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: LAURA HARE CHARITABLE TRUST 000004547014	A Employer identification number: 20-6955819
Number and street (or P O box number if mail is not delivered to street address): 111 WEST MONROE STREET TAX DIV 10C — Room/suite	B Telephone number (see instructions): 312-461-5154
City or town, state 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: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 7,792,463.

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

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

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

		(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	185,250.	185,569.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	526,521.			
	b Gross sales price for all assets on line 6a 2,674,394.				
	7 Capital gain net income (from Part IV, line 2)		526,521.		
	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)				
	12 **Total** Add lines 1 through 11	711,771.	712,090.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	51,310.	25,655.		25,655.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)	5,785.	NONE	NONE	5,785.
	b Accounting fees (attach schedule) STMT 1	800.	400.	NONE	400.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	10,080.	3,572.		
	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	288.	288.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	68,263.	29,915.	NONE	31,840.
	25 Contributions, gifts, grants paid	367,460.			367,460.
	26 **Total expenses and disbursements** Add lines 24 and 25	435,723.	29,915.	NONE	399,300.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	276,048.			
	b **Net investment income** (if negative, enter -0-)		682,175.		
	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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less· allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ 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)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	5,583,100.	5,853,219.	7,792,463.
	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)	5,583,100.	5,853,219.	7,792,463.
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, ▶ [X] check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,583,100.	5,853,219.	
	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)	5,583,100.	5,853,219.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	5,583,100.	5,853,219.	

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	5,583,100.
2 Enter amount from Part I, line 27a	2	276,048.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	5,859,148.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	5,929.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,853,219.

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	2,674,394.		2,147,873.	526,521.
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				526,521.
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** 526,521.

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	439,573.	6,624,002.	0.066361
2011	298,157.	6,547,952.	0.045534
2010	372,568.	6,198,197.	0.060109
2009	312,115.	5,658,477.	0.055159
2008	300,633.	7,072,492.	0.042507

2	**Total** of line 1, column (d)	2	0.269670
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	0.053934
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,046,225.
5	Multiply line 4 by line 3	5	380,031.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,822.
7	Add lines 5 and 6	7	386,853.
8	Enter qualifying distributions from Part XII, line 4	8	399,300.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	6,822.
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	6,822.
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	6,822.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 5,272.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,272.
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	1,550.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ NONE **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) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 5 Telephone no ▶

Located at ▶ ZIP+4 ▶

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ , , ,			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
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**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BMO HARRIS BANK NA 3929 RIVER CROSSING PKWY, SUITE 200, INDIANAPOLIS, IN	TRUSTEE 1	48,860.	-0-	-0-
LENORE TEDESCO 39 ACORN LANE, CAPE MAY COURT HOUSE, NJ 08210	SELECTION COMMIT 1	350.	-0-	-0-
HELGA BEHROOZI 4465 CLAIRBORNE WAY, INDIANAPOLIS, IN 46228	SELECTION COMMIT 1	1,050.	-0-	-0-
VALITA M FREDLAND 4360 COLD SPRING RD, INDIANAPOLIS, IN 46228	SELECTION COMMIT 1	1,050.	-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	7,153,528.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,153,528.
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	7,153,528.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	107,303.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,046,225.
6	**Minimum investment return.** Enter 5% of line 5	6	352,311.

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	352,311.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,822.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,822.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	345,489.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	345,489.
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	345,489.

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	399,300.
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	399,300.
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	6,822.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	392,478.

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

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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				345,489.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			NONE	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 . . . . . . NONE				
b	From 2009 . . . . . . NONE				
c	From 2010 . . . . . . 20,929.				
d	From 2011 . . . . . . NONE				
e	From 2012 . . . . . . 118,917.				
f	**Total** of lines 3a through e	139,846.			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 399,300.				
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				345,489.
e	Remaining amount distributed out of corpus	53,811.			
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	193,657.			
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)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	193,657.			
10	Analysis of line 9				
a	Excess from 2009 . . . NONE				
b	Excess from 2010 . . . 20,929.				
c	Excess from 2011 . . . NONE				
d	Excess from 2012 . . . 118,917.				
e	Excess from 2013 . . . 53,811.				

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
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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))

SEE ATTACHED DETAIL

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 ▶ ☐ 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:

SEE STATEMENT 6

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
WETLANDS INSTITUTE 1075 STONE HARBOR BLVD STONE HARBOR NJ 08247	NONE	PC	PROGRAM SUPPORT	150,000.
REDTAIL CONSERVANCY, INC 201 E. JACKSON ST MUNCIE IN 47308	NONE	PC	PROGRAM SUPPORT	40,960.
LITTLE RIVER WETLANDS PROJECT, INC 7209 ENGLE ROAD FORT WAYNE IN 46804	NONE	PC	PROGRAM SUPPORT	15,000.
CENTRAL INDIANA LAND TRUST 1500 NORTH DELAWARE ST INDIANAPOLIS IN 46202	NONE	PC	PROGRAM SUPPORT	40,500.
SYCAMORE LAND TRUST P.O. BOX 7801 BLOOMINGTON IN 47407-7801	NONE	PC	PROGRAM SUPPORT	77,000.
UPPER WHITE RIVER WATERSHED ALLIANC C/O CENTE 723 WEST MICHIGAN STREET INDIANAPOLIS IN 462	NONE	PC	PROGRAM SUPPORT	44,000.
Total . . . . ▶ 3a				367,460.
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	185,250.	
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	526,521.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				711,771.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 711,771.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date 05/05/2014 | 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: WESLEY HIRSCHBERG	Preparer's signature	Date 05/05/2014	Check ☐ if self-employed	PTIN P00162244
Firm's name ▶ ERNST & YOUNG U.S. LLP			Firm's EIN ▶ 34-6565596	
Firm's address ▶ 155 N. WACKER DRIVE CHICAGO, IL 60606			Phone no 312-879-2000	

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,605.	2,605.
FEDERAL TAX PAYMENT - PRIOR YE	1,236.	
FEDERAL ESTIMATES - PRINCIPAL	5,272.	
FOREIGN TAXES ON QUALIFIED FOR	530.	530.
FOREIGN TAXES ON NONQUALIFIED	437.	437.
TOTALS	10,080.	3,572.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	288.	288.
TOTALS	288.	288.

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

DESCRIPTION		AMOUNT
AMORTIZATION		4,517.
BOOK VALUE ADJUSTMENT		1,412.
	TOTAL	5,929.

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

NAME: BMO HARRIS BANK NA
ATTN: HECTOR AHUMADA
ADDRESS: 111 WEST MONROE STREET, 10C
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
BMO HARRIS BANK NA
ADDRESS:
3929 RIVER CROSSING PARKWAY, SUITE 200
INDIANAPOLIS, IN 46240
RECIPIENT'S PHONE NUMBER: 317-472-3570
FORM, INFORMATION AND MATERIALS:
NO STANDARDIZED FORM
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MAINTAINING ECOLOGICALLY SIGNIFICANT
UNDEVELOPED LAND FOR PURPOSES OF
PRESERVING IT IN ITS NATURAL STATE

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
CASH & SHORT-TERM						
BMO PRIME MONEY MARKET CL I # 090	109,508.080	1 0000	109,508.08	109,508 08	0.00	0.80
BMO PRIME MONEY MARKET CL I # 090 (INCOME INVESTMENT)	2,400 550	1 0000	2,400 55	2,400 55	0 00	0 07
TOTAL CASH & SHORT-TERM			**$111,908 63**	**$111,908 63**	**$0 00**	**$0 87**
FIXED INCOME/LOW VOLATILITY						
Corporate and other taxable						
AT&T INC DTD 02/01/2008 5 500% 02/01/2018 NON CALLABLE MOODYS A3 S&P. A-	100,000 000	112 5680	112,568 00	108,880 67	3,687 33	2,291 67
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE DTD 01/07/2011 4 625% 01/07/2021 NON CALLABLE MOODYS A1 S&P· AA+	100,000.000	109 0450	109,045 00	103,370 83	5,674.17	2,235 42
GOLDMAN SACHS GROUP INC DTD 01/10/2007 5 625% 01/15/2017 NON CALLABLE MOODYS. BAA2 S&P. BBB+	100,000.000	110 1940	110,194 00	104,345 41	5,848.59	2,593 75
HEWLETT-PACKARD CO DTD 12/02/2010 3 750% 12/01/2020 NON CALLABLE MOODYS. BAA1 S&P. BBB+	100,000 000	99 7820	99,782 00	98,396 00	1,386 00	312 50

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
MERRILL LYNCH & COMPANY MEDIUM TERM NOTE DTD 09/26/2003 5 300% 09/30/2015 MOODYS BAA2 S&P· A-		100,000.000	107 0730	107,073 00	104,015 72	3,057 28	1,339 72
International							
BP CAPITAL MARKETS PLC DTD 03/11/2011 4 742% 03/11/2021 NON CALLABLE MOODYS. A2 S&P. A		100,000 000	109 3860	109,386 00	109,267 43	118 57	1,448 94
Taxable funds							
HARTFORD FLOATING RATE FUND	HFLIX	40,000.000	9.0400	361,600.00	359,600 00	2,000.00	1,230.00
ISHARES IBOXX INV GRD CORP BOND ETF	LQD	1,000 000	114 1880	114,188 00	98,987 00	15,201 00	347 69
POWERSHARES PREFERRED PORTFOLIO	PGX	5,000 000	13 4400	67,200.00	74,743 00	-7,543 00	0 00
Total Corporate and other taxable				**$1,191,036 00**	**$1,161,606 06**	**$29,429.94**	**$11,789.69**
Alternatives-Low Volatility							
Opportunistic low volatility							
ISHARES IBOXX H/Y CORP BOND ETF	HYG	1,000 000	92 8800	92,880.00	86,929 90	5,950 10	467 27
Total Alternatives-Low Volatility				**$92,880 00**	**$86,929 90**	**$5,950 10**	**$467.27**
TOTAL FIXED INCOME/LOW VOLATILITY				**$1,283,916 00**	**$1,248,535 96**	**$35,380 04**	**$12,266.96**
EQUITY/HIGH VOLATILITY							
U S equity							
ABBVIE INC Health care	ABBV	1,000.000	52.8100	52,810.00	42,760 00	10,050 00	0.00

SC

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
ACCENTURE PLC CL A AMERICAN DEPOSITORY RECEIPT Information technology	ACN	800.000	82 2200	65,776.00	52,095.92	13,680.08	0.00
AFFILIATED MANAGERS GROUP INC Financials	AMG	400 000	216 8800	86,752.00	61,675.96	25,076.04	0 00
AFLAC INC Financials	AFL	700 000	66 8000	46,760 00	46,493 93	266 07	0 00
ALLERGAN INC Health care	AGN	500 000	111 0800	55,540.00	44,530 00	11,010 00	0 00
ALLIANCE DATA SYSTEMS CORP Information technology	ADS	300 000	262 9300	78,879 00	38,468 97	40,410 03	0 00
ALTRIA GROUP INC Consumer staples	MO	2,000.000	38.3900	76,780.00	34,075.04	42,704.96	960 00
AMERIPRISE FINANCIAL INC. Financials	AMP	700.000	115 0500	80,535.00	16,410.94	64,124.06	0.00
APPLE INC Information technology	AAPL	100 000	561 0200	56,102.00	15,765 64	40,336 36	0 00
AT & T INC Telecommunication services	T	2,300 000	35 1600	80,868 00	65,680 51	15,187 49	0 00
ATHENAHEALTH INC Health care	ATHN	600 000	134 5000	80,700.00	38,406 96	42,293 04	0 00
AUTOZONE INC Consumer discretionary	AZO	100 000	477 9400	47,794.00	39,118 50	8,675.50	0 00
BIOGEN IDEC INC Health care	BIIB	350.000	279 5720	97,850 20	50,200 50	47,649.70	0.00

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
BLACKROCK INC Financials	BLK	250.000	316 4700	79,117.50	37,185.77	41,931.73	0.00
CAREFUSION CORP Health care	CFN	1,200 000	39 8200	47,784.00	47,242 80	541 20	0 00
CATERPILLAR INC Industrials	CAT	700 000	90 8100	63,567 00	33,458 60	30,108 40	0 00
CENTURYLINK INC Telecommunication services	CTL	1,200 000	31 8500	38,220 00	47,951 16	-9,731 16	0 00
CERNER CORP Health care	CERN	1,400.000	55 7400	78,036.00	28,950.63	49,085.37	0 00
CHEVRON CORPORATION Energy	CVX	700 000	124 9100	87,437 00	57,792 00	29,645 00	0 00
CIGNA CORP Health care	CI	500 000	87 4800	43,740 00	43,334 50	405 50	0 00
CISCO SYSTEMS INC Information technology	CSCO	3,000 000	22 4300	67,290 00	55,410 00	11,880 00	0 00
COGNIZANT TECHNOLOGY SOLUTIONS CORP COMMON STOCK CL A Information technology	CTSH	800.000	100 9800	80,784 00	56,723 44	24,060 56	0 00
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	1,500 000	51 9650	77,947 50	54,030 00	23,917 50	292 50
CONOCOPHILLIPS Energy	COP	1,200 000	70 6500	84,780.00	52,698 30	32,081 70	0 00
COSTCO WHOLESALE CORP NEW Consumer staples	COST	700 000	119 0200	83,314.00	46,066 44	37,247.56	0 00

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
DANAHER CORP Industrials	DHR	1,000.000	77 2000	77,200.00	31,298.90	45,901.10	25 00
DISCOVER FINL SVCS Financials	DFS	1,500 000	55 9500	83,925.00	46,604 85	37,320 15	0 00
DOLLAR TREE INC Consumer discretionary	DLTR	1,300 000	56 4200	73,346 00	52,971 36	20,374 64	0 00
EMC CORP MASS Information technology	EMC	2,000 000	25 1500	50,300 00	35,800 00	14,500 00	0 00
EQUIFAX INC Industrials	EFX	600 000	69 0900	41,454.00	40,697 94	756 06	0 00
EXELON CORP Utilities	EXC	1,200.000	27 3900	32,868.00	36,299 52	-3,431 52	0 00
EXXON MOBIL CORPORATION Energy	XOM	864 000	101 2000	87,436 80	41,080 05	46,356 75	0 00
GENERAL ELECTRIC CORP Industrials	GE	3,000 000	28 0300	84,090.00	31,380 00	52,710 00	660 00
GILEAD SCIENCES INC Health care	GILD	1,100.000	75 1000	82,610.00	25,430 73	57,179 27	0 00
GOLDMAN SACHS GROUP INC Financials	GS	500.000	177 2600	88,630.00	46,495.00	42,135 00	0.00
INTEL CORP Information technology	INTC	1,800 000	25 9550	46,719.00	38,195.82	8,523.18	0 00
INTUITIVE SURGICAL INC COMMON STOCK NEW Health care	ISRG	150 000	384 0800	57,612.00	78,837 75	-21,225 75	0 00

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
JP MORGAN CHASE & CO Financials	JPM	1,500.000	58 4800	87,720.00	57,563.15	30,156.85	0.00
KIMBERLY CLARK CORP Consumer staples	KMB	800 000	104 4600	83,568.00	52,483 87	31,084 13	648 00
MACY'S INC Consumer discretionary	M	1,500 000	53 4000	80,100 00	59,758 35	20,341 65	375 00
MARATHON PETROLEUM CORPROATION Energy	MPC	500 000	91 7300	45,865.00	31,364 95	14,500 05	0 00
MCKESSON CORP Health care	MCK	500 000	161.4000	80,700.00	31,270.00	49,430.00	120.00
MICROSOFT CORP Information technology	MSFT	2,000 000	37.4100	74,820.00	51,800 00	23,020 00	0.00
NEXTERA ENERGY INC Utilities	NEE	500 000	85 6200	42,810.00	43,504 95	-694 95	0 00
NOVARTIS AG SPONSORED AMERICAN DEPOSITORY RECEIPT Health care	NVS	800 000	80 3800	64,304.00	43,591 20	20,712 80	0 00
OASIS PETROLEUM INC Energy	OAS	1,500 000	46 9700	70,455.00	51,815 70	18,639 30	0 00
OCWEN FINANCIAL CORP Financials	OCN	1,000.000	55 4500	55,450.00	55,039 90	410 10	0 00
ORACLE CORPORATION Information technology	ORCL	2,000 000	38 2600	76,520.00	52,040 00	24,480 00	0 00
PACKAGING CORP OF AMERICA Materials	PKG	1,000.000	63 2800	63,280.00	54,328 70	8,951 30	400 00

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
PETSMART INC Consumer discretionary	PETM	1,000.000	72.7500	72,750.00	48,635 90	24,114 10	0 00
PFIZER INC Health care	PFE	2,500 000	30 6300	76,575.00	48,319 80	28,255 20	0 00
PHILIP MORRIS INTERNATIONAL Consumer staples	PM	1,000.000	87 1300	87,130 00	42,176 11	44,953 89	940 00
PPG INDUSTRIES INC Materials	PPG	400 000	189 6600	75,864.00	48,051 56	27,812 44	0 00
PRAXAIR INC Materials	PX	600.000	130.0300	78,018.00	34,266.60	43,751.40	0 00
PRICELINE COM INC Consumer discretionary	PCLN	75 000	1,162 4000	87,180.00	31,177 14	56,002 86	0 00
PROCTER & GAMBLE CO Consumer staples	PG	1,000 000	81 4100	81,410 00	56,986 00	24,424 00	0 00
PRUDENTIAL FINL INC Financials	PRU	900 000	92 2200	82,998.00	43,091 91	39,906 09	0 00
QUALCOMM INC Information technology	QCOM	800 000	74 2500	59,400.00	49,767.92	9,632.08	0 00
ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT Energy	RDS/A	1,000.000	71 2700	71,270.00	64,278.60	6,991.40	0 00
SALESFORCE.COM Information technology	CRM	1,400.000	55 1900	77,266.00	46,434 46	30,831.54	0 00
SEAGATE TECHNOLOGY PLC Information technology	STX	1,200.000	56 1600	67,392.00	37,871 88	29,520 12	0 00

SC

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
STERICYCLE INC Industrials	SRCL	700.000	116.1700	81,319.00	50,182.79	31,136.21	0 00
TESORO CORP Energy	TSO	800 000	58 5000	46,800 00	34,479 92	12,320 08	0 00
TOTAL S A SPONSORED AMERICAN DEPOSITORY RECEIPT Energy	TOT	1,300 000	61 2700	79,651 00	58,122 87	21,528 13	867 61
UNION PAC CORP Industrials	UNP	500 000	168 0000	84,000.00	30,268 20	53,731 80	395 00
VALERO ENERGY CORP Energy	VLO	1,000 000	50 4000	50,400.00	32,527 84	17,872 16	0 00
VERIZON COMMUNICATIONS Telecommunication services	VZ	1,700 000	49 1400	83,538.00	49,788 27	33,749.73	0 00
VISA INC Information technology	V	400.000	222.6800	89,072.00	58,136.00	30,936 00	0 00
WHOLE FOODS MKT INC Consumer staples	WFM	1,400 000	57 8300	80,962 00	42,321 86	38,640 14	0 00
ZOETIS INC Health care	ZTS	1,000 000	32 6900	32,690.00	33,650 00	-960 00	0 00
Total U.S equity				**$4,916,631.00**	**$3,136,714.83**	**$1,779,916.17**	**$5,683.11**
U.S. equity funds							
ISHARES RUSSEL 2000 VALUE ETF Small cap value	IWN	1,000 000	99 5000	99,500 00	96,767 00	2,733 00	0 00
ISHARES RUSSELL MIDCAP GRWTH ETF Small cap growth	IWP	2,000 000	84 3600	168,720 00	92,180.00	76,540.00	0 00

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
ISHARES S&P MIDCAP 400/VALUE ETF Small cap value	IJJ	1,000.000	116.2300	116,230 00	114,038.50	2,191.50	0 00
ISHARES S&P 500 VALUE ETF Large cap value	IVE	3,000 000	85 4600	256,380 00	238,079 70	18,300 30	0 00
Total U.S equity funds				**$640,830 00**	**$541,065.20**	**$99,764.80**	**$0.00**
International							
ENSCO PLC CL A Energy	ESV	1,000 000	57 1800	57,180.00	59,319 80	-2,139 80	0 00
TWEEDY BROWNE GLOBAL VALUE FUND Developed large cap	TBGVX	3,000 000	26 6200	79,860 00	82,290 00	-2,430 00	0 00
VANGUARD FTSE EMERGING MARKETS ETF Emerging	VWO	6,000 000	41 1400	246,840 00	243,789 90	3,050 10	0 00
WISDOMTREE INTERNATIONAL SMALLCAP DIVIDEND FUND Developed small cap	DLS	1,500 000	63 0100	94,515.00	92,684.85	1,830 15	0 00
Total International				**$478,395 00**	**$478,084.55**	**$310.45**	**$0.00**
Alternatives-High Volatility							
Hedge funds							
GATEWAY FUND Total return hedge funds	GTEYX	5,000 000	28 9900	144,950 00	143,950 00	1,000 00	0 00
Total Alternatives-High Volatility				**$144,950.00**	**$143,950.00**	**$1,000.00**	**$0.00**
REITS							
JPMORGAN ALERIAN MLP INDEX FUND Domestic reits	AMJ	4,000 000	46 3500	185,400 00	161,319 50	24,080 50	0 00

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

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
SIMON PROPERTY GROUP INC	200.000	152.1600	30,432.00	31,640.00	-1,208 00	0.00
Total REITS			**$215,832 00**	**$192,959 50**	**$22,872 50**	**$0 00**
TOTAL EQUITY/HIGH VOLATILITY			**$6,396,638 00**	**$4,492,774 08**	**$1,903,863 92**	**$5,683.11**
TOTAL ASSETS IN YOUR ACCOUNT			**$7,792,462 63**	**$5,853,218 67**	**$1,939,243 96**	**$17,950.94**

SO