ENVELOPE POSTMARK DATE DEC 12 2014

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: NEW ALLYN FOUNDATION CHARLES S ALLYN JR PRESIDENT W01717003

A Employer identification number 31-1775034

Number and street (or P O box number if mail is not delivered to street address): 2230 S PATTERSON BLVD

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: DAYTON, OH 45409

C If exemption application is pending, check here ▶ ☐

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,304,804.

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	39,999.	37,789.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	157,064.			
	b	Gross sales price for all assets on line 6a 475,785.				
	7	Capital gain net income (from Part IV, line 2)		157,064.		
	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	197,063.	194,853.		
Operating and Administrative Expenses	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) STMT 1	13,263.	13,263.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 2	3,163.	863.		
	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	11,203.	3.		11,200.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	27,629.	14,129.	NONE	11,200.
	25	Contributions, gifts, grants paid	40,000.			40,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	67,629.	14,129.	NONE	51,200.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	129,434.			
	b	**Net investment income** (if negative, enter -0-)		180,724.		
	c	**Adjusted net income** (if negative, enter -0-)				

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For Paperwork Reduction Act Notice, see instructions.

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	11,754.	1,886.	1,886.
	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) STMT 4	652,037.	808,150.	1,237,728.
	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) STMT 5	85,132.	67,017.	65,190.
	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)	748,923.	877,053.	1,304,804.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	748,923.	877,053.	
	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)	748,923.	877,053.	
	31	Total liabilities and net assets/fund balances (see instructions)	748,923.	877,053.	

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	748,923.
2	Enter amount from Part I, line 27a	2	129,434.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	878,357.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	1,304.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	877,053.

31-1775034

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	475,785.		318,721.	157,064.
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				157,064.
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** 157,064.

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	58,781.	1,112,190.	0.052852
2011	68,118.	1,051,393.	0.064788
2010	52,075.	990,183.	0.052591
2009	55,310.	919,033.	0.060183
2008	51,249.	1,123,145.	0.045630

2	**Total** of line 1, column (d)	2	0.276044
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	0.055209
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,230,399.
5	Multiply line 4 by line 3	5	67,929.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,807.
7	Add lines 5 and 6	7	69,736.
8	Enter qualifying distributions from Part XII, line 4	8	51,200.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	3,614.
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	3,614.
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	3,614.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	820.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,500.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	6,320.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	2,706.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,706. **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) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no. ▶ (866)888-5157

Located at ▶ 10 S DEARBORN IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly).			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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
CHARLES S ALLYN JR 2230 S PATTERSON BLVD, DAYTON, OH 45409	TRUSTEE 1	-0-	-0-	-0-
DR COMPTON ALLYN 900 ADAMS CROSSING 7200, CINCINNATI, OH 45202	TRUSTEE 1	-0-	-0-	-0-
MARY LOUISE SUNDERLAND 5434 LINCOLN DR APT 63, PARADISE VALLEY, AZ 85253	TRUSTEE 1	-0-	-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		-0-	-0-	-0-

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 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,217,806.
b	Average of monthly cash balances	1b	31,330.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,249,136.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,249,136.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,737.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,230,399.
6	**Minimum investment return.** Enter 5% of line 5	6	61,520.

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	61,520.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,614.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,614.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	57,906.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	57,906.
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	57,906.

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	51,200.
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	51,200.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	51,200.

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					57,906.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				19,163.	
b	Total for prior years 20 11 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2013					
a	From 2008	NONE				
b	From 2009	NONE				
c	From 2010	NONE				
d	From 2011	NONE				
e	From 2012	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 51,200.					
a	Applied to 2012, but not more than line 2a				19,163.	
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					32,037.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					25,869.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2009	NONE				
b	Excess from 2010	NONE				
c	Excess from 2011	NONE				
d	Excess from 2012	NONE				
e	Excess from 2013	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ ☒ 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*				
SEE STATEMENT 9				40,000.
Total . . . . ▶ **3a**				40,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	39,999.	
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	157,064.	
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)				197,063.	

13 **Total** Add line 12, columns (b), (d), and (e) . . . . . . 13 197,063.

(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.

▶ 11/24/2014 ▶

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name: Pauline Wong

Preparer's signature: BY: PAULINE P WONG, VICE PRESIDENT

Date: /25/14

Check ☐ if self-employed

PTIN: P00400679

Firm's name ▶ JP Morgan JPMORGAN CHASE BANK, N.A.

Firm's EIN ▶ 13-4994650

Firm's address ▶ 10 S Dearborn, IL 1-0111
Chicago, IL 60603

Phone no

Form 990-PF (2013)

JSA
3E1493 1 000

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	13,263.	13,263.
TOTALS	13,263.	13,263.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	863.	863.
FEDERAL EXTENSION PAYMENT	2,300.	
TOTALS	3,163.	863.

NEW ALLYN FOUNDATION CHARLES S ALLYN JR 31-1775034

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OH AG FILING FEE	200.		200.
INVESTMENT MGT EXPENSE	3.	3.	
ANNUAL MEETING EXPENSE REIMBUR	11,000.		11,000.
TOTALS	11,203.	3.	11,200.

NEW ALLYN FOUNDATION CHARLES S ALLYN JR 31-1775034

FORM 990PF, PART II - CORPORATE STOCK
=====================================

DESCRIPTION

SEE ATTACHED

TOTALS

NEW ALLYN FOUNDATION CHARLES S ALLYN JR 31-1775034

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED	C
TOTALS	

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

===

RECIPIENT NAME:
ASHEVILLE SCHOOL
ADDRESS:
360 ASHEVILLE SCHOOL ROAD
ASHEVILLE, NC 28806
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CHILDRENS HOSPITAL OF LOS ANGELES
ADDRESS:
4650 W SUNSET BLVD
LOS ANGELES, CA 90027
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DAYTON ART INSTITUTE
ADDRESS:
456 BELMONTE PARTH NORTH
DAYTON, OH 45406
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

STATEMENT 6

NEW ALLYN FOUNDATION CHARLES S ALLYN JR 31-1775034
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
HOSPICE OF DAYTON FOUNDATION
ADDRESS:
324 WILMINGTON AVE
DAYTON, OH 45420
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
MIAMI VALLEY HOSPITAL FDN
ADDRESS:
THIRTY ONE WYOMING ST
DAYTON, OH 45409
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
SOUTHERN CALIFORNIA PUBLIC RADIO
- KPCC
ADDRESS:
474 S RAYMOND AVE
PASADENA, CA 91105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
===

RECIPIENT NAME:
ST JOHNS HEALTH CENTER
ADDRESS:
1328 22ND ST
SANTA MONICA, CA 90404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
THE LEARNING TREE FARM
ADDRESS:
3376 S UNION ROAD
DAYTON, OH 45423
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MARLBOROUGH SCHOOL
ADDRESS:
250 S ROSSMORE AVE
LOS ANGELES, CA 90004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

STATEMENT 8

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
PLANNED PARENTHOOD OF THE GREATER
MIAMI VALLEY
ADDRESS:
224 N WILKINSON STREET
DAYTON, OH 45469
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
DAYTON CARILLON HISTORICAL PARK
.
ADDRESS:
.
DAYTON, OH .
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

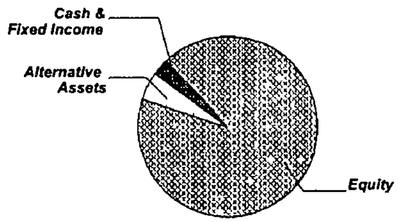
RECIPIENT NAME:
RED CROSS
ADDRESS:
.
WASHINGTON, DC .
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

TOTAL GRANTS PAID: 40,000.
==============

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,208,352 72	1,237,727 61	29,374 89	36,866 01	94%
Alternative Assets	66,664 15	65,189 85	(1,474 30)	3,702 86	5%
Cash & Fixed Income	39,632 99	1,886 27	(37,746 72)	0 18	1%
Market Value	**$1,314,649.86**	**$1,304,803.73**	**($9,846.13)**	**$40,569.05**	**100%**
Accruals	4,167 66	3,137 31	(1,030 35)		
Market Value with Accruals	**$1,318,817.52**	**$1,307,941.04**	**($10,876.48)**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**1,314,649.86**	**1,107,293.51**
Contributions		17,474 88
Withdrawals & Fees	(42,436 01)	(85,103 97)
Net Contributions/Withdrawals	**($42,436.01)**	**($67,629.09)**
Income & Distributions	4,689 29	40,243 20
Change In Investment Value	27,900 59	224,896 11
Ending Market Value	**$1,304,803.73**	**$1,304,803.73**
Accruals	3,137 31	3,137 31
Market Value with Accruals	**$1,307,941.04**	**$1,307,941.04**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	4,688 99	35,308 81
Foreign Dividends		4,930 67
Interest Income	0 30	3 72
Taxable Income	**$4,689.29**	**$40,243.20**

	Current Period Value	Year-to-Date Value
ST Realized Gain/Loss		(3,604 82)
LT Realized Gain/Loss		160,173 76
Realized Gain/Loss		**$156,568.94**

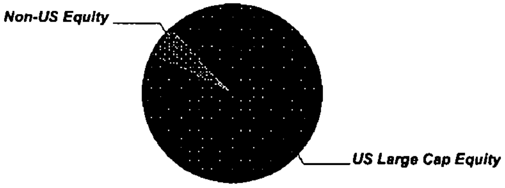
	To-Date Value
Unrealized Gain/Loss	**$427,749.83**

Cost Summary	Cost
Equity	808,150 16
Cash & Fixed Income	1,886 27
Total	**$810,036.43**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,125,524.32	1,154,608 71	29,084 39	88%
Non-US Equity	82,828 40	83,118 90	290 50	6%
Total Value	**$1,208,352.72**	**$1,237,727.61**	**$29,374.89**	**94%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	1,237,727 61
Tax Cost	808,150 16
Unrealized Gain/Loss	429,577 45
Estimated Annual Income	36,866 01
Accrued Dividends	3,089 66
Yield	2 97 %

Equity as a percentage of your portfolio - 94 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
ABBVIE INC COM 00287Y-10-9 ABBV	52 81	550 000	29,045 50	13,180 77	15,864 73	880 00	3 03 %
ANALOG DEVICES INC 032654-10-5 ADI	50 93	380 000	19,353 40	15,177 20	4,176 20	516 80	2 67 %

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

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
APPLE INC. 037833-10-0 AAPL	561.02	50 000	28,051 00	20,536 90	7,514 10	610 00	2 17%
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	46 93	300 000	14,079 00	10,635 00	3,444 00	420.00	2.98%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	80 80	465 000	37,571 54	19,612 56	17,958 98	892 80 223 20	2.38%
BAXTER INTERNATIONAL INC 071813-10-9 BAX	69 55	360 000	25,038 00	24,419 70	618 30	705 60 176.40	2 82%
BLACKROCK INC 09247X-10-1 BLK	316 47	120 000	37,976 40	32,938 60	5,037 80	806 40	2 12%
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53 15	440 000	23,386 00	11,905 52	11,480.48	633.60 158 40	2 71%
CHEVRON CORP 166764-10-0 CVX	124.91	400 000	49,964 00	17,776 00	32,188.00	1,600 00	3.20%
CISCO SYSTEMS INC 17275R-10-2 CSCO	22 43	1,325 000	29,719 75	27,581 80	2,137 95	901 00	3 03%
COCA-COLA CO 191216-10-0 KO	41 31	600 000	24,786 00	15,348 62	9,437 38	672 00	2 71%
CULLEN FROST BANKERS INC 229899-10-9 CFR	74 43	475 000	35,354 25	33,654 11	1,700 14	950 00	2 69%
EMERSON ELECTRIC CO 291011-10-4 EMR	70 18	668 000	46,880 24	5,035 05	41,845 19	1,148 96	2 45%
GENERAL ELECTRIC CO 369604-10-3 GE	28 03	1,650 000	46,249 50	36,351 00	9,898 50	1,452 00 363 00	3 14%
GENUINE PARTS CO 372460-10-5 GPC	83 19	250 000	20,797 50	10,421 00	10,376 50	537 50 134 38	2 58%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	84 08	400 000	33,632 00	19,548 00	14,084 00	672 00 168 00	2 00 %
INTEL CORP 458140-10-0 INTC	25 96	1,475 000	38,283 63	11,695 75	26,587 88	1,327 50	3 47 %
JOHNSON & JOHNSON 478160-10-4 JNJ	91 59	350 000	32,056 50	24,370 01	7,686 49	924 00	2 88 %
KIMBERLY-CLARK CORP 494368-10-3 KMB	104.46	435 000	45,440 10	29,666 87	15,773.23	1,409 40 352 35	3 10 %
KINDER MORGAN INC 49456B-10-1 KMI	36 00	370 000	13,320 00	12,950 70	369 30	606.80	4 56 %
KRAFT FOODS GROUP INC COM 50076Q-10-6 KRFT	53 91	675 000	36,389 25	32,158 30	4,230 95	1,417 50 354 38	3 90 %
LOCKHEED MARTIN CORP 539830-10-9 LMT	148 66	225 000	33,448 50	27,803 54	5,644 96	1,197 00	3 58 %
MATTEL INC 577081-10-2 MAT	47 58	730 000	34,733 40	23,272 02	11,461.38	1,051 20	3 03 %
MC CORMICK & CO INC NON-VOTING 579780-20-6 MKC	68 92	400 000	27,568 00	12,824.00	14,744.00	592.00 148.00	2 15 %
MC DONALDS CORP 580135-10-1 MCD	97 03	490 000	47,544 70	30,387 70	17,157 00	1,587 60	3 34 %
MERCK AND CO INC 58933Y-10-5 MRK	50 05	550 000	27,527 50	25,664 85	1,862 65	968 00 242 00	3 52 %
MICROSOFT CORP 594918-10-4 MSFT	37 41	800 000	29,928 00	2,006 25	27,921 75	896 00	2 99 %
NEXTERA ENERGY INC 65339F-10-1 NEE	85 62	400 000	34,248 00	21,487 69	12,760 31	1,056 00	3 08 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
ONEOK INC 682680-10-3 OKE	62 18	600 000	37,308 00	18,570 99	18,737 01	912 00	2 44 %
PAYCHEX INC 704326-10-7 PAYX	45 53	360 000	16,390 80	14,480 31	1,910 49	504 00	3 07 %
PROCTER & GAMBLE CO 742718-10-9 PG	81 41	380 000	30,935 80	947 71	29,988.09	914 28	2 96 %
QUALCOMM INC 747525-10-3 QCOM	74 25	420 000	31,185 00	26,947 33	4,237 67	588 00	1 89 %
SPECTRA ENERGY CORPORATION 847560-10-9 SE	35 62	650 000	23,153 00	21,588 26	1,564 74	793 00	3.43 %
TUPPERWARE CORP 899896-10-4 TUP	94 53	165 000	15,597 45	13,039 93	2,557 52	409 20 102 30	2 62 %
US BANCORP DEL 902973-30-4 USB	40 40	900 000	36,360.00	31,527 90	4,832 10	828 00 207 00	2 28 %
WILLIAMS COMPANIES INC 969457-10-0 WMB	38 57	1,000 000	38,570 00	30,687 75	7,882 25	1,520 00	3 94 %
WISCONSIN ENERGY CORP 976657-10-6 WEC	41 34	550 000	22,737.00	23,183 82	(446 82)	841 50	3 70 %
Total US Large Cap Equity			**$1,154,608 71**	**$749,383.51**	**$405,225.20**	**$33,741.64** **$2,629.41**	**2.92 %**
Non-US Equity							
BCE INC 05534B-76-0 BCE	43 29	560 000	24,242 40	20,186 15	4,056 25	1,252 72 266 18	5 17 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Non-US Equity							
GLAXOSMITHKLINE PLC SPONS ADR 37733W-10-5 GSK	53 39	350 000	18,686 50	12,475 50	6,211 00	843 15 194 07	4 51 %
NOVARTIS A G ADR 66987V-10-9 NVS	80 38	500 000	40,190 00	26,105 00	14,085 00	1,028 50	2 56 %
Total Non-US Equity			**$83,118.90**	**$58,766.65**	**$24,352.25**	**$3,124.37** **$460.25**	**3.76 %**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Real Estate & Infrastructure	66,664 15	65,189 85	(1,474 30)	5%

Alternative Assets Detail

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
HCP, INC 40414L-10-9 HCP	680 00	25,917 04		24,697 60	1,428 00	5 78%
HEALTH CARE REIT INC 42217K-10-6 HCN	425 00	20,643 02		22,767 25	1,300 50	5 71%
REALTY INCOME CORP 756109-10-4 O	260 00	9,103 26		9,705 80	568 36 47.36	5 86%

Real Estate & Infrastructure

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div	Yield
VENTAS INC 92276F-10-0 VTR	140 00	11,354 15		8,019 20	406 00	5 06 %
Total Real Estate & Infrastructure		**$67,017.47**	**$0.00**	**$65,189.85**	**$3,702.86** **$47.36**	

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	39,632 99	1,886 27	(37,746 72)	1%

Market Value/Cost	Current Period Value
Market Value	1,886 27
Tax Cost	1,886 27
Estimated Annual Income	0 18
Accrued Interest	0 29
Yield	0 01 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	1,886 27	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	1,886 27	100%

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[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

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

				Adjusted Tax Cost	Unrealized	Est Annual Income	
	Price	Quantity	Value	Original Cost	Gain/Loss	Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	1,376.74	1,376 74	1,376 74		0 13	0 01 % [1]
US DOLLAR INCOME	1 00	509 53	509 53	509 53		0 05 0 29	0.01 % [1]
Total Cash			**$1,886.27**	**$1,886.27**	**$0.00**	**$0.18** **$0.29**	**0.01 %**

Portfolio Activity Summary

	PRINCIPAL		INCOME	
Transactions	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
Beginning Cash Balance	3,333.58	--	36,299.41	--
INFLOWS				
Income			4,689 29	40,243 20
Contributions		17,474 88		
Total Inflows	**$0.00**	**$17,474.88**	**$4,689.29**	**$40,243.20**
OUTFLOWS **				
Withdrawals		(12,767 69)	(40,000 00)	(57,460 53)
Fees & Commissions	(1,956 84)	(3,864 88)	(479 17)	(7,847 55)
Tax Payments				(3,163 32)
Total Outflows	**($1,956.84)**	**($16,632.57)**	**($40,479.17)**	**($68,471.40)**
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions		475,537 70		
Settled Securities Purchased		(458,019 25)		
Total Trade Activity	**$0.00**	**$17,518.45**	**$0.00**	**$0.00**
Ending Cash Balance	**$1,376.74**	--	**$509.53**	--

Cost Adjustments	Current Period Value	Year-To-Date Value*
Cost Adjustments		(1,051 95)
Total Cost Adjustments	**$0.00**	**($1,051.95)**