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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation

TR U/W MARION & EVA PEEPLES FOUND. R61110004

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

10 S DEARBORN IL1-0117

City or town, state, and ZIP code

CHICAGO, IL 60603

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 1,307,021.

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

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

A Employer identification number

35-6306320

B Telephone number (see instructions)

866-888-5157

C If exemption application is
pending, check here☐

D 1 Foreign organizations, check here

☐2 Foreign organizations meeting the
85% test, check here and attach
computation☐E If private foundation status was terminated
under section 507(b)(1)(A), check here☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here☐

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	16,195.	15,861.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	65,304.			
b Gross sales price for all assets on line 6a 537,921.				
7 Capital gain net income (from Part IV, line 2)		65,304.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	1,283.			STMT 1
12 Total Add lines 1 through 11	82,782.	81,165.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	15,056.	11,292.		3,764.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT. 2	322.	322.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT. 3	20,000.			20,000.
24 Total operating and administrative expenses. Add lines 13 through 23	35,378.	11,614.	NONE	23,764.
25 Contributions, gifts, grants paid	55,000.			55,000.
26 Total expenses and disbursements Add lines 24 and 25	90,378.	11,614.	NONE	78,764.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-7,596.			
b Net investment income (if negative, enter -0-)		69,551.		
c Adjusted net income (if negative, enter -0-)				

2/1 ME

ENVELOPE
POSTMARK DATE
MAR 03 2014

SCANNED MAR 20 2014

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	NONE	77.	77.
	2 Savings and temporary cash investments	79,628.	42,188.	42,188.
	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 ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	855,806.	833,918.	933,583.
	c Investments - corporate bonds (attach schedule)	143,110.	133,381.	136,069.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	142,457.	203,841.	195,104.	
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)	1,221,001.	1,213,405.	1,307,021.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	1,221,001.	1,213,405.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	1,221,001.	1,213,405.	
	31 Total liabilities and net assets/fund balances (see instructions)	1,221,001.	1,213,405.	

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	1,221,001.
2 Enter amount from Part I, line 27a	2	-7,596.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	1,213,405.
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	1,213,405.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 537,921.		472,617.	65,304.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			65,304.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	65,304.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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.

(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	72,002.	1,230,329.	0.058523
2010	65,639.	1,334,981.	0.049168
2009	75,653.	1,254,858.	0.060288
2008	98,670.	1,197,169.	0.082419
2007	94,862.	1,735,607.	0.054656
2 Total of line 1, column (d)			2 0.305054
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 0.061011
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,253,963.
5 Multiply line 4 by line 3			5 76,506.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 696.
7 Add lines 5 and 6			7 77,202.
8 Enter qualifying distributions from Part XII, line 4			8 78,764.
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)		1	696.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	696.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	696.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	360.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,860.	
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	2,164.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 696. Refunded ☐	11	1,468.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ IN		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JP MORGAN CHASE BANK, NA Telephone no ▶ (866) 888-5157			
	Located at ▶ 10 S DEARBORN ST, IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ▶	1b	X
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? If "Yes," list the years ▶	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
JP MORGAN CHASE BANK, NA 10 S DEARBORN ST. IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	15,056.	-0-	-0-
GREATER JOHNSON COUNTY COMM. FDTN. 18 W JEFFERSON ST, PO BOX 217, FRANKLIN, IN 46131-231	SCHOLARSHIP MANA 2			

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3 ▶		

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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	1,194,864.
b	Average of monthly cash balances	1b	78,195.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,273,059.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,273,059.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,096.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,253,963.
6	Minimum investment return. Enter 5% of line 5	6	62,698.

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	62,698.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	696.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	696.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	62,002.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	62,002.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	62,002.

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	78,764.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	78,764.
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	696.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	78,068.

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				62,002.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	10,267.			
b From 2008	39,316.			
c From 2009	12,181.			
d From 2010	865.			
e From 2011	10,843.			
f Total of lines 3a through e	73,472.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ 78,764.				
a Applied to 2011, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				62,002.
e Remaining amount distributed out of corpus . .	16,762.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	90,234.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	10,267.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	79,967.			
10 Analysis of line 9:				
a Excess from 2008 . . .	39,316.			
b Excess from 2009 . . .	12,181.			
c Excess from 2010 . . .	865.			
d Excess from 2011 . . .	10,843.			
e Excess from 2012 . . .	16,762.			

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			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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:

SEE STATEMENT 4

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

N/A

- c** Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
VARIOUS UNIVERSITIES - SEE ATTACHED				55,000.
Total			3a	55,000.
b <i>Approved for future payment</i>				
Total			3b	

Form **990-PF** (2012)

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
TOTALS	----- 1,283. =====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	290.	290.
FOREIGN TAXES ON NONQUALIFIED	32.	32.
TOTALS	----- 322. =====	----- 322. =====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
----------------------	--

CHARITABLE PURPOSES -----

OTHER ALLOCABLE EXPENSE-PRINCI

20,000.

20,000.

TOTALS

20,000.

20,000.

RECIPIENT NAME:

JP MORGAN CHASE BANK, NA , ANNE MCCULLOUGH

ADDRESS:

2200 ROSS AVENUE

DALLAS, TX 75201-2787

RECIPIENT'S PHONE NUMBER: 214-965-2908

SUBMISSION DEADLINES:

MARCH 20TH

RESTRICTIONS OR LIMITATIONS ON AWARDS:

GRADUATE OF AN INDIANA HIGH SCHOOL WHO IS TO STUDY NURSING OR
DIETETICS OR IS SEEKING TRAINING IN TEACHING IN THE FIELD OF
INDUSTRIAL ARTS.

**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 **TR U/W MARION & EVA PEEPLES FOUND. R61110004** Employer identification number **35-6306320**

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	3,087.
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	3,087.

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					10,188.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	52,029.
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	62,217.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

JSA

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R61110004

23 -

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions <i>before</i> completing this part.				
13	Net short-term gain or (loss)	13		3,087.
14	Net long-term gain or (loss):			
a	Total for year	14a		62,217.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh)	14b		
c	28% rate gain	14c		6,201.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		65,304.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:	
• Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or	
• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	

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

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

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

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

2012

35-6306320

Schedule D-1 (Form 1041) 2012

25 -

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

TR U/W MARION & EVA PEEPLES FOUND. R61110004

35-6306320

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 719.163 JPMORGAN US REAL E	VAR	07/17/2012	13,463.00	10,738.00	2,725.00
47.875 ASTON OPTIMUM MID C	11/15/2010	08/22/2012	1,607.00	1,439.00	168.00
37. ISHARES TR S & P MIDCA FD	03/07/2011	08/22/2012	3,600.00	3,601.00	-1.00
210.563 IVY LARGE CAP GROW	10/31/2008	08/22/2012	3,142.00	2,127.00	1,015.00
130.081 HIGHBRIDGE DYNAMIC	11/15/2010	08/22/2012	2,175.00	2,390.00	-215.00
197.135 JPMORGAN MARKET EX INDEX FUND	03/07/2011	08/22/2012	2,113.00	2,239.00	-126.00
2616.096 MANNING & NAPIER	07/14/2011	08/22/2012	19,333.00	23,231.00	-3,898.00
507.389 MANNING & NAPIER F	VAR	08/22/2012	9,711.00	10,079.00	-368.00
38. SPDR GOLD TRUST	03/30/2009	09/28/2012	6,521.00	3,473.00	3,048.00
. APPLE COMPUTER INC		10/24/2012	6.00		6.00
12000. GS BREN EAFE 10/24	10/07/2011	10/24/2012	13,740.00	11,880.00	1,860.00
12000. GS BREN EEM 11/05/1	10/19/2011	11/07/2012	13,828.00	11,880.00	1,948.00
13000. GS BREN EAFE 11/28	11/11/2011	11/28/2012	13,410.00	12,870.00	540.00
15000. DB CONT BUFF EQ SPX	11/23/2011	12/10/2012	18,000.00	14,850.00	3,150.00
. DELL INC		01/17/2013	3.00		3.00
12000. DB BREN ASIA BASKET	01/06/2012	01/25/2013	14,160.00	11,880.00	2,280.00
10000. DB 95% PPN FX BASKE	07/29/2011	02/01/2013	9,500.00	10,007.00	-507.00
1676.367 IVY LARGE CAP GRO	10/31/2008	02/04/2013	26,051.00	16,931.00	9,120.00
1103.791 MANNING & NAPIER	10/26/2011	02/08/2013	20,674.00	19,990.00	684.00
. HEWLETT PACKARD CO		02/12/2013	55.00		55.00
13000. HSBC BREN EAFE 03/0	02/17/2012	03/06/2013	13,785.00	12,870.00	915.00
1802.262 HIGHBRIDGE DYNAMI COMMODITIES	VAR	03/13/2013	24,709.00	33,922.00	-9,213.00
671.658 JPMORGAN US REAL E	11/15/2010	03/13/2013	11,223.00	10,075.00	1,148.00
20000. CS CONT BUFF EQ SPX	03/16/2012	04/04/2013	22,250.00	19,800.00	2,450.00
13000. HSBC BREN EAFE 0 04	03/16/2012	04/04/2013	13,510.00	12,870.00	640.00

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

Schedule D-1 (Form 1041) 2012

Employer identification number

35-6306320

[illegible]

Schedule D-1 (Form 1041) 2012



TR U/W MARION & EVA PEEPLES FOUND. ACCT R61110004
For the Period 6/1/13 to 6/30/13

Account Summary

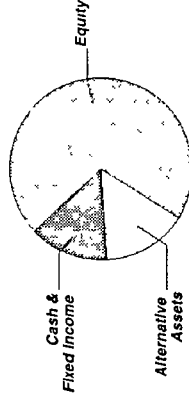
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	945,737.88	933,582.70	(12,155.18)	9,024.88	71%
Alternative Assets	209,500.18	195,103.62	(14,396.56)	4,600.94	15%
Cash & Fixed Income	180,093.65	178,256.21	(1,837.44)	4,496.35	14%
Market Value	\$1,335,331.71	\$1,306,942.53	(\$28,389.18)	\$18,122.17	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	757.00	76.79	(680.21)
Accruals	212.54	830.22	617.68
Market Value	\$969.54	\$907.01	(\$62.53)

Asset Allocation



INCOME

	Current Period Value	Year-to-Date Value
	757.00	0.00
	(1,399.89)	(15,739.03)
	(\$1,399.89)	(\$15,739.03)
	719.68	15,815.82
	\$76.79	\$76.79
	830.22	830.22
	\$907.01	\$907.01

PRINCIPAL

	Current Period Value	Year-to-Date Value
	1,335,331.71	1,241,297.52
	2,055.54	10,494.11
	(627.34)	(83,527.88)
	\$1,428.20	(\$73,033.77)
	17.20	277.82
	(29,834.58)	138,400.96
	\$1,306,942.53	\$1,306,942.53
	--	--
	--	--

Portfolio Activity

Beginning Market Value	Current Period Value	Year-to-Date Value
	1,335,331.71	1,241,297.52
Additions	2,055.54	10,494.11
Withdrawals & Fees	(627.34)	(83,527.88)
Net Additions/Withdrawals	\$1,428.20	(\$73,033.77)
Income	17.20	277.82
Change in Investment Value	(29,834.58)	138,400.96
Ending Market Value	\$1,306,942.53	\$1,306,942.53
Accruals	--	--
Market Value with Accruals	--	--

J.P.Morgan



TR U/W MARION & EVA PEEPLES FOUND. ACCT R61110004
For the Period 6/1/13 to 6/30/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	463.76	15,455.53
Interest Income	1.33	26.26
Original Issue Discount	17.20	277.82
Taxable Income	\$482.29	\$15,759.61
Tax-Exempt Income	254.59	334.03
Tax-Exempt Income	\$254.59	\$334.03

Cost Summary	Cost
Equity	833,918.09
Cash & Fixed Income	175,568.18
Total	\$1,009,486.27

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		9,967.95
ST Realized Gain/Loss		3,087.36
LT Realized Gain/Loss	11,252.66	52,028.52
Realized Gain/Loss	\$11,252.66	\$65,083.83
Unrealized Gain/Loss		\$93,614.77



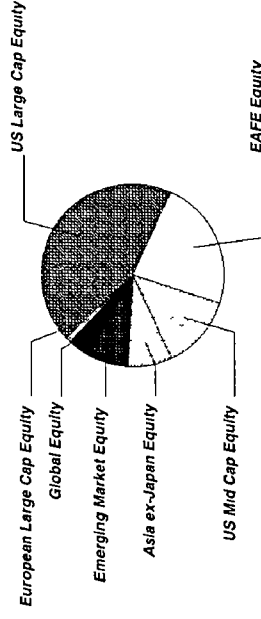
TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	413,010.81	417,025.81	4,015.00	31%
US Mid Cap Equity	114,331.03	112,866.45	(1,464.58)	9%
EAFE Equity	212,310.57	207,348.48	(4,962.09)	16%
European Large Cap Equity	13,122.36	12,644.16	(478.20)	1%
Asia ex-Japan Equity	78,782.51	73,769.69	(5,012.82)	6%
Emerging Market Equity	76,174.43	71,035.20	(5,139.23)	5%
Global Equity	38,006.17	38,892.91	886.74	3%
Total Value	\$945,737.88	\$933,582.70	(\$12,155.18)	71%

Market Value/Cost

	Current Period Value
Market Value	933,582.70
Tax Cost	833,918.09
Unrealized Gain/Loss	99,664.61
Estimated Annual Income	9,024.88
Accrued Dividends	583.72
Yield	0.96%



Equity as a percentage of your portfolio - 71 %



TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

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							
BARC REN SPX 07/03/13	121.19	15,000 000	18,178 50	14,850 00	3,328 50		
2 XLEV- 10 6%CAP- 21.2%MAXPYMT INITIAL LEVEL-06/15/12 SPX 1342 84 06741T-BG-1							
BARC REN SPX 08/14/13	120.13	15,000 000	18,019 50	14,850 00	3,169 50		
2 XLEV- 10 95%CAP- 21 9%MAXPYMT INITIAL LEVEL-07/27/12 SPX:1385 97 06741T-DJ-3							
EDGEWOOD GROWTH FUND-INS	15.45	1,656.022	25,585.54	19,044.25	6,541.29	43 05	0 17 %
0075W0-75-9 EGFI X							
HARTFORD CAPITAL APPREC-I	40.57	1,730 715	70,215 11	55,396.46	14,818 65	598 82	0 85 %
416649-30-9 ITHI X							
JPM LARGE CAP GROWTH FD - SEL	25 94	1,005 033	26,070 56	27,035 39	(964 83)	105 52	0 40 %
FUND 3118 4812C0-53-0 SEEG X							
JPM US LARGE CAP CORE PLUS FD - SEL	25.52	2,854 888	72,856.74	56,070.00	16,786.74	482 47	0 66 %
FUND 1002 4812A2-38-9 JLPS X							
NEUBERGER BER MU/C OPP-INS	12.88	3,925.927	50,565.94	46,314.09	4,251.85	530 00	1 05 %
64122Q-30-9 NMUL X							
PRIMECAP ODYSSEY STOCK FUND	18 65	4,084 639	76,178 52	59,081.53	17,096.99	1,004.82	1 32 %
74160Q-30-1 POSK X							

J.P.Morgan



TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
P SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	160.42	370,000	59,355.40	60,948.75	(1,593.35)	1,233.58 259.29	2.08%
Total US Large Cap Equity			\$417,025.81	\$353,590.47	\$63,435.34	\$3,998.26 \$259.29	0.96%
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	41.44	1,072,456	44,442.58	31,538.33	12,904.25	416.11	0.94%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	115.50	354,000	40,887.00	35,843.92	5,043.08	600.03	1.47%
JPM MKT EXP ENH INDEX FD - SEL 4812C1-63-7 PGMI X	12.24	2,249,744	27,536.87	25,557.10	1,979.77	278.96 83.89	1.01%
Total US Mid Cap Equity			\$112,866.45	\$92,939.35	\$19,927.10	\$1,295.10 \$83.89	1.15%
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	33.05	1,491,921	49,307.99	40,699.60	8,608.39	438.62	0.89%
BNP BREN EAFE 11/06/13 10%BUFFER-2 XLEV- 8 25%CAP 16 5%MAXTRN INITIAL LEVEL-10/19/12 SX5E 2542 24 UKX-5896 15 TPX 754 39 05574L-BC-1	105.87	12,000,000	12,704.86	11,880.00	824.86		



TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
EAFE Equity							
BNP BREN EAFE 12/11/13							
10%BUFFER-2 XLEV- 8 15%CAP	106.45	12,000,000	12,773.84	11,880.00	893.84		
16 3%MAXHTRN							
INITIAL LEVEL-11/21/12.SX5E.2520.16							
UKX 5748.10 TPX 767.01							
05574L-CP-1							
CAPITAL PRIVATE CLIENT SVCS							
CAP NON US EQT	10.43	3,246,625	33,862.30	34,696.00	(833.70)	162.33	0.48%
14042Y-60-1 CNUS X							
CS BREN MXEA 05/01/14							
10%BUFFER-1 5 XLEV- 7 2%CAP	95.23	13,000,000	12,379.90	12,870.00	(490.10)		
10.8%MAXHTRN							
INITIAL LEVEL-04/12/13-MXEA-1715 09							
22546T-5K-3							
DODGE & COX INTL STOCK FUND							
256206-10-3 DODF X	36.51	924,161	33,741.12	28,544.11	5,197.01	690.34	2.05%
HSBC BREN MXEA 3/19/14							
1 5XLEV- 7 05%CAP- 10 575%MAXPYMT	98.63	13,000,000	12,821.90	12,870.00	(48.10)		
10%BUFFER							
INITIAL LEVEL-3/1/13 MXEA 1654.34							
40432X-CC-3							
JPMORGAN INTL VALUE-SEL							
FUND 1296	13.13	2,717,402	35,679.49	35,196.32	483.17	861.41	2.41%
4812A0-56-5 JIES X							
MANNING & NAPIER WORLD OPPOR							
563821-54-5 EXWA X	8.04	507,099	4,077.08	4,503.04	(425.96)	61.35	1.50%
Total EAFE Equity							
			\$207,348.48	\$193,139.07	\$14,209.41	\$2,214.05	1.07%



TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
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	105.37	12,000,000	12,644.16	11,850.00	794.16		
Asia ex-Japan Equity							
CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV- 9%CAP 18%MAXRTRN INITIAL LEVEL-06/15/12 ASIA BSKT:100 22546T-VD-0	103.76	12,000,000	12,450.62	11,880.00	570.62		
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24.00	1,099,866	26,396.78	23,825.38	2,571.40	222.17	0.84%
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	15.85	2,203,299	34,922.29	31,138.93	3,783.36	352.52	1.01%
Total Asia ex-Japan Equity			\$73,769.69	\$66,844.31	\$6,925.38	\$574.69	0.78%
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	13.96	2,892,407	40,378.00	43,375.24	(2,997.24)	410.72	1.02%
ISHARES MSCI CHINA INDEX FD 46429B-67-1 MCHI	40.86	260,000	10,623.60	12,656.09	(2,032.49)	264.68 240.54	2.49%



TR U/W MARION & EVA PEEPLES FOUND. ACCT R61110004
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Emerging Market Equity							
JOHN HANCOCK II-EMG MKTS-I 47804B-19-5 JEVI X	9.74	2,056 838	20,033 60	20,856 34	(822 74)	267.38	1 33 %
Total Emerging Market Equity			\$71,035.20	\$76,887.67	(\$5,852.47)	\$942.78 \$240.54	1.33 %
Global Equity							
JPM TR I GL RES ENH IDX FD FUND 3457 46637K-51-3 JEIT X	15 51	2,507 602	38,892 91	38,667 22	225 69		

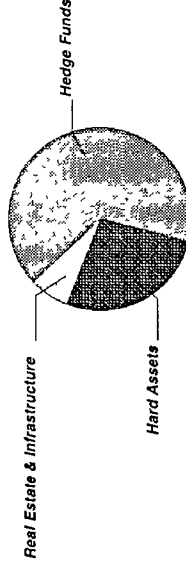


TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	136,050.56	133,582.58	(2,467.98)	10%
Real Estate & Infrastructure	13,263.77	12,951.56	(312.21)	1%
Hard Assets	60,185.85	48,569.48	(11,616.37)	4%
Total Value	\$209,500.18	\$195,103.62	(\$14,396.56)	15%

Asset Categories



Alternative Assets Detail

Alternative Assets as a percentage of your portfolio - 15 %

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	3,074.488	34,126.82	33,634.90
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.66	2,407.195	23,253.50	24,816.15

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TR U/W MARION & EVA PEEPLES FOUND. ACCT R61110004
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FUND-Y 367829-88-4 GTEY X	27.89	925.304	25,806.73	25,927.03
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12 14	2,025 494	24,589 50	25,721 69
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 29	1,122 444	12,672 39	12,953.00
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12 76	1,029 282	13,133 64	13,113 05
Total Hedge Funds			\$133,582.58	\$136,165.82



TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div.	Yield
Real Estate & Infrastructure						
JPM REALTY INCOME FD - INSTL FUND 1372 904504-50-3 URTL X	1,076.61	13,113.05		12,951.56	268.07 53.45	2.07%

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

	Price	Quantity	Estimated Value	Cost
Hard Assets				
BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNP 85%BARRIER, 17.50%MAXRTN 9/28/12, INITIAL STRIKE: 1776.00 06741T-HL-4	68.51	12,000,000	8,221.20	11,880.00

JP Morgan



TR U/W MARION & EVA PEEPLES FOUND. ACCT R61110004
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Estimated Value	Cost
Hard Assets				
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10 16	2,996 583	30,445 28	32,782 62
SG BRENT CBEN 3/24/14 LNKD TO CO1 80%BARRIER, 10 45% CPN,10.45% MAXRTN 3/8/13, INITIAL STRIKE.110 85 78423E-GB-4	99.03	10,000 000	9,903 00	9,900 00
Total Hard Assets			\$48,569.48	\$54,562.62

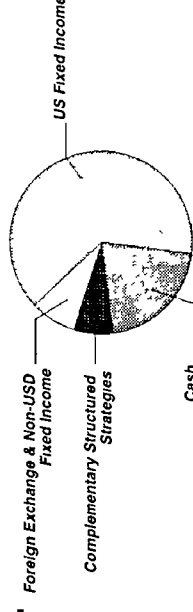


TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	41,761.74	42,187.66	425.92	3%
US Fixed Income	123,084.47	120,930.04	(2,154.43)	9%
Complementary Structured Strategies	9,388.00	9,332.00	(56.00)	1%
Foreign Exchange & Non-USD Fixed Income	5,859.44	5,806.51	(52.93)	1%
Total Value	\$180,093.65	\$178,256.21	(\$1,837.44)	14%

Market Value/Cost	Current Period Value
Market Value	178,256.21
Tax Cost	175,568.18
Unrealized Gain/Loss	2,688.03
Estimated Annual Income	4,496.35
Accrued Interest	193.05
Yield	2.52%



Cash & Fixed Income as a percentage of your portfolio - 14 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	178,256.21	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	42,187.66	22%
International Bonds	12,812.05	6%
Mutual Funds	113,924.50	68%
Complementary Structure	9,332.00	4%
Total Value	\$178,256.21	100%

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TR U/W MARION & EVA PEEPLES FOUND. ACCT. R61110004
For the Period 6/1/13 to 6/30/13

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	51,964.53	51,964.53	51,964.53		15.58	0.03% ¹
COST OF PENDING PURCHASES	1.00	(9,776.87)	(9,776.87)	(9,776.87)			
Total Cash			\$42,187.66	\$42,187.66	\$0.00	\$15.58	0.04%
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.85	1,081.19	12,812.05	11,080.40	1,731.65	420.58 21.62	3.28%
DOUBLELINE TOTAL RET BD-I 258620-10-3	11.03	2,157.89	23,801.47	24,189.89	(388.42)	1,305.52	5.49%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.03	3,085.74	24,778.46	21,775.82	3,002.64	1,613.83 123.43	6.51%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.90	3,292.86	35,892.15	36,155.59	(263.44)	395.14 26.34	1.10%
JPM TR I MLT SC INCOME FD - SEL FUND 2130 48121A-29-0	10.03	1,203.56	12,071.68	12,056.13	15.55	345.42 21.66	2.86%



TR U/W MARION & EVA PEEPLES FOUND. ACCT R61110004
For the Period 6/1/13 to 6/30/13

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est Annual Income		Yield
					Original Cost			Accrued Interest	
US Fixed Income									
VANGUARD INTM TRM INV G-INV 922031-88-5	9 78	1,183 46	11,574 23		12,094 95	(520 72)		397 64	3 44 %
Total US Fixed Income			\$120,930.04		\$117,352.78	\$3,577.26		\$4,478.13 \$193.05	3.70 %

Complementary Structured Strategies

O BARC 93% PPN CURRENCY BASKET 9/13/13
LINKED TO 3 CURRENCY BSKTS
50% 35% & 15% WEIGHT, UNCAPPED
9/9/11
06738K-UP-4

93.32 10,000 00 9,332 00 10,252 99 (920 99)
9,850 00

Foreign Exchange & Non-USD Fixed Income

JPM INTL CURRENCY INCOME FD FUND 3831 4812A3-29-6	10 97	529 31	5,806 51	5,774 75	31 76	2 64	0 05 %
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