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: GREGORY MENN FOUNDATION R70917001

A Employer identification number: 39-6143254

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117

Room/suite:

B Telephone number (see instructions): 866- 888-5157

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] 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)* ▶ $ 793,207.

J Accounting method: [X] 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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	14,000.	14,000.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	22,283.			
	b	Gross sales price for all assets on line 6a 231,072.				
	7	Capital gain net income (from Part IV, line 2)		22,283.		
	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)	1,050.	273.		STMT 1
	12	**Total.** Add lines 1 through 11	37,333.	36,556.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	8,616.	6,462.		2,154.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	325.	325.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 3	72.			72.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,013.	6,787.		2,226.
	25	Contributions, gifts, grants paid	34,692.			34,692.
	26	Total expenses and disbursements Add lines 24 and 25	43,705.	6,787.		36,918.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-6,372.			
	b	**Net investment income** (if negative, enter -0-)		29,769.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	747.	10,249.	10,249.
	2 Savings and temporary cash investments	31,475.		
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	599,211.	486,965.	571,648.
	c Investments - corporate bonds (attach schedule)	83,922.	81,334.	84,834.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)		130,436.	126,476.
	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)	715,355.	708,984.	793,207.
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	715,355.	708,984.	
	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)	715,355.	708,984.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	715,355.	708,984.	

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	715,355.
2	Enter amount from Part I, line 27a	2	-6,372.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	3	1.
4	Add lines 1, 2, and 3	4	708,984.
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	708,984.

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	231,072.		208,789.	22,283.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				22,283.
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 22,283.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	39,054.	739,009.	0.052846
2010	36,913.	809,718.	0.045587
2009	35,313.	754,447.	0.046806
2008	46,824.	702,779.	0.066627
2007	46,082.	968,757.	0.047568

2	**Total** of line 1, column (d)	2	0.259434
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	0.051887
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	763,410.
5	Multiply line 4 by line 3	5	39,611.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	298.
7	Add lines 5 and 6	7	39,909.
8	Enter qualifying distributions from Part XII, line 4	8	36,918.

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	595.
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	595.
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	595.
6	Credits/Payments.		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 76.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 1,010.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,086.
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	491.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 491. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

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

Located at ▶ 10 S DEARBORN ST IL1-0111, CHICAGO, IL ZIP+4 ▶ 60603

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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 [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X]		
(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 [X]		
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 [X]		
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 [X]		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN ST IL1-0111, CHICAGO, IL 60603	TRUSTEE 2	8,616.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	755,645.
b	Average of monthly cash balances	1b	19,391.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	775,036.
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	775,036.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,626.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	763,410.
6	**Minimum investment return.** Enter 5% of line 5	6	38,171.

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	38,171.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a	595.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b			
c	Add lines 2a and 2b		2c	595.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	37,576.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	37,576.
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	37,576.

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	36,918.
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	36,918.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	36,918.

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				37,576.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			34,693.	
b	Total for prior years 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 36,918.				
a	Applied to 2011, but not more than line 2a			34,693.	
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				2,225.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				35,351.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
VARIOUS CHARITABLE RECIPIENTS SEE STATEMENT A	NONE	PUBLIC	GENERAL	34,692.
Total ▶ **3a**				34,692.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	14,000.	
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			14	1,050.	
8 Gain or (loss) from sales of assets other than inventory			18	22,283.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				37,333.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 37,333.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Anthony Ward | 01/10/2014 | Auth. Officer

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED TAX REFUND 2011	1,050.	
POWERSHARES K1 INCOME		273.
TOTALS	1,050.	273.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR	276.	276.
FOREIGN TAXES ON NONQUALIFIED	49.	49.
TOTALS	325.	325.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
OTHER EXPENSES	72.	72.
TOTALS	72.	72.

RECIPIENT NAME:
APPLETON EAST HIGH SCHOOL GUIDANCE OFFICE
ADDRESS:
2121 E EMMERS DR
APPLETON, WI 54915
RECIPIENT'S PHONE NUMBER: 920-832-6212
FORM, INFORMATION AND MATERIALS:
NO FORM, SUBMIT ACADEMIC INFORMATION
SUBMISSION DEADLINES:
MAY 1
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SENIOR STUDENTS OF APPLETON EAST HIGH SCHOOL

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: GREGORY MENN FOUNDATION R70917001

Employer identification number: 39-6143254

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	3,104.
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	3,104.

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					6,779.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	12,400.
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	19,179.

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

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			3,104.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			19,179.
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			22,283.

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

Part IV **Capital Loss Limitation**

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

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

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

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2012

Name of estate or trust: GREGORY MENN FOUNDATION R70917001

Employer identification number: 39-6143254

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1550. ISHARES INC MSCI JAP	03/09/2012	09/18/2012	14,461.00	15,637.00	-1,176.00
1065.534 ROWE T PRICE INTL ASIA FD*	06/22/2012	10/19/2012	17,251.00	15,781.00	1,470.00
700.356 JPMORGAN INTERNATI CURRENCY	10/19/2012	11/16/2012	7,809.00	7,879.00	-70.00
741.449 HSBC FDS	10/19/2012	02/01/2013	7,600.00	7,674.00	-74.00
137. ISHARES TR S & P MIDC FD	VAR	02/01/2013	15,060.00	13,172.00	1,888.00
11. SPDR TR UNIT SER 1	07/23/2012	02/08/2013	1,666.00	1,487.00	179.00
889.224 RS INTERNATIONAL G	10/19/2012	04/19/2013	16,273.00	15,348.00	925.00
372.763 JPMORGAN SHORT DUR FUND	02/08/2013	06/25/2013	4,059.00	4,097.00	-38.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b 3,104.00

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
GREGORY MENN FOUNDATION R70917001	39-6143254

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 543.51 MANNING & NAPIER FU	09/23/2010	07/23/2012	9,756.00	9,142.00	614.00
477.441 THORNBURG VALUE FU	05/19/2009	07/23/2012	13,889.00	12,003.00	1,886.00
412.338 JPMORGAN US REAL E	09/23/2010	09/21/2012	7,566.00	5,942.00	1,624.00
126.554 ASTON OPTIMUM MID	03/02/2011	10/19/2012	4,275.00	4,297.00	-22.00
352. EDGEWOOD GROWTH FUND	01/14/2011	10/19/2012	4,752.00	4,111.00	641.00
219.655 FMI FDS INC	11/13/2008	10/19/2012	3,822.00	2,392.00	1,430.00
805.345 JOHN HANCOCK II-EM	07/18/2011	10/19/2012	8,198.00	9,390.00	-1,192.00
164.147 JPMORGAN US LARGE PLUS FUND SEL	04/16/2007	10/19/2012	3,800.00	3,218.00	582.00
468.263 JPMORGAN GROWTH AD	VAR	10/19/2012	4,692.00	3,377.00	1,315.00
3.231 JPMORGAN INTERNATION	06/23/2010	11/16/2012	36.00	34.00	2.00
25. ISHARES TR S & P MIDCA FD	09/14/2009	02/01/2013	2,748.00	1,700.00	1,048.00
1477.132 JPMORGAN GROWTH A FUND	02/22/2010	02/01/2013	15,761.00	10,532.00	5,229.00
44.321 DODGE & INTERNATION FUND	02/16/2011	02/08/2013	1,603.00	1,641.00	-38.00
142.154 HARTFORD CAPITAL A FUND	06/23/2010	02/08/2013	5,254.00	4,158.00	1,096.00
2.491 JPM TR I MLT SC INCO	04/25/2011	02/08/2013	25.00	25.00	
118.706 JPMORGAN INTREPID	04/25/2011	02/08/2013	3,299.00	2,943.00	356.00
164.977 JPMORGAN MARKET EX INDEX FUND	05/19/2009	02/08/2013	1,896.00	1,119.00	777.00
65.018 MFS INTL VALUE-I	10/26/2011	02/08/2013	1,916.00	1,684.00	232.00
155.4 VICTORY PORTFOLIOS	01/14/2011	02/08/2013	2,780.00	2,493.00	287.00
739.623 HIGHBRIDGE DYNAMIC	01/14/2011	04/16/2013	9,364.00	13,935.00	-4,571.00
881.592 VICTORY PORTFOLIOS	01/14/2011	04/19/2013	15,825.00	14,141.00	1,684.00
291. POWERSHARES DB COMMOD TRACKING FUND	01/14/2011	06/06/2013	7,631.00	8,126.00	-495.00
302.26 JPMORGAN SHORT DURA FUND	06/06/2012	06/25/2013	3,292.00	3,319.00	-27.00
727.89 JPMORGAN SHORT DURA FUND	06/06/2012	06/27/2013	7,934.00	7,992.00	-58.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	12,400.00

PART XV GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR OR APPROVED FOR FUTURE PAYMENT

Gregory Menn Scholarship

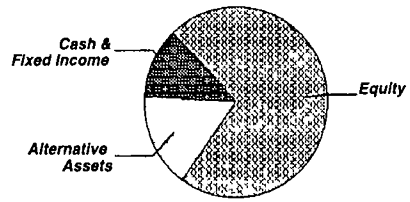
		2012-2013	
2005	**UW Eau Claire**		$14,000
Kelly Slowinski	Schafield 115		$14,000
	Eau Claire, WI 54702-4004		
2006	**St. Norbert College**		$14,000
Emily Schwanke	100 Grand Street		$14,000
	De Pere, WI 54115-2099		
2007	**University of Wisconsin-Madison**		$14,000
Danielle Sinclair	P O Box 3248		
	Milwaukee, WI 53201-3248		
2008	**St. Norbert College**	[redacted]	$14,000
Brandon Ponschock	100 Grand Street		$14,000
	De Pere, WI 54115-2099		
2009	**St. Norbert College**	$4,000 00	7/1/2012
Anna Vanden Hogen	100 Grand Street	$4,673 00	1/15/2013
	De Pere, WI 54115-2099		
2010	**University of Wisconsin-Madison**	$4,000 00	8/31/2012
Jenna Huebner	ATTN Bursar	$4,673 00	1/23/2013
	333 East Campus Mall #10501		
	Madison, WI 53715-1383		
2011	**University of Wisconsin-Milwaukee**	$4,000 00	7/31/2012
Yeng Thao	UWM Cashier's Office	$4,673 00	1/15/2013
	P O Box 500		
	Milwaukee, WI 53201-0500		
2012	**University of Wisconsin- Oshkosh**	$4,000 00	8/27/2012
Noah Savoie	800 Algoma Blvd	$4,673 25	1/30/2013
	Dempsey Hall Cashier Office		
	Oshkosh, WI 54901		
2013	**St. Norbet College**		
Kathryn K. Sauter	100 Grand Street		
	De Pere, WI 54115-2099		
	Total	**$34,692.25**	

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	581,662 50	571,647.60	(10,014.90)	8,038 87	72%
Alternative Assets	125,549.00	126,475.89	926 89	2,413 96	16%
Cash & Fixed Income	104,758 83	94,717 41	(10,041 42)	2,847 43	12%
Market Value	**$811,970.33**	**$792,840.90**	**($19,129.43)**	**$13,300.26**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	54 64	365 57	310 93
Accruals	142 56	655.55	512 99
Market Value	**$197.20**	**$1,021.12**	**$823.92**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**811,970.33**	**735,607.37**	**54.64**	**746.59**
Additions	1,050 00	1,730.47	459.00	29,916 22
Withdrawals & Fees	(459 00)	(29,916 22)	(758 22)	(44,061 29)
Net Additions/Withdrawals	**$591.00**	**($28,185.75)**	**($299.22)**	**($14,145.07)**
Income			610 15	13,764 05
Change In Investment Value	(19,720 43)	85,419 28		
Ending Market Value	**$792,840.90**	**$792,840.90**	**$365.57**	**$365.57**
Accruals	--	--	655 55	655 55
Market Value with Accruals	**--**	**--**	**$1,021.12**	**$1,021.12**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	514 95	13,608 15
Interest Income	0 31	6 37
Taxable Income	**$515.26**	**$13,614.52**
Tax-Exempt Income	94 89	149 53
Tax-Exempt Income	**$94.89**	**$149.53**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		6,688 39
ST Realized Gain/Loss	(37 28)	3,104 75
LT Realized Gain/Loss	(580 12)	12,402 13
Realized Gain/Loss	**($617.40)**	**$22,195.27**

	To-Date Value
Unrealized Gain/Loss	**$84,222.69**

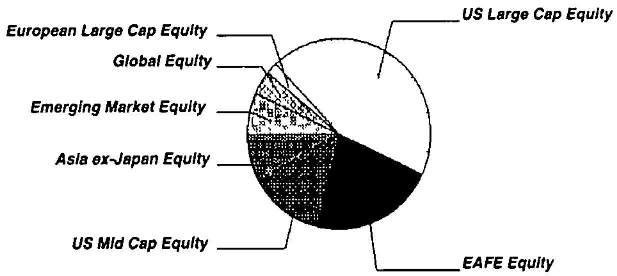
Cost Summary	Cost
Equity	486,964 58
Cash & Fixed Income	91,217.15
Total	**$578,181.73**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	253,963.21	254,711 35	748 14	32%
US Mid Cap Equity	70,896.76	70,214 22	(682 54)	9%
EAFE Equity	131,838.67	128,175 54	(3,663.13)	16%
European Large Cap Equity	8,218.40	7,700 80	(517.60)	1%
Asia ex-Japan Equity	46,397 82	44,017 55	(2,380 27)	6%
Emerging Market Equity	45,920.36	42,909.77	(3,010 59)	5%
Global Equity	24,427.28	23,918 37	(508 91)	3%
Total Value	**$581,662.50**	**$571,647.60**	**($10,014.90)**	**72%**

Market Value/Cost	Current Period Value
Market Value	571,647.60
Tax Cost	486,964 58
Unrealized Gain/Loss	84,683.02
Estimated Annual Income	8,038 87
Accrued Dividends	501 90
Yield	1 40%

Asset Categories



Equity as a percentage of your portfolio - 72 %

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							
EDGEWOOD GROWTH FUND-INS 0075W0-75-9 EGFI X	15.45	1,090.979	16,855.63	12,742.64	4,112.99	28.36	0 17%
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	19.64	865 277	16,994.04	9,422 87	7,571 17	169 59	1.00%
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	40 57	1,065.257	43,217.48	30,598 89	12,618.59	368 57	0.85%
JPM GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	11 58	1,503 830	17,414.35	10,722.31	6,692.04	36 09	0 21%
JPM INTREPID AMERICA FD - SEL FUND 1206 4812A2-10-8 JPIA X	30.00	567 498	17,024 94	14,068.28	2,956.66	280.91	1 65%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	25 52	973.360	24,840.15	18,250 60	6,589.55	164 49	0.66%
MANNING & NAPIER EQUITY SERI 563821-60-2 EXEY X	19 17	1,603.217	30,733 67	26,966.10	3,767 57	54.50	0.18%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	12 88	1,883.943	24,265.19	20,481 00	3,784.19	254 33	1.05%

	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	395.000	63,365.90	48,094.49	15,271 41	1,316.93 304 60	2 08%
Total US Large Cap Equity			**$254,711.35**	**$191,347.18**	**$63,364.17**	**$2,673.77** **$304.60**	**1.05%**
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	41.44	888.008	36,799.05	29,440.49	7,358.56	344 54	0 94%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	115 50	144.000	16,632.00	9,792 16	6,839 84	244 08	1.47%
JPM MKT EXP ENH INDEX FD - SEL 4812C1-63-7 PGMI X	12 24	1,371 174	16,783 17	9,296 57	7,486 60	170 02 51 13	1 01%
Total US Mid Cap Equity			**$70,214.22**	**$48,529.22**	**$21,685.00**	**$758.64** **$51.13**	**1.08%**
EAFE Equity							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	36 51	1,090 607	39,818 06	38,859 50	958 56	814 68	2 05%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	57.30	414 000	23,722 20	25,713 21	(1,991 01)	729.05	3 07%
JPMORGAN INTL VALUE-SEL FUND 1296 4812A0-56-5 JIES X	13.13	1,832.735	24,063 81	26,269.27	(2,205.46)	580 97	2.41%
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	8 04	1,896 792	15,250 21	16,657 28	(1,407.07)	229 51	1 50%

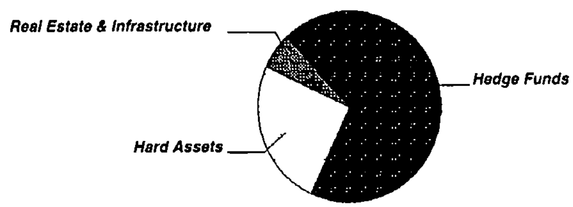
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
EAFE Equity							
MFS INTL VALUE-I 55273E-82-2 MINI X	31 70	798 778	25,321 26	20,385 03	4,936 23	410.57	1 62%
Total EAFE Equity			**$128,175.54**	**$127,884.29**	**$291.25**	**$2,764.78**	**2.16%**
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	48 13	160.000	7,700.80	7,762.46	(61.66)	425.12	5.52%
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	12 41	1,777.146	22,054.38	20,903.00	1,151.38	454.94	2 06%
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	15 85	1,385 689	21,963.17	18,179.98	3,783.19	221.71	1.01%
Total Asia ex-Japan Equity			**$44,017.55**	**$39,082.98**	**$4,934.57**	**$676.65**	**1.54%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	13 96	2,105 530	29,393.20	32,941.00	(3,547.80)	298.98	1 02%
ISHARES MSCI CHINA INDEX FD 46429B-67-1 MCHI	40 86	158 000	6,455 88	7,871 94	(1,416 06)	160 84 146 17	2 49%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Emerging Market Equity							
VANGUARD FTSE EMERGING MARKETS ETF 922042-85-8 VWO	38 80	182.000	7,060 69	8,043 51	(982.82)	280 09	3.97%
Total Emerging Market Equity			**$42,909.77**	**$48,856.45**	**($5,946.68)**	**$739.91** **$146.17**	**1.73%**
Global Equity							
JPM TR I GL RES ENH IDX FD FUND 3457 46637K-51-3 JEIT X	15 51	1,542.126	23,918.37	23,502 00	416 37		

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	78,355 92	88,529 54	10,173.62	11%
Real Estate & Infrastructure	8,109 26	7,918.37	(190.89)	1%
Hard Assets	39,083 82	30,027.98	(9,055 84)	4%
Total Value	**$125,549.00**	**$126,475.89**	**$926.89**	**16%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 16 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.10	1,318.777	14,638.42	14,453 80
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 66	1,655 630	15,993 39	17,142 36

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EBSI X	10.49	1,123.143	11,781 77	11,793 00
GATEWAY FUND-Y 367829-88-4 GTEY X	27.89	566.558	15,801 30	15,688 00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12.14	1,158.509	14,064 30	14,296 00
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 29	1,439 359	16,250 36	16,847 62
Total Hedge Funds			**$88,529.54**	**$90,220.78**

	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	658.22	7,688 00		7,918 37	163 89 32 68	2 07%

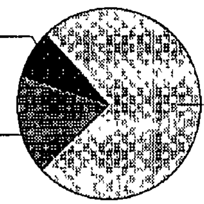
Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund 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				
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	25 13	920 000	23,119 60	24,353 66
SPDR GOLD TRUST 78463V-10-7 GLD	119 11	58.000	6,908 38	8,174.04
Total Hard Assets			**$30,027.98**	**$32,527.70**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	12,113 12	9,883 58	(2,229 54)	1%
US Fixed Income	77,555 97	70,125 60	(7,430 37)	9%
Foreign Exchange & Non-USD Fixed Income	15,089 74	14,708 23	(381.51)	2%
Total Value	**$104,758.83**	**$94,717.41**	**($10,041.42)**	**12%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 12 %

Market Value/Cost	Current Period Value
Market Value	94,717 41
Tax Cost	91,217 15
Unrealized Gain/Loss	3,500 26
Estimated Annual Income	2,847.43
Accrued Interest	120 97
Yield	3 00%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	94,717 41	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	9,883 58	9%
International Bonds	15,350 11	15%
Mutual Funds	69,483 72	76%
Total Value	**$94,717.41**	**100%**

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	15,045.44	15,045.44	15,045 44		4 51	0 03% [1]
COST OF PENDING PURCHASES	1 00	(5,161 86)	(5,161 86)	(5,161 86)			
Total Cash			**$9,883.58**	**$9,883.58**	**$0.00**	**$4.51**	**0.05%**
US Fixed Income							
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.85	1,295.37	15,350.11	13,122.08	2,228.03	503.89 25 91	3 28%
DOUBLELINE TOTAL RET BD-I 258620-10-3	11 03	1,418 70	15,648.21	15,780 00	(131 79)	858 31	5 49%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 03	1,945 36	15,621 26	15,161 28	459.98	1,017 42 77 81	6 51%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.90	2,156.52	23,506 02	23,018 49	487 53	258.78 17 25	1.10%
Total US Fixed Income			**$70,125.60**	**$67,081.85**	**$3,043.75**	**$2,638.40** **$120.97**	**3.76%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield

Foreign Exchange & Non-USD Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
JPM INTL CURRENCY INCOME FD FUND 3831 4812A3-29-6	10 97	657 23	7,209 81	6,999 50	210 31	3 28	0 05 %
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	14 01	535.22	7,498 42	7,252 22	246.20	201 24	2 68 %
Total Foreign Exchange & Non-USD Fixed Income			**$14,708.23**	**$14,251.72**	**$456.51**	**$204.52**	**1.39 %**

Portfolio Activity Summary

Transactions	PRINCIPAL Current Period Value	PRINCIPAL Year-To-Date Value*	INCOME Current Period Value	INCOME Year-To-Date Value*
Beginning Cash Balance	**12,113.12**	--	**54.64**	--
INFLOWS				
Income			610 15	13,764 05
Contributions	1,050 00	1,730.47	459 00	29,916.22
Total Inflows	**$1,050.00**	**$1,730.47**	**$1,069.15**	**$43,680.27**
OUTFLOWS **				
Withdrawals	(459 00)	(29,916 22)		(35,445 07)
Fees & Commissions			(758 22)	(8,616 22)
Total Outflows	**($459.00)**	**($29,916.22)**	**($758.22)**	**($44,061.29)**
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	22,916.32	230,981.34		
Settled Securities Purchased	(20,575 00)	(233,521.83)		
Total Trade Activity	**$2,341.32**	**($2,540.49)**	**$0.00**	**$0.00**
Ending Cash Balance	**$15,045.44**	--	**$365.57**	--

* Year to date information is calculated on a fiscal year basis, beginning Jul 1, 2012
** Your account's standing instructions use a HIGH COST method for relieving assets from your position

Portfolio Activity Detail

INFLOWS & OUTFLOWS

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
6/3	Interest Income	DEPOSIT SWEEP INTEREST FOR 05/01/13 - 05/31/13 @ 03% RATE ON AVG COLLECTED BALANCE OF $12,512 75 AS OF 06/01/13				0 31
6/3	Div Domest	JPM STR INC OPP FD FUND 3844 @ 0 028 PER SHARE (ID 4812A4-35-1)	1,295 368	0.028		36.27
6/3	Div Domest	JPM HIGH YIELD FD - SEL FUND 3580 @ 0 04 PER SHARE (ID 4812C0-80-3)	1,945 362	0 04		77 81
6/3	Div Domest	JPM SHORT DURATION BOND FD - SEL FUND 3133 @ 0.008 PER SHARE (ID. 4812C1-33-0)	3,559 429	0 008		28.48
6/3	Div Domest	EATON VANCE FLOATING-RATE ADVANTAGE I 05/31/13 INCOME DIVIDEND @ 0.045 PER SHARE AS OF 05/31/13 (ID 277923-63-7)	1,318.777	0 045		59.63
6/4	Tax-Exempt Income	DOUBLELINE TOTAL RET BD-I 05/31/13 INCOME DIVIDEND @ 0.044 PER SHARE AS OF 05/31/13 (ID. 258620-10-3)	625.380	0 044		27 68
6/4	Tax-Exempt Income	PIMCO UNCONSTRAINED BOND-P 05/31/13 INCOME DIVIDEND @ 0 010 PER SHARE AS OF 05/31/13 (ID 72201M-45-3)	1,439 359	0 01		14 40
6/24	Div Domest	GATEWAY FUND-Y 06/21/13 INCOME DIVIDEND @ 0.121 PER SHARE AS OF 06/21/13 (ID 367829-88-4)	566 558	0.121		68 67
6/28	Div Domest	VANGUARD FTSE EMERGING MARKETS ETF @ 0 506 PER SHARE (ID 922042-85-8)	182.000	0 506		92 09
6/28	Div Domest	VANGUARD FTSE EUROPE ETF @ 0 95 PER SHARE (ID 922042-87-4)	160.000	0.95		152.00

Settle Date	Type / Selection Method	Description	Quantity / Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
6/28	Tax-Exempt Income	EATON VANCE GLOBAL MACRO-I 06/27/13 INCOME DIVIDEND @ 0 032 PER SHARE AS OF 06/27/13 (ID 277923-72-8)	1,655 630	0 032		52 81
Total Income						**$610.15**

Settle Date	Type / Selection Method	Description	Quantity / Cost	PRINCIPAL Amount	INCOME Amount
Contributions					
6/13	Tax Refund	CHECK DEPOSIT FED 1041 REFUND 6/30/2012		1,050.00	
6/18	Misc Receipt	TRANSFER FROM TRUST A/C TO TRUST A/C			459 00
Total Contributions				**$1,050.00**	**$459.00**

Settle Date	Type / Selection Method	Description	Quantity / Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
6/18	Misc Debit	INTERNAL TRANSFER OF FUNDS FROM R70917001 TO R70917001 TO BALANCE LEDGER ACCOUNT		(459 00)	
Fees & Commissions					
6/17	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 05-17-2013 TO 06-16-2013 INC $758 22 PRORATED BASE FEE . $125 00			(758 22)

TRADE ACTIVITY

Note **L** indicates Long Term Realized Gain/Loss **S** indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
6/6 6/11	Sale High Cost	POWERSHARES DB COMMODITY INDEX TRACKING FUND @ 26.2449 7,637.27 BROKERAGE 5.82 TAX &/OR SEC 13 DEUTSCHE BANC ALEX BROWN INC (ID 73935S-10-5)	(291.000)	26 224	7,631 32	(8,126 00)	(494 68) L
6/25 6/26	Sale High Cost	JPM SHORT DURATION BOND FD - SEL FUND 3133 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10 89 (ID 4812C1-33-0)	(675 023)	10 89	7,351.00	(7,415 49)	(27 21) L (37.28) S
6/27 6/28	Sale High Cost	JPM SHORT DURATION BOND FD - SEL FUND 3133 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10.90 (ID 4812C1-33-0)	(727 890)	10 90	7,934 00	(7,992 23)	(58 23) L
Total Settled Sales/Maturities/Redemptions					**$22,916.32**	**($23,533.72)**	**($580.12) L** **($37.28) S**

Trade Date / Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
6/25 6/26	Purchase	DOUBLELINE TOTAL RET BD-I (ID· 258620-10-3)	793 315	11 07	(8,782 00)
6/25 6/26	Purchase	EQUINOX FDS TR EQNX CB STGY I (ID. 29446A-81-9)	1,123 143	10 50	(11,793 00)
Total Settled Securities Purchased					**($20,575.00)**

Trade Date / Est Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Pending Securities Purchased					
6/27 7/2	Purchase	SPDR S&P 500 ETF TRUST (ID 78462F-10-3)	32.000	161.288	(5,161.86)