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 06-01 , 2012, and ending 05-31 , 2013

Name of foundation: WILMA DONOHUE MOLEEN FOUNDATION R76697003

A Employer identification number: 74-6409404

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 60613

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) ▶ $ 3,472,857

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 ☐

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))

Section	Line	Description	(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	143	143		
	4	Dividends and interest from securities	30,928	30,797		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	31,911			
	b	Gross sales price for all assets on line 6a 522,328				
	7	Capital gain net income (from Part IV, line 2)		31,911		
	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) STM106	427,762	426,021		
	12	**Total.** Add lines 1 through 11	490,744	488,872		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	34,526	25,895		8,631
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STM108	3,375	3,375		
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STM110	21,841	18,323		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STM103	4,635	1,102		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	64,377	48,695		8,631
	25	Contributions, gifts, grants paid	126,574			126,574
	26	**Total expenses and disbursements.** Add lines 24 and 25	190,951	48,695		135,205
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	299,793			
	b	**Net investment income** (if negative, enter -0-)		440,177		
	c	**Adjusted net income** (if negative, enter -0-)			0	

RECEIVED FEB 12 2014 OGDEN, UT IRS-OSC

SCANNED FEB 19 2014

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

EEA

9-4

15

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	475,683	170,332	170,332
	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	8,578	27,084	27,084
	10a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STM137	870,463	1,466,518	1,590,141
	c	Investments - corporate bonds (attach schedule) STM138	312,524	303,107	312,228
	11	Investments - land, buildings, and equipment: basis STM117 ▶ 79,000			
		Less accumulated depreciation (attach schedule) ▶	79,000	79,000	213,991
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STM120)			1,159,081
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,746,248	2,046,041	3,472,857
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)	0	0	
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 ▶ [X] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,746,248	2,046,041	
	30	**Total net assets or fund balances** (see instructions)	1,746,248	2,046,041	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,746,248	2,046,041	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,746,248
2	Enter amount from Part I, line 27a	2	299,793
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,046,041
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,046,041

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 (yr., mo , day)	(d) Date sold (yr , mo , day)
1a	PUBLICLY TRADED SECURITIES	P	2006-03-10	2013-05-31
b	CAPITAL GAIN DISTRIBUTIONS	P	2006-03-10	2012-12-31
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	518,754		490,417	28,337
b	3,574			3,574
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				28,337
b				3,574
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** 31,911

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	92,787	2,688,326	0.034515
2010	39,304	1,880,386	0.020902
2009	13,427	1,780,420	0.007541
2008	11,400	1,522,961	0.007485
2007	60,000	1,922,039	0.031217

2	**Total** of line 1, column (d)	2	0.101661
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	0.020332
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,201,465
5	Multiply line 4 by line 3	5	65,092
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,402
7	Add lines 5 and 6	7	69,494
8	Enter qualifying distributions from Part XII, line 4	8	135,205

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 ▶ [X] and enter 1% of Part I, line 27b			1	4,402
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	0
3	Add lines 1 and 2			3	4,402
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,402
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,620		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	1,620
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	2,782
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 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 page 19 of the instructions for 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	X	
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 ▶ JPMORGAN CHASE BANK NA Telephone no. ▶ 866-888-5157

Located at ▶ 10 S DEARBORN IL1-0117 CHICAGO, IL ZIP+4 ▶ 60613

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		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		
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)

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
JPMORGAN CHASE BANK 10 S DEARBORN IL1-0117, IL 60613	TRUSTEE 0	34,526	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				
Total number of other employees paid over $50,000 ▶				0

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		
Total number of others receiving over $50,000 for professional services ▶		

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	
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	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,396,416
b	Average of monthly cash balances	1b	453,646
c	Fair market value of all other assets (see instructions)	1c	1,400,156
d	**Total** (add lines 1a, b, and c)	1d	3,250,218
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	0
3	Subtract line 2 from line 1d	3	3,250,218
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,753
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,201,465
6	**Minimum investment return.** Enter 5% of line 5	6	160,073

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	160,073
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,402		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,402
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	155,671
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	155,671
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	155,671

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	135,205
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	135,205
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	4,402
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	130,803

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				155,671
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			126,574	
b Total for prior years: ______ , ______ , ______				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 135,205				
a Applied to 2011, but not more than line 2a			126,574	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				8,631
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
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				147,040
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

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:

990APP

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				
EL PASO MUSEUM OF ART ONE ARTS FESTIVAL PLAZA EL PASO TX 79901		501(C)(3)	NEIGHBORHOOD KIDS PROGRAM	20,000
CASA OF EL PASO INC 500 E SAN ANTONIO NO 312 EL PASO TX 79901		501(C)(3)	ARTS EDUCATION OUTREACH	10,000
CENTER AGAINST FAMILY VIOLENCE 580 GILES RD EL PASO TX 79915		501(C)(3)	CHILDRENS SERVICES	7,000
CHILDRENS GRIEF CENTER OF EP 11625 PELLICANO DR B EL PASO TX 79936		501(C)(3)	BUILDING CAPACITY FOR CHILDRENS GRIEF SUPPORT	7,000
EL PASO DIABETES ASSOCIATION 1220 MONTANA AVE EL PASO TX 79902		501(C)(3)	MOBILE OUTREACH VIA EDUCATION	15,000
ALZHEIMERS DISEASE 4687 N MESA STE 200 EL PASO TX 79912		501(C)(3)	SUPPORTIVE PROGRAMS AND SERVICES	20,000
EL PASO SYMPHONY ORCHESTRA 1 CIVIC CENTER PLAZA EL PASO TX 79901		501(C)(3)	EDUCATION AND OUTREACH PROGRAMS	15,000
EL PASO SYMPHONY ORCHESTRA 1 CIVIC CENTER PLAZA EL PASO TX 79901		501(C)(3)	EDUCATE CHILDREN TO THE WONDERS OF MUSIC	3,574
Total ▶ 3a				
b Approved for future payment				
Total ▶ 3b				

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				
KIDS EXCEL EL PASO 1230 TEXAS AVE EL PASO TX 79901		501(C)(3)	ARTS EDUCATION OUTREACH	12,000
LORETTO LITERARY AND BENEV 1300 HARDAWAY EL PASO TX 79903		501(C)(3)	NURTURING HEALTH FOR LIFE	5,000
TRINITY FIRST UMC 801 N MESA EL PASO TX 79902		501(C)(3)	KELLY MEMORIAL FOOD PANTRY	8,000
UNIVERSITY MEDICAL CENTER FNDN 1400 HARDAWAY S 220 EL PASO TX 79903		501(C)(3)	CARING ROAD TO RECOVERY	3,000
NATL SOC OF ARTS AND LETTERS 759 LAKESHORE DR EL PASO TX 79932		501(C)(3)	2013 ARTS COMPETITION	1,000
Total . . . ▶ 3a				126,574
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			14	143	
4 Dividends and interest from securities			14	30,928	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			15	426,021	
8 Gain or (loss) from sales of assets other than inventory			18	31,911	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a OIL AND GAS WORK INT	211110	1,741			
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,741		489,003	

13 Total. Add line 12, columns (b), (d), and (e) 13 490,744

(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.)
	N/A

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

Signature of officer or trustee: [signature] Date: 10/9/13 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
LORETTA BLANKENSHIP	[signature]	10-05-2013	X	P00839583

Firm's name ▶ LORETTA BLANKENSHIP CPA Firm's EIN ▶

Firm's address ▶ 9398 VISCOUNT BLDG 4A
El Paso TX 79925 Phone no 915-592-3500

Federal Supporting Statements 2012 PG 01

Name(s) as shown on return: WILMA DONOHUE MOLEEN FOUNDATION

Your Social Security Number: 74-6409404

FORM 990PF, PART XV, LINE 2
APPLICATION SUBMISSION INFORMATION

990APP

GRANT PROGRAM

APPLICANT NAME
JPMORGAN CHASE BANK

ADDRESS
1725 E SKYLINE DR TUCSON AZ 85718

TELEPHONE
520-878-2299

EMAIL ADDRESS

FORM & CONTENT
IN WRITING, TO INCLUDE PROPOSAL, BUDGET, 501(C)(3) LETTER AND LIST OF BOARD OF DIRECTORS

SUBMISSION DEADLINE
N/A

RESTRICTIONS ON AWARD
GEOGRAPHICALLY LIMITED TO SOUTHWEST TEXAS & SOUTHERN NEW MEXICO

STM120

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: WILMA DONOHUE MOLEEN FOUNDATION

FEIN: 74-6409404

FORM 990PF, PART II, LINE 15
OTHER ASSETS SCHEDULE

STATEMENT #120

DESCRIPTION	BOY BOOK	EOY BOOK	FMV
OIL AND GAS INTERESTS			1,159,081
TOTAL			1,159,081

STM137

PG 01

FORM 990PF, PART II, LINE 10(B)
INVESTMENTS: CORPORATE STOCK SCHEDULE

STATEMENT #137

CATEGORY	BOY	BOOK VALUE	EOY FMV
STATEMENT ATTACHED	870,463	1,466,518	1,590,141
TOTALS	870,463	1,466,518	1,590,141

STM138

PG 01

FORM 990PF, PART II, LINE 10(C)
INVESTMENTS: CORPORATE BOND SCHEDULE

STATEMENT #138

CATEGORY	BOY	BOOK VALUE	EOY FMV
STATEMENT ATTACHED	312,524	303,107	312,228
TOTALS	312,524	303,107	312,228

Federal Supporting Statements

Name(s) as shown on return: WILMA DONOHUE MOLEEN FOUNDATION

Your Social Security Number: 74-6409404

STATEMENT #103

FORM 990PF, PART I, LINE 23 - OTHER EXPENSES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
INSURANCE ON LAND	426	426	0	0
LEASE OPERATING EXPENSES	3,533	0	0	0
OTHER ROYALTY EXPENSES	676	676	0	0
TOTALS	4,635	1,102	0	0

PG 01

STATEMENT #106

FORM 990PF, PART I, LINE 11 - OTHER INCOME SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME
OIL AND GAS INCOME	427,762	426,021	0
TOTALS	427,762	426,021	0

Federal Supporting Statements

2012 PG 01

Name(s) as shown on return: WILMA DONOHUE MOLKEN FOUNDATION

Your Social Security Number: 74-6409404

FORM 990PF, PART I, LINE 16(B) - ACCOUNTING FEES SCHEDULE

STATEMENT #108

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
RECORD TRANS AND 990PF PREP	3,375	3,375	0	0
TOTALS	3,375	3,375	0	0

PG 01

STATEMENT #110

FORM 990PF, PART I, LINE 18 - TAXES SCHEDULE

DESCRIPTION	REVENUE AND EXPENSES	NET INVESTMENT	ADJUSTED NET INCOME	CHARITABLE PURPOSE
REAL ESTATE TAXES	1,780	1,780	0	0
PRIOR YR FEDERAL INCOME TAX	3,376	0	0	0
FOREIGN TAX	212	212	0	0
TAXES ON ROYALTY INCOME	16,473	16,331	0	0
TOTALS	21,841	18,323	0	0

Federal Supporting Statements

2012 PG01

Name(s) as shown on return

WILMA DONOHUE MOLKEN FOUNDATION

Your Social Security Number

74-6409404

FORM 990PF, PART II, LINE 11 - INVESTMENTS: LAND SCHEDULE

STATEMENT #117

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	END OF YEAR BOOK VALUE	FMV
LAND	79,000		79,000	213,991
TOTAL	79,000		79,000	213,991

Note: P indicates position adjusted for Pending Trade Activity

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
ABBVIE INC COM 00287Y-10-9 ABBV	42.69	46.000	1,963.74	1,589.79	373 95	73.60	3 75%
ACCENTURE PLC-CL A G1151C-10-1 ACN	82 11	23.000	1,888.53	1,372 06	516 47	37.26	1.97%
AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	94 41	28.000	2,643.48	2,538.86	104.62	79.52	3 01%
ALEXANDRIA REAL ESTATE EQUITIES INC 015271-10-9 ARE	68.50	15.000	1,027.50	1,035.23	(7.73)	36 00	3 50%
AMERIPRISE FINANCIAL INC 03076C-10-6 AMP	81.52	24.000	1,956.48	1,333 75	622 73	49.92	2.55%
ANALOG DEVICES INC 032654-10-5 ADI	45.93	67.000	3,077.31	2,595.13	482.18	91.12 22.78	2.96%
APPLE INC. 037833-10-0 AAPL	449.74	4.000	1,798.94	2,192.41	(393 47)	48 80	2 71%
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	43 68	50.000	2,184.00	1,792.40	391 60	70 00 17.50	3 21%
AT&T INC 00206R-10-2 T	34 99	73 000	2,554.27	2,449.78	104.49	131.40	5.14%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	68.72	30.000	2,061 60	1,532.04	529 56	52.20	2.53%
BAXTER INTERNATIONAL INC 071813-10-9 BAX	70.33	22.000	1,547.26	1,209 92	337.34	43.12	2 79%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
BB & T CORP 054937-10-7 BBT	32.92	73.000	2,403.16	1,882.73	520.43	67.16 / 16.79	2.79%
BECTON DICKINSON & CO 075887-10-9 BDX	98.62	25.000	2,465.50	1,896.03	569.47	49.50	2.01%
BLACKROCK INC 09247X-10-1 BLK	279.20	14 000	3,908.80	2,337.15	1,571.65	94.08	2 41%
BRINKER INTERNATIONAL INC 109641-10-0 EAT	39.21	41.000	1,607.61	1,567.83	39.78	32.80	2.04%
CENTURYLINK INC 156700-10-6 CTL	34.15	32.000	1,092.80	960 76	132.04	69.12 / 17.28	6.33%
P **CHEVRON CORP** 166764-10-0 CVX	122.75	37.000	4,541.75	3,405.17	1,136.58	148.00 / 34.00	3.26%
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	47.34	35.000	1,656 90	826.82	830.08	57.05	3.44%
CINEMARK HOLDINGS INC 17243V-10-2 CNK	29.34	60.000	1,760.40	1,064.39	696.01	50.40	2.86%
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	67 93	60.000	4,075.80	3,409.78	666.02	108 00	2.65%
CMS ENERGY CORP 125896-10-0 CMS	26.95	60.000	1,617.00	843.36	773.64	61.20	3.78%
COCA-COLA CO 191216-10-0 KO	39.99	60.000	2,399.40	1,742.40	657.00	67.20	2.80%
CONOCOPHILLIPS 20825C-10-4 COP	61.34	89.000	5,459.26	4,906.42	552.84	234.96 / 58.74	4.30%

15540738880310035136
15640730620010004836
000351 0036 of 0116 NXPOCMS XI NDDDDDDN

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Large Cap Equity							
CS CONT BUFF EQ SPX 08/14/13 80% CONTIN BARRIER- 8.35%CPN 15% CAP INITIAL LEVEL-07/27/12 SPX.1385 97 22546T-WU-1	113 38	20,000.000	22,676.18	19,800 00	2,876.18		
CULLEN FROST BANKERS INC 229899-10-9 CFR	64.35	30 000	1,930.50	1,602.89	327 61	60.00 15.00	3 11%
DUNKIN BRANDS GROUP INC 265504-10-0 DNKN	39.60	50 000	1,980.00	1,504.94	475 06	38.00 9.50	1 92%
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	55.79	38.000	2,120.02	1,535.44	584 58	68.40 17.10	3.23%
EMERSON ELECTRIC CO 291011-10-4 EMR	57.46	44.000	2,528.24	2,114.57	413 67	72 16 18 04	2.85%
EXXON MOBIL CORP 30231G-10-2 XOM	90.47	63.000	5,699.61	5,667.62	31 99	158 76 39.69	2 79%
FIDELITY NATIONAL INFORMATION SERVICES 31620M-10-6 FIS	44.90	43 000	1,930 70	1,729.22	201.48	37.84	1.96%
GENUINE PARTS CO 372460-10-5 GPC	77.74	19 000	1,477.06	901.18	575.88	40.85	2.77%
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	30.63	87.000	2,664.81	1,714.76	950.05	34.80 8.70	1 31%
HOME DEPOT INC 437076-10-2 HD	78.66	60.000	4,719.60	1,902 92	2,816 68	93.60	1.98%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	78.46	33.000	2,589.18	1,213.96	1,375.22	54.12 13.53	2.09%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	70.13	34.000	2,384.42	2,186.43	197.99	51.68	2.17%
J M SMUCKER CO 832696-40-5 SJM	100.96	18.000	1,817.28	887.40	929.88	37.44 9.36	2.06%
JOHNSON & JOHNSON 478160-10-4 JNJ	84.18	75.000	6,313.50	5,272.40	1,041.10	198.00 49.50	3 14%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	26.68	1,482.431	39,551.26	34,241.41	5,309.85	155.65	0.39%
KINDER MORGAN INC 49456B-10-1 KMI	37.98	49.000	1,861.02	1,734.81	126.21	74.48	4.00%
KLA-TENCOR CORP 482480-10-0 KLAC	56.29	47.000	2,645.63	2,090.42	555.21	75.20 18.80	2.84%
L BRANDS, INC. 501797-10-4 LTD	50.01	36.000	1,800.36	1,275.89	524.47	43.20	2.40%
LORILLARD INC 544147-10-1 LO	42.44	40.000	1,697.60	901.47	796.13	88.00 22.00	5.18%
M & T BANK CORP 55261F-10-4 MTB	104.90	23.000	2,412.70	1,806.82	605.88	64.40 16 10	2.67%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	82.50	11.000	907.50	544.36	363.14	15 40 3.85	1.70%
MC DONALDS CORP 580135-10-1 MCD	96.57	12.000	1,158.84	689.64	469.20	36.96 9 24	3.19%
MCGRAW HILL FINANCIAL INC 580645-10-9 MHFI	54.55	38.000	2,072.90	2,044.85	28.05	42.56 10.64	2.05%
MERCK AND CO INC 58933Y-10-5 MRK	46.70	148.000	6,911.60	5,580.45	1,331.15	254.56	3.68%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
MICROSOFT CORP 594918-10-4 MSFT	34.90	104.000	3,629.60	2,705.97	923.63	95 68 / 23.92	2.64%
MOLEX INC 608554-10-1 MOLX	29 34	50.000	1,467.00	1,160 67	306 33	48 00	3 27%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	29.48	97.000	2,859 08	2,443.77	415 31	50.44	1.76%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	13.07	2,935.882	38,371.98	38,195.83	176 15	396.34	1.03%
NEXTERA ENERGY INC 65339F-10-1 NEE	75 62	27.000	2,041.74	1,451.99	589 75	71 28 / 17.82	3 49%
NISOURCE INC 65473P-10-5 NI	28 73	69 000	1,982.37	1,706 61	275 76	69 00	3.48%
NORDSTROM INC 655664-10-0 JWN	58.82	28.000	1,646 96	1,509.31	137 65	33 60 / 8 40	2 04%
NORTHERN TRUST CORP 665859-10-4 NTRS	58 15	49.000	2,849.35	2,445.95	403 40	60 76	2.13%
NORTHEAST UTILITIES 664397-10-6 NU	41.67	28.000	1,166 76	770.56	396.20	41.16 / 10 29	3.53%
NV ENERGY INC COM 67073Y-10-6 NVE	23 44	79.000	1,851.76	1,488.18	363.58	60.04 / 15.01	3.24%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	92.07	58.000	5,340 06	4,710.67	629.39	148 48	2 78%
PACCAR INC 693718-10-8 PCAR	53 60	38 000	2,036 80	1,603.32	433.48	30 40 / 7 60	1.49%
PFIZER INC 717081-10-3 PFE	27 23	229.000	6,235.67	4,040.85	2,194.82	219 84 / 54 96	3.53%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	90.91	35.000	3,181.85	1,970.71	1,211.14	119.00	3.74%
PNC FINANCIAL SERVICES GROUP INC 693475-10-5 PNC	71.64	36.000	2,579.04	2,292.17	286.87	63.36	2.46%
PPG INDUSTRIES INC 693506-10-7 PPG	153.61	15.000	2,304.15	1,217.75	1,086.40	36.60 7.32	1.59%
PROCTER & GAMBLE CO 742718-10-9 PG	76.76	42.000	3,223 92	2,933.50	290.42	101.05	3.13%
P **PRUDENTIAL FINANCIAL INC** 744320-10-2 PRU	68.97	72.000	4,965.84	3,959 49	1,006.35	115 20 23.60	2.32%
QUALCOMM INC 747525-10-3 QCOM	63.48	32.000	2,031.36	2,089.27	(57.91)	44.80	2.21%
SEMPRA ENERGY 816851-10-9 SRE	81.30	38.000	3,089.40	1,994.19	1,095.21	95.76	3.10%
SNAP-ON INC 833034-10-1 SNA	91.09	20.000	1,821.80	775.08	1,046.72	30 40 7.60	1.67%
SOUTHERN CO 842587-10-7 SO	43.90	16.000	702.40	554.49	147.91	32 48 8 12	4.62%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	163.45	450.000	73,550.25	73,251.89	298.36	1,432.35	1.95%
T ROWE PRICE GROUP INC 74144T-10-8 TROW	75.91	60.000	4,554.60	2,767.14	1,787.46	91.20	2.00%
TEXAS INSTRUMENTS INC 882508-10-4 TXN	35.91	47.000	1,687.77	1,660.62	27.15	52.64	3.12%
THE HERSHEY COMPANY 427866-10-8 HSY	89.11	28.000	2,495.08	1,401.61	1,093.47	47.04 11 76	1.89%

15540738880310035138
15640730620010004838
000351 0039 of 0116 NSPOGM6 X1 NDDDDDDN

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	83 72	45.000	3,767.40	2,627.63	1,139.77	90.00	2.39%
TIFFANY & CO 886547-10-8 TIF	77.78	10.000	777 80	277 00	500.80	13.60	1.75%
TIME WARNER INC NEW 887317-30-3 TWX	58.37	60 000	3,502.20	1,664.86	1,837 34	69 00 17.25	1 97%
TIME WARNER CABLE INC 88732J-20-7 TWC	95 51	17.000	1,623.67	842 58	781.09	44.20 11 05	2 72%
TUPPERWARE CORP 899896-10-4 TUP	80 98	12.000	971 76	488.33	483 43	29.76	3.06%
UBS CONT BUFF EQ SPX 07/03/13 80% CONTIN BARRIER- 11%CPN 15% CAP INITIAL LEVEL-06/15/12 SPX·1342.84 902674-JD-3	114.22	20,000.000	22,844.00	19,800 00	3,044 00		
UNITED PARCEL SERVICE INC CL B 911312-10-6 UPS	85.90	16.000	1,374 40	947 12	427.28	39 68	2 89%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	94 90	32.000	3,036.80	2,442.27	594 53	68.48 17.12	2.26%
US BANCORP DEL 902973-30-4 USB	35.06	60.000	2,103.60	1,488 84	614 76	46.80	2.22%
V F CORP 918204-10-8 VFC	183.86	12 000	2,206.32	986 30	1,220 02	41 76	1 89%
VALIDUS HOLDINGS LTD G9319H-10-2 VR	36.11	63 000	2,274.93	1,668.40	606.53	75.60	3.32%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	48.48	85.000	4,120.80	2,517 83	1,602.97	175.10	4.25%
WELLS FARGO & CO 949746-10-1 WFC	40.55	238.000	9,650.90	6,654.68	2,996.22	285.60 / 71.40	2.96%
WILLIAMS SONOMA INC 969904-10-1 WSM	53.96	43.000	2,320.28	1,673.90	646.38	53.32	2.30%
P WILLIAMS COMPANIES INC 969457-10-0 WMB	35.18	50.000	1,759.00	732.14	1,026.86	70.50	4.01%
XILINX CORP 983919-10-1 XLNX	40.65	50.000	2,032.50	1,709.68	322.82	50.00 / 12.50	2.46%
YUM BRANDS INC 988498-10-1 YUM	67.75	40.000	2,710.00	2,015.89	694.11	53.60	1 98%
3M CO 88579Y-10-1 MMM	110.27	23.000	2,536.21	1,890.08	646.13	58.42 / 14 61	2.30%
Total US Large Cap Equity			**$424,821.16**	**$354,957.18**	**$69,863.98**	**$8,400.79 / $768.47**	**1.98%**
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	118.33	375.000	44,373.75	42,947.38	1,426.37	579.00	1.30%
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	20.94	2,212.170	46,322.84	35,869.56	10,453.28	334.03	0.72%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Mid Cap Equity							
JPM MKT EXP ENH INDEX FD - SEL 4812C1-63-7 PGMI X	12 46	2,311.750	28,804.41	26,400.19	2,404.22	286.65	1 00%
Total US Mid Cap Equity			**$119,501.00**	**$105,217.13**	**$14,283.87**	**$1,199.68**	**1.00%**
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	33.31	927.204	30,885.17	23,479.22	7,405.95	272 59	0 88%
BARC BREN MXEA 04/16/14 10%BUFFER-1 50 XLEV- 6.60%CAP 9.9%MAXRTRN INITIAL LEVEL-03/28/13 MXEA 1674.60 06741T-RT-6	101 03	15,000.000	15,154.50	14,850 00	304.50		
GS BREN EAFE 06/12/13 10%BUFFER-2 XLEV- 10 9%CAP 21.8%MAXRTRN INITIAL LEVEL-05/25/12 SX5E·21618 7 UKX:5388.28 TPX 722.11 38143U-V8-1	121 76	13,000 000	15,828 41	12,870.00	2,958.41		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	60.07	850.000	51,059 50	49,736.37	1,323 13	1,495 15	2.93%
MFS INTL VALUE-I 55273E-82-2 MINI X	31 43	790 504	24,845 54	25,659.76	(814.22)	406 31	1.64%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	23.80	1,676 303	39,896.01	39,175 21	720 80	735 89	1 84%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	9.00	3,802.295	34,220.66	33,321.08	899.58	646.39	1.89%
Total EAFE Equity			**$211,889.79**	**$199,091.64**	**$12,798.15**	**$3,556.33**	**1.68%**
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	109.35	15,000.000	16,402.95	14,812.50	1,590.45		
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12.00	777.202	9,326.42	9,664.88	(338.46)	265.02	2.84%
BARC BREN ASIA BASKET 08/21/13 10%BUFFER-2 XLEV- 7%CAP 14%MAXRTRN INITIAL LEVEL-08/03/12 ASIA BSKT:100 06741J-L4-9	110.74	13,000.000	14,396.20	12,870.00	1,526.20		
CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-06/15/12 ASIA BSKT:100 22546T-VD-0	116.08	13,000.000	15,090.78	12,870.00	2,220.78		

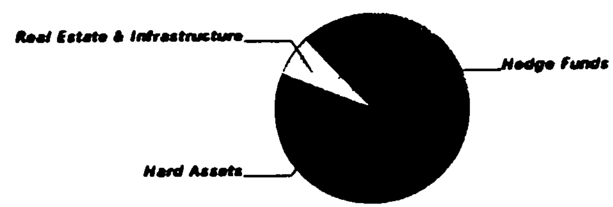
15540738880310035140
15640730620010004840
000351 0040 of 0116 NSPOCM06 X1 NNNNNNNN

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	25.57	1,507.682	38,551.43	32,385.00	6,166.43	304 55	0 79%
Total Asia ex-Japan Equity			**$77,364.83**	**$67,789.88**	**$9,574.95**	**$569.57**	**0.74%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	14.86	1,996.667	29,670.47	29,351.00	319.47	283 52	0.96%
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	19 60	933.103	18,288.82	18,459.42	(170 60)	46.65	0.26%
OPPENHEIMER DEVELOPING MARKETS FUND 683974-50-5 ODVY X	35.21	1,313 135	46,235.48	47,010.25	(774 77)	326 97	0 71%
Total Emerging Market Equity			**$94,194.77**	**$94,820.67**	**($625.90)**	**$657.14**	**0.70%**
Global Equity							
JPM TR I GL RES ENH IDX FD FUND 3457 46637K-51-3 JEIT X	15.84	2,458.572	38,943 78	38,655 71	288 07		

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	79,437.35	194,950.90	115,513.55	9%
Real Estate & Infrastructure	15,036.00	18,582.75	3,546.75	1%
Hard Assets	44,631 59	82,606.50	37,974 91	4%
Total Value	**$139,104.94**	**$296,140.15**	**$157,035.21**	**14%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.22	2,501.150	28,062.90	27,262.54
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.81	3,971.940	38,964.73	39,887.83

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FUND-Y 367829-88-4 GTEY X	28.22	1,385.517	39,099.29	38,006 75
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12 73	3,042.803	38,734 88	38,389.05
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 52	2,643 687	30,455.27	30,562.96
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.74	1,541 117	19,633.83	19,967.41
Total Hedge Funds			**$194,950.90**	**$194,076.54**

	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						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	225.00	9,438.25		18,582.75	531.00	2.86%

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 COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10.44	3,661.408	38,225.10	39,934.15
SG BRENT CBEN 10/25/13 LNKD TO CO1 80% BARRIER, 13.75% CPN, 13.75% CAP 10/12/12; INITIAL STRIKE: 114.62 78423E-EH-3	102.22	15,000.000	15,333.00	14,850.00

	Price	Quantity	Estimated Value	Cost
Hard Assets				
SPDR GOLD TRUST 78463V-10-7 GLD	133.92	125.000	16,740.00	16,880.43
UBS BREN GOLD 08/22/13 LNKED TO GOLDLNPM 90% BARRIER -1.21XLEV- 10%CAP 12.1%MAXRTRN 08/10/12 INITIAL LEVEL: 1618 5 90261J-KQ-5	94 68	13,000.000	12,308.40	12,870 00
Total Hard Assets			**$82,606.50**	**$84,534.58**

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	123,525.37	123,525 37	123,525.37		37 05	0.03% [1]
COST OF PENDING PURCHASES	1.00	(1,281 02)	(1,281.02)	(1,281 02)			
PROCEEDS FROM PENDING SALES	1 00	1,110 60	1,110 60	1,110.60			
Total Cash			**$123,354.95**	**$123,354.95**	**$0.00**	**$37.05**	**0.03%**
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.95	3,264 60	39,011.98	34,834 43	4,177.55	1,289 51 91 41	3 31%
DOUBLELINE TOTAL RET BD-I 258620-10-3	11 27	6,878 88	77,524 94	78,056.35	(531.41)	4,264 90	5.50%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11.87	3,736 12	44,347.71	39,772.21	4,575.50	1,210 50 93 40	2 73%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.27	3,978.20	32,899 72	30,377 89	2,521.83	2,088 55 159 13	6 35%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US Fixed Income							
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 94	16,754.29	183,291.93	181,404.71	1,887.22	2,077 53 134.03	1.13%
JPM TR I MLT SC INCOME FD - SEL FUND 2130 48121A-29-0	10.29	3,759.62	38,686 46	38,583.73	102.73	1,191 79 101.51	3.08%
JPM TR I INFL MANAGED BOND FD - SEL FUND 2037 48121A-56-3	10.61	3,821 06	40,541 47	41,000.00	(458.53)	588 44 57.32	1.45%
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	9.06	8,007.04	72,543.78	71,848.60	695 18	3,410.99	4.70%
VANGUARD INTM TRM INV G-INV 922031-88-5	10.07	2,860.13	28,801.55	25,111.97	3,689.58	975.30	3 39%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 24	1,352.87	11,147.61	10,552.35	595.26	681.84	6.12%
Total US Fixed Income			**$568,797.15**	**$551,542.24**	**$17,254.91**	**$17,779.35** **$636.80**	**3.12%**

Complementary Structured Strategies

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
O **BARC 93% PPN BRIC BASKET 9/19/13** LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/16/11 06738K-VA-6	94.67	10,000.00	9,467 00	10,210.50 9,850 00	(743 50)		

J.P.Morgan

1554073888031003514 4
15640730620010004844

000351 0044 of 0116 NSPOOM6 X1 NNNNNNNN

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Complementary Structured Strategies							
DB PIMS 90%PPN 02/14/14 LNKED TO PLN,IDR,MXN & KRW VS USD 1.805XLEV, 180.5% MAXRTN 02/01/2013 25152R-BN-2	94.48	12,000 00	11,337.60	11,880 00	(542 40)		
Total Complementary Structured Strategies			**$20,804.60**	**$22,090.50** **$21,730.00**	**($1,285.90)**	**$0.00**	**0.00%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD FUND 3831 4812A3-29-6	11 07	3,026 97	33,508 51	33,217.19	291.32	18.16	0 05%