ENVELOPE POSTMARK DATE NOV 1 3 2013

SCANNED NOV 2 2 2013

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 SHOUP FOUNDATION JAMES MCCREERY, JAMES R. MCCREERY R79250008

A Employer identification number 84-6100815

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 ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 521,353.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________

(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	11,549.	11,549.		
	5a	Gross rents	45.	45.	NONE	
	b	Net rental income or (loss) 45				
	6a	Net gain or (loss) from sale of assets not on line 10	-1,847.			
	b	Gross sales price for all assets on line 6a 224,001.				
	7	Capital gain net income (from Part IV, line 2)				
	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)				
	12	**Total.** Add lines 1 through 11	9,747.	11,594.	NONE	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	12,000.	9,000.		3,000.
	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 1	401.	143.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 2	365.	365.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,766.	9,508.		3,000.
	25	Contributions, gifts, grants paid	20,000.			20,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	32,766.	9,508.		23,000.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-23,019.			
	b	**Net investment income** (if negative, enter -0-)		2,086.		
	c	**Adjusted net income** (if negative, enter -0-)			NONE	

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JSA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)
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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	19,010.	25,796.	25,796.
	2	Savings and temporary cash investments			
	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)	241,678.	245,157.	267,999.
	c	Investments - corporate bonds (attach schedule)	218,359.	142,961.	145,967.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	25,792.	69,491.	75,290.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	4.	4.	6,301.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	504,843.	483,409.	521,353.
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	504,843.	483,409.	
	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)	504,843.	483,409.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	504,843.	483,409.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	504,843.
2	Enter amount from Part I, line 27a	2	-23,019.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	2,294.
4	Add lines 1, 2, and 3	4	484,118.
5	Decreases not included in line 2 (itemize) ▶ DEFERRED INCOME - MUTUAL FUND TIMING DIFFERENCE	5	709.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	483,409.

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	223,998.		225,848.	-1,850.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				-1,850.
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 -1,847.

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	29,535.	534,335.	0.055274
2010	19,877.	528,531.	0.037608
2009	33,046.	488,716.	0.067618
2008	32,178.	574,869.	0.055974
2007	31,633.	638,102.	0.049574

2	**Total** of line 1, column (d)	2	0.266048
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	0.053210
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	513,238.
5	Multiply line 4 by line 3	5	27,309.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	21.
7	Add lines 5 and 6	7	27,330.
8	Enter qualifying distributions from Part XII, line 4	8	23,000.

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	42.
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	42.
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	42.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . — 6a		
b	Exempt foreign organizations - tax withheld at source . . . . — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . . — 6c: 600.		
d	Backup withholding erroneously withheld . . . . — 6d		
7	Total credits and payments Add lines 6a through 6d	7	600.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶	10	558.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 44. **Refunded** ▶	11	514.

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

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

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

Website address ▶ N/A

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

Located at ▶ 10 S. DEARBORN, IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603-2003

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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 (No)

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S. DEARBORN, IL1-0117, CHICAGO, IL 60603-2003	CO-TRUSTEE 2	8,000.	-0-	-0-
RUTH MCREERY PO BOX 366, ESTES PARK, CO 80517	CO-TRUSTEE 2			
JAMES MCREERY 4517 E COUNTY RD 16, LOVELAND, CO 80537	CO-TRUSTEE 2	4,000.		

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	494,680.
b	Average of monthly cash balances			1b	19,271.
c	Fair market value of all other assets (see instructions)			1c	7,103.
d	**Total** (add lines 1a, b, and c)			1d	521,054.
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	521,054.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	7,816.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	513,238.
6	**Minimum investment return.** Enter 5% of line 5			6	25,662.

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	25,662.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	42.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	42.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	25,620.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	25,620.
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	25,620.

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	23,000.
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	23,000.
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	23,000.

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.

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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					25,620.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				19,992.	
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: ▶ $ 23,000.					
a	Applied to 2011, but not more than line 2a				19,992.	
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					3,008.
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					22,612.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2008	NONE				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

N/A

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*				
VARIOUS CHARTIABLE RECIPIENTS SEE ATTACHED ST	NONE	PUBLIC	GENERAL	20,000.
Total . . . . ▶ 3a				20,000.
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	11,549.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	45.	
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	-1,847.	
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)				9,747.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 9,747.

(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 | 11/08/2013 ▶

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
SHOUP FOUNDATION JAMES MCCREERY, JAMES R.	84-6100815

DESCRIPTION OF PROPERTY
JUNIPER LEASE

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		45.	
OTHER INCOME:			
TOTAL GROSS INCOME			45.
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)			45.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			45.
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									

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RENT AND ROYALTY INCOME

Taxpayer's Name
SHOUP FOUNDATION JAMES MCCREERY, JAMES R.

Identifying Number
84-6100815

DESCRIPTION OF PROPERTY
MINERAL ACTIVITY

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

TYPE OF PROPERTY: 4 - COMMERCIAL

OTHER INCOME:

TOTAL GROSS INCOME

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)		

Less Amount to

Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		
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									

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SHOUP FOUNDATION JAMES MCCREERY, JAMES R. 84-6100815

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	258.	
FOREIGN TAXES ON QUALIFIED FOR	131.	131.
FOREIGN TAXES ON NONQUALIFIED	12.	12.
TOTALS	401.	143.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MINERAL INTEREST AD VALOREM TA	237.	237.
DENVER PROBATE COURT TRUST FEE	126.	126.
MINERAL INTEREST PRODUCTION TA	2.	2.
TOTALS	365.	365.

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

RECIPIENT NAME:
GAYLEN WILLIAMS THE SHOUP FDN, C/O JPMORGAN CHASE
ADDRESS:
1301 CANYON BLVD, FL 1
BOULDER, CO 80302
FORM, INFORMATION AND MATERIALS:
NO FORMAL FORM LETTER REQUST ACCEPTED, PROVIDE PROOF OF IRS CHARITABLE EXEMPTION
SUBMISSION DEADLINES:
APPLICATIONS ARE TAKEN ANYTIME AND ARE CONSIDERED AT REGULAR FOUNDATION MEETINGS

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
JUNIPER LEASE MINERAL ACTIVITY	45.			45.
TOTALS	45.			45.

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
SHOUP FOUNDATION JAMES MCCREERY, JAMES R.	84-6100815

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	851.
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	851.

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					2,430.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-5,128.
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	-2,698.

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

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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			851.
14 **Net long-term gain or (loss):**				
a Total for year	14a			-2,698.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			3.
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-1,847.

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 (1,847)

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

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SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs gov/form1041*

OMB No 1545-0092
2012

Name of estate or trust
SHOUP FOUNDATION JAMES MCCREERY, JAMES R.

Employer identification number
84-6100815

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 153.59 JPM TR I INFL MGD B	07/06/2011	06/15/2012	1,650.00	1,627.00	23.00
208.564 PRUDENTIAL JENN NA	10/25/2011	06/15/2012	8,941.00	10,180.00	-1,239.00
203.605 DREYFUS/LAUREL FDS	06/15/2012	11/02/2012	3,050.00	2,808.00	242.00
363.297 MATTHEWS PACIFIC T FUND	06/19/2012	11/02/2012	8,570.00	7,804.00	766.00
542.99 PARNASSUS EQTY INCO	06/15/2012	11/02/2012	16,111.00	15,052.00	1,059.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 851.00

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

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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**
SHOUP FOUNDATION JAMES MCCREERY, JAMES R.	84-6100815

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 615.416 JPM TR I MLT SEC I SEL	05/12/2011	06/15/2012	6,130.00	6,222.00	-92.00
296.176 JPM MID CAP CORE F	05/26/2011	06/15/2012	5,017.00	5,130.00	-113.00
1077.846 JPMORGAN HIGH YIE	06/22/2007	06/15/2012	8,407.00	8,484.00	-77.00
1369.579 JPMORGAN SHORT DU FUND	05/21/2008	06/15/2012	15,052.00	14,682.00	370.00
1931.715 RIDGEWORTH SEIX F INCOME FD I*	VAR	06/15/2012	16,883.00	17,443.00	-560.00
330.096 THORNBURG VALUE FU	VAR	06/15/2012	9,659.00	11,185.00	-1,526.00
595.292 JPMORGAN ASIA EQUI	VAR	06/19/2012	17,383.00	21,727.00	-4,344.00
362.902 THE ARBITRAGE FUND	09/24/2010	11/02/2012	4,627.00	4,747.00	-120.00
1866.956 EATON VANCE MUT F	VAR	11/02/2012	16,989.00	16,589.00	400.00
507.179 EATON VANCE MUT FD	VAR	11/02/2012	5,016.00	5,265.00	-249.00
462.212 JPM TR I INFL MGD	07/06/2011	11/02/2012	5,015.00	4,895.00	120.00
125.209 JPMORGAN INTREPID	06/22/2007	11/02/2012	3,293.00	3,674.00	-381.00
127.336 JPMORGAN US LARGE PLUS FUND SEL	06/22/2007	11/02/2012	2,916.00	2,519.00	397.00
476.74 JPMORGAN STRATEGIC OPPTYS FUND SEL	02/06/2009	11/02/2012	5,616.00	4,829.00	787.00
344.458 JPMORGAN HIGH YIEL	VAR	11/02/2012	2,797.00	2,717.00	80.00
2280.836 JPMORGAN SHORT DU FUND	05/21/2008	11/02/2012	25,112.00	24,451.00	661.00
1121.436 MANNING & NAPIER	05/12/2011	11/02/2012	21,487.00	23,012.00	-1,525.00
232.676 MATTHEWS PACIFIC T FUND	VAR	11/02/2012	5,489.00	4,563.00	926.00
577.223 JPMORGAN SHORT DUR FUND	VAR	11/19/2012	6,361.00	6,243.00	118.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					-5,128.00

Schedule D-1 (Form 1041) 2012

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT					
2012					
Organization	**Project Title**	**Paid Amount**	**Paid Date**		
Alternatives To Violence Inc 313 E 4th St Loveland, CO 80537	Charitable Contribution	$1,000 00	12/13/2013		
Blessed Beginnings 2500 N Garfield Loveland, CO 80538	Charitable Contribution	$2,000 00	12/13/2013		
House of Neighborly Service 565 N Cleveland Avenue Loveland, CO 80537	Utilities (Emergency Assistance and Crisis Prevention)	$3,000 00	6/22/2013		
House of Neighborly Service 565 N Cleveland Avenue Loveland, CO 80537	Charitable Contribution	$2,000 00	12/13/2013		
Life Choices Pregnancy Center 20 West Mountain View Avenue Longmont, CO 80501	Client Advocacy	$2,000 00	6/22/2013		
Meals on Wheels, Inc , for Loveland and Berthoud Colorado 437 N Garfield Loveland, CO 80537	General Operating Support, Meals on Wheels of Loveland and Berthoud, Inc.	$2,000 00	6/22/2013		
St Matthew's Medical Clinic 1990 Thames Drive Loveland, CO 80538	Charitable Contribution	$2,000 00	12/13/2013		
The Community Kitchen 427 North Garfield Avenue Loveland, CO 80537	Hot Nutritious Meal Daily	$1,000 00	12/13/2013		
The Food Bank for Larimer County 1301 Blue Spruce Fort Collins, CO 80525	Charitable Contribution	$3,000 00	6/22/2013		
The Food Bank for Larimer County 1301 Blue Spruce Fort Collins, CO 80525	General Operating Support	$2,000 00	12/13/2013		
		$20,000 00			

JPMorgan Chase Bank, N.A.
270 Park Avenue, New York, NY 10017-2014

SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/12 to 12/31/12

Fiduciary Account

J.P. Morgan Team

Kelly Adams	T & E Officer	214/965-2296
Ada Hicks	T & E Administrator	214/965-2749
Archana Sebastian	Client Service Team	877/576-2540
Kim Necamp	Client Service Team	
Online access	**www.jpmorganonline.com**	

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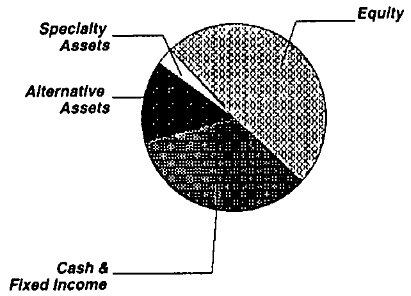
Please see disclosures located at the end of this statement package for important information relating to each J P Morgan account(s)

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	260,022 75	267,998 70	7,975 95	3,803 09	51%
Alternative Assets	56,317.58	75,289.54	18,971.96	1,549.24	14%
Cash & Fixed Income	202,286 24	170,596 45	(31,689 79)	4,176 11	34%
Specialty Assets	4 00	4 00	0 00		1%
Market Value	**$518,630.57**	**$513,888.69**	**($4,741.88)**	**$9,528.44**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	394 20	1,166 75	772 55
Accruals	531.17	679 96	148 79
Market Value	**$925.37**	**$1,846.71**	**$921.34**

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	**518,630.57**	**495,326.01**	**394.20**	**430.47**
Additions	1,782 89	4,230 54	8,475.00	18,475 00
Withdrawals & Fees	(9,974.99)	(24,474.96)	(13,343.02)	(30,853 90)
Net Additions/Withdrawals	**($8,192.10)**	**($20,244.42)**	**($4,868.02)**	**($12,378.90)**
Income			5,640 57	13,115 18
Change In Investment Value	3,450 22	38,807 10		
Ending Market Value	**$513,888.69**	**$513,888.69**	**$1,166.75**	**$1,166.75**
Accruals	--	--	679.96	679 96
Market Value with Accruals	**--**	**--**	**$1,846.71**	**$1,846.71**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	5,073.32	10,770 16
Interest Income	1 40	6 50
Taxable Income	**$5,074.72**	**$10,776.66**
Specialty Asset Income	565 85	2,338 52
Other Income & Receipts	**$565.85**	**$2,338.52**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	2,298 41	2,349 28
ST Realized Gain/Loss	2,067.67	851 85
LT Realized Gain/Loss	1,214 68	(5,128 74)
Realized Gain/Loss	**$5,580.76**	**($1,927.61)**

	To-Date Value
Unrealized Gain/Loss	**$31,647.02**

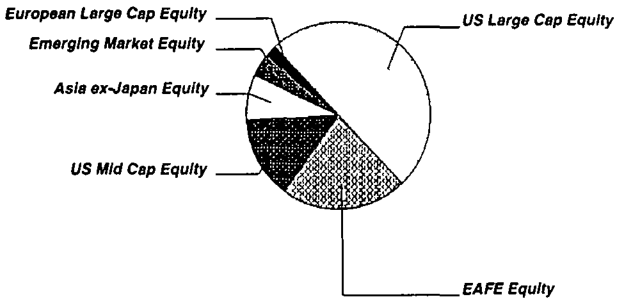
Cost Summary	Cost
Equity	245,156 63
Cash & Fixed Income	167,590.13
Total	**$412,746.76**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	136,387.42	136,493.06	105.64	26%
US Mid Cap Equity	26,865.68	33,900.52	7,034 84	7%
EAFE Equity	56,202.90	59,007.32	2,804 42	11%
European Large Cap Equity	4,933 34	5,323.56	390.22	1%
Asia ex-Japan Equity	24,281 11	21,170 71	(3,110 40)	4%
Emerging Market Equity	11,352 30	12,103.53	751.23	2%
Total Value	**$260,022.75**	**$267,998.70**	**$7,975.95**	**51%**

Market Value/Cost	Current Period Value
Market Value	267,998 70
Tax Cost	245,156.63
Unrealized Gain/Loss	22,842 07
Estimated Annual Income	3,803.09
Accrued Dividends	270.62
Yield	1 41 %

Asset Categories



Equity as a percentage of your portfolio - 51 %

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	879 977	15,267 60	15,426.00	(158 40)	84.47	0 55%
FMI FDS INC LARGE CAP FD 302933-20-5 FMIH X	17.10	707 763	12,102 75	7,707 54	4,395.21	138 72 51.86	1.15%
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10 29	291 345	2,997 94	2,491.00	506 94	64 09 15 25	2.14%
JPM INTREPID AMERICA FD - SEL FUND 1206 4812A2-10-8 JPIA X	26.09	391.044	10,202.34	11,474 25	(1,271.91)	193 56	1.90%
JPM INTREPID VALUE FD - SEL FUND 1136 4812A2-30-6 JPIV X	25 97	457 807	11,889 25	11,230.00	659 25	206.01	1 73%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	634.985	15,207.89	13,670 00	1,537.89	66.67 3.42	0 44%
JPM TAX AWARE EQUITY FD - SEL 48121L-57-7 JPES X	19 83	896.225	17,772.14	14,204 66	3,567.48	246.46	1 39%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	901.767	19,947.09	15,978.09	3,969 00	152.39	0 76%
PRIMECAP ODYSSEY FUNDS ODYSSEY STK FD 74160Q-30-1 POSK X	15.98	324 621	5,187.44	5,142.00	45 44	79 85	1 54%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	142.41	182 000	25,918.62	25,767 56	151 06	564.74 185.97	2 18%
Total US Large Cap Equity			**$136,493.06**	**$123,091.10**	**$13,401.96**	**$1,796.96** **$256.50**	**1.32%**
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	101.70	68.000	6,915 60	4,624.07	2,291 53	98.66	1 43%
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	10 61	1,077 958	11,437.13	6,974 39	4,462.74	126 12	1 10%
JPM TR I MIDCAP CORE - SEL 48121L-75-9 JMRS X	17 86	870 537	15,547.79	15,265 23	282 56	131.45 12 25	0 85%
Total US Mid Cap Equity			**$33,900.52**	**$26,863.69**	**$7,036.83**	**$356.23** **$12.25**	**1.05%**
EAFE Equity							
ARTISAN INTL VALUE FUND - INV 04314H-88-1 ARTK X	30 38	463 341	14,076.30	10,517 55	3,558.75		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56.86	187 000	10,632.82	10,882 15	(249 33)	328 93	3 09%
JPM INTL VALUE FD - SEL FUND 1296 4812A0-56-5 JIES X	12 86	1,675 196	21,543 02	24,380 00	(2,836 98)	531 03	2 47%

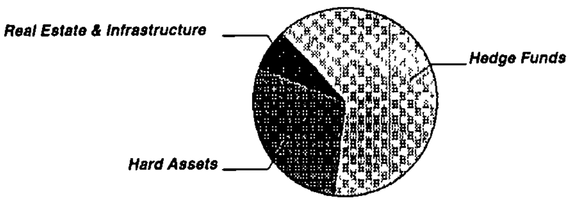
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
EAFE Equity							
MFS INTL VALUE-I 55273E-82-2 MINI X	28 17	452 793	12,755 18	11,964 34	790 84	232 73	1 82%
Total EAFE Equity			**$59,007.32**	**$57,744.04**	**$1,263.28**	**$1,092.69**	**1.85%**
European Large Cap Equity							
VANGUARD MSCI EUROPE ETF 922042-87-4 VGK	48.84	109.000	5,323 56	5,288.18	35.38	160.12	3 01%
Asia ex-Japan Equity							
ABERDEEN ASIA PACIFIC (EX JAPAN) EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 03	870 787	10,475 57	10,284 00	191 57	148 90	1 42%
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24.41	438 146	10,695 14	9,411 38	1,283 76	88 50	0 83%
Total Asia ex-Japan Equity			**$21,170.71**	**$19,695.38**	**$1,475.33**	**$237.40**	**1.12%**
Emerging Market Equity							
JPM EM MKTS EQUITY FD - SEL FUND 1235 4812A0-62-3 JEMS X	23 90	260 484	6,225 57	6,243 80	(18 23)	30 99 1 87	0 50%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	132.000	5,877.96	6,230.44	(352.48)	128.70	2 19%
Total Emerging Market Equity			**$12,103.53**	**$12,474.24**	**($370.71)**	**$159.69** **$1.87**	**1.32%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	30,561.40	45,696 56	15,135 16	9%
Real Estate & Infrastructure	6,784.30	6,878 94	94 64	1%
Hard Assets	18,971 88	22,714 04	3,742 16	4%
Total Value	**$56,317.58**	**$75,289.54**	**$18,971.96**	**14%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
AIM INVT FDS BAL RISK ALL Y 00141V-69-7 ABRY X	12 53	795.975	9,973 57	10,284 00
ARBITRAGE FUNDS - I CL I 03875R-20-5 ARBN X	12 77	405 098	5,173 10	5,292 06

Hedge Funds

	Price	Quantity	Estimated Value	Cost
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 10	929 901	10,321.90	10,294.00
EATON VANCE MUT FDS TR GB MACRO ABSOLUTE RTN I 277923-72-8 EIGM X	9.83	519 889	5,110 51	5,106.54
GATEWAY FUND - Y 367829-88-4 GTEY X	27.11	374 751	10,159.50	9,898 30
PIMCO FDS UNCONSTR BD 72201M-45-3 PUCP X	11.48	431 880	4,957.98	5,053 00
Total Hedge Funds			**$45,696.56**	**$45,927.90**

	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 REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	591.48	5,323 34		6,878 94	130.12	1 89%

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

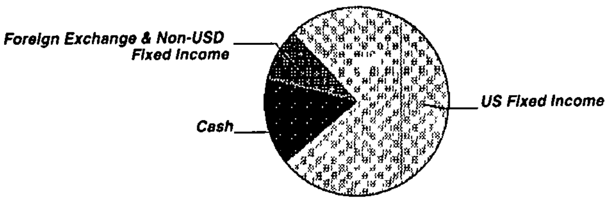
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP 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				
PIMCO COMMODITIES PLUS STRATEGY P 72201P-16-7 PCLP X	10 89	1,446 022	15,747 18	14,346 45
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	43 000	6,966.86	3,893 22
Total Hard Assets			**$22,714.04**	**$18,239.67**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	12,274 00	24,629 27	12,355 27	5%
US Fixed Income	174,098 17	132,901 60	(41,196 57)	26%
Foreign Exchange & Non-USD Fixed Income	15,914 07	13,065 58	(2,848 49)	3%
Total Value	**$202,286.24**	**$170,596.45**	**($31,689.79)**	**34%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 34 %

Market Value/Cost	Current Period Value
Market Value	170,596 45
Tax Cost	167,590 13
Unrealized Gain/Loss	3,006 32
Estimated Annual Income	4,176 11
Accrued Interest	341.41
Yield	2 44%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	170,596 45	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	24,629 27	14%
International Bonds	15,589 59	9%
Mutual Funds	130,377.59	77%
Total Value	**$170,596.45**	**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.

Note. [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	24,629.27	24,629.27	24,629.27		7.38	0 03%[1]
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	874 15	10,341 16	9,501 14	840.02	365 39 35.84	3 53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	452.24	5,123 91	5,142.00	(18 09)	325.16 25 49	6 35%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	1,270 53	10,342.13	10,016 56	325 57	661 94 66 07	6 40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	5,961.19	65,513 47	65,232.81	280 66	834.56 77 50	1 27%
JPM TR I MLT SC INCM SL 48121A-29-0	10.22	1,007 21	10,293 71	10,233 14	60 57	424 03 62 45	4 12%
JPM TR I INFL MANAGED BD - SEL 48121A-56-3	10 81	946 52	10,231 89	10,023.66	208 23	203.50 12.30	1 99%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8.98	1,724.19	15,483 19	15,477 61	5 58	756 91 61 76	4.89%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	688.77	5,572 14	5,090 00	482.14	343 00	6.16%
Total US Fixed Income			**$132,901.60**	**$130,716.92**	**$2,184.68**	**$3,914.49** **$341.41**	**2.94%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	693 63	7,817.15	7,525.83	291 32	181 03	2 32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 34	342 14	5,248 43	4,718 11	530.32	73.21	1 40%
Total Foreign Exchange & Non-USD Fixed Income			**$13,065.58**	**$12,243.94**	**$821.64**	**$254.24**	**1.95%**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	4.00	4 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							
APEX 1,2,3, & 4 T36N-R65W, 6TH P M E/2 W/2 SECTION 34, NIOBRARA COUNTY, WYOMING ROYALTY INTEREST Bearer 997729-49-4	1.00 1 00	538 51	(0 03)	(60.11)	478 37		478.37
530003606 APEX 3-6 036N 065W 34 NIOBRARA, WYOMING		148 47		(16 10)	132.37		132.37
530003622 APEX 2-7 036N 065W 34 NIOBRARA, WYOMING		85 96	(0 03)	(11 03)	74 90		74 90
530004007 APEX 3 -3 036N 065W 34 NIOBRARA, WYOMING		147 72		(16 01)	131.71		131 71
530004209 APEX 4-9 NIOBRARA, WYOMING		114 03		(12 37)	101 66		101 66

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
530005739 APEX 4-8 036N 065W 35 NIOBRARA, WYOMING		42 33		(4.60)	37.73		37.73
Total Value		$538.51	($0.03)	($60.11)	$478.37		$478.37
JUNIPER LEASE NIOBRARA COUNTY, WY RODEO,LANCE C, 7 LANCE CR A ROYALTY INTEREST Bearer 997729-49-6	1 00 1 00						
US DOLLAR INCOME							
VARIOUS MI NIOBRARA CO WY MINERAL INTEREST Bearer 997729-43-8	1 00 1.00	27.34			27 34		27.34
530007885 RODEO 1-6 SEC 26, T36N-R65W 0 NIOBRARA, WYOMING		27.34			27.34		27.34
WELD COUNTY, COLORADO 100% M.I. 151 5 ACRES, T5N-R67W, 6TH P M · SE/4 SECTION 10, EXCEPT STRIP OF LAND ON W/SIDE OF DEEDED TO NORA I. MINERAL INTEREST Bearer 997706-33-4	1 00 1 00						
Total Oil & Gas	$4.00 $4.00	$565.85	($0.03)	($60.11)	$505.71	$0.00	$505.71

Portfolio Activity Summary

Transactions	PRINCIPAL Current Period Value	PRINCIPAL Year-To-Date Value*	INCOME Current Period Value	INCOME Year-To-Date Value*
Beginning Cash Balance	12,274.00	--	394.20	--
INFLOWS				
Income			5,640 57	13,115.18
Contributions	1,782.89	4,230 54	8,475.00	18,475.00
Total Inflows	**$1,782.89**	**$4,230.54**	**$14,115.57**	**$31,590.18**
OUTFLOWS **				
Withdrawals	(8,475 00)	(18,475.00)	(11,782.92)	(24,358.58)
Fees & Commissions	(1,499 99)	(5,999 96)	(1,499 99)	(5,999 96)
Tax Payments			(60 11)	(495.36)
Total Outflows	**($9,974.99)**	**($24,474.96)**	**($13,343.02)**	**($30,853.90)**
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	134,746 93	223,918 46		
Settled Securities Purchased	(114,199.56)	(197,624 60)		
Total Trade Activity	**$20,547.37**	**$26,293.86**	**$0.00**	**$0.00**
Ending Cash Balance	**$24,629.27**	--	**$1,166.75**	--

* Year to date information is calculated on a calendar year basis
** Your account's standing instructions use a FIRST IN, FIRST OUT method for relieving assets from your position