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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

10/01, 2012, and ending

09/30, 2013

Name of foundation

FLORENCE S DUCEY FOUNDATION R76141002

A Employer identification number

74-6071454

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

Room/suite

B Telephone number (see instructions)

10 S DEARBORN IL1-0117

866- 888-5157

City or town, state, and ZIP code

CHICAGO, IL 60603

G Check all that apply:

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

H Check type of organization:

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

I Fair market value of all assets at end

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

16) ▶ \$ 511,415.

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

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

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	9,996.	9,791.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	14,588.			
b Gross sales price for all assets on line 6a	173,977.			
7 Capital gain net income (from Part IV, line 2)		14,588.		
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)		132.		STMT 1
12 Total. Add lines 1 through 11	24,584.	24,511.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	8,000.	6,000.		2,000.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 2	151.	151.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	8,151.	6,151.	NONE	2,000.
25 Contributions, gifts, grants paid	23,000.			23,000.
26 Total expenses and disbursements. Add lines 24 and 25	31,151.	6,151.	NONE	25,000.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-6,567.			
b Net investment income (if negative, enter -0-)		18,360.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			239.	239.
	2	Savings and temporary cash investments		6,206.	18,229.	18,229.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	217,702.	220,700.	285,439.	
	c	Investments - corporate bonds (attach schedule)	169,320.	116,911.	120,427.	
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)	57,716.	88,296.	87,080.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶ NON-PRODUCING MINERALS)	1.	1.	1.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	450,945.	444,376.	511,415.		
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	450,945.	444,376.		
	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)	450,945.	444,376.			
31	Total liabilities and net assets/fund balances (see instructions)	450,945.	444,376.			

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	450,945.
2	Enter amount from Part I, line 27a	2	-6,567.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	444,378.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	2.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	444,376.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 173,977.		159,389.	14,588.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			14,588.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	14,588.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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	25,100.	493,891.	0.050821
2010	25,060.	526,959.	0.047556
2009	23,448.	508,475.	0.046114
2008	30,388.	467,001.	0.065071
2007	31,930.	610,909.	0.052266
2 Total of line 1, column (d)			2 0.261828
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 0.052366
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 505,556.
5 Multiply line 4 by line 3			5 26,474.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 184.
7 Add lines 5 and 6			7 26,658.
8 Enter qualifying distributions from Part XII, line 4			8 25,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	367.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b.			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2.		3	367.
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	367.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	88.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	700.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	788.	
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	421.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ JP MORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157 Located at ▶ 10 S DEARBORN ST, MC: IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐			
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15				
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶				

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

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

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, NA 10 S DEARBORN ST, MC: IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	8,000.	-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**

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	483,822.
b	Average of monthly cash balances	1b	29,433.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	513,255.
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	513,255.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,699.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	505,556.
6	Minimum investment return. Enter 5% of line 5	6	25,278.

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	25,278.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	367.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	367.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,911.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	24,911.
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	24,911.

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	25,000.
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	25,000.
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	25,000.

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				24,911.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			22,547.	
b Total for prior years 20 <u>10</u> , 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 ▶ \$ <u>25,000.</u>				
a Applied to 2011, but not more than line 2a . . .			22,547.	
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				2,453.
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				22,458.
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CASA DE ESPERANZA DE LOS NINOS INC PO BOX 66581 HOUSTON TX 77266	NONE	PUBLIC	PROGRAM SUPPORT	8,000.
CHILD ADVOCATES, INC. 2401 PORTSMOUTH, STE 210 HOUSTON TX 77098	NONE	PUBLIC	PROGRAM SUPPORT	8,000.
SPAY-NEUTER ASSISTANCE PROGRAM, INC PO BOX 70296 HOUSTON TX 77270	NONE	PUBLIC	PROGRAM SUPPORT	7,000.
Total ▶ 3a				23,000.
b Approved for future payment				
Total ▶ 3b				

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	9,996.	
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	14,588.	
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)				24,584.	
13	Total. Add line 12, columns (b), (d), and (e)				13	24,584.

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

[illegible]

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. | | |

[illegible]

- 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
Signature of officer or trustee

06/19/2014
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 -----
POWERSHARES K-1 INCOME		132.
	-----	-----
TOTALS	=====	=====
		132.
		=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES ON QUALIFIED FOR	137.	137.
FOREIGN TAXES ON NONQUALIFIED	14.	14.
	-----	-----
TOTALS	151.	151.
	=====	=====

**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

FLORENCE S DUCEY FOUNDATION R76141002

Employer identification number

74-6071454

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 159.
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					5 159.

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					3,551.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 10,878.
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 14,429.

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

Schedule D (Form 1041) 2012

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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		159.
14 Net long-term gain or (loss):			
a Total for year	14a		14,429.
b Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		14,588.

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:	16	()
a The loss on line 15, column (3) or b \$3,000		

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Employer identification number

74-6071454

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	159.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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20 -

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

FLORENCE S DUCEY FOUNDATION R76141002

74-6071454

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 52.073 FMI FDS INC	11/13/2008	10/18/2012	917.00	567.00	350.00
15. ISHARES TR S & P MIDCA FD	09/14/2009	10/18/2012	1,501.00	1,020.00	481.00
109.942 JPM TR I MLT SC IN SEL	05/12/2011	10/18/2012	1,128.00	1,112.00	16.00
621.198 JPM INFLATION MGD	07/06/2011	10/18/2012	6,740.00	6,578.00	162.00
122.519 JPM TAX AWARE EQUI	05/12/2011	10/18/2012	2,481.00	2,307.00	174.00
37.306 JPMORGAN INTREPID A	11/13/2008	10/18/2012	1,011.00	619.00	392.00
59.765 JPMORGAN INTREPID V SELECT CL	04/11/2011	10/18/2012	1,579.00	1,466.00	113.00
76.049 JPMORGAN US LARGE C FUND SEL	11/13/2008	10/18/2012	1,794.00	1,023.00	771.00
634.676 JPMORGAN HIGH YIEL	09/03/2008	10/18/2012	5,198.00	4,709.00	489.00
755.743 JPMORGAN SHORT DUR FUND	02/19/2010	10/18/2012	8,321.00	8,245.00	76.00
38.326 MANNING & NAPIER FU	05/12/2011	10/18/2012	760.00	786.00	-26.00
134.335 JPMORGAN REALTY IN	09/24/2010	10/18/2012	1,565.00	1,209.00	356.00
637.114 JPMORGAN SHORT DUR FUND	VAR	11/19/2012	7,021.00	6,921.00	100.00
255.696 HIGHBRIDGE DYNAMIC	10/25/2011	01/29/2013	3,662.00	4,871.00	-1,209.00
254.176 JPM TAX AWARE EQUI	VAR	02/01/2013	5,386.00	3,775.00	1,611.00
287.719 JPMORGAN EQUITY IN	08/12/2011	02/01/2013	3,145.00	2,460.00	685.00
118.435 JPMORGAN LARGE CAP	04/11/2011	02/01/2013	2,981.00	2,580.00	401.00
125.683 JPMORGAN SHORT DUR FUND	04/14/2008	02/01/2013	1,380.00	1,352.00	28.00
489.136 JPM TAX AWARE EQUI	11/13/2008	04/17/2013	10,477.00	5,999.00	4,478.00
200.967 JPM MID CAP CORE F	05/26/2011	04/17/2013	3,949.00	3,481.00	468.00
509.318 JPMORGAN INTERNATI FUND	VAR	04/17/2013	6,723.00	7,441.00	-718.00
659.134 BLACKROCK FDS HI Y INSTL*	10/25/2011	06/25/2013	5,194.00	4,871.00	323.00
1398.347 JPMORGAN SHORT DU FUND	VAR	06/25/2013	15,228.00	15,043.00	185.00
546.265 RIDGEWORTH SEIX FL FD I*	04/13/2011	06/25/2013	4,900.00	4,933.00	-33.00
424.39 JPMORGAN INTERNATIO	08/12/2011	07/19/2013	4,698.00	4,946.00	-248.00

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

Schedule D-1 (Form 1041) 2012



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

Account Summary

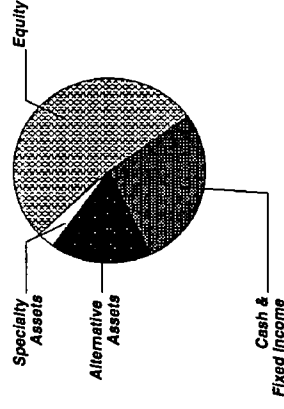
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	268,042.45	285,439.01	17,396.56	3,678.86	54%
Alternative Assets	91,438.38	87,080.12	(4,358.26)	1,593.32	17%
Cash & Fixed Income	149,439.57	138,656.06	(10,783.51)	3,060.50	28%
Specialty Assets	1.00	1.00	0.00		1%
Market Value	\$508,921.40	\$511,176.19	\$2,254.79	\$8,332.68	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	5,382.48	239.46	(5,143.02)
Accruals	364.76	303.99	(60.77)
Market Value	\$5,747.24	\$543.45	(\$5,203.79)

Asset Allocation





FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

Account Summary

CONTINUED

Portfolio Activity	PRINCIPAL		INCOME	
	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	508,921.40	495,290.88	5,382.48	192.31
Additions			17,178.00	17,178.00
Withdrawals & Fees	(18,177.99)	(21,177.96)	(23,999.99)	(26,999.96)
Net Additions/Withdrawals	(\$18,177.99)	(\$21,177.96)	(\$6,821.99)	(\$9,821.96)
Income			1,678.97	9,869.11
Change In Investment Value	20,432.78	37,063.27		
Ending Market Value	\$511,176.19	\$511,176.19	\$239.46	\$239.46
Accruals	--	--	303.99	303.99
Market Value with Accruals	--	--	\$543.45	\$543.45

J.P.Morgan



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	1,636.31	9,733.48
Interest Income	2.13	9.27
Taxable Income	\$1,638.44	\$9,742.75
Tax-Exempt Income	40.53	126.36
Tax-Exempt Income	\$40.53	\$126.36

Cost Summary	Cost
Equity	220,699.85
Cash & Fixed Income	135,140.00
Total	\$355,839.85

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		3,525.99
ST Realized Gain/Loss	(324.45)	158.48
LT Realized Gain/Loss	1,204.24	10,877.12
Realized Gain/Loss	\$879.79	\$14,561.59
Unrealized Gain/Loss		\$67,039.80

J.P.Morgan

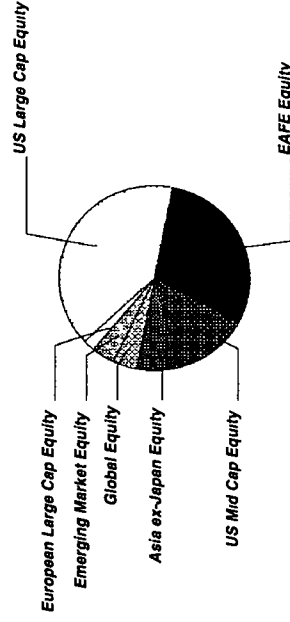


FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	116,261.73	122,076.39	5,814.66	22%
US Mid Cap Equity	33,031.01	33,789.13	758.12	7%
EAFE Equity	59,811.58	81,806.30	21,994.72	16%
European Large Cap Equity	5,198.04	5,886.00	687.96	1%
Asia ex-Japan Equity	19,666.44	20,163.51	497.07	4%
Emerging Market Equity	23,682.66	10,536.15	(13,146.51)	2%
Global Equity	10,390.99	11,181.53	790.54	2%
Total Value	\$268,042.45	\$285,439.01	\$17,396.56	54%

Asset Categories



Equity as a percentage of your portfolio - 54 %

Market Value/Cost	Current Period Value
Market Value	285,439.01
Tax Cost	220,699.85
Unrealized Gain/Loss	64,739.16
Estimated Annual Income	3,678.86
Accrued Dividends	202.11
Yield	1.28%

J.P.Morgan



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
FMI LARGE CAP FUND	20.52	566.902	11,632.83	6,173.56	5,459.27	111.11	0.96%
LARGE CAP FD							
302933-20-5 FMIH X							
JPM INTREPID AMERICA FD - SEL	31.60	369.484	11,675.69	6,126.05	5,549.64	182.89	1.57%
FUND 1206							
4812A2-10-8 JPIA X							
JPM INTREPID VALUE FD - SEL	31.22	334.940	10,456.83	8,216.08	2,240.75	161.77	1.55%
FUND 1136						27.04	
4812A2-30-6 JPIV X							
JPM LARGE CAP GROWTH FD - SEL	28.88	409.575	11,828.53	8,747.53	3,081.00	43.00	0.36%
FUND 3118							
4812C0-53-0 SEEG X							
JPM US LARGE CAP CORE PLUS FD - SEL	27.21	1,053.395	28,662.88	16,074.67	12,588.21	178.02	0.62%
FUND 1002							
4812A2-38-9 JLP5 X							
MANNING & NAPIER EQUITY SERI	20.81	755.873	15,729.72	15,510.52	219.20	25.69	0.16%
563821-60-2 EXEY X							
SPDR S&P 500 ETF TRUST	168.01	191.000	32,089.91	26,708.45	5,381.46	648.06	2.02%
78462F-10-3 SPY						160.05	
Total US Large Cap Equity			\$122,076.39	\$87,556.86	\$34,519.53	\$1,350.54	1.11%
						\$187.09	

J.P.Morgan



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	124.14	92.000	11,420.88	8,060.55	3,360.33	168.45	1.47 %
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	22.43	520.396	11,672.48	9,013.25	2,659.23	78.57	0.67 %
JPM MKT EXP ENH INDEX FD - SEL 4812C1-63-7 PGMI X	13.19	810.900	10,695.77	5,246.52	5,449.25	108.66 15.02	1.02 %
Total US Mid Cap Equity			\$33,789.13	\$22,320.32	\$11,468.81	\$355.68 \$15.02	1.05 %
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	37.01	530.361	19,628.66	13,133.78	6,494.88	155.92	0.79 %
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	63.80	347.000	22,138.95	20,558.57	1,580.38	611.06	2.76 %
MFS INTL VALUE-I 55273E-82-2 MINI X	34.25	527.346	18,061.60	13,451.00	4,610.60	271.05	1.50 %
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	25.89	848.864	21,977.09	20,916.00	1,061.09	372.65	1.70 %
Total EAFE Equity			\$81,806.30	\$68,059.35	\$13,746.95	\$1,410.68	1.72 %



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	54.50	108.000	5,886.00	5,239.66	646.34	192.56	3.27%

Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPL X	11.65	848.069	9,880.00	8,955.61	924.39	243.39	2.46%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24.58	418.369	10,283.51	7,486.31	2,797.20	84.51	0.82%
Total Asia ex-Japan Equity			\$20,163.51	\$16,441.92	\$3,721.59	\$327.90	1.62%

Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	20.09	255.633	5,135.67	5,105.00	30.67	12.78	0.25%
JPM EMERG MRKT EQ FD - SEL FUND 1235 4812A0-62-3 JEMS X	22.37	241.416	5,400.48	5,786.74	(386.26)	28.72	0.53%
Total Emerging Market Equity			\$10,536.15	\$10,891.74	(\$355.59)	\$41.50	0.39%



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

		Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est Annual Inc		Yield		
					Original Cost	Accrued Div.		Accrued Div.				
Global Equity												
JPM TR I GL RES ENH IDX FD		16.69	669.954	11,181.53	10,190.00		991.53					
FUND 3457												
46637K-51-3 JEIT X												

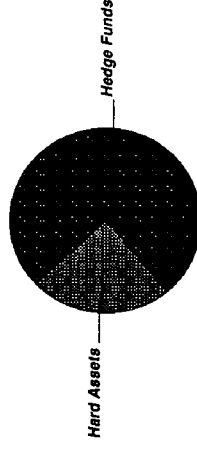


FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	67,998.94	68,144.32	145.38	13%
Real Estate & Infrastructure	5,192.28	0.00	(5,192.28)	
Hard Assets	18,247.16	18,935.80	688.64	4%
Total Value	\$91,438.38	\$87,080.12	(\$4,358.26)	17%

Asset Categories



Alternative Assets as a percentage of your portfolio - 17 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 13	915 058	10,184.60	10,029.03
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 42	1,029 632	9,699.13	10,455 69

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FLORENCE S DUCEY FOUNDATION ACCT R76141002
For the Period 7/1/13 to 9/30/13

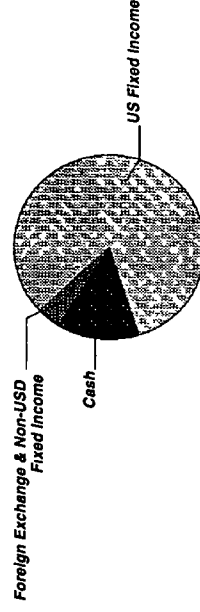
	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR	10.16	722.571	7,341.32	7,587.00
EQNX CB STGY I				
29446A-81-9 EBSI X				
GATEWAY FUND-Y	28.12	545.679	15,344.49	14,858.00
367829-88-4 GTEY X				
INV BALANCED-RISK ALLOC-Y	12.76	788.898	10,066.34	9,735.00
00141V-69-7 ABRY X				
PIMCO UNCONSTRAINED BOND-P	11.24	897.719	10,090.36	10,290.00
72201M-45-3 PUCP X				
THE ARBITRAGE FUND-I	12.84	421.969	5,418.08	5,519.36
03875R-20-5 ARBN X				
Total Hedge Funds			\$68,144.32	\$68,474.08
Hard Assets				
POWERSHARES DB COMMODITY INDEX	25.76	546.000	14,064.96	15,598.34
TRACKING FUND				
73935S-10-5 DBC				
SPDR GOLD TRUST	128.18	38.000	4,870.84	4,223.12
78463V-10-7 GLD				
Total Hard Assets			\$18,935.80	\$19,821.46



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	19,442.99	18,229.33	(1,213.66)	4%
US Fixed Income	115,031.01	115,154.93	123.92	23%
Foreign Exchange & Non-USD Fixed Income	14,965.57	5,271.80	(9,693.77)	1%
Total Value	\$149,439.57	\$138,656.06	(\$10,783.51)	28%



Market Value/Cost	Current Period Value
Market Value	138,656.06
Tax Cost	135,140.00
Unrealized Gain/Loss	3,516.06
Estimated Annual Income	3,060.50
Accrued Interest	101.88
Yield	2.20%

Cash & Fixed Income as a percentage of your portfolio - 28 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	138,656.06	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	18,229.33	13%
Mutual Funds	120,426.73	87%
Total Value	\$138,656.06	100%

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FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

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	18,229.33	18,229.33	18,229.33		5.46	0.03% ¹
US Fixed Income							
JPM TRIMLT SC INCOME FD - SEL FUND 2130 48121A-29-0	10.07	972.35	9,791.59	9,830.49	(38.90)	284.89	2.91%
DODGE & COX INCOME FUND 256210-10-5	13.49	755.49	10,191.55	10,116.00	75.55	305.21	2.99%
DOUBLELINE TOTAL RET BD-I 258620-10-3	10.96	912.69	10,003.10	10,155.00	(151.90)	519.32	5.19%
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.84	849.99	10,063.89	8,610.41	1,453.48	296.64 17.85	2.95%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.07	1,224.94	9,885.23	9,089.02	796.21	629.61 46.55	6.37%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.91	4,175.24	45,551.90	43,914.13	1,637.77	455.10 29.23	1.00%



FLORENCE S DUCEY FOUNDATION ACCT. R76141002
For the Period 7/1/13 to 9/30/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM TR I INFL MANAGED BOND FD - SEL FUND 2037 48121A-56-3	10.45	916.67	9,579.18	9,707.51	(128.33)	116.41 8.25	1.22%
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	8.99	1,122.19	10,088.49	10,133.37	(44.86)	445.50	4.42%
Total US Fixed Income			\$115,154.93	\$111,555.93	\$3,599.00	\$3,052.68 \$101.88	2.65%

Foreign Exchange & Non-USD Fixed Income

JPM INTL CURRENCY INCOME FD FUND 3831 4812A3-29-6	11.15	472.81	5,271.80	5,354.74	(82.94)	2.36	0.04%
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FLORENCE S DUCEY FOUNDATION ACCT R76141002
For the Period 7/1/13 to 9/30/13

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	1.00	1.00	0.00	1%

Specialty Assets Detail

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
48.5453 ACS	1.00						
RITSON MORRIS SUR A-52	1.00						
HARRIS COUNTY, TEXAS							
ROYALTY INTEREST							
Bearer							
997548-96-1							

4436653 EXXON GAS UNIT NO. 2

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