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For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

A Employer identification number

13-7224702

B Telephone number (see instructions)

866-888-5157

10 S DEARBORN IL1-0117

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60603

G Check all that apply:

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

H Check type of organization Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 157,293. J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ►
 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	3,499.	3,123.	REC	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	81,764.			
b Gross sales price for all assets on line 6a	210,237.			
7 Capital gain net income (from Part IV, line 2)		81,764.	OGD	
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances	1,404.			STMT 1
b Less Cost of goods sold	86,667.	84,887.		
c Gross profit or (loss) (attach schedule)	1,575.	1,181.		394.
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,203.	53.		
13 Compensation of officers, directors, trustees, etc.				
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)	3,778.	1,234.	NONE	394.
19 Depreciation (attach schedule) and depletion	166,000.			166,000.
20 Occupancy	169,778.	1,234.	NONE	166,394.
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses.				
Add lines 13 through 23	3,778.	1,234.	NONE	394.
25 Contributions, gifts, grants paid	166,000.			
26 Total expenses and disbursements Add lines 24 and 25	169,778.	1,234.	NONE	166,394.
27 Subtract line 26 from line 12	-83,111.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		83,653.		
c Adjusted net income (if negative, enter -0-)				

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			3,793.	3,793.
	2 Savings and temporary cash investments		14,838.	8,208.	8,208.
	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)		69,429.	68,007.	89,232.
	c Investments - corporate bonds (attach schedule)		53,773.	55,523.	56,060.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)				
	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)		138,040.	135,531.	157,293.
	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	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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, . . . ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		138,040.	135,531.	
	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)		138,040.	135,531.	
	31 Total liabilities and net assets/fund balances (see instructions)		138,040.	135,531.	

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	138,040.
2 Enter amount from Part I, line 27a	2	-83,111.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 3	3	80,602.
4 Add lines 1, 2, and 3	4	135,531.
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	135,531.

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 210,237.		128,473.	81,764.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			81,764.		
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	81,764.	
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	110,007.	200,674.	0.548188
2011	110,161.	139,551.	0.789396
2010	91,414.	195,133.	0.468470
2009	97,533.	264,079.	0.369333
2008	217,996.	437,920.	0.497799
2 Total of line 1, column (d)			2 2,673186
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 0.534637
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 178,013.
5 Multiply line 4 by line 3			5 95,172.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 837.
7 Add lines 5 and 6			7 96,009.
8 Enter qualifying distributions from Part XII, line 4			8 166,394.
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 ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	837.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-	2		
3 Add lines 1 and 2	3	837.	
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	837.	
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	516.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	2,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	2,516.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,679.	Refunded
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ►	11		

Part VII-A Statements Regarding Activities

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?	Yes	No
1a	X	
1b	X	
1c	X	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
If "Yes," attach a detailed description of the activities.		
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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	X	
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:		
● By language in the governing instrument, or		
● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
Al		
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.	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.	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.	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

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► N/A

14 The books are in care of ► JP MORGAN CHASE BANK N.A. Telephone no ► (866) 888-5157
Located at ► 10 SOUTH DEARBORN ST ILL-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 ► 15
and enter the amount of tax-exempt interest received or accrued during the year.

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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►

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

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

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 X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X 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 X 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 X 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)?

Organizations relying on a current notice regarding disaster assistance check here ► 1b X

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?

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 X 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)

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 X 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)

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

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?

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes" to 6b, file Form 8870.					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 SOUTH DEARBORN STREET, CHICAGO, IL 60603	TRUSTEE 40	1,575.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ► **NONE**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services ►		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE

Total. Add lines 1 through 3 ►

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	170,156.
b Average of monthly cash balances	1b	10,568.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	180,724.
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	180,724.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,711.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	178,013.
6 Minimum investment return. Enter 5% of line 5	6	8,901.

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	8,901.
2a Tax on investment income for 2013 from Part VI, line 5	2a	837.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	837.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	8,064.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	8,064.
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	8,064.

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	166,394.
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	166,394.
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	837.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	165,557.

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				8,064.
2 Undistributed income, if any, as of the end of 2013:			NONE	
a Enter amount for 2012 only			NONE	
b Total for prior years 20 11 ,20 ,20				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	196,304.			
b From 2009	84,407.			
c From 2010	81,675.			
d From 2011	103,583.			
e From 2012	101,005.			
f Total of lines 3a through e	566,974.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 166,394.				
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				8,064.
e Remaining amount distributed out of corpus	158,330.			
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	725,304.			
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				NONE
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)	196,304.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	529,000.			
10 Analysis of line 9:				
a Excess from 2009	84,407.			
b Excess from 2010	81,675.			
c Excess from 2011	103,583.			
d Excess from 2012	101,005.			
e Excess from 2013	158,330.			

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

a 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
	(a) 2013	(b) 2012	(c) 2011	
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.

NONE

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

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

a The name, address, and telephone number or e-mail 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				
ST PHILIPS ACADEMY 342 CENTER AVENUE NEWARK NJ 07103	N/A	P	GENERAL	25,000.
THE IMMIGRANT LEARNING CENTER 442 MAIN STREET MALDEN MA 02148	N/A	P	GENERAL	10,000.
WOUNDED WARRIOR PROJECT 370 7TH AVENUE NEW YORK NY 10001	N/A	P	GENERAL	10,000.
THE SCHOLARSHIP FUND FOR INNER-CITY CHILDREN 171 CLIFTON AVENUE NEWARK NJ 07104-0500	N/A	P	GENERAL	15,000.
ST FRANCIS XAVIER SCHOOL 594 NORTH 7TH ST NEWARK NJ 07107	N/A	P	GENERAL	41,000.
CHARITABLE GRANT FROM FRANCIS P HINDELONG MEM 270 PARK AVE. 16TH FLOOR New York NY 10017-2	N/A	P	GENERAL	50,000.
EDUCATION FOUNDATION OF LITTLE SILVER P.O. BOX 275 LITTLE SILVER NJ 07739	N/A	P	GENERAL	15,000.
Total			► 3a	166,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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****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****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
 c FEDERAL TAX REFUND
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)**13 Total. Add line 12, columns (b), (d), and (e)**

(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**

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?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets	1b(1)	X
b	Other transactions:	1b(2)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(3)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(4)	X
	(3) Rental of facilities, equipment, or other assets	1b(5)	X
	(4) Reimbursement arrangements	1b(6)	X
	(5) Loans or loan guarantees	1c	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
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.		

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

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

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

**Sign
Here**


Signature of officer or trustee

| 10/30/2014

Date

Title

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

Paid Preparer Use Only	Print/Type preparer's name CAROLYN J. SECHEL	Preparer's signature <i>Carolyn J. Sechel</i>	Date 10/30/2014	Check <input type="checkbox"/> 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

DEFERRED/ ACC INCOME
FEDERAL TAX REFUNDREVENUE
AND
EXPENSES
PER BOOKS

TOTALS

-36.
1,440.-----
1,404.

=====

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	2,150.	
FOREIGN TAXES ON QUALIFIED FOR	40.	40.
FOREIGN TAXES ON NONQUALIFIED	13.	13.
TOTALS	2,203.	53.

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	80,599.
ROUNDING	3.
TOTAL	80,602.

STATEMENT 3

990 TAX RETURN FOR FRANCIS P HINDELONG MEMORIAL TRUST P56910006
P56910006



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FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/13 to 12/31/13

Account Summary

PRINCIPAL

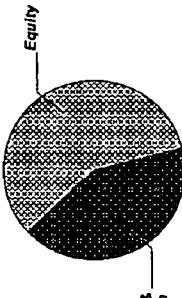
Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	89,193.61	89,231.65	38.04	1,386.54	58%
Cash & Fixed Income	63,416.66	64,267.75	851.09	1,602.83	42%
Market Value	\$152,610.27	\$153,499.40	\$889.13	\$2,989.37	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	3,001.49	3,792.88	791.39
Accruals	39.60	77.63	38.03
Market Value	\$3,041.09	\$3,870.51	\$829.42

INCOME

Portfolio Activity	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	152,610.27	143,475.29	3,001.49	2,652.65
Additions				1,440.00
Withdrawals & Fees		(166,000.00)		(3,725.04)
Securities Transferred In		161,320.00		—
Net Additions/Withdrawals	\$0.00	(\$4,680.00)	\$0.00	(\$2,285.04)
Income			791.39	3,425.27
Change In Investment Value	889.13	14,704.11		
Ending Market Value	\$153,499.40	\$153,499.40	\$3,792.88	\$3,792.88
Accruals	—	—	77.63	77.63
Market Value with Accruals	—	—	\$3,870.51	\$3,870.51





FRANCIS P HINDE LONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/13 to 12/31/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value	Year-to-Date Value
Domestic Dividends/Distributions	778.20	3,038.96	1,567.95
Interest Income	0.30	3.73	401.37
Taxable Income	\$778.50	\$3,042.69	79,752.98
Tax-Exempt Income	12.89	382.58	\$81,752.30
Tax-Exempt Income	\$12.89	\$382.58	
			To-Date Value
			\$21,762.11
Cost Summary	Cost		
Equity	68,006.60		
Cash & Fixed Income		63,730.69	
Total		\$131,737.29	



FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/13 to 12/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change in Value	Current Allocation
US Large Cap Equity	34,225.52	33,962.07	(263.45)	22%
US Mid Cap Equity	11,999.88	12,298.36	298.48	8%
EAFE Equity	27,159.34	27,283.70	124.36	18%
European Large Cap Equity	3,040.08	3,116.40	76.32	2%
Asia ex-Japan Equity	5,878.32	5,693.35	(184.97)	4%
Emerging Market Equity	3,419.75	3,367.48	(32.27)	2%
Global Equity	3,470.72	3,490.29	19.57	2%
Total Value	\$89,193.61	\$89,231.65	\$38.04	58%

Market Value/Cost

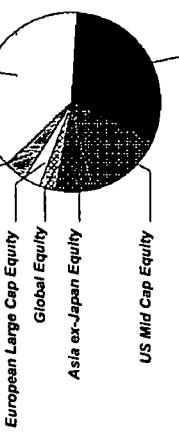
	Current Period Value
Market Value	89,231.65
Tax Cost	68,006.60
Unrealized Gain/Loss	21,225.05
Estimated Annual Income	1,386.54
Accrued Dividends	11.64
Yield	1.55%

Equity as a percentage of your portfolio - 58 %

US Large Cap Equity

US Mid Cap Equity

EAFE Equity





FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/13 to 12/31/13

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
HARTFORD CAPITAL APPREC-1 416649-30-9 ITIH X	46.69	114 637	5,352.40	3,668.38	1,684.02	25.10	0.47%
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIIE X	13.05	270 603	3,531.37	2,592.38	938.99	75.76	2.15%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31.78	117 951	3,748.48	2,618.51	1,129.97	28.78	0.77%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27.74	212 388	5,891.64	3,724.12	2,167.52	90.68	1.54%
PRIMECAP ODYSSEY STOCK FUND 74160Q-30-1 POSK X	21.16	255 694	5,410.49	3,653.87	1,756.62	61.87	1.14%
SIT DIVIDEND GROWTH FUND-1 82980D-70-7 SDVG X	17.66	191 328	3,378.85	2,537.01	841.84	48.02	1.42%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	36 000	6,648.84	5,317.56	1,331.28	120.63	1.81%
Total US Large Cap Equity			\$33,962.07	\$24,111.83	\$9,850.24	\$450.84	1.33%
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	149.98	82 000	12,298.36	8,714.52	3,583.84	161.62	1.31%

J.P. Morgan

J.P. Morgan

FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36.77	253.864	9,334.58	6,535.64	2,798.94	234.31	2.51%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	89.000	5,971.46	5,166.89	804.57	151.56	2.54%
MFS INTL VALUE-I 55273E-82-2 MINI X	35.18	340.468	11,977.66	9,103.14	2,874.52	225.04	1.88%
Total EAFE Equity			\$27,283.70	\$20,805.67	\$6,478.03	\$610.91	2.24%
 European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	53.000	3,116.40	2,737.70	378.70	86.33	2.77%
 Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-1S 577130-83-4 MIPT X	24.97	112.913	2,819.44	2,377.95	441.49		
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.01	179.507	2,873.91	2,780.56	93.35	26.92	0.94%
Total Asia ex-Japan Equity			\$5,693.35	\$5,158.51	\$534.84	\$26.92	0.47%

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FRANCIS P HINDELONG MEMORIAL TRUST ACCT. P56910006
For the Period 12/1/13 to 12/31/13

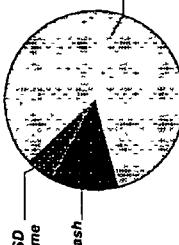
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	75,216	1,597.59	1,478.00	119.59	24.97	1.56 %
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	9.55	187,423	1,789.89	1,831.12	(41.23)	19.67	1.10 %
Total Emerging Market Equity			\$3,387.48	\$3,309.12	\$78.36	\$44.64	1.32 %
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.83	195.754	3,490.29	3,169.25	321.04	5.28	0.15 %



FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change in Value	Current Allocation	Asset Categories
Cash	7,108.32	8,207.59	1,099.27	5%	
US Fixed Income	53,080.57	52,823.64	(256.93)	35%	
Foreign Exchange & Non-USD Fixed Income	3,227.77	3,236.52	8.75	2%	
Total Value	\$63,416.66	\$64,267.75	\$81.09	42%	<i>Foreign Exchange & Non-USD Fixed Income</i>
<hr/>					
Market Value/Cost	Current Period Value				
Market Value	64,267.75				
Tax Cost	63,730.69				
Unrealized Gain/Loss	537.06				
Estimated Annual Income	1,602.83				
Accrued Interest	65.99				
Yield	2.49%.				



Cash & Fixed Income as a percentage of your portfolio - 42 %

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio	Market Value	% of Bond Portfolio
0-6 months ¹	64,267.75	100%	8,207.59	12%
			51,559.99	81%
			4,500.17	7%
Total Value			\$64,267.75	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



FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/13 to 12/31/13

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	8,207.59	8,207.59	8,207.59		2.46 0.31	0.03% ¹
US Fixed Income							
DODGE & COX INCOME FUND 256210-10-5	13.53	468.88	6,344.00	6,297.11	46.89	194.58	3.07%
DOUBLELINE TOTAL RET BD-I 258620-10-3	10.73	616.69	6,647.93	6,882.27	(234.34)	343.49	5.17%
EATON VANCE FLOATING RATE-I 277911-49-1	9.19	494.68	4,546.10	4,392.74	153.36	177.58	3.91%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	451.57	5,369.19	5,194.15	175.04	144.95 12.19	2.70%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11.47	211.68	2,428.00	2,434.35	(6.35)	78.11 6.77	3.22%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	1,212.32	13,202.14	13,049.97	152.17	180.63 16.97	1.37%

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FRANCIS P HINDELONG MEMORIAL TRUST ACCT P56910006
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-29-0	10.31	512.49	5,283.75	5,165.88	117.87	37.41	0.71%
JPM TAX AWARE R/R FD - INSTL FUND 993 4812A2-53-8	9.96	451.82	4,500.17	4,691.58	(191.41)	151.36	3.36%
BLACKROCK HIGH YIELD BOND 091929-63-8	8.21	548.40	4,502.36	4,142.75	359.61	274.19	6.09%
Total US Fixed Income			\$52,823.64	\$52,250.80	\$572.84	\$1,582.30	3.00%
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCE FD - SEL FUND 3831 4812A3-29-6	11.10	291.58	3,236.52	3,272.30	(35.78)	18.07	0.56%