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 10/01 , 2012, and ending 09/30, 20 13

Name of foundation FLORENCE C. GREGORY CHARITABLE TR(T)
000001598004

A Employer identification number 36-7338985

Number and street (or P O box number if mail is not delivered to street address) 111 WEST MONROE STREET TAX DIV 10C

Room/suite

B Telephone number (see instructions) 312- 461-5154

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) ▶ $ 18,834,742.

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 | | (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 | 505,949. | 498,610. | | |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 844,145. | | | |
| | b | Gross sales price for all assets on line 6a 6,090,050. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 844,145. | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10 a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) | 4,920. | 4,920. | | |
| | 12 | **Total.** Add lines 1 through 11 | 1,355,014. | 1,347,675. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 149,264. | 74,632. | | 74,632. |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees (attach schedule) | | | | |
| | b | Accounting fees (attach schedule) STMT 1 | 800. | 400. | NONE | 400. |
| | c | Other professional fees (attach schedule) | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) STMT 2 | 21,717. | 3,461. | | |
| | 19 | Depreciation (attach schedule) and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) STMT 3 | 15. | | | 15. |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 171,796. | 78,493. | NONE | 75,047. |
| | 25 | Contributions, gifts, grants paid | 827,894. | | | 827,894. |
| | 26 | Total expenses and disbursements. Add lines 24 and 25 | 999,690. | 78,493. | NONE | 902,941. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | Excess of revenue over expenses and disbursements | 355,324. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 1,269,182. | | |
| | 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 (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | | | |
| | 3 Accounts receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 4 Pledges receivable ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 5 Grants receivable | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ | | | |
| | Less allowance for doubtful accounts ▶ | | | |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | | | |
| | 10 a Investments - U S and state government obligations (attach schedule) | | | |
| | b Investments - corporate stock (attach schedule) | | | |
| | c Investments - corporate bonds (attach schedule) | | | |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) | 15,719,057. | 16,073,227. | 18,834,742. |
| | 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) | 15,719,057. | 16,073,227. | 18,834,742. |
| 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. ▶ X | | | |
| | 27 Capital stock, trust principal, or current funds | 15,719,057. | 16,073,227. | |
| | 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) | 15,719,057. | 16,073,227. | |
| | 31 Total liabilities and net assets/fund balances (see instructions) | 15,719,057. | 16,073,227. | |

## 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 | 15,719,057. |
| 2 | Enter amount from Part I, line 27a | 2 | 355,324. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4 | 3 | 571. |
| 4 | Add lines 1, 2, and 3 | 4 | 16,074,952. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5 | 5 | 1,725. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 16,073,227. |

## 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 | 6,090,050. | | 5,245,905. | 844,145. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col. (j), if any | |
| a | | | | 844,145. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | 844,145. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>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 | 680,005. | 17,046,070. | 0.039892 |
| 2010 | 302,123. | 16,726,424. | 0.018063 |
| 2009 | 557,732. | 15,189,373. | 0.036719 |
| 2008 | 696,400. | 15,288,035. | 0.045552 |
| 2007 | | | |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.140226 |
| 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 | 0.035057 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 17,973,190. |
| 5 | Multiply line 4 by line 3 | 5 | 630,086. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 12,692. |
| 7 | Add lines 5 and 6 | 7 | 642,778. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 902,941. |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

| | | | | |
|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b | | 1 | 12,692. |
| 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 | 12,692. |
| 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 | 12,692. |
| 6 | Credits/Payments | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a 12,845. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c NONE | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 7 | 12,845. |
| 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 | 153. |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 153. **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) ▶ IL | | | |
| 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)*

| | | Line | 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 ▶ SEE STATEMENT 6 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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

| | | Line | 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.**

| | | | Line | 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)*

| | | Yes | No |
|---|---|---|---|
| **5a** During the year did the foundation pay or incur any amount to | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | ☐ Yes ☒ No | | |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | ☐ Yes ☒ No | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | ☐ Yes ☒ No | | |
| (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) | ☐ Yes ☒ No | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | ☐ Yes ☒ No | | |
| **b** If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? | **5b** | | |
| Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| **c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | ☐ Yes ☐ No | | |
| *If "Yes," attach the statement required by Regulations section 53 4945-5(d)* | | | |
| **6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | ☐ Yes ☒ No | | |
| **b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | X |
| *If "Yes" to 6b, file Form 8870* | | | |
| **7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | ☐ Yes ☒ No | | |
| **b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | **7b** | | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| BMO HARRIS BANK N.A.<br>111 WEST MONROE, CHICAGO, IL 60603 | TRUSTEE<br>2 | 149,264. | -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<br>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 | 18,246,893. |
| b | Average of monthly cash balances | 1b | NONE |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 18,246,893. |
| 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 | 18,246,893. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 273,703. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 17,973,190. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 898,660. |

**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 | 898,660. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 12,692. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 12,692. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 885,968. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 885,968. |
| 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 | 885,968. |

**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 | 902,941. |
| 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 | 902,941. |
| 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 | 12,692. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 890,249. |

**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 | | | | 885,968. |
| 2 | Undistributed income, if any, as of the end of 2012 | | | | |
| a | Enter amount for 2011 only | | | 827,892. | |
| 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 ▶ $ 902,941. | | | | |
| a | Applied to 2011, but not more than line 2a | | | 827,892. | |
| 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 | | | | 75,049. |
| 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 | | | | 810,919. |
| 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 ▶ [X] 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:

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

c Any submission deadlines:

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

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>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* | | | | |
| CLAY COUNTY HOSPITAL<br>P.O. BOX 280 FLORA IL 62839 | NONE | PC | PROGRAM SUPPORT | 124,184. |
| ROCKFORD MEMORIAL HOSPITAL<br>2400 N. ROCKTON AVENUE ROCKFORD IL 61103 | NONE | PC | PROGRAM SUPPORT | 124,184. |
| THE SALVATION ARMY ATTN: GLORIA SJOGREN<br>P.O. BOX 4159 ROCKFORD IL 61110 | NONE | PC | PROGRAM SUPPORT | 124,184. |
| YMCA ATTN: JANE TULLOCK<br>200 Y BLVD. ROCKFORD IL 61107 | NONE | PC | PROGRAM SUPPORT | 82,790. |
| SWEDISH AMERICAN FOUNDATION ATTN: LAURA WILK<br>1415 EAST STATE STREET ROCKFORD IL 61104 | NONE | PC | PUBLIC SUPPORT | 124,184. |
| OSF ST. ANTHONY MEDICAL CENTER FDN. ATTN:RICH<br>5666 EAST STATE STREET ROCKFORD IL 61108-247 | NONE | PC | PUBLIC SUPPORT | 124,184. |
| EAA AVIATION FDN ATTN: TONY WIHLM<br>P.O. BOX 3043 OSHKOSH WI 54903-3086 | NONE | PC | PROGRAM SUPPORT | 124,184. |
| **Total** ▶ **3a** | | | | 827,894. |
| **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 | 505,949. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 844,145. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b OTHER REVENUE | | | 1 | 4,920. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 1,355,014. | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 1,355,014.

(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

Signature of officer or trustee | Date 05/03/2014 | Title VP & Tax Mgr

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 |
|---|---|---|---|---|
| WESLEY HIRSCHBERG | | 05/03/2014 | | P00162244 |

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 155 N. WACKER DRIVE CHICAGO, IL 60606 — Phone no 312-879-2000

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| TAX PREPARATION FEE (NON-ALLOC | 800. | 400. | | 400. |
| TOTALS | 800. | 400. | NONE | 400. |

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAXES | 1,833. | 1,833. |
| FEDERAL TAX PAYMENT - PRIOR YE | 5,411. | |
| FEDERAL ESTIMATES - PRINCIPAL | 12,845. | |
| FOREIGN TAXES ON QUALIFIED FOR | 751. | 751. |
| FOREIGN TAXES ON NONQUALIFIED | 877. | 877. |
| TOTALS | 21,717. | 3,461. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| OTHER NON-ALLOCABLE EXPENSE - | 15. | 15. |
| TOTALS | 15. | 15. |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | AMOUNT |
|---|---|
| ADJUSTMENT OF CARRYING VALUE | 161. |
| OID BASIS ADJUSTMENT | 410. |
| TOTAL | 571. |

FLORENCE C. GREGORY CHARITABLE TR(T)    36-7338985

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

| DESCRIPTION | | AMOUNT |
|---|---|---|
| ACCRUED INTEREST PAID | | 1,721. |
| ROUNDING | | 4. |
| | TOTAL | 1,725. |

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==========================================================

NAME: BMO HARRIS BANK N.A.
ATTN: HECTOR AHUMADA
ADDRESS: 111 WEST MONROE STREET
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

## • Details of assets in your account

| DESCRIPTION OF ASSET | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| **CASH & SHORT-TERM** | | | | | | | |
| CASH | 415 660 | 1.0000 | 415.66 | 415.66 | 0.00 | 0 00 | 0.00% |
| **TOTAL CASH & SHORT-TERM** | | | **$415 66** | **$415 66** | **$0.00** | **$0 00** | **.00%** |
| **CASH & SHORT-TERM** | | | | | | | |
| FEDERATED GOVERNMENT OBLIGATIONS FUND | 199,033 650 | 1 0000 | 199,033 65 | 199,033 65 | 0 00 | 21 10 | 0 01% |
| FEDERATED GOVERNMENT OBLIGATIONS FUND (INCOME INVESTMENT) | 72,767 900 | 1 0000 | 72,767 90 | 72,767 90 | 0 00 | 7 71 | 0 01% |
| **TOTAL CASH & SHORT-TERM** | | | **$271,801 55** | **$271,801 55** | **$0 00** | **$28 81** | **.01%** |
| **FIXED INCOME/LOW VOLATILITY** | | | | | | | |
| **U.S. government bonds** | | | | | | | |
| FEDERAL FARM CREDIT BANK DTD 11/07/2006 5.000% 11/07/2016 NON CALLABLE MOODYS· AAA S&P AA+ | 100,000 000 | 112 8520 | 112,852 00 | 115,369 00 | -2,517 00 | 5,000 00 | 4.43% |
| FEDERAL FARM CREDIT BANK DTD 12/12/2007 4 625% 12/15/2017 NON CALLABLE MOODYS· AAA S&P· AA+ | 100,000.000 | 113 4030 | 113,403.00 | 110,200.00 | 3,203.00 | 4,625.00 | 4.08% |
| FEDERAL FARM CREDIT BANK DTD 12/29/2000 6 125% 12/29/2015 NON CALLABLE MOODYS. AAA S&P AA+ | 100,000.000 | 112 5540 | 112,554.00 | 121,019.00 | -8,465.00 | 6,125.00 | 5.44% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| FEDERAL HOME LOAN BANK<br>DTD 11/26/2008 4.000% 12/13/2013<br>NON CALLABLE<br>MOODYS· AAA S&P AA+ | 100,000.000 | 100.7840 | 100,784.00 | 108,000.00 | -7,216.00 | 4,000.00 | 3.97% |
| FEDERAL HOME LOAN BANK<br>DTD 11/13/2009 4 125% 12/13/2019<br>NON CALLABLE<br>MOODYS: AAA S&P AA+ | 100,000 000 | 111 5360 | 111,536 00 | 114,350 00 | -2,814 00 | 4,125.00 | 3 70% |
| FEDERAL HOME LOAN MORTGAGE CORP<br>DTD 03/27/2009 3 750% 03/27/2019<br>NON CALLABLE<br>MOODYS. AAA S&P. AA+ | 165,000 000 | 110 0420 | 181,569 30 | 164,224 89 | 17,344 41 | 6,187 50 | 3.41% |
| FEDERAL HOME LOAN MORTGAGE CORP<br>DTD 12/09/2009 2.520% 12/09/2014<br>NON CALLABLE<br>MOODYS. AAA S&P. AA+ | 150,000.000 | 102 7030 | 154,054 50 | 157,111 50 | -3,057 00 | 3,780 00 | 2.45% |
| FEDERAL HOME LOAN MORTGAGE CORP<br>DTD 07/26/2011 1.000% 08/20/2014<br>NON CALLABLE<br>MOODYS AAA S&P AA+ | 100,000 000 | 100 7290 | 100,729 00 | 100,839 00 | -110 00 | 1,000.00 | 0 99% |
| FEDERAL NATIONAL MORTGAGE ASSN<br>DTD 09/27/2010 1 625% 10/26/2015<br>NON CALLABLE<br>MOODYS· AAA S&P· AA+ | 100,000.000 | 102 4460 | 102,446.00 | 102,570.40 | -124.40 | 1,625.00 | 1.59% |
| UNITED STATES TREASURY TIPS<br>TREASURY INFLATION INDEX<br>DTD 01/17/2006 2 000% 01/15/2016<br>NON CALLABLE<br>MOODYS AAA S&P. N/A | 235,384 000 | 106 9450 | 251,731.42 | 260,171.99 | -8,440.57 | 4,707.68 | 1.87% |
| **Total U.S government bonds** | | | **$1,341,659 22** | **$1,353,855.78** | **-$12,196.56** | **$41,175.18** | **3 07%** |

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## • *Details of assets in your account (continued)*

| DESCRIPTION OF ASSET | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| **Corporate and other taxable** | | | | | | | |
| Corporate | | | | | | | |
| AMGEN INC<br>DTD 11/18/2004 4 850% 11/18/2014<br>NON CALLABLE<br>MOODYS BAA1 S&P A | 100,000 000 | 104 8330 | 104,833 00 | 110,000 00 | -5,167 00 | 4,850 00 | 4.63% |
| AT&T INC<br>DTD 05/13/2008 5 600% 05/15/2018<br>NON CALLABLE<br>MOODYS. A3 S&P: A- | 55,000 000 | 114 0920 | 62,750.60 | 54,953 80 | 7,796 80 | 3,080 00 | 4.91% |
| BANK OF AMERICA CORP<br>DTD 08/23/2007 6.000% 09/01/2017<br>NON CALLABLE<br>MOODYS BAA2 S&P A- | 100,000 000 | 113 2420 | 113,242 00 | 108,459 00 | 4,783 00 | 6,000 00 | 5 30% |
| BANK OF AMERICA CORPORATION<br>DTD 11/07/2002 5.125% 11/15/2014<br>MOODYS BAA2 S&P· A- | 50,000.000 | 104.5290 | 52,264.50 | 50,962.05 | 1,302.45 | 2,562.50 | 4.90% |
| BOSTON PROPERTIES LP<br>DTD 11/10/2011 3 700% 11/15/2018<br>CALLABLE<br>MOODYS· BAA2 S&P· A- | 100,000.000 | 105.0940 | 105,094.00 | 105,346.20 | -252.20 | 3,700.00 | 3.52% |
| CHEVRON CORP<br>DTD 06/24/2013 3 191% 06/24/2023<br>CALLABLE<br>MOODYS AA1 S&P· AA | 150,000.000 | 98.2190 | 147,328.50 | 144,960.00 | 2,368.50 | 4,786.50 | 3.25% |
| CISCO SYSTEMS INC<br>DTD 02/22/2006 5 500% 02/22/2016<br>CALLABLE<br>MOODYS A1 S&P. A+ | 50,000 000 | 111 1510 | 55,575.50 | 48,471 00 | 7,104 50 | 2,750 00 | 4 95% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| COMCAST CORP<br>DTD 03/01/2010 5.150% 03/01/2020<br>NON CALLABLE<br>MOODYS· A3 S&P· A- | 150,000.000 | 113 2170 | 169,825.50 | 157,785.00 | 12,040.50 | 7,725.00 | 4.55% |
| CREDIT SUISSE FB USA INC<br>DTD 01/09/2004 5 125% 01/15/2014<br>NON-CALLABLE<br>MOODYS· A1 S&P A | 50,000 000 | 101 3560 | 50,678.00 | 50,799 45 | -121 45 | 2,562.50 | 5.06% |
| CSX CORP<br>DTD 09/07/2007 6 250% 03/15/2018<br>NON CALLABLE<br>MOODYS BAA2 S&P. BBB | 130,000 000 | 117 1260 | 152,263 80 | 158,485 40 | -6,221 60 | 8,125 00 | 5 34% |
| DIRECTV HOLDINGS/FING<br>DTD 03/08/2012 3 800% 03/15/2022<br>NON CALLABLE<br>MOODYS BAA2 S&P. BBB | 100,000 000 | 93 3350 | 93,335 00 | 104,823 00 | -11,488 00 | 3,800.00 | 4.07% |
| EATON CORP<br>DTD 05/20/2008 5.600% 05/15/2018<br>NON CALLABLE<br>MOODYS BAA1 S&P: A- | 55,000 000 | 114 0920 | 62,750 60 | 54,015 56 | 8,735 04 | 3,080 00 | 4 91% |
| EXELON GENERATION CO LLC<br>DTD 09/23/2009 5.200% 10/01/2019<br>NON CALLABLE<br>MOODYS BAA2 S&P· BBB | 100,000.000 | 109.5190 | 109,519.00 | 103,580.00 | 5,939.00 | 5,200.00 | 4.75% |
| GOLDMAN SACHS GROUP INC<br>DTD 01/18/2008 5 950% 01/18/2018<br>NON CALLABLE<br>MOODYS· A3 S&P· A- | 50,000.000 | 113.0400 | 56,520.00 | 50,613.50 | 5,906.50 | 2,975 00 | 5.26% |

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## • *Details of assets in your account (continued)*

| DESCRIPTION OF ASSET | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| JPMORGAN CHASE & CO<br>DTD 02/25/2005 4 750% 03/01/2015<br>NON CALLABLE<br>MOODYS A2 S&P· A | 50,000.000 | 105.3500 | 52,675.00 | 48,132.00 | 4,543.00 | 2,375 00 | 4.51% |
| KROGER CO<br>DTD 01/16/2008 6 150% 01/15/2020<br>NON CALLABLE<br>MOODYS· BAA2 S&P: BBB | 100,000.000 | 115 9420 | 115,942 00 | 114,926 00 | 1,016 00 | 6,150 00 | 5.30% |
| MERRILL LYNCH & CO<br>DTD 08/28/2007 6.400% 08/28/2017<br>NON CALLABLE<br>MOODYS. BAA2 S&P. A- | 250,000 000 | 114 9940 | 287,485 00 | 276,902 50 | 10,582 50 | 16,000 00 | 5 57% |
| PHILIP MORRIS INTL INC<br>DTD 03/26/2010 4 500% 03/26/2020<br>NON CALLABLE<br>MOODYS A2 S&P: A | 100,000 000 | 109 7170 | 109,717 00 | 103,886 00 | 5,831 00 | 4,500 00 | 4.10% |
| RYDER SYSTEM INC<br>MEDIUM TERM NOTE<br>DTD 11/01/2006 5 850% 11/01/2016<br>NON CALLABLE<br>MOODYS· BAA1 S&P· BBB | 150,000 000 | 111 3590 | 167,038 50 | 166,875 00 | 163 50 | 8,775 00 | 5.25% |
| TARGET CORP<br>DTD 07/16/2010 3 875% 07/15/2020<br>NON CALLABLE<br>MOODYS· A2 S&P: A+ | 100,000.000 | 107 3820 | 107,382.00 | 99,542.00 | 7,840.00 | 3,875.00 | 3.61% |
| TIME WARNER INC<br>DTD 10/17/2011 4.000% 01/15/2022<br>NON CALLABLE<br>MOODYS. BAA2 S&P. BBB | 150,000 000 | 101 0700 | 151,605 00 | 165,054 00 | -13,449 00 | 6,000.00 | 3.96% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| VERIZON GLOBAL FDG CORP<br>DTD 09/13/2005 4.900% 09/15/2015<br>NON CALLABLE<br>MOODYS· BAA1 S&P· BBB+ | | 50,000.000 | 107 4620 | 53,731.00 | 48,301.00 | 5,430.00 | 2,450 00 | 4.56% |
| WALT DISNEY COMPANY<br>MEDIUM TERM NOTE<br>DTD 12/22/2008 4 500% 12/15/2013<br>NON CALLABLE<br>MOODYS. A2 S&P. A | | 55,000 000 | 100 8320 | 55,457.60 | 56,505 90 | -1,048 30 | 2,475 00 | 4.46% |
| WELLS FARGO COMPANY<br>DTD 12/10/2007 5 625% 12/11/2017<br>NON CALLABLE<br>MOODYS A2 S&P. A+ | | 55,000 000 | 114 8860 | 63,187.30 | 52,432 05 | 10,755 25 | 3,093 75 | 4 90% |
| International | | | | | | | | |
| BARRICK GOLD CORP<br>DTD 04/03/2012 3.850% 04/01/2022<br>NON CALLABLE<br>MOODYS BAA2 S&P· BBB | | 200,000.000 | 88.4390 | 176,878.00 | 212,750.00 | -35,872.00 | 7,700.00 | 4.35% |
| ROYAL BK OF SCOTLAND PLC<br>DTD 01/11/2011 6 125% 01/11/2021<br>NON CALLABLE<br>MOODYS. A3 S&P A | | 100,000 000 | 112 7680 | 112,768 00 | 102,511 00 | 10,257 00 | 6,125 00 | 5 43% |
| TEMPLETON GLOBAL BOND FUND | TGBAX | 25,056 117 | 12 9200 | 323,725 03 | 328,235 13 | -4,510 10 | 18,240 85 | 5 63% |
| TEVA PHARMA FIN II/III<br>DTD 06/18/2010 3 000% 06/15/2015<br>NON CALLABLE<br>MOODYS· A3 S&P· A- | | 150,000.000 | 103.4920 | 155,238.00 | 152,397.00 | 2,841 00 | 4,500.00 | 2.90% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| TOTAL CAPITAL SA<br>DTD 01/28/2011 4.125% 01/28/2021<br>NON CALLABLE<br>MOODYS· AA1 S&P· AA- | | 100,000 000 | 106 3130 | 106,313.00 | 100,450.00 | 5,863.00 | 4,125.00 | 3.88% |
| Taxable funds | | | | | | | | |
| FRANKLIN FLOATING RATE DAILY ACCESS FUND | FDAAX | 40,729 780 | 9 1700 | 373,492 08 | 367,382 62 | 6,109 46 | 14,947 83 | 4 00% |
| ISHARES BARCLAYS TIPS BOND ETF | TIP | 3,021 000 | 112 5800 | 340,104 18 | 335,244 83 | 4,859 35 | 5,413 63 | 1 59% |
| ISHARES BARCLAYS 1-3 YEAR CR ETF | CSJ | 6,980 000 | 105 2800 | 734,854.40 | 730,087 85 | 4,766.55 | 9,723.14 | 1.32% |
| Other | | | | | | | | |
| CLARK CNTY NEVADA<br>REVENUE BOND<br>DTD 12/08/2010 5 000% 07/01/2019<br>NON CALLABLE<br>MOODYS· AA1 S&P· AA+ | | 175,000.000 | 107.4800 | 188,090.00 | 193,978.75 | -5,888.75 | 8,750.00 | 4.65% |
| CMWLTH FING AUTH PENNSYLVANIA<br>POWER REVENUE<br>DTD 05/14/2009 4 684% 06/01/2014<br>NON CALLABLE<br>MOODYS A1 S&P. AA- | | 55,000 000 | 102 2890 | 56,258.95 | 59,793 25 | -3,534 30 | 2,576 20 | 4 58% |
| FLORIDA STATE BRD OF EDU PUBLIC<br>GENERAL OBLIGATION<br>DTD 04/01/2010 4.900% 06/01/2021<br>CALLABLE<br>MOODYS· AA1 S&P· AAA | | 100,000 000 | 108 1000 | 108,100 00 | 118,048 00 | -9,948 00 | 4,900 00 | 4 53% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | | QUANTITY X | CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| KENTUCKY ASSET / LIABILITY COMMN<br>FACILITIES REVENUE<br>DTD 03/03/2011 3 928% 04/01/2016<br>NON CALLABLE<br>MOODYS· AA3 S&P· A+ | | 150,000.000 | 105 1850 | 157,777.50 | 158,413.50 | -636 00 | 5,892 00 | 3.73% |
| MET GOVT NASHVILLE TENNESSEE<br>REVENUE BOND<br>DTD 04/21/2010 5 817% 07/01/2021<br>NON CALLABLE<br>MOODYS. AA2 S&P. A | | 100,000 000 | 112 0730 | 112,073 00 | 112,060 00 | 13 00 | 5,817 00 | 5 19% |
| NEW JERSEY STATE ECON DEV AUTH<br>GENERAL OBLIGATION<br>DTD 01/31/2013 0.857% 03/01/2015<br>NON CALLABLE<br>MOODYS: A1 S&P· A+ | | 100,000 000 | 99 9580 | 99,958 00 | 99,786 00 | 172 00 | 857 00 | 0 86% |
| OAKRIDGE MICHIGAN PUBLIC SCHS<br>EDUCATION REVENUE<br>DTD 01/27/2011 5 200% 05/01/2018<br>NON CALLABLE<br>Q-SBLF<br>MOODYS· N/R S&P· AA- | | 150,000.000 | 104.0590 | 156,088.50 | 174,885.00 | -18,796.50 | 7,800 00 | 5.00% |
| **Total Corporate and other taxable** | | | | **$5,701,919.04** | **$5,681,833.34** | **$20,085.70** | **$224,257.90** | **3.93%** |
| **Alternatives-Low Volatility** | | | | | | | | |
| Opportunistic low volatility | | | | | | | | |
| SPDR BARCLAYS HIGH YIELD BOND ETF | JNK | 9,212.000 | 39 8450 | 367,052 14 | 366,727 08 | 325 06 | 23,398 48 | 6 38% |
| **Total Alternatives-Low Volatility** | | | | **$367,052.14** | **$366,727.08** | **$325 06** | **$23,398.48** | **6 37%** |
| **TOTAL FIXED INCOME/LOW VOLATILITY** | | | | **$7,410,630.40** | **$7,402,416.20** | **$8,214.20** | **$288,831.56** | **3.90%** |
| **EQUITY/HIGH VOLATILITY** | | | | | | | | |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| **U S equity** | | | | | | | | |
| AES CORP<br>Utilities | AES | 15,267 000 | 13 2900 | 202,898.43 | 198,297.54 | 4,600.89 | 2,442 72 | 1.20% |
| AGCO CORP<br>Industrials | AGCO | 3,053 000 | 60 4200 | 184,462 26 | 183,446 83 | 1,015 43 | 1,221 20 | 0.66% |
| ALLIANCE DATA SYSTEMS CORP<br>Information technology | ADS | 899 000 | 211 4700 | 190,111 53 | 125,100 06 | 65,011 47 | 0 00 | 0 00% |
| ALLSTATE CORP<br>Financials | ALL | 1,235 000 | 50 5500 | 62,429.25 | 62,441 48 | -12 23 | 1,235 00 | 1 98% |
| AMERICAN EXPRESS CO<br>CAPITAL STOCK<br>Financials | AXP | 1,056.000 | 75.5200 | 79,749.12 | 79,030.83 | 718 29 | 971.52 | 1.22% |
| AMERIPRISE FINANCIAL INC.<br>Financials | AMP | 2,208.000 | 91 0800 | 201,104.64 | 123,800 33 | 77,304.31 | 4,592.64 | 2.28% |
| AMGEN INC<br>Health care | AMGN | 1,671.000 | 111.9250 | 187,026.68 | 93,352 76 | 93,673.92 | 3,141 48 | 1.68% |
| APPLE INC<br>Information technology | AAPL | 534 000 | 476 7500 | 254,584 50 | 54,425 69 | 200,158 81 | 6,514 80 | 2 56% |
| BABCOCK & WILCOX<br>Industrials | BWC | 3,332 000 | 33 7200 | 112,355 04 | 95,665 39 | 16,689 65 | 1,066 24 | 0 95% |
| BERKSHIRE HATHAWAY INC-CL B<br>Financials | BRK/B | 917 000 | 113 5100 | 104,088 67 | 107,553 46 | -3,464 79 | 0 00 | 0.00% |
| BOEING CO<br>Industrials | BA | 1,128.000 | 117 5000 | 132,540.00 | 134,639.89 | -2,099.89 | 2,188.32 | 1.65% |

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## • *Details of assets in your account (continued)*

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| CELGENE CORP<br>Health care | CELG | 1,164.000 | 154 1370 | 179,415.47 | 137,353 98 | 42,061.49 | 0.00 | 0.00% |
| CF INDUSTRIES HOLDINGS INC<br>Materials | CF | 460 000 | 210 8300 | 96,981.80 | 80,945 17 | 16,036 63 | 736 00 | 0 76% |
| CHEVRON CORPORATION<br>Energy | CVX | 1,533 000 | 121 5000 | 186,259 50 | 162,416 52 | 23,842 98 | 6,132 00 | 3 29% |
| CIGNA CORP<br>Health care | CI | 827 000 | 76 8600 | 63,563 22 | 54,540 57 | 9,022 65 | 33 08 | 0 05% |
| CISCO SYSTEMS INC<br>Information technology | CSCO | 11,367.000 | 23.4310 | 266,340.18 | 219,363.48 | 46,976.70 | 7,729.56 | 2.90% |
| CITIGROUP INC<br>Financials | C | 1,616 000 | 48 5100 | 78,392.16 | 66,511 65 | 11,880.51 | 64.64 | 0.08% |
| COCA COLA ENTERPRISES INC<br>Consumer staples | CCE | 5,152 000 | 40 2100 | 207,161.92 | 139,271 93 | 67,889 99 | 4,121 60 | 1 99% |
| COMCAST CORP-CL A<br>CL A COMMON STOCK<br>Consumer discretionary | CMCSA | 5,272 000 | 45 1150 | 237,846.28 | 150,509 11 | 87,337 17 | 4,112 16 | 1 73% |
| CVS CAREMARK CORP<br>Consumer staples | CVS | 955 000 | 56 7500 | 54,196 25 | 43,960 08 | 10,236 17 | 859 50 | 1 59% |
| DISCOVER FINL SVCS<br>Financials | DFS | 4,027 000 | 50 5400 | 203,524 58 | 125,877 63 | 77,646 95 | 3,221 60 | 1.58% |
| ENERGIZER HLDGS INC<br>Consumer staples | ENR | 596.000 | 91.1500 | 54,325.40 | 46,873.91 | 7,451 49 | 1,192.00 | 2.19% |
| EVEREST RE GROUP LIMITED<br>Financials | RE | 452 000 | 145 4100 | 65,725.32 | 59,125.67 | 6,599.65 | 867.84 | 1.32% |

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## • *Details of assets in your account (continued)*

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| EXXON MOBIL CORPORATION<br>Energy | XOM | 3,327.000 | 86 0400 | 286,255.08 | 254,699 87 | 31,555.21 | 8,384 04 | 2.93% |
| FRANKLIN RESOURCES INC<br>Financials | BEN | 2,898 000 | 50 5500 | 146,493 90 | 131,153 44 | 15,340 46 | 1,159 20 | 0 79% |
| GAP INC<br>Consumer discretionary | GPS | 2,739 000 | 40 2800 | 110,326 92 | 105,287 76 | 5,039 16 | 2,191 20 | 1 99% |
| HELMERICH & PAYNE INC<br>Energy | HP | 1,410.000 | 68 9500 | 97,219 50 | 87,176 14 | 10,043 36 | 2,820 00 | 2.90% |
| JOHNSON & JOHNSON<br>Health care | JNJ | 1,413.000 | 86 6900 | 122,492.97 | 127,480.72 | -4,987.75 | 3,730 32 | 3.04% |
| KROGER CO<br>Consumer staples | KR | 4,634 000 | 40 3400 | 186,935 56 | 111,967 05 | 74,968.51 | 3,058 44 | 1.64% |
| MACY'S INC<br>Consumer discretionary | M | 4,390 000 | 43 2700 | 189,955 30 | 100,339 23 | 89,616 07 | 4,390 00 | 2 31% |
| MAGNA INTERNATIONAL INC CLASS A<br>COMMON STOCK CLASS A<br>Consumer discretionary | MGA | 797 000 | 82 5600 | 65,800 32 | 59,085 52 | 6,714 80 | 1,020 16 | 1.55% |
| MARATHON PETROLEUM CORPROATION<br>Energy | MPC | 1,009 000 | 64 3200 | 64,898.88 | 41,701 87 | 23,197 01 | 1,695 12 | 2.61% |
| MCKESSON CORP<br>Health care | MCK | 1,817 000 | 128 3000 | 233,121 10 | 122,775 86 | 110,345 24 | 1,744 32 | 0 75% |
| MICROSOFT CORP<br>Information technology | MSFT | 1,874.000 | 33 2800 | 62,366.72 | 66,695 47 | -4,328 75 | 2,098 88 | 3 36% |
| MYLAN INC<br>Health care | MYL | 5,563.000 | 38 1700 | 212,339.71 | 157,375 13 | 54,964.58 | 0.00 | 0.00% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| NORTHROP GRUMMAN CORPORATION<br>Industrials | NOC | 2,061.000 | 95.2600 | 196,330.86 | 135,138.90 | 61,191 96 | 5,028 84 | 2.56% |
| ORACLE CORPORATION<br>Information technology | ORCL | 7,118 000 | 33 1700 | 236,104 06 | 130,210 82 | 105,893 24 | 3,416 64 | 1.45% |
| OSHKOSH CORP<br>Industrials | OSK | 1,758 000 | 48 9800 | 86,106 84 | 79,203 70 | 6,903 14 | 0 00 | 0 00% |
| PACKAGING CORP OF AMERICA<br>Materials | PKG | 1,969 000 | 57 0900 | 112,410 21 | 93,159 88 | 19,250 33 | 3,150 40 | 2.80% |
| PPG INDUSTRIES INC<br>Materials | PPG | 1,010.000 | 167 0600 | 168,730.60 | 103,154.06 | 65,576.54 | 2,464.40 | 1.46% |
| RAYTHEON COMPANY<br>COMMON STOCK NEW<br>Industrials | RTN | 1,585.000 | 77 0700 | 122,155.95 | 77,288.72 | 44,867 23 | 3,487 00 | 2.85% |
| ROCK-TENN CO CL A<br>CL A COMMON STOCK<br>Materials | RKT | 610.000 | 101.2700 | 61,774.70 | 65,550.29 | -3,775.59 | 732.00 | 1.18% |
| SYMANTEC CORPORATION<br>Information technology | SYMC | 7,612 000 | 24 7500 | 188,397.00 | 151,858 81 | 36,538 19 | 4,567 20 | 2.42% |
| TIME WARNER CABLE INC<br>Consumer discretionary | TWC | 899 000 | 111 6000 | 100,328 40 | 68,604 94 | 31,723 46 | 2,337 40 | 2.33% |
| TJX COS INC<br>Consumer discretionary | TJX | 1,893.000 | 56 3900 | 106,746 27 | 41,070.63 | 65,675.64 | 1,097.94 | 1.03% |
| TRAVELERS COMPANIES INC<br>Financials | TRV | 1,574 000 | 84 7700 | 133,427 98 | 74,103 64 | 59,324 34 | 3,148 00 | 2 36% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| TYSON FOODS INC CLASS A CLASS A COMMON STOCK Consumer staples | TSN | 3,566.000 | 28 2800 | 100,846 48 | 84,821.24 | 16,025.24 | 713 20 | 0.71% |
| UNION PAC CORP Industrials | UNP | 1,183.000 | 155 3400 | 183,767.22 | 163,155.10 | 20,612.12 | 3,738.28 | 2.03% |
| UNUMPROVIDENT CORP Financials | UNM | 4,113 000 | 30 4400 | 125,199 72 | 114,572 24 | 10,627 48 | 2,385 54 | 1 90% |
| VALERO ENERGY CORP Energy | VLO | 1,588 000 | 34 1500 | 54,230.20 | 32,768 49 | 21,461 71 | 1,429 20 | 2 63% |
| WAL MART STORES INC Consumer staples | WMT | 2,359.000 | 73 9600 | 174,471 64 | 115,187 23 | 59,284 41 | 4,434 92 | 2.54% |
| WELLS FARGO & CO Financials | WFC | 5,797.000 | 41.3200 | 239,532.04 | 194,756 85 | 44,775.19 | 6,956.40 | 2.90% |
| **Total U S equity** | | | | **$7,573,848 33** | **$5,634,847 56** | **$1,939,000.77** | **$133,822 94** | **1.77%** |
| **U S. equity funds** | | | | | | | | |
| ISHARES RUSSEL 2000 VALUE ETF Small cap value | IWN | 2,751 000 | 91.6400 | 252,101 64 | 160,013.57 | 92,088.07 | 5,226 90 | 2.07% |
| ISHARES S&P MIDCAP 400/GRWTH ETF Small cap growth | IJK | 2,705 000 | 139 1100 | 376,292 55 | 217,898 03 | 158,394 52 | 3,935 78 | 1 05% |
| ISHARES S&P MIDCAP 400/VALUE ETF Small cap value | IJJ | 2,935 000 | 108 0200 | 317,038 70 | 195,721 65 | 121,317 05 | 5,362 25 | 1.69% |
| ISHARES S&P 500 GROWTH ETF Large cap growth | IVW | 7,605 000 | 89 3600 | 679,582 80 | 568,193 13 | 111,389 67 | 11,209 77 | 1.65% |
| VANGUARD SMALL-CAP GROWTH INDEX FUND Small cap growth | VSGAX | 6,279.931 | 40.2300 | 252,641 62 | 193,095.99 | 59,545.63 | 2,053.54 | 0.81% |

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## • Details of assets in your account (continued)

| DESCRIPTION OF ASSET | | QUANTITY | X CURRENT UNIT VALUE | = CURRENT TOTAL MARKET VALUE | - FEDERAL TAX COST | = UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|
| VANGUARD VALUE ETF<br>Large cap value | VTV | 8,395.000 | 69.7900 | 585,887.05 | 474,502.19 | 111,384.86 | 14,153.97 | 2.42% |
| **Total U.S equity funds** | | | | **$2,463,544 36** | **$1,809,424.56** | **$654,119 80** | **$41,942.21** | **1 70%** |
| **International** | | | | | | | | |
| DELPHI AUTOMOTIVE PLC<br>Consumer discretionary | DLPH | 3,470 000 | 58 4200 | 202,717 40 | 117,222 32 | 85,495 08 | 2,359 60 | 1 16% |
| OAKMARK INTERNATIONAL FUND<br>Developed large cap | OAKIX | 5,481 857 | 25 8900 | 141,925 28 | 120,655 67 | 21,269 61 | 2,406 54 | 1 70% |
| SPDR S&P INTERNATIONAL SMALL CAP ETF<br>Developed small cap | GWX | 6,500 000 | 32 6900 | 212,485 00 | 166,149 10 | 46,335 90 | 4,511 00 | 2.12% |
| TE CONNECTIVITY LIMITED<br>Information technology | TEL | 1,622.000 | 51.7800 | 83,987.16 | 73,595.49 | 10,391.67 | 1,622.00 | 1.93% |
| VANGUARD FTSE EMERGING MARKETS ETF<br>Emerging | VWO | 6,576.000 | 40 1350 | 263,927.76 | 268,137.06 | -4,209.30 | 8,936.78 | 3.39% |
| XL GROUP PUBLIC LIMITED COMPANY<br>Financials | XL | 2,969 000 | 30 8200 | 91,504 58 | 90,447 32 | 1,057.26 | 1,662 64 | 1.82% |
| **Total International** | | | | **$996,547 18** | **$836,206.96** | **$160,340.22** | **$21,498.56** | **2 16%** |
| **REITS** | | | | | | | | |
| ING REAL ESTATE FUND<br>REAL ESTATE FD CL I<br>Domestic reits | CRARX | 1 827 | 17 5100 | 31 99 | 30 20 | 1 79 | 0 80 | 2 50% |
| VANGUARD REIT INDEX FUND<br>Domestic reits | VGRSX | 4,715 000 | 25 0100 | 117,922 15 | 118,084 32 | -162 17 | 4,606 56 | 3.91% |
| **Total REITS** | | | | **$117,954.14** | **$118,114 52** | **-$160 38** | **$4,607.36** | **3 91%** |
| **TOTAL EQUITY/HIGH VOLATILITY** | | | | **$11,151,894.01** | **$8,398,593.60** | **$2,753,300.41** | **$201,871.07** | **1.81%** |

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## • *Details of assets in your account (continued)*

| DESCRIPTION OF ASSET | QUANTITY | X | CURRENT UNIT VALUE | = | CURRENT TOTAL MARKET VALUE | - | FEDERAL TAX COST | = | UNREALIZED GAIN/LOSS | ESTIMATED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|---|---|---|---|
| TOTAL ASSETS IN YOUR ACCOUNT | | | | | $18,834,741 62 | | $16,073,227 01 | | $2,761,514 61 | $490,731 44 | 2 61% |

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Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . . . . . . . . . . . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

***Do not complete Part II unless*** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing *(e-file)*.** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ [ ]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Enter filer's identifying number, see instructions**

**Type or print**

File by the due date for filing your return See instructions

| | |
|---|---|
| Name of exempt organization or other filer, see instructions<br>FLORENCE C. GREGORY CHARITABLE TR(T)<br>000001598004 | Employer identification number (EIN) or<br>36-7338985 |
| Number, street, and room or suite no If a P O box, see instructions<br>111 WEST MONROE STREET TAX DIV 10C | Social security number (SSN) |
| City, town or post office, state, and ZIP code For a foreign address, see instructions<br>CHICAGO, IL 60603 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . . . . . . [0 4]

| Application Is For | Return Code | Application Is For | Return Code |
|---|---|---|---|
| Form 990 or Form 990-EZ | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 4720- (individual) | 03 | Form 4720 | 09 |
| Form 990-PF | 04 | Form 5227 | 10 |
| Form 990-T (sec. 401(a) or 408(a) trust) | 05 | Form 6069 | 11 |
| Form 990-T (trust other than above) | 06 | Form 8870 | 12 |

- The books are in the care of ▶ BMO HARRIS BANK N.A.

Telephone No. ▶ (312)461-7271 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . . . . . . . . . . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] . If it is for part of the group, check this box . . . . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 10/01 , 2012 , and ending 09/30, 20 13 .

**2** If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

| | | | |
|---|---|---|---|
| **3a** | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | **3a** | $ 12,720. |
| **b** | If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | **3b** | $ 12,845. |
| **c** | **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | **3c** | $ |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 1-2013)