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 07/01 **, 2012, and ending** 06/30, 20 13

Name of foundation
JOHN C. MARKEY CHARITABLE FUND

A Employer identification number
34-6572724

Number and street (or P O box number if mail is not delivered to street address)
1227 PRINCETON AVE.

Room/suite

B Telephone number (see instructions)
(704) 343-0077

City or town, state, and ZIP code
CHARLOTTE, NC 28209

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)* ▶ $ 3,280,447.

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))*

		(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	3.	3.		ATCH 1
4	Dividends and interest from securities	100,862.	100,862.		ATCH 2
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	27,246.			
b	Gross sales price for all assets on line 6a 163,560.				
7	Capital gain net income (from Part IV, line 2)		27,246.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule) ATCH 3	1,000.			
12	**Total.** Add lines 1 through 11	129,111.	128,111.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 4	3,420.			3,420.
c	Other professional fees (attach schedule) *	22,709.	22,709.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 6	2,377.	352.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 7	600.			600.
24	**Total operating and administrative expenses** Add lines 13 through 23	29,106.	23,061.		4,020.
25	Contributions, gifts, grants paid	211,000.			211,000.
26	**Total expenses and disbursements** Add lines 24 and 25	240,106.	23,061.	0	215,020.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-110,995.			
b	**Net investment income** (if negative enter -0-)		105,050.		
c	**Adjusted net income** (if negative, enter -0-)				

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	15,676.	72,393.	72,393.
	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) **	77,575.	77,575.	84,718.
	b	Investments - corporate stock (attach schedule) ATCH 9	1,538,091.	1,611,502.	2,366,159.
	c	Investments - corporate bonds (attach schedule) ATCH 10	964,530.	723,407.	757,177.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,595,872.	2,484,877.	3,280,447.
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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	3,397,383.	3,397,383.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	-801,511.	-912,506.	
	30	**Total net assets or fund balances** (see instructions)	2,595,872.	2,484,877.	
	31	***Total liabilities and net assets/fund balances*** (see instructions)	2,595,872.	2,484,877.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,595,872.
2	Enter amount from Part I, line 27a	2	-110,995.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,484,877.
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	2,484,877.

**ATCH 8

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	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	27,247.
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	0

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	130,045.	3,185,389.	0.040825
2010	153,659.	3,204,088.	0.047957
2009	189,061.	3,043,952.	0.062110
2008	176,286.	3,004,672.	0.058671
2007	153,563.	3,768,496.	0.040749

2 **Total** of line 1, column (d)	2	0.250312
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	0.050062
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,280,103.
5 Multiply line 4 by line 3	5	164,209.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,051.
7 Add lines 5 and 6	7	165,260.
8 Enter qualifying distributions from Part XII, line 4	8	215,020.

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	1,051.
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	1,051.
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	1,051.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,600.		
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	1,600.
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	549.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 549. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities			
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?	5		X
	If "Yes," attach the statement required by General Instruction T			
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) ▶ OH,			
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 ▶ JOHN C. MARKEY II Telephone no ▶ 704-343-0077

Located at ▶ 1227 PRINCETON AVE. CHARLOTTE, NC ZIP+4 ▶ 28209

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		
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

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
ATCH 11		0	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 ▶

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
N/A		0
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 N/A	
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	3,201,180.
b	Average of monthly cash balances		1b	128,874.
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	3,330,054.
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	
3	Subtract line 2 from line 1d		3	3,330,054.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)		4	49,951.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,280,103.
6	**Minimum investment return.** Enter 5% of line 5		6	164,005.

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	164,005.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,051.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,051.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	162,954.
4	Recoveries of amounts treated as qualifying distributions			4	1,000.
5	Add lines 3 and 4			5	163,954.
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	163,954.

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	215,020.
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	215,020.
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	1,051.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	213,969.

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				163,954.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			141,923.	
b Total for prior years 20 10 ,20 09 ,20 08				
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 ▶ $ 215,020.				
a Applied to 2011, but not more than line 2a			141,923.	
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				73,097.
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				90,857.
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	0			
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) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ ☐ 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

ATCH 12

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

LETTER OF REQUEST AND COPY OF IRS TAX EXEMPT LETTER

c Any submission deadlines

NONE

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

ATCH 13

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* ATCH 14				
Total . . . . ▶ **3a**				211,000.
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			14	3.	
4 Dividends and interest from securities			14	100,862.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	27,246.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15				1,000.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				129,111.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 129,111.

(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)

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
	N/A		N/A

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 | 11-14-13 Date | Secretary 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
CHERI H. OHMER	Cheri Ohmer CPA CHERI H. OHMER	10/30/2013		P00788993

Firm's name ▶ HARLOW & OHMER LLC — Firm's EIN ▶ 27-4407903

Firm's address ▶ 1300 RALEIGH RD.
DAYTON, OH 45419 — Phone no 937-395-1479

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					10,880.	
		SALE OF PUBLICLY TRADED SECURITIES				P		
		PROPERTY TYPE: SECURITIES						
363,560.		347,193.					16,367.	
TOTAL GAIN(LOSS)							27,247.	

JOHN C. MARKEY CHARITABLE FUND 34-6572724

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSB CHECKING		1.	1.
IRS		2.	2.
	TOTAL	3.	3.

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MSSB #400-021149-123 DIVIDENDS	51,918.	51,918.
MSSB #400-021149-123 INTEREST	50,076.	50,076.
MSSB #400-021149-123 PURCHASED INTEREST	-1,132.	-1,132.
TOTAL	100,862.	100,862.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
CHARITABLE CHECK OUTSTANDING PRIOR YEAR	1,000.
TOTALS	1,000.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	3,420.			3,420.
TOTALS	3,420.			3,420.

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES & BANK FEES	22,709.	22,709.
TOTALS	22,709.	22,709.

ATTACHMENT 6

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX WITHHELD ON DIV	352.	352.
FEDERAL TAX PAYMENTS	2,025.	
TOTALS	2,377.	352.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OHIO ANNUAL FILING FEE		200.	200.
BANK FEE		400.	400.
	TOTALS	600.	600.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FEDERAL HOME LOAN BK	77,575.	77,575.	84,718.
US OBLIGATIONS TOTAL	77,575.	77,575.	84,718.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
STOCKS - SCHEDULE ATTACHED	1,109,840.	1,091,604.	1,755,082.
MUTUAL FUNDS - SCHEDULE ATTACH	428,251.	519,898.	611,077.
TOTALS	1,538,091.	1,611,502.	2,366,159.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS - SCHEDULE ATT	939,290.	698,167.	732,247.
FIXED RATE SEC - SCHEDULE ATTA	25,240.	25,240.	24,930.
TOTALS	964,530.	723,407.	757,177.

JOHN C. MARKEY CHARITABLE FUND 34-6572724

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

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CARL T. ANDERSON 1227 PRINCETON AVE. CHARLOTTE, NC 28209	PRESIDENT/SECRETARY	0	0	0
PHILIP LISLE 1227 PRINCETON AVE. CHARLOTTE, NC 28209	VICE PRESIDENT	0	0	0
JOHN CLIFTON MARKEY II 1227 PRINCETON AVE. CHARLOTTE, NC 28209	TREASURER	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 12

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

JOHN C. MARKEY II
1800 CAMDEN RD.
CHARLOTTE, NC 28203

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

AS SET FORTH IN BY-LAWS: RELIGIOUS, CHARITABLE, EDUCATIONAL, LITERARY, OR SCIENTIFIC

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOCIETY OF ST ANDREW INC. 3383 SWEET HOLLOW ROAD BIG ISLAND, VA 24526	NONE 509(A)(1)	HUMANITARIAN AID	2,000.
WESLEY UNITED METHODIST CHURCH 930 CENTER ST BRYAN, OH 43506	NONE 509(A)(1)	BUILDING FUND	75,000.
CHOATE ROSEMARY HALL FOUNDATION 333 CHRISTIAN ST. WALLINGFORD, CT 06492	NONE 509(A)(1)	EDUCATIONAL	10,000.
BERKELEY DIVINITY SCHOOL 409 PROSPECT ST. NEW HAVEN, CT 06511	NONE 509(A)(1)	EDUCATIONAL	10,000.
INTERNATIONAL RESCUE COMMITTEE INC. 122 EAST 42ND STREET NEW YORK, NY 10168	NONE 509(A)(1)	HUMANITARIAN AID	6,000.
ST PETERS EPISCOPAL CHURCH ENDOWMENT INC 115 WEST 7TH STREET CHARLOTTE, NC 28202	NONE 509(A)(1)	GENERAL FUND	2,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FORWARD MOVEMENTS INC 12376 BERKELEY SQUARE DR. TAMPA, FL 33626	NONE 509(A)(1)	HUMANITARIAN AID	3,000
SARAH'S HOUSE PO BOX 907 BRYAN, OH 43506	NONE 509(A)(1)	GENERAL FUND	5,000.
CRISIS ASSISTANCE MINISTRY 500-A SPRATT STREET CHARLOTTE, NC 28206	NONE 509(A)(1)	GENERAL FUND	3,000
FRIENDS OF MAITI NEPAL 63 COMMERCIAL WHARF BOSTON, MA 02110	NONE 509(A)(2)	HUMANITARIAN	5,000.
YOUNG AMERICANS INC. 1132 OLYMPIC DRIVE CORONA, CA 92881	NONE 509(A)(2)	GENERAL FUND	30,000.
STANDFORD UNIVERSITY/LELAND STANFORD JUNIOR UNIVER 3145 PORTER DRIVE PALO ALTO, CA 94304	NONE 509(A)(2)	GENERAL FUND	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PONHEARY LY FOUNDATION PO BOX 17034 AUSTIN, TX 78760	NONE 509(A)(1)	HUMANITARIAN AID	2,000.
PRATHAM USA 5890 POINT WEST DRIVE HOUSTON, TX 77036-2612	NONE 509(A)(2)	EDUCATIONAL	3,000.
EVERIST CORE WATER POLO ACADEMY 21 OLD RODGERS RANCH CT PLEASANT HILL, CA 94523	NONE 509(A)(2)	GENERAL FUND	5,000.
MUSIC THEATRE ACADEMY OF ORANGE COUNTY 3935 BIRCH ST. NEWPORT BEACH, CA 92660	NONE 509(A)(1)	GENERAL FUND	20,000.
WILLIAMS COUNTY FAMILY YMCA OF WILLIAMS CTY INC ONE FABER DRIVE BRYAN, OH 43506	NONE 509(A)(2)	GENERAL FUND	3,000.
TOLEDO NORTHWESTERN OHIO FOODBANK INC. 24 E. WOODRUFF AVE. TOLEDO, OH 43604	NONE 509(A)(2)	GENERAL FUND	3,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WILLIAMS COUNTY HUMANE SOCIETY 09464 CORD 13 BRYAN, OH 43506	NONE 509(A)(2)	GENERAL FUND	1,000.
WILLIAMS COUNTY EMS 5842 STATE ROUTE 15 BRYAN, OH 43506	NONE 509(A)(1)	GENERAL FUND	3,000.
		TOTAL CONTRIBUTIONS PAID	211,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CONTRIBUTIONS OUTSTANDING FROM PRIOR YEAR			01	1,000.	
TOTALS				1,000.	

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
JOHN C. MARKEY CHARITABLE FUND	34-6572724

Note: *Form 5227 filers need to complete only Parts I and II*

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

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

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		10,880.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	16,367.
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	27,247.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			27,247.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			27,247.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20 If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17 If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30 go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (15) . . . 30

31 Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

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
JOHN C. MARKEY CHARITABLE FUND	34-6572724

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	SALE OF PUBLICLY TRADED SECURITIES			363,560.	347,193.	16,367.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 16,367.

Schedule D-1 (Form 1041) 2012

FEDERAL CAPITAL GAIN DIVIDENDS

ATTACHMENT 1

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
CAPITAL GAIN DIVIDENDS	10,880.	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		10,880.
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		10,880.

Account Detail

Portfolio Management Active Assets Account THE JOHN C MARKEY CHARITABLE FUND
[illegible] ATTENTION JOHN C MARKEY

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	11/16/09	200 000	$77 780	$15,556 00	**$21,870.00**	$6,314 00 LT	$508 00	2 32
Share Price $109 350, Next Dividend Payable 09/2013								
ABBOTT LABORATORIES (ABT)	7/27/99	600 000	19 523	11,713.54	20 928 00	9,214 46 LT 2		
	2/19/03	200 000	16 282	3,256 42	6,976.00	3,719.58 LT 2		
	Total	800 000		14,969.96	**27,904.00**	12 934 04 LT	448 00	1 60
Share Price $34 880 Next Dividend Payable 08/2013								
ABBVIE INC COM (ABBV)	7/27/99	600 000	21 171	12,702.39	24,804 00	12,101.61 LT		
	2/19/03	200,000	17 657	3,531.33	8 268 00	4,736.67 LT		
	Total	800 000		16,233 72	**33,072.00**	16,838 28 LT	1 280 00	3 87
Share Price $41 340, Next Dividend Payable 08/2013								
ACE LTD (ACE)	4/19/02	500 000	43 630	21,815 00	44,740 00	22,925 00 LT 2		
	2/23/07	200,000	58 205	11,641.00	17,896 00	6,255.00 LT 2		
	Total	700 000		33,456.00	**62,636.00**	29,180.00 LT	1 428 00	2 27
Share Price $89 480, Next Dividend Payable 07/2013								
AMERICAN ELECTRIC POWER CO (AEP)	1/21/10	200 000	36 438	7,287.60	**8,956.00**	1,668 40 LT	392 00	4 37
Share Price $44 780, Next Dividend Payable 09/2013								
AMGEN INC (AMGN)	1/21/10	100,000	56 822	5,682.19	9 866 00	4,183.81 LT		
	2/23/10	100 000	56 437	5,643.73	9,866 00	4,222 27 LT		
	Total	200 000		11 325.92	**19,732.00**	8,406 08 LT	376 00	1 90
Share Price $98 660, Next Dividend Payable 09/2013								
AT&T INC (T)	11/15/96	500 000	21 070	10,534.77	17 700 00	7 165 23 LT 2		
	10/8/08	200 000	25 578	5,115 50	7 080 00	1,964 50 LT 2		
	11/16/09	300 000	26 310	7,892.97	10 620 00	2,727 03 LT		
	Total	1,000 000		23,543 24	**35,400.00**	11,856 76 LT	1,800 00	5 08
Share Price $35 400, Next Dividend Payable 08/2013								
BAXTER INTL INC (BAX)	2/23/10	100 000	57 099	5,709 85	**6,927.00**	1,217 15 LT	196 00	2 82
Share Price $69 270 Next Dividend Payable 07/01/13								
BRISTOL MYERS SQUIBB CO (BMY)	12/15/11	400 000	34 086	13,634.56	**17,876.00**	4,241 44 LT	560 00	3 13
Share Price $44 690, Next Dividend Payable 08/2013								
CHEVRON CORP (CVX)	1/21/10	100 000	76.938	7,693.80	**11,834.00**	4,140.20 LT	400.00	3.38
Share Price $118 340, Next Dividend Payable 09/2013								
CISCO SYS INC (CSCO)	10/25/99	1 000 000	33 063	33,062 50	**24,335.00**	(8,727 50) LT 2	680 00	2 79
Share Price $24 335, Next Dividend Payable 07/2013								
COCA COLA CO (KO)	11/16/09	400,000	28 404	11,361.60	**16,044.00**	4 682 40 LT	448 00	2 79
Share Price $40 110, Next Dividend Payable 07/01/13								

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
COLGATE PALMOLIVE CO (CL)	3/23/04	600 000	26 653	15,992 01	**34,374.00**	18,381 99 LT 2	816 00	2 37
Share Price $57 290 Next Dividend Payable 08/2013								
CONOCOPHILLIPS (COP)	6/7/01	511 440	24 487	12,523.81	30 942 12	18 418 31 LT 2		
	4/19/02	288 560	22 692	6 548 02	17 457 88	10 909 86 LT 2		
	Total	800 000		19 071 83	**48,400.00**	29,328 17 LT	2,112.00	4 36
Share Price $60 500, Next Dividend Payable 09/2013								
COVIDIEN PLC NEW (COV)	2/23/10	100 000	50 016	5,001 63	**6,284.00**	1 282 37 LT	104.00	1 65
Share Price $62 840, Next Dividend Payable 08/2013								
CVS CAREMARK CORP (CVS)	2/19/03	500 000	10 366	5,182 95	**28,590.00**	23,407 05 LT 2	450 00	1 57
Share Price $57 180 Next Dividend Payable 08/2013								
DOMINION RES INC (NEW) (D)	2/19/03	800 000	27 555	22,044 00	**45,456.00**	23,412 00 LT 2	1,800 00	3 95
Share Price $56 820 Next Dividend Payable 09/2013								
DU PONT EI DE NEMOURS & CO (DD)	2/19/03	400 000	37 470	14 988 00	**21,000.00**	6 012 00 LT 2	720 00	3 42
Share Price $52 500 Next Dividend Payable 09/2013								
EXELON CORP (EXC)	3/23/04	600 000	33 158	19 894 50	**18,528.00**	(1,366 50) LT 2	744 00	4 01
Share Price $30 880 Next Dividend Payable 09/2013								
EXPRESS SCRIPTS HLDG CO COM (ESRX)	3/24/04	648 000	20 241	13,116 00	**40,007.52**	26,891 52 LT	—	—
Share Price $61 740								
EXXON MOBIL CORP (XOM)	11/16/09	200 000	74 217	14,843 42	**18,070.00**	3 226 58 LT	504 00	2 78
Share Price $90 350 Next Dividend Payable 09/2013								
GENERAL ELECTRIC CO (GE)	2/23/10	200 000	15 966	3,193 24	**4,638.00**	1 444 76 LT	152 00	3 27
Share Price $23 190 Next Dividend Payable 07/25/13								
HONEYWELL INTERNATIONAL INC (HON)	8/22/03	500 000	29 640	14,820.00	**39,670.00**	24,850 00 LT 2	820 00	2 06
Share Price $79 340 Next Dividend Payable 09/2013								
JACOBS ENGINEERING GROUP INC (JEC)	2/19/03	600.000	18.565	11,139.00	**33,078.00**	21 939 00 LT 2	—	—
Share Price $55 130								
JOHNSON & JOHNSON (JNJ)	11/16/09	200 000	62 087	12,417 42	17 172 00	4,754 58 LT		
	2/23/10	100 000	63 557	6,355 71	8,586.00	2,230 29 LT		
	Total	300 000		18,773 13	**25,758.00**	6,984.87 LT	792 00	3 07
Share Price $85 860, Next Dividend Payable 09/2013								
JOHNSON CONTROLS INCORPORATED (JCI)	7/1/08	400.000	29.062	11,624.80	**14,316.00**	2,691 20 LT 2	304 00	2 12
Share Price $35 790 Next Dividend Payable 07/02/13								
JOY GLOBAL INC (JOY)	9/13/07	400 000	44 644	17,857 53	19,412 00	1,554 47 LT 2		
	10/8/08	100 000	32 576	3,257 60	4,853 00	1,595 40 LT 2		

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	500 000		21,115.13	**24,265.00**	3,149 87 LT	350 00	1 44
Share Price $48 530 Next Dividend Payable 09/2013								
JPMORGAN CHASE & CO (JPM)	3/23/04	800.000	41.290	33 032 00	42,232 00	9,200 00 LT 2		
	11/21/07	100 000	40 860	4,086.00	5,279 00	1 193.00 LT 2		
	Total	900.000		37,118.00	**47,511.00**	10,393 00 LT	1,368 00	2 87
Share Price $52 790, Next Dividend Payable 07/2013								
KELLOGG CO (K)	1/21/10	100.000	53 753	5 375 28	**6,423.00**	1,047 72 LT	176 00	2 74
Share Price $64 230, Next Dividend Payable 09/2013								
KOHLS CORPORATION WISC (KSS)	3/23/04	500.000	48 617	24,308.55	**25,255.00**	946.45 LT 2	700 00	2 77
Share Price $50 510, Next Dividend Payable 09/2013								
MC DONALDS CORP (MCD)	11/16/09	200 000	64 508	12 901 60	**19,800.00**	6,898 40 LT	616 00	3 11
Share Price $99 000, Next Dividend Payable 09/2013								
MCGRAW HILL FINANCIAL INC COM (MHFI)	7/27/99	300,000	28 315	8,494.50	**15,957.00**	7,462.50 LT 2	336 00	2 10
Share Price $53 190, Next Dividend Payable 09/2013								
METLIFE INCORPORATED (MET)	10/8/08	200.000	31 290	6,258 00	**9,152.00**	2 894 00 LT 2	220 00	2 40
Share Price $45 760, Next Dividend Payable 09/2013								
MICROCHIP TECHNOLOGY INC (MCHP)	2/23/07	400 000	33 008	~~13 203.15~~ 14 936	**14,900.00**	1,696 85 LT 2	565 60	3 79
Share Price $37 250, Next Dividend Payable 09/2013								
MICROSOFT CORP (MSFT)	7/27/99	400 000	44 438	17 775 00	13,818 00	(3,957.00) LT 2		
	6/7/01	600 000	36 400	21,840 00	20,727 00	(1 113 00) LT 2		
	Total	1,000 000		39 615 00	**34,545.00**	(5,070 00) LT	920 00	2 66
Share Price $34 545, Next Dividend Payable 09/2013								
NORFOLK SOUTHERN CORP (NSC)	11/16/09	200 000	51 539	10 307 88	**14,530.00**	4,222.12 LT	400 00	2 75
Share Price $72 650, Next Dividend Payable 09/2013								
OCCIDENTAL PETROLEUM CORP DE (OXY)	3/23/04	800 000	22.425	17 940.00	**71,384.00**	53,444.00 LT 2	2,048 00	2 86
Share Price $89 230, Next Dividend Payable 07/15/13								
ORACLE CORP (ORCL)	2/16/01	500 000	23 813	11,906 25	15,355 00	3 448 75 LT 2		
	2/19/03	2,000 000	12 320	24,640 00	61 420 00	36,780 00 LT 2		
	Total	2,500.000		36,546 25	**76,775.00**	40 228 75 LT	1 200 00	1 56
Share Price $30 710								
PEPSICO INC NC (PEP)	12/12/05	600 000	59 760	35 856 00	**49,074.00**	13 218 00 LT 2	1,362 00	2 77
Share Price $81 790 Next Dividend Payable 09/2013								
PHILIP MORRIS INTL INC (PM)	4/29/08	300 000	51 808	15,542.40	25,986 00	10 443.60 LT 2		
	7/1/08	100 000	49 260	4,926.00	8,662 00	3,736 00 LT 2		

Account Detail [redacted]

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	400 000		20 468 40	**34,648.00**	14,179.60 LT	1,360 00	3 92
Share Price $86 620 Next Dividend Payable 07/12/13								
PHILLIPS 66 COM (PSX)	6/7/01	256.000	14 539	3,721 89	15,080 96	11,359 07 LT		
	4/19/02	144.000	13 514	1,945.98	8,483.04	6,537 06 LT		
	Total	400.000		5,667 87	**23,564.00**	17,896 13 LT	500 00	2 12
Share Price $58 910 Next Dividend Payable 09/2013								
PROCTER & GAMBLE (PG)	10/25/99	200 000	49 240	9,848.04	15,398 00	5,549 96 LT 2		
	2/22/00	500.000	45 024	22,511.85	38,495.00	15,983 15 LT 2		
	Total	700.000		32,359.89	**53,893.00**	21,533 11 LT	1,684.20	3.12
Share Price $76 990 Next Dividend Payable 08/2013								
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	3/23/04	2,000 000	7 930	15,859.68	**36,640.00**	20,780 32 LT 2	804 00	2 19
Share Price $18 320								
TEVA PHARMACEUTICALS ADR (TEVA)	3/23/04	600.000	30 770	18 462 00	**23,520.00**	5,058 00 LT 2	567 60	2 41
Share Price $39 200 Next Dividend Payable 09/2013								
TEXAS INSTRUMENTS (TXN)	2/19/03	1,000 000	16.400	16,400.00	**34,850.00**	18,450.00 LT 2	1 120 00	3 21
Share Price $34 850, Next Dividend Payable 08/2013								
TRAVELERS COMPANIES INC COM (TRV)	11/15/10	100.000	56 868	5,686 79	**7,992.00**	2,305 21 LT	200 00	2 50
Share Price $79 920, Next Dividend Payable 09/2013								
UNITED TECHNOLOGIES CORP (UTX)	12/15/11	100 000	73 343	7,334 28	**9,294.00**	1,959 72 LT	214.00	2 30
Share Price $92 940, Next Dividend Payable 09/2013								
VARIAN MEDICAL SYS INC (VAR)	3/23/04	600.000	42 458	25,475.01	**40,470.00**	14,994 99 LT 2	—	—
Share Price $67 450								
VERIZON COMMUNICATIONS (VZ)	12/15/11	200 000	38 376	7,675.24	**10,068.00**	2,392 76 LT	412 00	4 09
Share Price $50 340 Next Dividend Payable 08/2013								
WAL MART STORES INC (WMT)	11/16/09	200 000	53 049	10,609.78	14 898 00	4,288 22 LT		
	2/23/10	100 000	53 706	5,370.60	7 449 00	2,078 40 LT		
	Total	300 000		15,980 38	**22,347.00**	6,366 62 LT	564 00	2 52
Share Price $74 490 Next Dividend Payable 09/2013								
WALT DISNEY CO HLDG CO (DIS)	12/15/11	200.000	35.196	7 039 24	**12,630.00**	5,590.76 LT	150 00	1 18
Share Price $63 150 Next Dividend Payable 12/2013								
WEATHERFORD INTERNATIONAL LTD (WFT)	3/23/04	800.000	10 555	8,444.00	**10,960.00**	2,516 00 LT 2	—	—
Share Price $13 700								
WELLS FARGO & CO NEW (WFC)	11/15/96	1,600 000	10 926	17 482 00	**66,032.00**	48,550.00 LT 2	1 920 00	2 90
Share Price $41 270 Next Dividend Payable 09/2013								

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
WISCONSIN ENERGY CORP (WEC)	2/23/10	200 000	24 569	4,913 80	**8,198.00**	3,284 20 LT	272 00	3.31
Share Price $40 990, Next Dividend Payable 09/2013								
YUM BRANDS INC (YUM)	12/15/11	200 000	57 326	11 465 20	**13,868.00**	2 402 80 LT	268 00	1 93
Share Price $69 340 Next Dividend Payable 08/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	**44.0%**	**$873,272.38**	**$1,483,300.52**	**$610,028.14 LT**	**$38,131.40**	**2.57%**
					$0.00	

Microchip + 1734.

875006.

EXCHANGE-TRADED & CLOSED-END FUNDS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES COHEN&STEERS RL MJR FD (ICF)	1/21/10	96 000	$51,710	$4 964 16	**$7,739.52**	$2 775 36 LT	$231 65	2 99
Share Price $80 620, Next Dividend Payable 07/03/13								
ISHARES NASDAQ BIOTECH FUND (IBB)	2/23/10	100 000	84 510	8,451 00	**17,388.00**	8,937 00 LT	51 60	0 29
Share Price $173 880, Next Dividend Payable 07/03/13								
ISHARES RUSSELL 2000 INDEX FD (IWM)	10/8/08	348 000	56 100	19,522 80	33,756.00	14 233 20 LT 2		
	11/4/09	280.000	57 516	16 104 48	27 160 00	11,055 52 LT		
	Total	628 000		35 627 28	**60,916.00**	25,288 72 LT	1 066 97	1 75
Share Price $97 000 Next Dividend Payable 07/2013								
ISHARES RUSSELL MIDCAP INDX FD (IWR)	12/15/11	470 000	95 704	44 980.88	**61,048.30**	16,067 42 LT	984 65	1 61
Share Price $129 890 Next Dividend Payable 07/2013								
ISHARES S&P GSCI COMMODITY (GSG)	1/21/10	160 000	31 268	5 002 80	**4,928 00**	(74 80) LT	—	—
Share Price $30 800								
SPDR GOLD TR GOLD SHS (GLD)	1/21/10	46 000	107 200	4,931.20	5 479 06	547 86 LT		
	6/8/10	154 000	121 686	18,739 64	18,342 94	(396.70) LT		
	Total	200 000		23,670.84	**23,822.00**	151 16 LT	—	—
Share Price $119 110								
VANGUARD FTSE EMERGING MARKETS (VWO)	10/8/08	234 000	27 020	6,322 68	9,078 02	2 755 34 LT 2		
	11/4/09	1 895 000	39 240	74 359.61	73,516 52	(843 09) LT		
	12/15/11	344 000	38 426	13,218.61	13,345 47	126 86 LT		
	Total	2 473 000		93,900 90	**95,940.03**	2,039 11 LT	3,805 95	3 96
Share Price $38 795 Next Dividend Payable 09/2013								

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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	8.1%	$216,597.86	$271,781.85	$55,183.97 LT	$6,140.82 $0.00	2.26%

Equity = 1,091,604. 1755,082.

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
JP MORGAN CHASE & CO	11/4/09	50,000 000	$105 431	$52 715 50			$2,625.00	4 91
CUSIP 46625HAX8			$101 953	$50 976 73	**$53,355.50**	$2 378 77 LT	$430.20	
Unit Price $106 711, Coupon Rate 5 250%, Matures 05/01/2015, Int Semi-Annually May/Nov 01 Yield to Maturity 1 528%, Moody A3 S&P A Issued 04/24/03								
VERIZON COMMUNICATIONS	3/23/04	100 000 000	97 344	97 344 00			5,550 00	5 00
CUSIP 92343VAC8			97 344	97 344 00	**110,804.00**	13 460 00 LT 2	2 081 25	
Unit Price $110 804 Coupon Rate 5 550%, Matures 02/15/2016, Int Semi-Annually Feb/Aug 15, Yield to Maturity 1 347%, Moody A3 S&P A-, Issued 02/15/06								
CISCO SYSTEMS INC	11/26/07	50,000 000	103.059	51 529 50			2,750 00	4 92
CUSIP 17275RAC6			101 120	50 559 88	**55,832.50**	5 272 62 LT 2	977 77	
Unit Price $111 665 Coupon Rate 5 500%, Matures 02/22/2016 Int Semi-Annually Feb/Aug 22 Yield to Maturity 1 018%, Moody A1 S&P A+ Issued 02/22/06								
JOHNSON & JOHNSON	2/23/10	50,000.000	111.926	55 963 00			2 775 00	4 79
CUSIP 478160AQ7			106 982	53 491.14	**57,874.50**	4 383 36 LT	1,040 62	
Unit Price $115 749, Coupon Rate 5 550%, Matures 08/15/2017, Int Semi-Annually Feb/Aug 15 Yield to Maturity 1 590%, Moody AAA S&P AAA Issued 08/16/07								
AT&T INC	11/4/09	50,000.000	104 619	52,309 50			2 750 00	4 80
CUSIP 00206RAJ1			102 793	51,396 44	**57,188.00**	5 791 56 LT	1 138.19	
Unit Price $114 376, Coupon Rate 5 500% Matures 02/01/2018, Int Semi-Annually Feb/Aug 01 Yield to Maturity 2 188%, Moody A3 S&P A- Issued 02/01/08								
CATERPILLAR FINL SERV CORP	12/15/11	25,000,000	116 890	29 222 40			1,362.50	4 72
CUSIP 14912L3U3			113 039	28 259 85	**28,837.50**	577 65 LT	283 85	
Unit Price $115 350, Coupon Rate 5 450% Matures 04/15/2018, Int Semi-Annually Apr/Oct 15 Yield to Maturity 2 068%, Moody A2 S&P A Issued 03/27/08								
CONOCOPHILLIPS	11/4/09	50,000 000	104 621	52 310 35			2,600 00	4 54
CUSIP 20825CAN4			102.856	51,428 21	**57,152.00**	5 723 79 LT	325.00	
Unit Price $114 304, Coupon Rate 5 200%, Matures 05/15/2018, Int Semi-Annually May/Nov 15, Yield to Maturity 2 097%, Moody A1 S&P A Issued 05/08/08								
TRAVELERS COS INC	12/15/11	25,000 000	117 947	29 486 75			1,450 00	4 95
CUSIP 89417EAE9			113 933	28 483 18	**29,241.25**	758 07 LT	181 25	
Unit Price $116 965, Coupon Rate 5 800% Matures 05/15/2018 Int Semi-Annually May/Nov 15 Yield to Maturity 2 118%, Moody A2 S&P A Issued 05/13/08								
MCDONALD'S CORP	1/21/10	50,000,000	106.477	53 238 50			2,500.00	4 37
CUSIP 58013MEG5			104.288	52 144.00	**57,161 50**	5,017 50 LT	1 034 72	
Unit Price $114 323, Coupon Rate 5 000% Matures 02/01/2019 Int Semi-Annually Feb/Aug 01 Yield to Maturity 2 256% Moody A2 S&P A Issued 01/16/09								
PROCTER & GAMBLE CO	11/4/09	50,000.000	103 753	51 876.50			2,350 00	4.16
CUSIP 742718DN6			102.446	51 223 12	**56,393.00**	5 169 88 LT	881.25	
Unit Price $112 786, Coupon Rate 4 700% Matures 02/15/2019, Int Semi-Annually Feb/Aug 15 Yield to Maturity 2 266%, Moody AA3 S&P AA- Issued 02/06/09								

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CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
COCA-COLA CO CUSIP 191216AM2	12/15/11	25 000 000	116 832 113 500	29,207 88 28,375.10	28,301.75	(73.35) LT	1,218 80 355 46	4 30
Unit Price $113 207 Coupon Rate 4 875%, Matures 03/15/2019, Int Semi Annually Mar/Sep 15 Yield to Maturity 2 386% Moody AA3 S&P AA-, Issued 03/06/09								
GENERAL ELECTRIC CAPITAL CORP CUSIP 36962G4D3	4/13/11	50 000,000	110 259 107 894	55,129 50 53,946 80	58,046.50	4,099 70 LT	3 000 00 1,191 66	5.16
Unit Price $116 093, Coupon Rate 6 000% Matures 08/07/2019 Int Semi-Annually Feb/Aug 07 Yield to Maturity 3 086%, Moody A1 S&P AA+ Issued 08/07/09								
EI DU PONT DE NEMOUR & CO CUSIP 263534BZ1	5/7/13	25,000 000	117 158 116 815	29,289.50 29,203.72	27,788.25	(1,415.47) ST	1 156 20 529.94	4 16
Unit Price $111 153 Coupon Rate 4 625% Matures 01/15/2020, Int Semi-Annually Jan/Jul 15, Yield to Maturity 2 750%, Moody A2 S&P A, Issued 11/09/09								
BERKSHIRE HATHAWAY FIN CUSIP 084664BQ3	5/7/13	25,000 000	114 656 114 406	28,664 00 28,601 54	26,695.75	(1,905 79) ST	1 062 50 486 97	3 98
Unit Price $106 783 Coupon Rate 4 250% Matures 01/15/2021 Int Semi-Annually Jan/Jul 15, Yield to Maturity 3 229% Moody AA2 S&P AA Issued 01/11/11								
GOLDMAN SACHS GROUP INC CUSIP 38141GGS7	5/7/13	25,000 000	119 521 119 243	29,880 35 29,810 76	27,575.25	(2,235 51) ST	1 437 50 622 91	5.21
Unit Price $110 301 Coupon Rate 5 750%, Matures 01/24/2022 Int Semi-Annually Jan/Jul 24· Yield to Maturity 4 299% Moody A3 S&P A- Issued 01/24/12								
CORPORATE BONDS		650,000.000		$698,167.23 $685,244.47	$732,247.25	$52,559.55 LT $(5,556.77) ST	$34,587.50 $11,561.04	4.72%

FIXED-RATE CAPITAL SECURITIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MERRILL LYNCH CAP TRUST I 6.45 EXT TO 12/15/2086 (MER.K) (MER.K)	5/14/07	1,000 000	$25 240 $25 240	$25,240 00 $25,240 00	$24,929 90	$(310.10) LT 2	$1,612 50 —	6 46
Unit Price $24 930 Coupon Rate 6 450% Matures 12/15/2066 Interest Paid Quarterly Jun 15, Callable $25 00 on 07/29/13 Moody BA2 S&P BB+								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
CORPORATE FIXED INCOME	650,000.000	$723,407.23 $710,484.47	$757,177.15	$52,249.45 LT $(5,556.77) ST	$36,200.00 $11,561.04	4.78%
TOTAL CORPORATE FIXED INCOME (incl.accr int)	22.8%		$768,738.19			

Account Detail

Portfolio Management Active Assets Account THE JOHN C MARKEY CHARITABLE FUND
400-021749-123 ATTENTION JOHN C MARKEY

GOVERNMENT SECURITIES

FEDERAL AGENCIES

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
FED HOME LN BK	2/28/08	75,000 000	$103 434	$77,575 20			$3 562 50	4 20
CUSIP 3133XHZK1			$101 503	$76 127 39	$84,717.75	$8,590 36 LT 2	$138 54	

Unit Price $112 957, Coupon Rate 4 750% Matures 12/16/2016 Int Semi-Annually Jun/Dec 16 Yield to Maturity 937% Moody AAA S&P AA+ Issued 12/01/06

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
GOVERNMENT SECURITIES	75,000.000	$77,575.20 $76,127.39	$84,717.75	$8,590.36 LT	$3,562.50 $138.54	4.20%
TOTAL GOVERNMENT SECURITIES (incl accr int)	2.5%		$84,856.29			

MUTUAL FUNDS

OTHER MUTUAL FUNDS

"Total Purchases vs Market Value is provided to assist you in comparing your Total Purchases " excluding reinvested distributions with the current value of the mutual fund positions in your account

Cumulative Cash Distributions" when shown, may reflect distributions on shares no longer held in the account It may not reflect all distributions received in cash, due to but not limited to the following investments made prior to addition of this information on statements securities transfers, timing of recent distributions, and certain adjustments made in your account

"Net Value Increase/ (Decrease) reflects the difference between your total purchases plus the cash distributions shown, and the current value of the fund s shares This calculation is for informational purposes only and does not reflect your total unrealized gain or loss nor should it be used for tax purposes

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ALLIANCEBER GLOBAL BOND ADV (ANAYX)	3/2/11	5,988.000	$8 350	$49 999 80	$49,999.80	$0 00 LT		
	Purchases	5 988 000		49,999 80	**49,999.80**			
Short Term Reinvestments		59.462		511 97	496 51	(15 46) ST		
	Total	6,047.462		50,511 77	**50,496.31**	(15 46) ST	1 451 00	2.87
Total Purchases vs Market Value				49,999 80	50,496 31			
Cumulative Cash Distributions					2,059.35			
Net Value Increase/(Decrease)					2 555 86			

Share Price $8 350 Dividend Cash Capital Gains Reinvest

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN EUROPACIFIC GRW F2 (AEPFX)	11/4/09	796 855	37 638	29 992.00	33,483 84	3,491 84 LT		
	11/16/09	252 151	39 731	10,018.14	10,595 38	577.24 LT		
	1/21/10	239.967	37 688	9,043.92	10,083 41	1,039 49 LT		
	12/15/11	118.790	34 781	4,131.60	4 991.55	859 95 LT		
	Purchases	1,407 763		53,185 66	**59,154.18**	5,968 52 LT		
Long Term Reinvestments		59.495		2,255 45	2 499.97	244 52 LT		

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
Short Term Reinvestments		29 316		1,197 87	1,231 85	33 98 ST		
	Total	1 496.574		56,638.98	**62,886.04**	6,213 04 LT 33 98 ST	1 221 00	1 94
Total Purchases vs Market Value				53,185 66	62 886 04			
Net Value Increase/(Decrease)					9 700 38			
Share Price. $42 020 Enrolled In MS Dividend Reinvestment Capital Gains Reinvest								
AMERICAN SMALL CAP WORLD F2 (SMCFX)	11/4/09	1,363.506	29 708	40,507.21	60 116 98	19,609.77 LT		
	Purchases	1,363.506		40 507 21	**60,116.98**	19 609 77 LT		
Long Term Reinvestments		36 791		1 320.69	1,622 12	301 43 LT		
Short Term Reinvestments		24.142		950.24	1,064.42	114.18 ST		
	Total	1,424 439		42,778 14	**62,803.52**	19,911.20 LT 114 18 ST	967 00	1 53
Total Purchases vs Market Value				40,507 21	62,803 52			
Net Value Increase/(Decrease)					22 296 31			
Share Price $44 090, Enrolled In MS Dividend Reinvestment Capital Gains Reinvest								
CALAMOS MARKET NEUTRAL INC I (CMNIX)	1/21/10	434 227	11 493	4,990 48	5,475 60	485 12 LT		
	Purchases	434 227		4,990 48	**5,475 60**	485.12 LT		
Long Term Reinvestments		16 088		190.18	202 87	12 69 LT		
Short Term Reinvestments		7 942		100 22	100 15	(0 07) ST		
	Total	458 257		5,280 88	**5,778.62**	497.81 LT (0 07) ST	101 00	1 74
Total Purchases vs Market Value				4 990 48	5,778 62			
Net Value Increase/(Decrease)					788 14			
Share Price $12 610 Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
GUGGENHEIM MNGD FUTRS STRAT H (RYMFX)	1/21/10	191 087	26 210	5,008.40	**4,087.35**	(921.05) LT	—	—
Share Price $21 390 Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
IVY GLOBAL NATURAL RESOURCES I (IGNIX)	1/21/10	261 331	19 072	4,984 20	4 437 40	(546 80) LT		
	Purchases	261 331		4 984.20	**4,437 40**	(546.80) LT		
Short Term Reinvestments		1 678		28 28	28 49	0 21 ST		
	Total	263.009		5,012.48	**4,465.89**	(546 80) LT 0 21 ST	28 00	0 62
Total Purchases vs Market Value				4,984 20	4,465 89			
Net Value Increase/(Decrease)					(518 31)			
Share Price $16 980, Enrolled In MS Dividend Reinvestment Capital Gains Reinvest								

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LAZARD EMERGING MARKETS I (LZEMX)	11/4/09	4 634 424	17 332	80 321 58	82,909 85	2,588 27 LT		
	12/15/11	660 305	17 468	11,534 40	11,812 86	278 46 LT		
	Purchases	5,294 729		91 855 98	**94,722.71**	2,866 73 LT		
Long Term Reinvestments		475 823		8,268 33	8,512 47	244 14 LT		
Short Term Reinvestments		300.232		5,743.43	5 371 15	(372 28) ST		
	Total	6 070 784		105,867 74	**108,606.33**	3,110 87 LT (372 28) ST	2,161 00	1 98
Total Purchases vs Market Value				91 855 98	108,606 33			
Net Value Increase/(Decrease)					16,750.35			
Share Price $17 890, Enrolled In MS Dividend Reinvestment Capital Gains Reinvest								
PIMCO ALL ASSET ALL AUTH P (PAUPX)	5/7/13	2,243 984	11 140	24,997 98	22 955.96	(2,042 02) ST		
	Purchases	2 243.984		24 997.98	**22,955.96**	(2 042 02) ST		
Short Term Reinvestments		17 478		178 80	178.80	0 00 ST		
	Total	2 261.462		25 176 78	**23,134.76**	(2,042 02) ST	1,373 00	5 93
Total Purchases vs Market Value				24 997 98	23,134 76			
Net Value Increase/(Decrease)					(1 863 22)			
Share Price $10 230, Enrolled In MS Dividend Reinvestment Capital Gains Reinvest								
PIMCO UNCONSTRAINED BOND P (PUCPX)	5/7/13	2,156.138	11.590	24,989 64	24,342 80	(646 84) ST		
	Purchases	2,156 138		24 989 64	**24,342.80**	(646 84) ST		
Short Term Reinvestments		1 311		15 10	14.80	(0 30) ST		
	Total	2,157.449		25,004 74	**24,357.60**	(647 14) ST	259 00	1 06
Total Purchases vs Market Value				24 989 64	24,357 60			
Net Value Increase/(Decrease)					(632 04)			
Share Price $11 290, Enrolled In MS Dividend Reinvestment Capital Gains Reinvest								
PRUDENTIAL SHT TRM CORP BD Z (PIFZX)	12/15/11	2 194 185	11 360	24 926 00	24 860 12	(65 88) LT		
	5/7/13	2,025 000	11 560	23,409 00	22,943.25	(465 75) ST		
	Purchases	4,219 185		48,335.00	**47,803.37**	(65 88) LT (465 75) ST		
Long Term Reinvestments		43 338		498 27	491 02	(7.25) LT		
Short Term Reinvestments		71 596		828 80	811.18	(17 62) ST		
	Total	4,334 119		49,662.07	**49,105.57**	(73 13) LT (483 37) ST	1,651.00	3 36
Total Purchases vs Market Value				48,335 00	49,105 57			
Net Value Increase/(Decrease)					770 57			
Share Price $11 330 Enrolled In MS Dividend Reinvestment Capital Gains Reinvest								
T ROWE PRICE MID CAP GR ADV (PAMCX)	2/20/03	1,181.686	28 997	34,264 90	75 060 69	40,795 79 LT A		

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MUTUAL FUNDS

OTHER MUTUAL FUNDS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Purchases	1 181 686		34 264 90	75,060.69	40,795.79 LT		
Long Term Reinvestments		1 121 718		55 461 44	71 251 53	15,790.09 LT		
Short Term Reinvestments		143.381		7 808.54	9 107 56	1,299.02 ST		
	Total	2 446 785		97 534 88	155,419.78	56,585.88 LT 1,299.02 ST	—	—
Total Purchases vs Market Value				34 264 90	155,419 78			
Net Value Increase/(Decrease)					121 154 88			
Share Price $63 520, Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								
THORNBURG INTL VALUE I (TGVIX)	12/15/11	2 080 531	24 030	49,995 16	58 421 31	8 426 15 LT		
	Purchases	2 080.531		49,995.16	58,421.31	8,426.15 LT		
Long Term Reinvestments		24 524		617 03	688 63	71 60 LT		
Short Term Reinvestments		29 395		809.22	825 41	16 19 ST		
	Total	2 134 450		51 421.41	59,935.36	8,497.75 LT 16 19 ST	817 00	1.36
Total Purchases vs Market Value				49,995.16	59 935 36			
Net Value Increase/(Decrease)					9 940 20			
Share Price $28 080 Enrolled In MS Dividend Reinvestment, Capital Gains Reinvest								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
MUTUAL FUNDS	18.1%	$519,898.27	$611,077.13	$93,275.57 LT $(2,096.76) ST	$10,029.00 $0.00	1.64%

Transactions in mutual fund positions held directly at the Fund Company are not included in the total above and are not reflected on the Summary Page
For more information about the pricing of Money Market Funds, please see the Expanded Disclosures

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$2,396,380.37	$3,358,356.21	$819,327.49 LT $(7,653.53) ST	$94,137.72 $11,699.58	2.79%

TOTAL VALUE (includes accrued interest)

2 You or a third party have provided the transaction details for this position

A You executed this transaction elsewhere and later transferred the security to your Morgan Stanley Smith Barney LLC Account Another financial institution has provided us with the transaction detail for this position

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available Cash MMF Deposits and positions stating 'Please Provide' are not included