Form **990-PF** | Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf*

OMB No 1545-0052 | **2013** | Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: DAVID B BOOTHE TR UW R50184002

A Employer identification number: 06-6022009

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

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

City or town, state or province, country, and ZIP or foreign postal 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: ☒ 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)* ▶ $ 1,677,599.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,326.	24,909.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	72,544.			
	b Gross sales price for all assets on line 6a 583,113.				
	7 Capital gain net income (from Part IV, line 2)		72,544.		
	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)	-2,133.	-819.		STMT 1
	12 Total. Add lines 1 through 11	96,737.	96,634.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	17,091.	12,818.		4,273.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	1,948.	NONE	NONE	1,948.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	334.	334.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	1,250.			1,250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	20,623.	13,152.	NONE	7,471.
	25 Contributions, gifts, grants paid	16,044.			16,044.
	26 **Total expenses and disbursements** Add lines 24 and 25	36,667.	13,152.	NONE	23,515.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	60,070.			
	b **Net investment income** (if negative, enter -0-)		83,482.		
	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		523.	523.
	2	Savings and temporary cash investments	89,931.	104,061.	104,061.
	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)		554,679.	770,288.
	c	Investments - corporate bonds (attach schedule)		372,462.	378,469.
	11	Investments - land, buildings, and equipment basis ▶ NONE			
		Less accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,276,462.	397,489.	395,973.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ANTIQUES)	28,285.	28,285.	28,285.
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,394,678.	1,457,499.	1,677,599.
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	1,394,678.	1,457,499.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	1,394,678.	1,457,499.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,394,678.	1,457,499.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,394,678.
2	Enter amount from Part I, line 27a	2	60,070.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	2,751.
4	Add lines 1, 2, and 3	4	1,457,499.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,457,499.

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	583,113.		510,569.	72,544.
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				72,544.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	72,544.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,670.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,670.
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	1,670.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a			
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,927.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,927.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	37.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,220.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 2,220. **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) ▶ CT			
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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no. ▶ (866)888-5157			
	Located at ▶ 10 S DEARBORN 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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013)*	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 2013?	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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
JP MORGAN CHASE BANK, N.A. 10 S DEARBORN ST ; MC : IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	17,091.	-0-	-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,572,426.
b	Average of monthly cash balances	1b	12,998.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,585,424.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,585,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,781.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,561,643.
6	**Minimum investment return.** Enter 5% of line 5	6	78,082.

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	78,082.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,670.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,670.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	76,412.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	76,412.
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	76,412.

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	23,515.
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	23,515.
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	23,515.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7				76,412.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ... NONE				
b	From 2009 ... NONE				
c	From 2010 ... NONE				
d	From 2011 ... NONE				
e	From 2012 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 23,515.				
a	Applied to 2012, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				23,515.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(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 2012 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				52,897.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2009 ... NONE				
b	Excess from 2010 ... NONE				
c	Excess from 2011 ... NONE				
d	Excess from 2012 ... NONE				
e	Excess from 2013 ... 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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 address 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*				
FINANCE DIRECTOR STRATFORD TOWN HALL 2725 MAIN ST STRATFORD CT 06615-5818	N/A	PC	GENERAL	16,044.
Total . . . . . . ▶ 3a				16,044.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	26,326.	
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	72,544.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED/ACC REV			14	-2,133.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				96,737.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 96,737.

(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] 11/14/2014

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	11/14/2014		P01256399
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no 216-589-1300	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEFERRED/ACCRUED INCOME	-2,133.	
PARTNERSHIP INCOME		-819.
TOTALS	-2,133.	-819.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	974.			974.
LEGAL FEES - INCOME (ALLOCABLE	974.			974.
TOTALS	1,948.	NONE	NONE	1,948.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	7.	7.
FOREIGN TAXES ON QUALIFIED FOR	303.	303.
FOREIGN TAXES ON NONQUALIFIED	24.	24.
TOTALS	334.	334.

FORM 990PF, PART I - OTHER EXPENSES

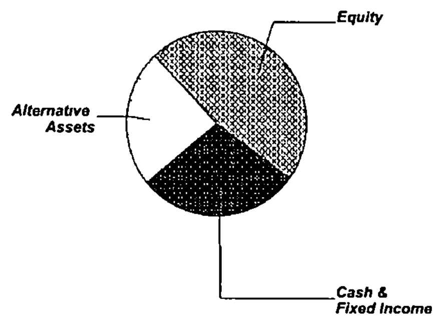
DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL FEE	1,250.	1,250.
TOTALS	1,250.	1,250.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	785,531 27	770,287 90	(15,243 37)	10,082 13	47%
Alternative Assets	325,801.05	395,973 20	70,172 15	3,864 43	24%
Cash & Fixed Income	484,627 95	482,529 69	(2,098 26)	9,646 66	29%
Market Value	**$1,595,960.27**	**$1,648,790.79**	**$52,830.52**	**$23,593.22**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	8,339 17	523 01	(7,816 16)
Accruals	749 69	915.35	165 66
Market Value	**$9,088.86**	**$1,438.36**	**($7,650.50)**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**1,595,960.27**	**1,502,550.06**	**8,339.17**	**185.70**
Withdrawals & Fees	(4,346 40)	(10,769 27)	(19,140.73)	(25,570 52)
Net Additions/Withdrawals	**($4,346.40)**	**($10,769.27)**	**($19,140.73)**	**($25,570.52)**
Income	20 69	242 72	11,324 57	25,907 83
Change In Investment Value	57,156 23	156,767 28		
Ending Market Value	**$1,648,790.79**	**$1,648,790.79**	**$523.01**	**$523.01**
Accruals	--	--	915 35	915 35
Market Value with Accruals	--	--	**$1,438.36**	**$1,438.36**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	11,057 67	24,837 98
Foreign Dividends	66 23	377 67
Interest Income	0 94	2 04
Original Issue Discount	20 69	242 72
Taxable Income	**$11,145.53**	**$25,460.41**
Tax-Exempt Income	199 73	690 14
Tax-Exempt Income	**$199.73**	**$690.14**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	9,396 80	9,396 80
ST Realized Gain/Loss	1,853 89	6,790 35
LT Realized Gain/Loss	6,885 26	56,999 60
Realized Gain/Loss	**$18,135.95**	**$73,186.75**

	To-Date Value
Unrealized Gain/Loss	**$220,100.18**

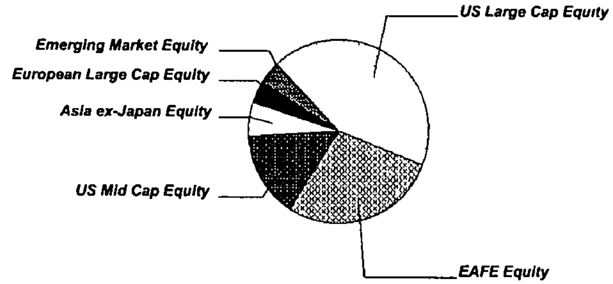
Cost Summary	Cost
Equity	554,678.50
Cash & Fixed Income	476,522.76
Total	**$1,031,201.26**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	341,530 92	337,639 82	(3,891 10)	20%
US Mid Cap Equity	105,800 81	109,116 61	3,315 80	7%
EAFE Equity	203,007 27	211,207 07	8,199 80	13%
European Large Cap Equity	17,039 25	34,829 70	17,790 45	2%
Asia ex-Japan Equity	44,541 49	45,248 21	706 72	3%
Emerging Market Equity	73,611 53	32,246 49	(41,365 04)	2%
Total Value	**$785,531.27**	**$770,287.90**	**($15,243.37)**	**47%**

Market Value/Cost	Current Period Value
Market Value	770,287.90
Tax Cost	554,678 50
Unrealized Gain/Loss	215,609 40
Estimated Annual Income	10,082 13
Accrued Dividends	316 96
Yield	1 30%

Asset Categories



Equity as a percentage of your portfolio - 47 %

Note **P** indicates position adjusted for Pending Trade Activity

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	103 53	37 000	3,830 61	2,163 25	1,667 36	93 24	2 43%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	59 88	32 000	1,916 13	1,088 79	827 34		
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	132 88	16 000	2,126 14	1,663 03	463 11		
ALLERGAN INC 018490-10-2 AGN	111 08	14 000	1,555 12	1,206 34	348 78	2.80	0 18%
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	262 93	5 000	1,314 65	883 12	431 53		
AMAZON COM INC 023135-10-6 AMZN	398.79	5 000	1,993 95	457 85	1,536 10		
ANADARKO PETROLEUM CORP 032511-10-7 APC	79 32	25 000	1,983 00	1,779 23	203 77	18 00	0 91%
APACHE CORP 037411-10-5 APA	85 94	20 000	1,718 80	1,549 83	168 97	16 00	0 93%
APPLE INC. 037833-10-0 AAPL	561.02	15 000	8,415 30	2,778 00	5,637 30	183 00	2 17%
ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	43 40	26 000	1,128 40	823 01	305 39	24 96	2 21%
AUTOZONE INC 053332-10-2 AZO	477 94	4 000	1,911 76	1,231 15	680 61		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	52 88	86 000	4,547 59	2,895 90	1,651 69	86 00	1 89%
BANK OF AMERICA CORP 060505-10-4 BAC	15 57	344 000	5,356 08	3,790.66	1,565 42	13.76	0 26%
BARC REN SPX 09/04/14 2 XLEV- 7 85%CAP- 15 70% MAXPYMT INITIAL LEVEL-08/16/13 SPX 1655 83 06741T-D4-6	109 43	15,000 000	16,414 50	14,850 00	1,564 50		
BIOGEN IDEC INC 09062X-10-3 BIIB	279 57	13 000	3,634 44	678 32	2,956 12		
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53 15	97 000	5,155 55	3,870 87	1,284 68	139 68 34 92	2 71%
CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	76 61	31 000	2,374 91	1,666 93	707 98	37 20	1 57%
CBS CORP CLASS B W/I 124857-20-2 CBS	63 74	33 000	2,103 42	1,740.30	363 12	15.84 3 96	0.75%
CELGENE CORPORATION 151020-10-4 CELG	168 97	18 000	3,041 42	997 53	2,043 89		
CERNER CORP 156782-10-4 CERN	55 74	31 000	1,727 94	1,361.01	366 93		
CHENIERE ENERGY INC 16411R-20-8 LNG	43 12	27.000	1,164 24	422 75	741 49		
CISCO SYSTEMS INC 17275R-10-2 CSCO	22 43	159 000	3,566 37	2,863 49	702.88	108 12	3.03%
CITIGROUP INC NEW 172967-42-4 C	52 11	96 000	5,002 56	3,196 21	1,806 35	3 84	0 08%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
COCA-COLA CO 191216-10-0 KO	41 31	55 000	2,272 05	2,189 97	82 08	61 60	2 71%
COMCAST CORP CL A 20030N-10-1 CMCS A	51 97	103 000	5,352 40	2,155 41	3,196 99	80 34 20 09	1 50%
COSTCO WHOLESALE CORP 22160K-10-5 COST	119 02	11 000	1,309 22	1,343 79	(34 57)	13 64	1 04%
CSX CORP 126408-10-3 CSX	28 77	81 000	2,330 37	1,737 24	593 13	48.60	2 09%
CVS CAREMARK CORPORATION 126650-10-0 CVS	71 57	21 000	1,502 97	1,185.52	317 45	23 10	1 54%
DISH NETWORK CORP CL A 25470M-10-9 DISH	57 92	38 000	2,200 96	1,428 70	772 26		
DOW CHEMICAL CO 260543-10-3 DOW	44 40	59 000	2,619 60	1,800 54	819 06	75.52 18 88	2 88%
P **EATON CORP PLC** G29183-10-3 ETN	76 12	19 000	1,446 28	1,419 30	26.98	31 92	2 21%
EBAY INC 278642-10-3 EBAY	54 87	60 000	3,291 90	3,290 00	1 90		
EMERSON ELECTRIC CO 291011-10-4 EMR	70 18	34 000	2,386 12	1,620 50	765 62	58.48	2 45%
EOG RESOURCES INC 26875P-10-1 EOG	167 84	5 000	839 20	413 50	425 70	3 75	0 45%
EXXON MOBIL CORP 30231G-10-2 XOM	101.20	47 000	4,756 40	798 43	3,957.97	118 44	2 49%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
US Large Cap Equity							
FLUOR CORP 343412-10-2 FLR	80 29	58 000	4,656 82	3,088 48	1,568 34	37 12 9 28	0 80%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	37 74	82 000	3,094 68	2,704.50	390 18	102 50	3 31%
GENERAL MILLS INC 370334-10-4 GIS	49 91	36 000	1,796 76	1,129 00	667 76	54 72	3 05%
GENERAL MOTORS CO 37045V-10-0 GM	40 87	102 000	4,168 74	2,834.10	1,334 64		
GOOGLE INC CL A 38259P-50-8 GOOG	1,120 71	7 000	7,844 97	4,764.10	3,080 87		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	36 23	48 000	1,739 04	1,432.42	306 62	28 80 7 20	1 66%
HOME DEPOT INC 437076-10-2 HD	82 34	47 000	3,869 98	1,853.67	2,016 31	73 32	1 89%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91 37	64 000	5,847 68	3,147.42	2,700 26	115 20	1 97%
HUMANA INC 444859-10-2 HUM	103.22	19 000	1,961 18	1,364 13	597 05	20 52 5 13	1 05%
INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	224.92	14 000	3,148 88	2,298 49	850 39	36 40	1 16%
INVESCO LTD G491BT-10-8 IVZ	36.40	23 000	837 20	410.68	426 52	20.70	2 47%
JOHNSON & JOHNSON 478160-10-4 JNJ	91 59	99 000	9,067 41	7,551.32	1,516 09	261 36	2 88%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
JOHNSON CONTROLS INC 478366-10-7 JCI	51 30	48 000	2,462 40	683 76	1,778 64	42 24 10 56	1 72%
JPM INTREPID VALUE FD - SEL FUND 1136 4812A2-30-6 JPIV X	34 69	611 746	21,221 47	15,000 00	6,221 47	259 99	1 23%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31 78	672 646	21,376 69	15,000 00	6,376 69		
KLA-TENCOR CORP 482480-10-0 KLAC	64 46	13 000	837 98	796 04	41 94	23 40	2.79%
LAM RESEARCH CORP 512807-10-8 LRCX	54 45	36 000	1,960 20	1,518 36	441 84		
LOWES COMPANIES INC 548661-10-7 LOW	49 55	78 000	3,864.90	1,554 88	2,310 02	56.16	1 45%
MARATHON OIL CORP 565849-10-6 MRO	35 30	49 000	1,729 70	1,774 69	(44.99)	37.24	2.15%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	91 73	9 000	825 57	783 83	41 74	15 12	1 83%
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	48 36	32 000	1,547 52	1,401 34	146 18	32.00	2 07%
MASCO CORP 574599-10-6 MAS	22 77	114 000	2,595 78	1,514 02	1,081 76	34.20	1 32%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	835 46	5 000	4,177 30	1,374 93	2,802 37	22.00	0 53%
MCKESSON CORP 58155Q-10-3 MCK	161.40	12 000	1,936 80	1,935 55	1 25	11 52 2 88	0 59%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
MERCK AND CO INC 58933Y-10-5 MRK	50 05	37 000	1,851 85	1,172 16	679 69	65 12 16 28	3 52%
METLIFE INC 59156R-10-8 MET	53.92	87 000	4,691 04	2,857.07	1,833 97	95 70	2 04%
METTLER TOLEDO INTERNATIONAL INC 592688-10-5 MTD	242 59	6 000	1,455 54	1,256 13	199.41		
MICROSOFT CORP 594918-10-4 MSFT	37 41	206 000	7,706 46	4,845 20	2,861 26	230 72	2 99%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	35 30	62 000	2,188 60	1,385 59	803.01	34 72 8 68	1 59%
MONSANTO CO 61166W-10-1 MON	116.55	24 000	2,797 20	2,569.00	228 20	41.28	1 48%
MORGAN STANLEY 617446-44-8 MS	31 36	114 000	3,575 04	2,518 11	1,056.93	22 80	0 64%
NEXTERA ENERGY INC 65339F-10-1 NEE	85 62	28 000	2,397 36	2,197 43	199 93	73.92	3 08%
NISOURCE INC 65473P-10-5 NI	32.88	47.000	1,545 36	1,306 15	239 21	47.00	3 04%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95 10	36 000	3,423 60	2,801 85	621 75	92 16 26 88	2 69%
ORACLE CORP 68389X-10-5 ORCL	38 26	105 000	4,017 30	2,304 84	1,712 46	50 40	1 25%
PACCAR INC 693718-10-8 PCAR	59 17	57 000	3,372 69	2,204 72	1,167 97	45 60 51 30	1 35%
PENTAIR LTD SHS H6169Q-10-8 PNR	77 67	20 000	1,553 40	879 16	674 24	20.00	1 29%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
PEPSICO INC 713448-10-8 PEP	82 94	29 000	2,405 26	2,093 37	311 89	65 83 16.46	2 74%
PERRIGO CO LTD G97822-10-3 PRGO	153 46	15 000	2,301 90	2,283 08	18 82		
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	87 13	28 000	2,439 64	2,298.43	141 21	105 28 26 32	4 32%
PHILLIPS 66 718546-10-4 PSX	77 13	45 000	3,470 85	2,330.31	1,140 54	70.20	2 02%
PRICELINE.COM INC 741503-40-3 PCLN	1,162 40	2 000	2,324 80	1,401.05	923.75		
PROCTER & GAMBLE CO 742718-10-9 PG	81 41	42 000	3,419 22	1,903.54	1,515 68	101 05	2.96%
QEP RESOURCES INC 74733V-10-0 QEP	30 65	50 000	1,532 50	1,628.90	(96 40)	4 00	0 26%
QUALCOMM INC 747525-10-3 QCOM	74 25	57 000	4,232 25	2,833 84	1,398 41	79 80	1 89%
SCHLUMBERGER LTD 806857-10-8 SLB	90 11	72 000	6,487 92	5,970 25	517 67	90 00 15 94	1.39%
STATE STREET CORP 857477-10-3 STT	73 39	30 000	2,201 70	1,767 46	434 24	31 20 7 80	1 42%
TIME WARNER INC NEW 887317-30-3 TWX	69 72	108 000	7,529 76	3,024 73	4,505 03	124 20	1 65%
TIME WARNER CABLE INC 88732J-20-7 TWC	135 50	9 000	1,219 50	1,044 52	174 98	23 40	1 92%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75 30	60 000	4,518 00	2,740 41	1,777 59	67 20	1 49%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	76 000	8,648 80	3,857 19	4,791 61	179 36	2 07%
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	37 83	35 000	1,324 05	1,348 29	(24 24)		
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49 14	40 000	1,965 60	1,331 65	633.95	84.80	4.31%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	74 30	13 000	965 90	407 71	558 19		
WALT DISNEY CO 254687-10-6 DIS	76 40	40 000	3,056 00	2,657 96	398 04	34 40 34 40	1 13%
WELLS FARGO & CO 949746-10-1 WFC	45 40	152 000	6,900 80	4,102 24	2,798 56	182 40	2 64%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38 57	56 000	2,159 92	1,491 90	668 02	85.12	3 94%
YUM BRANDS INC 988498-10-1 YUM	75 61	41 000	3,100 01	1,388 88	1,711 13	60 68	1 96%
Total US Large Cap Equity			**$337,639.82**	**$225,459.30**	**$112,180.52**	**$4,750.68** **$316.96**	**1.41%**
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133 81	371 000	49,643 51	32,497 27	17,146 24	641 08	1 29%

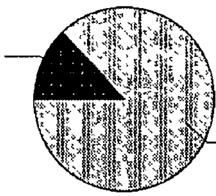
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
US Mid Cap Equity							
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13 13	4,529 558	59,473 10	40,033 73	19,439 37	543 54	0 91%
Total US Mid Cap Equity			**$109,116.61**	**$72,531.00**	**$36,585.61**	**$1,184.62**	**1.08%**
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36 77	1,010 338	37,150 13	23,187 26	13,962.87	932 54	2 51%
DB BREN MXEA 04/09/14 10%BUFFER-1 5XLEV- 7 1%CAP 10 65%MAXRTRN INITIAL LEVEL-03/22/13 MXEA 1686 72 25152R-CD-3	109 06	15,000 000	16,359 15	14,850 00	1,509 15		
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43 04	2,067 449	88,983 00	64,898 98	24,084 02	1,436 87	1 61%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67 10	277 000	18,585 32	14,744 71	3,840 61	471 73	2 54%
SG BREN MXEA 05/07/14 10%BUFFER-1 5 XLEV- 7 1%CAP 10 65%MAXRTRN INITIAL LEVEL-04/19/13 MXEA 1671 230 83368W-CM-1	107 54	15,000 000	16,131 00	14,850 00	1,281 00		
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	10 15	3,349 603	33,998 47	28,605 61	5,392 86	636 42	1 87%
Total EAFE Equity			**$211,207.07**	**$161,136.56**	**$50,070.51**	**$3,477.56**	**1.64%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	120 09	15,000 000	18,012 90	14,812 50	3,200 40		
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58 80	286 000	16,816 80	16,265 19	551 61	465 89	2 77%
Total European Large Cap Equity			**$34,829.70**	**$31,077.69**	**$3,752.01**	**$465.89**	**1.34%**
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24 97	1,812 103	45,248.21	38,045 04	7,203 17		
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	794 510	16,875.39	15,485 00	1,390 39	84 21	0 50%
JPM EMERG MRKT EQUITY FD - INSTL FUND 1389 4812A0-63-1 JMIE X	22 70	677 141	15,371 10	10,943 91	4,427 19	119 17	0 78%
Total Emerging Market Equity			**$32,246.49**	**$26,428.91**	**$5,817.58**	**$203.38**	**0.63%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	242,239 81	342,474 61	100,234 80	21%
Hard Assets	83,561 24	53,498 59	(30,062 65)	3%
Total Value	**$325,801.05**	**$395,973.20**	**$70,172.15**	**24%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 24 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 42	3,163 985	29,804 74	31,639 37
GATEWAY FUND-Y 367829-88-4 GTEY X	28 99	3,431 464	99,478 14	95,288 02

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
HSBC FDS TOTAL RETURN I 40428X-15-6 HTRI X	9 85	3,558 064	35,046 93	35,473 27
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11 89	2,977 918	35,407 45	37,180 35
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 09	4,039 502	44,798 08	45,526 05
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12 86	7,615 806	97,939 27	98,252 95
Total Hedge Funds			**$342,474.61**	**$343,360.01**

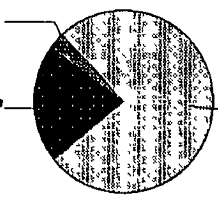
	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
BARC BEN BRENT 09/29/14 LNKD TO CO1 85% BARRIER- 5 47%CPN 15%CAP INITIAL LEVEL-09/13/13 112 63 06741T-K8-9	101 65	8,000 000	8,132 00	7,920 00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10 67	2,898 275	30,924 59	31,359 34	98 54

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
SG LEV COMMODITY CBEN 4/2/14 LNKED TO CO1 CT PLDMLNPM & LOCADY 80%BARRIER-1 75XLEV-10%CAP-17 5% MAXRTRN-3/15/13 CO1 109 82,C1 2 74 LOCADY 7782 00, PLDMLNPM 774 00 78423E-GH-1	96 28	15,000 000	14,442 00	14,850 00	
Total Hard Assets			**$53,498.59**	**$54,129.34**	**$98.54**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	112,942 00	104,060.64	(8,881 36)	6%
US Fixed Income	349,372 50	356,257 57	6,885 07	22%
Complementary Structured Strategies	11,080 80	0 00	(11,080 80)	
Foreign Exchange & Non-USD Fixed Income	11,232 65	22,211 48	10,978 83	1%
Total Value	**$484,627.95**	**$482,529.69**	**($2,098.26)**	**29%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 29 %

Market Value/Cost	Current Period Value
Market Value	482,529 69
Tax Cost	476,522 76
Unrealized Gain/Loss	6,006 93
Estimated Annual Income	9,646 66
Accrued Interest	598 39
Yield	1 99%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	482,529 69	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	104,060 64	21%
Mutual Funds	338,203 65	71%
Other	40,265 40	8%
Total Value	**$482,529.69**	**100%**

Note **O** - Bonds purchased at a discount show accretion

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
JPM US GOVT PREMIER SWEEP FD #1086 7-Day Annualized Yield 01%	1 00	104,365 92	104,365 92	104,365 92		10.43 2 35	0 01 %
COST OF PENDING PURCHASES	1 00	(305 28)	(305 28)	(305 28)			
Total Cash			**$104,060.64**	**$104,060.64**	**$0.00**	**$10.43** **$2.35**	**0.01 %**
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 78	4,081 53	43,998 85	46,163 27	(2,164 42)	2,273 40	5 17 %
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11 89	2,799 88	33,290 56	32,791 17	499 39	865 16 75 60	2.60 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7 98	3,613 74	28,837.67	26,396 60	2,441 07	1,814 09 173 46	6 29 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	14,069 16	153,213 19	150,117 97	3,095 22	1,463 19 196 97	0 96 %
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-29-0	10 31	2,128.73	21,947 18	21,447 86	499 32	568 37 76 63	2 59 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	9 06	5,047 89	45,733 92	42,806 14	2,927 78	1,913 15	4 18%
JPM TAX AWARE R/R FD - INSTL FUND 993 4812A2-53-8	9 96	2,935 36	29,236 20	29,865 01	(628 81)	733.84 73 38	2 51%
Total US Fixed Income			**$356,257.57**	**$349,588.02**	**$6,669.55**	**$9,631.20** **$596.04**	**2.71%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURR INCOME FD - SEL FUND 3831 4812A3-29-6	11 10	1,007 41	11,182 28	10,920 36	261 92	5 03	0 05%
O **DB PIMS 90%PPN 02/14/14** LNKED TO PLN,IDR,MXN & KRW VS USD 1 805XLEV, 180 5% MAXRTN 02/01/2013 25152R-BN-2	91 91	12,000 00	11,029 20	11,953 74 11,880 00	(924 54)		
Total Foreign Exchange & Non-USD Fixed Income			**$22,211.48**	**$22,874.10** **$22,800.36**	**($662.62)**	**$5.03**	**0.03%**