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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

PHELPS TRUST F/B/O TUTTLE FUND P61258003

**A** Employer identification number

13-6026698

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite

10 S DEARBORN IL1-0117

**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)* ▶ $ 23,687,196.

**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 | 386,560. | 386,560. | | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) _____ | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 636,104. | | | |
| | b Gross sales price for all assets on line 6a 7,073,862. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 636,104. | | |
| | 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) | 24,430. | | | STMT 1 |
| | 12 **Total.** Add lines 1 through 11 | 1,047,094. | 1,022,664. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 164,751. | 148,276. | | 16,475. |
| | 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 | 20,925. | 4,925. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | NONE | NONE | |
| | 22 Printing and publications | | NONE | NONE | |
| | 23 Other expenses (attach schedule) STMT 3 | 750. | | | 750. |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 186,426. | 153,201. | NONE | 17,225. |
| | 25 Contributions, gifts, grants paid | 1,040,000. | | | 1,040,000. |
| | 26 **Total expenses and disbursements** Add lines 24 and 25 | 1,226,426. | 153,201. | NONE | 1,057,225. |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | -179,332. | | | |
| | b **Net investment income** (if negative, enter -0-) | | 869,463. | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | | |

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| Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)) | | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| Assets | 1 Cash - non-interest-bearing | | | |
| | 2 Savings and temporary cash investments | 590,179. | 1,808,192. | 1,808,192. |
| | 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) | 8,782,413. | 8,798,602. | 11,485,924. |
| | c Investments - corporate bonds (attach schedule) | 5,842,451. | 4,647,240. | 4,720,883. |
| | 11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule) | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other (attach schedule) | 5,150,603. | 4,929,405. | 5,672,197. |
| | 14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶ (attach schedule) | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I) | 20,365,646. | 20,183,439. | 23,687,196. |
| 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 | 20,365,646. | 20,183,439. | |
| | 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) | 20,365,646. | 20,183,439. | |
| | 31 **Total liabilities and net assets/fund balances** (see instructions) | 20,365,646. | 20,183,439. | |

## 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 | 20,365,646. |
| 2 | Enter amount from Part I, line 27a | 2 | -179,332. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 20,186,314. |
| 5 | Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT | 5 | 2,875. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 20,183,439. |

**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 | 7,073,862. | | 6,437,758. | 636,104. |
| 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 | | | | 636,104. |
| 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 | 636,104. |
| 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 | 1,079,382. | 21,480,042. | 0.050250 |
| 2011 | 1,071,212. | 22,142,695. | 0.048378 |
| 2010 | 1,003,992. | 21,365,302. | 0.046992 |
| 2009 | 1,055,665. | 20,334,493. | 0.051915 |
| 2008 | 1,291,420. | 23,417,141. | 0.055148 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.252683 |
| 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 | 0.050537 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | 4 | 22,480,998. |
| 5 | Multiply line 4 by line 3 | 5 | 1,136,122. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 8,695. |
| 7 | Add lines 5 and 6 | 7 | 1,144,817. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,057,225. |

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 | 17,389. |
| 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 | 17,389. |
| 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 | 17,389. |
| 6 | Credits/Payments | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a: 13,236. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b: NONE | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c: 12,000. | | |
| d | Backup withholding erroneously withheld | 6d: | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | 7 | 25,236. |
| 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 | 7,847. |
| 11 | Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 7,847. **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) ▶ NY | | | |
| 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)*

| | | | | |
|---|---|---|---|---|
| 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

| | | | Yes | No |
|---|---|---|---|---|
| 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**

| | | | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 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)*

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| JPMORGAN CHASE BANK, NA<br>10 S DEARBORN IL1-0117, CHICAGO, IL 60603 | TRUSTEE<br>10 | 164,751. | -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 | 21,679,077. |
| b | Average of monthly cash balances | 1b | 1,144,271. |
| c | Fair market value of all other assets (see instructions) | 1c | NONE |
| d | **Total** (add lines 1a, b, and c) | 1d | 22,823,348. |
| 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 | 22,823,348. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 342,350. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 22,480,998. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,124,050. |

**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 | 1,124,050. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 17,389. | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 17,389. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 1,106,661. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 1,106,661. |
| 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 | 1,106,661. |

**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 | 1,057,225. |
| 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 | 1,057,225. |
| 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 | 1,057,225. |

**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 | | | | 1,106,661. |
| 2 Undistributed income, if any, as of the end of 2013 | | | | |
| a Enter amount for 2012 only | | | 1,040,208. | |
| 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 ▶ $ 1,057,225. | | | | |
| a Applied to 2012, but not more than line 2a | | | 1,040,208. | |
| 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 | | | | 17,017. |
| 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 | | | | |
| f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 | | | | 1,089,644. |
| 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 | | | (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 | (a) 2013 | (b) 2012 | (c) 2011 | (d) 2010 | |
| 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<br>a "Assets" alternative test - enter<br>(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<br>(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* | | | | |
| THE ISAAC TUTTLE FUND<br>. NEW YORK NY | NONE | PF | GENERAL | 1,040,000. |
| **Total** ▶ **3a** | | | | 1,040,000. |
| **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 | 386,560. | |
| 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 | 636,104. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b EXCISE TAX REFUND | | | 14 | 15,773. | |
| c DEFERRED REVENUE | | | 14 | 8,657. | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 1,047,094. | |
| 13 **Total.** Add line 12, columns (b), (d), and (e) | | | | 13 | 1,047,094. |

(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 |
|---|---|---|---|
| | | | |
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| | | | |

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] | 11/01/2014 | ▶

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: CAROLYN J. SECHEL | Preparer's signature: Carolyn J. Sechel | Date: 11/01/2014 | Check ☐ if self-employed | PTIN: 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 |
|---|---|---|
| EXCISE TAX REFUND | | 15,773. |
| DEFERRED REVENUE | | 8,657. |
| | TOTALS | 24,430. |

FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FEDERAL TAX PAYMENT - PRIOR YE | 16,000. | |
| FOREIGN TAXES ON QUALIFIED FOR | 3,839. | 3,839. |
| FOREIGN TAXES ON NONQUALIFIED | 1,086. | 1,086. |
| TOTALS | 20,925. | 4,925. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | CHARITABLE PURPOSES |
|---|---|---|
| ATTORNEY GENERAL FEE | 750. | 750. |
| TOTALS | 750. | 750. |

FORM 990PF, PART VII-B, LN 5(c) EXPENDITURE RESPONSIBILITY STATEMENT

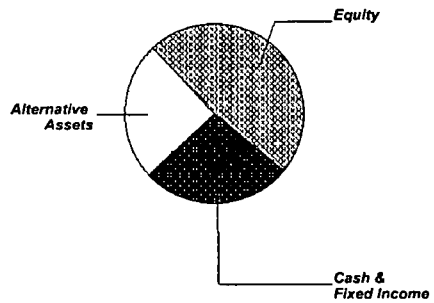
NAME:
THE ISAAC H. TUTTLE FUND
ADDRESS:
1155 PARK AVENUE
NEW YORK, NY 10128-1209
GRANT DATE: 12/24/2013
GRANT AMOUNT ..... 1,040,000.
GRANT PURPOSE:
GENERAL USE
AMOUNT EXPENDED BY GRANTEE ..... 1,039,996.
ANY DIVERSION BY GRANTEE:
TO THE KNOWLEDGE OF THE FOUNDATION AND BASED ON THE REPORT FURNISHED BY THE GRANTEE, NO PART HAS BEEN USED FOR OTHER THAN ITS INTENDED USE.
DATES OF REPORTS BY GRANTEE:
3/12/2014, 10/16/2014
RESULTS OF VERIFICATION:
PER REG. SEC 53.4945-5(c), THE GRANTOR UNDERTOOK NO VERIFICATION OF THE GRANT REPORT ABSENT REASON TO DOUBT ITS ACCURACY OR RELIABILITY.

# Account Summary

## PRINCIPAL

| Asset Allocation | Beginning Market Value | Ending Market Value | Change In Value | Estimated Annual Income | Current Allocation |
|---|---|---|---|---|---|
| Equity | 11,545,978 92 | 11,485,924 36 | (60,054 56) | 113,083 72 | 48% |
| Alternative Assets | 5,390,612 35 | 5,672,196 82 | 281,584 47 | 1,858 78 | 25% |
| Cash & Fixed Income | 6,535,073 14 | 6,488,593 81 | (46,479 33) | 178,569 79 | 27% |
| **Market Value** | **$23,471,664.41** | **$23,646,714.99** | **$175,050.58** | **$293,512.29** | **100%** |

**Asset Allocation**




## INCOME

| Cash Position | Beginning Market Value | Ending Market Value | Change In Value |
|---|---|---|---|
| Cash Balance | 24,803 22 | 40,481 33 | 15,678 11 |
| Accruals | 2,278 01 | 4,107 29 | 1,829 28 |
| **Market Value** | **$27,081.23** | **$44,588 62** | **$17,507.39** |

| | PRINCIPAL | | INCOME | |
|---|---|---|---|---|
| **Portfolio Activity** | Current Period Value | Year-to-Date Value | Current Period Value | Year-to-Date Value |
| **Beginning Market Value** | **23,471,664.41** | **21,940,082.66** | **24,803 22** | **18,821.81** |
| Additions | 15,773 00 | 15,773 00 | | |
| Withdrawals & Fees | | (858,501 45) | (98,754 16) | (362,999 60) |
| **Net Additions/Withdrawals** | **$15,773.00** | **($842,728.45)** | **($98,754.16)** | **($362,999.60)** |
| Income | 268 01 | 5,631 50 | 114,432 27 | 384,659 12 |
| Change In Investment Value | 159,009 57 | 2,543,729 28 | | |
| **Ending Market Value** | **$23,646,714.99** | **$23,646,714.99** | **$40,481 33** | **$40,481.33** |
| Accruals | -- | -- | 4,107 29 | 4,107 29 |
| **Market Value with Accruals** | **--** | **--** | **$44,588.62** | **$44,588 62** |

# Account Summary CONTINUED

| Tax Summary | Current Period Value | Year-to-Date Value |
|---|---|---|
| Domestic Dividends/Distributions | 114,387 61 | 384,327 82 |
| Interest Income | 44 66 | 331 30 |
| Original Issue Discount | 268 01 | 5,631 50 |
| **Taxable Income** | **$114,700.28** | **$390,290.62** |

| | Current Period Value | Year-to-Date Value |
|---|---|---|
| LT Capital Gain Distributions | 175,471 38 | 218,311 65 |
| ST Realized Gain/Loss | | (9,697 39) |
| LT Realized Gain/Loss | 36,000 00 | 427,490 37 |
| **Realized Gain/Loss** | **$211,471.38** | **$636,104.63** |

| | To-Date Value |
|---|---|
| **Unrealized Gain/Loss** | **$2,772,195.37** |

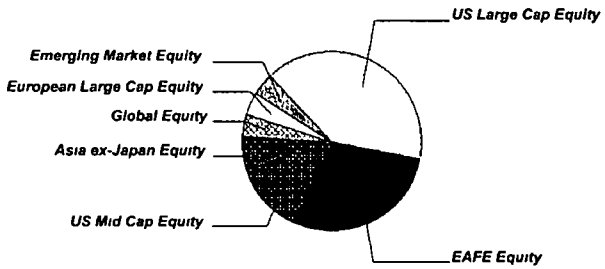
| Cost Summary | Cost |
|---|---|
| Equity | 8,798,601 77 |
| Cash & Fixed Income | 6,414,951 27 |
| **Total** | **$15,213,553.04** |

# Equity Summary

| Asset Categories | Beginning Market Value | Ending Market Value | Change In Value | Current Allocation |
|---|---|---|---|---|
| US Large Cap Equity | 4,523,275 29 | 4,495,181 02 | (28,094 27) | 19% |
| US Mid Cap Equity | 1,513,540 63 | 1,474,904 19 | (38,636 44) | 6% |
| EAFE Equity | 3,237,329 54 | 3,247,626 43 | 10,296 89 | 14% |
| European Large Cap Equity | 502,814 79 | 510,626 70 | 7,811 91 | 2% |
| Asia ex-Japan Equity | 764,743 58 | 751,797 13 | (12,946 45) | 3% |
| Emerging Market Equity | 498,666 73 | 497,328 82 | (1,337 91) | 2% |
| Global Equity | 505,608 36 | 508,460.07 | 2,851 71 | 2% |
| **Total Value** | **$11,545,978.92** | **$11,485,924.36** | **($60,054.56)** | **48%** |

| Market Value/Cost | Current Period Value |
|---|---|
| Market Value | 11,485,924 36 |
| Tax Cost | 8,798,601 77 |
| Unrealized Gain/Loss | 2,687,322 59 |
| Estimated Annual Income | 113,083.72 |
| Accrued Dividends | 1,621 72 |
| Yield | 0 98% |

**Asset Categories**




Equity as a percentage of your portfolio - 48 %

# Equity Detail

| | Price | Quantity | Value | Adjusted Tax Cost / Original Cost | Unrealized Gain/Loss | Est Annual Inc / Accrued Div | Yield |
|---|---|---|---|---|---|---|---|
| **US Large Cap Equity** | | | | | | | |
| **BARC REN SPX 3/5/14**<br>2XLEV- 8 1%CAP- 16 2%MAXPYMT<br>INITIAL LEVEL-02/15/13 SPX.1519 79<br>06741T-PC-5 | 115 81 | 225,000 000 | 260,572 50 | 222,750 00 | 37,822 50 | | |
| **BBH CORE SELECT FUND-N**<br>05528X-60-4 BBTE X | 21 40 | 54,011 371 | 1,155,843 34 | 855,000 00 | 300,843 34 | | |
| **JPM EQUITY INCOME FD - SEL**<br>FUND 3128<br>4812C0-49-8 HLIE X | 13 05 | 37,688 201 | 491,831 02 | 380,650 83 | 111,180 19 | 10,552 69<br>1,621 72 | 2 15% |
| **JPM LARGE CAP GROWTH FD - SEL**<br>FUND 3118<br>4812C0-53-0 SEEG X | 31 78 | 15,947 707 | 506,818 13 | 346,224 72 | 160,593 41 | 3,891 24 | 0 77% |
| **JPM US LARGE CAP CORE PLUS FD - SEL**<br>FUND 1002<br>4812A2-38-9 JLPS X | 27 74 | 25,366 628 | 703,670 26 | 335,346 82 | 368,323 44 | 10,831 55 | 1 54% |
| **NEUBERGER BER MU/C OPP-INS**<br>64122Q-30-9 NMUL X | 15 35 | 72,855 099 | 1,118,325 77 | 869,595 95 | 248,729 82 | 7,868 35 | 0 70% |
| **SG CONT BUFF EQ SPX 01/23/14**<br>80% CONTIN BARRIER- 2 8%CPN<br>15% CAP<br>INITIAL LEVEL-01/04/13 SPX 1466 47<br>78423E-FH-2 | 114 72 | 225,000 000 | 258,120 00 | 222,750 00 | 35,370 00 | | |
| **Total US Large Cap Equity** | | | **$4,495,181.02** | **$3,232,318.32** | **$1,262,862.70** | **$33,143.83**<br>**$1,621.72** | **0.74%** |

| | Price | Quantity | Value | Adjusted Tax Cost / Original Cost | Unrealized Gain/Loss | Est Annual Inc / Accrued Div | Yield |
|---|---|---|---|---|---|---|---|
| **US Mid Cap Equity** | | | | | | | |
| **JPM MID CAP VALUE FD - INSTL**<br>FUND 758<br>339128-10-0 FLMV X | 35 12 | 41,996 133 | 1,474,904 19 | 1,084,743 20 | 390,160 99 | 20,284 13 | 1 38% |
| **EAFE Equity** | | | | | | | |
| **ARTISAN INTL VALUE FUND-INV**<br>04314H-88-1 ARTK X | 36 77 | 23,204 567 | 853,231 93 | 590,000 00 | 263,231 93 | 21,417.81 | 2.51% |
| **DB REN MXEA 08/06/14**<br>2 XLEV- 11 15%CAP- 22 30%MAXPYMT<br>INITIAL LEVEL-07/19/13 MXEA 1733 470<br>25152R-DW-0 | 108 15 | 245,000 000 | 264,962 60 | 242,550 00 | 22,412 60 | | |
| **DODGE & COX INTL STOCK FUND**<br>256206-10-3 DODF X | 43 04 | 21,334 147 | 918,221 69 | 694,556 76 | 223,664 93 | 14,827 23 | 1 61% |
| **GS BREN MXEA 3/5/14**<br>10%BUFFER-1.5XLEV- 7.55%CAP<br>11 325%MAXPYMT<br>INITIAL LEVEL-02/15/13 MXEA 1663 46<br>38141G-NY-6 | 110 50 | 225,000 000 | 248,613.75 | 222,750 00 | 25,863 75 | | |
| **HSBC REN MXEA 10/16/14**<br>2 XLEV- 10%CAP- 20%MAXPYMT<br>INITIAL LEVEL-09/27/13 MXEA 1835 850<br>40432X-LA-7 | 103 65 | 250,000 000 | 259,125 00 | 247,500 00 | 11,625 00 | | |
| **OAKMARK INTERNATIONAL FD-I**<br>413838-20-2 OAKI X | 26 32 | 26,727 639 | 703,471 46 | 694,822 18 | 8,649 28 | 11,653 25 | 1 66% |
| **Total EAFE Equity** | | | **$3,247,626.43** | **$2,692,178.94** | **$555,447.49** | **$47,898.29** | **1.47%** |

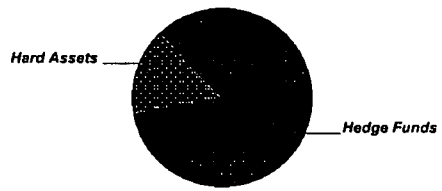
| | Price | Quantity | Value | Adjusted Tax Cost / Original Cost | Unrealized Gain/Loss | Est Annual Inc / Accrued Div | Yield |
|---|---|---|---|---|---|---|---|
| **European Large Cap Equity** | | | | | | | |
| **DB MARKET PLUS SX5E 03/19/14**<br>80% CONTIN BARRIER- 7 6%CPN<br>,UNCAPPED<br>INITIAL LEVEL-09/14/12 SX5E 2594 56<br>2515A1-LR-0 | 120 09 | 225,000.000 | 270,193 50 | 222,187 50 | 48,006 00 | | |
| **VANGUARD FTSE EUROPE ETF**<br>922042-87-4 VGK | 58 80 | 4,089 000 | 240,433 20 | 233,527 29 | 6,905 91 | 6,660 98 | 2 77% |
| **Total European Large Cap Equity** | | | **$510,626.70** | **$455,714 79** | **$54,911.91** | **$6,660.98** | **1.30%** |
| **Asia ex-Japan Equity** | | | | | | | |
| **MATTHEWS PACIFIC TIGER FD-IS**<br>577130-83-4 MIPT X | 24 97 | 30,108 015 | 751,797 13 | 434,646 52 | 317,150 61 | | |
| **Emerging Market Equity** | | | | | | | |
| **JPM CHINA REGION FD - SEL**<br>FUND 3810<br>4812A3-52-8 JCHS X | 21 24 | 9,041 096 | 192,032 88 | 165,000 00 | 27,032 88 | 3,001 64 | 1 56% |
| **OPPENHEIMER DEVELOPING MKT-Y**<br>683974-50-5 ODVY X | 37 56 | 8,128 220 | 305,295 94 | 284,000 00 | 21,295 94 | 1,324 89 | 0 43% |
| **Total Emerging Market Equity** | | | **$497,328.82** | **$449,000.00** | **$48,328.82** | **$4,326.53** | **0.87%** |

| | Price | Quantity | Value | Adjusted Tax Cost / Original Cost | Unrealized Gain/Loss | Est Annual Inc / Accrued Div | Yield |
|---|---|---|---|---|---|---|---|
| **Global Equity** | | | | | | | |
| **JPM GLOBAL RES ENH INDEX FD - SEL**<br>FUND 3457<br>46637K-51-3 JEIT X | 17 83 | 28,517 110 | 508,460 07 | 450,000 00 | 58,460 07 | 769 96 | 0 15% |

# Alternative Assets Summary

| Asset Categories | Beginning Estimated Value | Ending Estimated Value | Change In Value | Current Allocation |
|---|---|---|---|---|
| Hedge Funds | 4,663,981 80 | 4,731,561 98 | 67,580 18 | 21% |
| Hard Assets | 726,630 55 | 940,634 84 | 214,004 29 | 4% |
| **Total Value** | **$5,390,612.35** | **$5,672,196.82** | **$281,584.47** | **25%** |

**Asset Categories**




Alternative Assets as a percentage of your portfolio - 25 %

# Alternative Assets Detail

| | Price | Quantity | Estimated Value | Cost |
|---|---|---|---|---|
| **Hedge Funds** | | | | |
| **ATLAS GLOBAL INVESTMENTS, LTD.**<br>CLASS D - NEW ISSUES INELIGIBLE<br>NON-SELF DEALING FIDUCIARY<br>INVESTORS - LEAD SERIES<br>N/O Client<br>149913-92-3 | 1,858 90<br>11/29/13 | 351 400 | 653,218 10 | 500,000 00 |

| | Price | Quantity | Estimated Value | Cost |
|---|---|---|---|---|
| **Hedge Funds** | | | | |
| **AVENUE INTERNATIONAL, LTD - NEW** ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS - LEAD SERIES N/O Client 053592-92-9 | 13,826 71 11/29/13 | 45 428 | 628,119 85 | 500,000 00 |
| **BLUEBAY EMERGING MARKET ENHANCED** OPPORTUNITY FUND LTD VOTING CLASS A $US - NON SELF-DEALING FIDUCIARY INVESTORS N/O Client HFBBMA-AF-3 | 103 88 11/29/13 | 4,952 380 | 514,453 23 | 500,000 00 |
| **BRAHMAN PARTNERS II OFFSHORE, LTD.** CLASS H - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS - LEAD SERIES N/O Client 54321A-93-2 | 1,240 76 11/29/13 | 512 160 | 635,467 64 | 500,000 00 |
| **OCH-ZIFF OZOFII PRIVATE INVESTORS** OFFSHORE LTD CLASS G PRIME - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS N/O Client 986903-92-0 | 161 10 11/29/13 | 4,232 791 | 681,915 12 | 500,000 00 |
| **SOUTHPAW CREDIT OPPORTUNITY FUND** (FTE) LTD CLASS C - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS - LEAD SERIES N/O Client 764650-92-5 | 148 90 11/29/13 | 3,803 376 | 566,308 99 | 500,000 00 |

| | Price | Quantity | Estimated Value | Cost |
|---|---|---|---|---|
| **Hedge Funds** | | | | |
| **STANDARD PACIFIC CAPITAL OFFSHORE** FUND, LTD CLASS A SERIES D NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS N/O Client 853800-95-1 | 110 20 11/29/13 | 4,743 113 | 522,705 28 | 500,000 00 |
| **WINTON FUTURES FUND LTD. -** (NON-SELF DEALING FIDUCIARY INVESTOR)-LEAD SERIES CLASS B N/O Client 976491-91-0 | 894 56 11/29/13 | 591 770 | 529,373 77 | 500,000 00 |
| **Total Hedge Funds** | | | **$4,731,561.98** | **$4,000,000.00** |

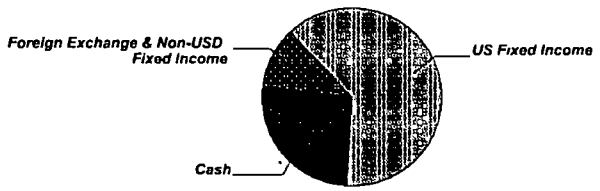
| | Price | Quantity | Estimated Value | Cost | Est Annual Income / Accrued Income |
|---|---|---|---|---|---|
| **Hard Assets** | | | | | |
| **BARC BEN BRENT 09/29/14** LNKD TO CO1 85% BARRIER- 5 47%CPN 15%CAP INITIAL LEVEL-09/13/13 ·112.63 06741T-K8-9 | 101 65 | 125,000 000 | 127,062 50 | 123,750 00 | |

| | Price | Quantity | Estimated Value | Cost | Est Annual Income / Accrued Income |
|---|---|---|---|---|---|
| **Hard Assets** | | | | | |
| **BARC CBEN BROAD COMMODITY 06/12/14**<br>LKD TO CO1, C1, LOCADY & PLDMLNPM<br>75% BARRIER, 5 00% CPN, 11 00% CAP<br>12/07/12, CO1 107 02 C1 732 75<br>LOCADY 7965.5 PLDMLNPM 698<br>06741T-LH-8 | 102 33 | 225,000 000 | 230,242 50 | 222,187 50 | |
| **PIMCO COMMODITYPL STRAT-P**<br>72201P-16-7 PCLP X | 10 67 | 54,670 088 | 583,329 84 | 583,467 10 | 1,858.78 |
| **Total Hard Assets** | | | **$940,634.84** | **$929,404.60** | **$1,858.78** |

# Cash & Fixed Income Summary

| Asset Categories | Beginning Market Value | Ending Market Value | Change In Value | Current Allocation |
|---|---|---|---|---|
| Cash | 1,780,779 70 | 1,767,711 03 | (13,068 67) | 7% |
| US Fixed Income | 4,022,084 59 | 3,985,720 15 | (36,364 44) | 17% |
| Foreign Exchange & Non-USD Fixed Income | 732,208 85 | 735,162 63 | 2,953 78 | 3% |
| **Total Value** | **$6,535,073.14** | **$6,488,593.81** | **($46,479.33)** | **27%** |

**Asset Categories**




| Market Value/Cost | Current Period Value |
|---|---|
| Market Value | 6,488,593 81 |
| Tax Cost | 6,414,951 27 |
| Unrealized Gain/Loss | 73,642 54 |
| Estimated Annual Income | 178,569 79 |
| Accrued Interest | 2,485 57 |
| Yield | 2 75% |

Cash & Fixed Income as a percentage of your portfolio - 27 %

## SUMMARY BY MATURITY

| Cash & Fixed Income | Market Value | % of Bond Portfolio |
|---|---|---|
| 0-6 months[1] | 6,488,593.81 | 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 | 1,767,711 03 | 27% |
| Mutual Funds | 4,554,440.28 | 71% |
| Other | 166,442 50 | 2% |
| **Total Value** | **$6,488,593.81** | **100%** |

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

# Cash & Fixed Income Detail

| | Price | Quantity | Value | Adjusted Tax Cost / Original Cost | Unrealized Gain/Loss | Est Annual Income / Accrued Interest | Yield |
|---|---|---|---|---|---|---|---|
| **Cash** | | | | | | | |
| **US DOLLAR PRINCIPAL** | 1.00 | 1,767,711 03 | 1,767,711 03 | 1,767,711 03 | | 530 31<br>45 59 | 0 03% [1] |
| **US Fixed Income** | | | | | | | |
| **PAYDEN HIGH INCOME FUND**<br>704329-57-2 | 7 05 | 95,812 79 | 675,480 19 | 602,930 75 | 72,549 44 | 39,858 12 | 5 90% |
| **DOUBLELINE TOTAL RET BD-I**<br>258620-10-3 | 10 78 | 99,195 71 | 1,069,329 75 | 1,110,000 00 | (40,670 25) | 55,252 01 | 5 17% |
| **EATON VANCE FLOATING RATE-I**<br>277911-49-1 | 9 19 | 91,463 88 | 840,553 09 | 794,547 95 | 46,005 14 | 32,835 53 | 3 91% |
| **JPM STRAT INCOME OPPORT FD - SEL**<br>FUND 3844<br>4812A4-35-1 | 11 89 | 54,608 49 | 649,294 96 | 626,905 47 | 22,389 49 | 17,529 32<br>1,474 43 | 2 70% |
| **JPM SHORT DURATION BOND FD - SEL**<br>FUND 3133<br>4812C1-33-0 | 10 89 | 68,968 06 | 751,062 16 | 733,130 47 | 17,931 69 | 10,276 24<br>965 55 | 1 37% |
| **Total US Fixed Income** | | | **$3,985,720.15** | **$3,867,514.64** | **$118,205 51** | **$155,751.22**<br>**$2,439.98** | **3 91%** |

| | Price | Quantity | Value | Adjusted Tax Cost / Original Cost | Unrealized Gain/Loss | Est Annual Income / Accrued Interest | Yield |
|---|---|---|---|---|---|---|---|
| **Foreign Exchange & Non-USD Fixed Income** | | | | | | | |
| **TEMPLETON GLOBAL BOND FD-AD**<br>880208-40-0 | 13 09 | 43,446 92 | 568,720 13 | 602,174 26 | (33,454 13) | 22,288 26 | 3 92% |
| O **BARC 95% PPN FX BASKET 4/4/14**<br>LNKED TO CNY IDR MXN & RUB VS USD<br>5% MAX LOSS, UNCAPPED<br>03/30/2012<br>06738K-2H-3 | 95 11 | 175,000 00 | 166,442 50 | 177,551 34<br>172,375 00 | (11,108 84) | | |
| **Total Foreign Exchange & Non-USD Fixed Income** | | | **$735,162.63** | **$779,725.60**<br>**$774,549.26** | **($44,562.97)** | **$22,288.26** | **3.03%** |