25 446.20	1 50%
Total US Fixed Income			**$1,461,229.55**	**$1,388,469.83**	**$72,759.72**	**$64,636.04** **$5,428.71**	**4.42%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
Complementary Structured Strategies							
O **DB 95% PPN FX BASKET 2/1/13** LNKED TO MXN INR CNY & RUB VS USD 1.40XLEV, UNCAPPED 7/29/11 2515A1-B5-9	93 32	100,000 00	93,320 00	99,995 12 98,750.00	(6,675 12)		
O **BARC 93% PPN CURRENCY BASKET 9/13/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 06738K-UP-4	95 77	100,000 00	95,770 00	101,406 85 98,500 00	(5,636 85)		
O **BARCLAYS PP FRN CMS 5/28/14** 3 603% CPN FLOATING RATE NTS DD 05/28/2009 06739J-EC-3 AA- /AA3	100 25	100,000.00	100,250.00	106,728 47 100,000.00	(6,478 47)	2,087 00	
Total Complementary Structured Strategies			**$289,340.00**	**$308,130.44** **$297,250.00**	**($18,790.44)**	**$2,087.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11.27	25,774 31	290,476.50	288,513 80	1,962.70	1,675.33	0 58%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	10,007 55	153,515 86	151,414.27	2,101.59	2,141 61	1.40%
Total Foreign Exchange & Non-USD Fixed Income			**$443,992.36**	**$439,928.07**	**$4,064.29**	**$3,816.94**	**0.86%**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	62 00	62.00	0.00	1%

Specialty Assets Detail

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
TWO TRACTS CONTAINING 79.032 ACRES, HERRIN SURVEY, ABSTRACT 422, SMITH COUNTY, TEXAS ROYALTY INTEREST Bearer 997510-84-7	1.00 / 1.00						
1 A, OUT OF HERRIN SY SMITH CO, TX MINERAL INTEREST Bearer 997510-87-2	1.00 / 1.00						
10 A PT. OF VICKERY SY SMITH CO, TX MINERAL INTEREST Bearer 997510-87-7	1.00 / 1.00						

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
100 A DESCRIBED IN GIFT DEED DTD 12/25/51 VOL 720, PAGE 165 SMITH CO, TX MINERAL INTEREST Bearer 997510-84-9	1.00 1.00	17,720.16	(160.16)	(4,430 67)	13,129.33	(2,658 04)	10,471.29
440007670 LYLES #1		465.94	(15.42)		450 52	(69.89)	380 63
440007674 LYLES #2		1,231.08	(39 59)	(126.82)	1,064 67	(184.66)	880.01
440007677 LYLES #4		1,272 25	(21 53)	(74 98)	1,175 74	(190 84)	984.90
440007679 LYLES #3		948.88	(26 95)	(38.70)	883.23	(142 34)	740 89
440007681 LYLES #5		566 52	(14 48)		552 04	(84 98)	467 06
440007682 LYLES #6		939 25	(3.01)	(128.80)	807 44	(140 89)	666.55
440007684 MCDONALD GU #1 CONTAINING 681.50 AC, MOL, OUT OF TH PARTICULARLY DESCRIBED IN A DESIGNAT		1,834 40	(8 22)	(668 13)	1,158.05	(275 16)	882 89
440007686 WILSON GAS UNIT CONTAINING 702 0424 AC, MOL, OUT OF SVY, A-459, AND A. D. CURRY SVY, A-2		615 28	(6 84)	(223.42)	385 02	(92.29)	292.73
440017924 LYLES #7		1,542.81	(7.99)	(171 92)	1,362.90	(231.42)	1,131.48
440028830 MCDONALD #2 CONTAINING 681.50 AC, MOL, OUT OF THE N MULKY SVY,		8,303 75	(16 13)	(2,997 90)	5,289 72	(1,245 57)	4,044.15
Total Value		**$17,720.16**	**($160.16)**	**($4,430.67)**	**$13,129.33**	**($2,658.04)**	**$10,471.29**
102 A (POSSIBLY 200A) IN MULKY SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-87-4	1 00 1.00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
102.40 A PART OF BAYNE SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-85-6	1.00 1.00						
103.019 ACS IN WILLIAMS AND NANDAIN SURVEYS KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-83-5	1.00 1 00						
103.09 ACRES IN BBB & CRR MANDAIN AND TURNER SURVEYS KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-83-7	1.00 1.00						
105 A DESCRIBED AS 4 TRACTS IN WARRANTY DEED DTD. 4/20/48 VOL 591, P 301, SMITH CO TX MINERAL INTEREST Bearer 997510-85-1	1.00 1 00						
106.8 A, PT OF HERRIN SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-8	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
1095.878 ACRES IN THE THOMAS AND ALLISON SURVEYS CHEROKEE COUNTY, TEXAS MINERAL INTEREST Bearer 997602-23-0	1 00 1.00						
440015191 CLICK #1 CONTAINED WITHIN THE 659 5286 AC CLI ALLISON SVY A-1 AND THE J THOMAS SV							
440015192 CLICK #1-TP CONTAINED WITHIN AN 85 ACRE TRACT LO COUNTY, TEXAS.							
11.279 ACRES IN E.C. ALLISON SURVEY, CHEROKEE COUNTY, TEXAS MINERAL INTEREST Bearer 997510-82-8	1.00 1.00						
112 A PART OF BAYNE SY SMITH CO, TX MINERAL INTEREST Bearer 997510-85-5	1 00 1.00						
115 A, PART OF SANDERS SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-4	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
117 A BEING 65 A OUT OF GREEN SY. & 52 A IN HERRIN SY SMITH CO, TX MINERAL INTEREST Bearer 997510-86-9	1.00 1.00						
122 A PART OF HAMILTON SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-85-8	1.00 1 00						
127.83 ACRES, JACOB HERRIN SURVEY, A-422 SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-84-3	1.00 1.00						
133.40 A PT. OF MILLER SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-85-7	1 00 1.00						
14.30 A PT. OF WELDON SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-87-6	1.00 1.00	1,067.49	(17.85)	(301.60)	748 04	(160.12)	587 92
440007667 BURKETT GU #1 THE BURKETT GAS UNIT, CONTAINING 366 A-1012, THE I WELDON SVY, A-1027, T		727 67	(15 97)	(181 40)	530 30	(109 15)	421 15

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440007668 BURKETT GU #3		339.82	(1.88)	(120.20)	217.74	(50.97)	166.77
Total Value		**$1,067.49**	**($17.85)**	**($301.60)**	**$748.04**	**($160.12)**	**$587.92**
141.32 A, PT. OF HERRIN SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-5	1 00 1.00						
160 ACRES IN LOT #3, SVY #44, A-451, IGNG RR, AND LOT 4 IN SVY #44, A-451 IGNG RR & IN SVY #577, A-1365, WEBB/DIMMIT ROYALTY INTEREST Bearer 997510-88-7	1.00 1 00						
440013251 GATES RANCH K 1-222							
178.82 A, PT OF HERRIN SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-6	1.00 1 00						
182.71 ACRES IN MANDAIN, TATE, TURNER AND WILLIAMS SURVEYS, KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-83-9	1 00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
185.040 ACRES IN E.C. ALLISON SRVY A-1, CHEROKEE CO., TEXAS MINERAL INTEREST Bearer 997510-82-9	1.00 1.00						
20.934 ACRES IN HENRY MICKLEBOROUGH SURVEY A-651 SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-88-3	1.00 1.00						
220 A LOCATED IN JOSE AGATO CARO SY, A-4 SMITH CO, TX MINERAL INTEREST Bearer 997510-84-5	1.00 1.00	1,537 24	(0 92)	(779.54)	756 78	(230.58)	526.20
440017673 B. J. WILSON GU CONTAINING 693 735 AC, MOL, OUT OF THE B DUPHREY SVY, A-296,		1,537.24	(0 92)	(779.54)	756 78	(230.58)	526 20
220 A PT. OF HAMILTON SY & BEING 90 A & 130 A SMITH CO, TX MINERAL INTEREST Bearer 997510-85-9	1.00 1 00						
220.1 A, BEING 122 A & 98.10 A IN SANDERS SY SMITH CO, TX MINERAL INTEREST Bearer 997510-86-2	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
250 A DESCRIBED IN CORRECTION DEED DTD. 2/1/54 VOL 758, P. 17 SMITH CO, TX MINERAL INTEREST Bearer 997510-85-2	1 00 1.00						
30 A, PT OF SANDERS SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-3	1.00 1.00						
311.501 ACS IN WILLIAMS AND NANDAIN SURVEYS KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-84-1	1.00 1.00						
335.25 ACRES IN ALLISON AND THOMAS SVY A-831 CHEROKEE COUNTY, TEXAS MINERAL INTEREST Bearer 997510-82-7	1.00 1.00						
34 A, PT. OF HERRIN SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-7	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
35.25 A BEING 3 TR.: 50, 102.5 & 200 A CAUSE #6912 DCM SMITH CO, TX MINERAL INTEREST Bearer 997510-87-3	1.00 / 1.00						
35.75 A DESCRIBED IN WARRANTY DEED DTD 10/19/01, VOL 71, P 559, SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-85-3	1.00 / 1.00						
375.7 A IN PL TRIMBLE SY A-989 & 40 A IN TRIMBLE SY A-988 SMITH CO, TX MINERAL INTEREST Bearer 997510-87-5	1.00 / 1 00	102.49	(2.86)	(33.26)	66 37	(15.37)	51 00
440014900 CORLEY #1-1		15.89	(0.77)	(5 09)	10 03	(2 38)	7.65
440014902 CORLEY #1-2		37 02	(0 85)	(12 68)	23 49	(5 55)	17 94
440014903 CORLEY #1-4		42.39	(1 19)	(13.32)	27.88	(6 36)	21 52
440014904 CORLEY #1-3		7.19	(0.05)	(2 17)	4 97	(1 08)	3 89
Total Value		**$102.49**	**($2.86)**	**($33.26)**	**$66.37**	**($15.37)**	**$51.00**
38.15 ACS., MORE OR LESS, BEING A PART OF A 108 61 AC TRACT, MORE OR LESS, SITUATED IN A PART OF THE W.A. PARMER MINERAL INTEREST Bearer 997730-33-1	1.00 / 1.00	284 11	(4.25)	(51.96)	227 90	(42.63)	185 27

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440031000 ECHARD HEIRS UNIT 6 W L PARMER SVY A-767		65.75	(1 90)	(9 39)	54.46	(9 86)	44 60
440031001 ECHARD HEIRS #5 W L PARMER SVY. A-767		68.98		(18.54)	50 44	(10 35)	40 09
530000426 ECHARD HEIRS #1 SMITH, TEXAS		53.69	(2 35)	(1.42)	49 92	(8 06)	41 86
530000427 ECHARD HEIRS #4R SMITH, TEXAS		52 26		(12.04)	40 22	(7 84)	32.38
530000428 ECHARD HEIRS 13 SMITH, TEXAS		43 43		(10 57)	32.86	(6 52)	26 34
Total Value		**$284.11**	**($4.25)**	**($51.96)**	**$227.90**	**($42.63)**	**$185.27**
38.5 ACS, JOHN WOMACK SVY A-852 AND BEING TWO TRACTS· TRACT #1. 37 5 ACRES TRACT #2 1 0 ACRES MINERAL INTEREST Bearer 997510-88-6	1.00 / 1.00						
39 A, BEING 20 A IN SANDERS SY & 19 A IN HAMILTON SY SMITH CO, TX MINERAL INTEREST Bearer 997510-86-1	1 00 / 1 00						
4 A DESCRIBED IN GIFT DEED DATED 8/27/52, VOL. 720, PAGE 302 SMITH CO, TX MINERAL INTEREST Bearer 997510-84-8	1 00 / 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
40 A, PT OF RECTOR SY SMITH CO, TX MINERAL INTEREST Bearer 997510-87-1	1.00 1.00						
41.455 ACRES IN HAMILTON SRVY ABST. 459, SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-84-6	1.00 1.00						
42.6 ACS TE&L CO SVY #1451 AND BEING IN ABST. 284, BEING THE EAST 42 6 ACS OF A 62 6 ACRE TRACT, YOUNG COUNTY, TEXAS OVERRIDING RI Bearer 997506-84-1	1.00 1.00	357.64	(16 48)		341 16	(53 65)	287 51
440007132 BENSON UNIT DEEP		240 92	(11 10)		229 82	(36 14)	193 68
440007136 BENSON E 42 6 ACS T E # L CO SUR #1451, A-284		116.72	(5.38)		111 34	(17.51)	93 83
Total Value		**$357.64**	**($16.48)**		**$341.16**	**($53.65)**	**$287.51**
420 ACRES, B. LAFFERTY LEAGUE A-13, SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997602-23-1	1 00 1.00	8,346 84	(186 11)	(1,378 95)	6,781 78	(1,252 04)	5,529 74
440009326 JASPER WILSON GU #1-1 A 661 663 AC GAS UNIT LOCATED IN THE		174 62	(7.11)		167.51	(26 20)	141 31
440009332 JASPER WILSON GU #1-2		672 46	(15 92)	(122 68)	533 86	(100 87)	432.99

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440009336 JASPER WILSON GU #1-3		2.84	(0 05)		2 79	(0 42)	2 37
440009339 JASPER WILSON GU #1-4		460.76	(9.21)	(96.51)	355.04	(69.12)	285 92
440009341 JASPER WILSON GU #1-5		457 33	(11 19)	(79 22)	366 92	(68 60)	298 32
440009345 JASPER WILSON GU #1-7		469.23	(10 65)	(94.90)	363 68	(70.39)	293 29
440009347 JASPER WILSON GU #1-6		278 28	(6.35)	(55 99)	215.94	(41 74)	174.20
440009348 JASPER WILSON GU #1-8		1,118 83	(17.83)	(162.82)	938 18	(167.83)	770.35
440009351 JASPER WILSON GU #1-9		362.06	(7 96)	(69.16)	284 94	(54.31)	230 63
440009355 JASPER WILSON GU #1-11		726.19	(15 80)	(171.43)	538.96	(108 92)	430.04
440009358 JASPER WILSON GU #1-13A		1,016 58	(26 80)	(0 41)	989 37	(152 49)	836 88
440009360 JASPER WILSON GU #1-10		621.21	(14 64)	(129.41)	477.16	(93 18)	383.98
440009363 JASPER WILSON GU #1-12		985.61	(33 53)	(147 72)	804 36	(147.84)	656 52
440009364 JASPER WILSON GU #1-14A		278.94	(4 90)	(43.76)	230.28	(41 84)	188.44
440009365 JASPER WILSON GU #1-15		233.63	(2 53)	(88.52)	142.58	(35.05)	107 53
440009366 JASPER WILSON GU #1-16		488 27	(1.64)	(88.97)	397.66	(73 24)	324 42
440018398 ROBERTS OIL UNIT 40.00 AC OF LAND, MOL, LOCATED IN THE BENIJAH LAFFERTY SVY,				(27 45)	(27 45)		(27 45)
Total Value		**$8,346.84**	**($186.11)**	**($1,378.95)**	**$6,781.78**	**($1,252.04)**	**$5,529.74**
442.7 ACRES & BEING THE S 1/2 OF SEC 2 D&W RY CO. CERT. 22G ABOUT 12 MILES NORTH FROM COUNTY SITE, HOUSTON CO., TX. MINERAL INTEREST Bearer 997510-88-8	1.00 1 00						
5 A, PT. OF HAMILTON SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-0	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
50 A BEING PT. OF BAYNE SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-85-4	1.00 1 00						
50.440 A IN E C ALLISON SVY CHEROKEE COUNTY,TEXAS MINERAL INTEREST Bearer 997510-83-3	1.00 1.00						
53.88 A PT OF COLWELL SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-87-0	1 00 1.00						
54.23 A IN BIRD L. DUPREY SY. A-296 SMITH CO, TX MINERAL INTEREST Bearer 997510-87-8	1.00 1.00						
626.99 ACRES ALLRED #1 UNIT SMITH COUNTY, TEXAS O&G CONS PROP Bearer 997510-88-0	1 00 1.00	14,875 37	(440 38)	(2,741 62)	11,693 37	(2,231 28)	9,462 09
440007978 F L ALLRED GU #1				(132.71)	(132.71)		(132 71)
440007983 F L ALLRED GU #1-2		1,254 17	(71 79)	(86 55)	1,095 83	(188.12)	907 71
440007985 F L ALLRED GU #1-3		780.56	(21.40)	(75.14)	684 02	(117.08)	566 94
440007987 F L ALLRED GU #1-4		1,142.10	(41 72)	(277.76)	822 62	(171 31)	651.31
440007989 F L ALLRED GU #1-5		1,112 90	(25 87)	(192.17)	894.86	(166.93)	727.93
440007991 F L ALLRED GU #1-6		1,043.34	(17.60)	(241 33)	784 41	(156.51)	627 90

	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
440007999 F L ALLRED GU #1-7		1,049 91	(33 61)	(193.90)	822 40	(157.49)	664 91
440008003 F L ALLRED GU #1-8		674 90	(18.00)	(178 21)	478 69	(101.23)	377 46
440008006 F L ALLRED GU #1-9		864 83	(24 83)	(107 51)	732 49	(129 72)	602 77
440008008 F L ALLRED GU #1-10		1,170 86	(34 91)	(221.32)	914 63	(175.62)	739.01
440008011 F L ALLRED GU #1-14		1,471 67	(46.08)	(218 16)	1,207.43	(220 75)	986.68
440008016 F L ALLRED GU #1-12		1,710.27	(53 63)	(306 44)	1,350.20	(256.54)	1,093 66
440018775 F L ALLRED GU #1-15 #1-15		928.35	(0.99)	(295.59)	631.77	(139 25)	492.52
440020414 ALLRED GU #1-13 SMITH CO , TX		1,671 51	(49 95)	(214 83)	1,406 73	(250 73)	1,156 00
Total Value		**$14,875.37**	**($440.38)**	**($2,741.62)**	**$11,693.37**	**($2,231.28)**	**$9,462.09**
644.077 ACRES WARE UNIT SMITH COUNTY, TEXAS O&G CONS PROP Bearer 997510-88-1	1 00 / 1.00	2,170 62	(59 64)	(352 46)	1,758 52	(325 60)	1,432 92
440010281 J F WARE GU #1				(12.59)	(12.59)		(12.59)
440010282 J F WARE GU #1-2		198 41	(11 01)	(14 72)	172 68	(29 76)	142 92
440010283 J F WARE GU #1-3		131.23	(8 87)	(23 87)	98.49	(19 68)	78.81
440010284 J F WARE GU #1-4		221.78	(6.76)	(21.21)	193 81	(33.27)	160 54
440010288 J F WARE GU #1-5		202 22	(2.27)	(47.07)	152 88	(30.33)	122 55
440010292 J F WARE GU #1-6		64.96	(1 57)	(16 85)	46.54	(9 75)	36.79
440010298 J F WARE GU #1-8		144 16	(2 81)	(37.98)	103 37	(21 63)	81.74
440010299 J F WARE GU #1-10		423 41	(7 24)	(25 21)	390 96	(63 51)	327 45
440010300 J F WARE GU #1-9		166 69	(0 18)	(43.14)	123 37	(25 00)	98.37
440017758 J F WARE GU #1-11				(12 02)	(12 02)		(12 02)
440018413 J F WARE GU #1-16		109.43	(1 46)	(28 24)	79 73	(16 42)	63 31
440021492 J F WARE GU #1-12		121 29	(2.51)	(38 27)	80 51	(18.19)	62 32
440022017 WARE JF GU #1-13 SMITH CO , TX		244.87	(10 90)	(16.29)	217 68	(36 73)	180.95

	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
530008473 J F WARE GU #1-7 SMITH, TEXAS		142.17	(4 06)		138 11	(21.33)	116 78
997510881 644.077 ACRES WARE UNIT				(15 00)	(15.00)		(15 00)
Total Value		**$2,170.62**	**($59.64)**	**($352.46)**	**$1,758.52**	**($325.60)**	**$1,432.92**
648.6493 A PERRY #1 UNIT SMITH CO, TX O&G CONS PROP Bearer 997510-87-9	1 00 1 00	1,307 73	(14 72)	(224.48)	1,068.53	(196 16)	872.37
440015178 PERRY GU #1		1,307 73	(14 72)	(224.48)	1,068.53	(196 16)	872.37
65 A DESCRIBED IN GIFT DEED DTD. 9/25/51 VOL 688, PAGE 429 SMITH CO, TX MINERAL INTEREST Bearer 997510-85-0	1.00 1.00						
7.994 A,BEING PART OF BLOCK 1 IN E C ALLISON SVY CHEROKEE COUNTY,TEXAS MINERAL INTEREST Bearer 997510-83-1	1.00 1.00						
80 ACRES GOOD OMEN PETTIT UNIT SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-88-2	1 00 1.00	454 27	(20 93)	(114 00)	319.34	(68.14)	251.20
440012885 GOOD OMENS PETTIT TR 37		454 27	(20 93)	(114 00)	319 34	(68.14)	251 20

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
80.015 ACRES OUT OF E.C. ALLISON SURVEY CHEROKEE COUNTY, TEXAS MINERAL INTEREST Bearer 997510-83-0	1.00 1.00						
82.96 ACRES; & BEING 3 TRACTS OF LAND IN THE JOSIAH THOMAS 2/3 LEAGUE IN THE NORTHERN PART OF CHEROKEE COUNTY, TEXAS MINERAL INTEREST Bearer 997510-82-4	1.00 1.00						
85 ACRES IN JOSIAH THOMAS SRVY A-1 ON THE WATERS OF MUD CREEK & SITUATED IN CHEROKEE CO , TX MINERAL INTEREST Bearer 997510-82-6	1 00 1.00						
85.7 A,BEING PART OF LT 5 OF S/D OF 984 A. CHEROKEE COUNTY,TEXAS MINERAL INTEREST Bearer 997510-83-2	1.00 1 00						
95 A,BEING F J CALVIT LGE,A-51 BRAZORIA COUNTY,TEXAS MINERAL INTEREST Bearer 997503-74-9	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
97 A OUT OF W. BARNETT SY. A-911 ANDERSON CO, TX MINERAL INTEREST Bearer 997510-88-9	1 00 1 00						
Total Oil & Gas	**$62.00** **$62.00**	**$48,223.96**	**($924.30)**	**($10,408.54)**	**$36,891.12**	**($7,233.61)**	**$29,657.51**