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Return of Private Foundation

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation R57957004		A Employer identification number 31-6020687		
Number and street (or P O. box number if mail is not delivered to street address) 10 S DEARBORN IL1-0117		B Telephone number (see instructions) 866-888-5157		
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60603		C If exemption application is pending, check here ► <input type="checkbox"/>		
G Check all that apply. Initial return Final return Address change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>		
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 ► <input type="checkbox"/>		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,822,377.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>		
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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	34,953.	34,179.	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	70,445.		
	b Gross sales price for all assets on line 6a	594,202.		
	7 Capital gain net income (from Part IV, line 2)		70,445.	
	8 Net short-term capital gain			
	9 Income modifications			
	10 a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	629.	-4,061.	STMT 1	
12 Total. Add lines 1 through 11	106,027.	100,563.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	17,751.	13,313.	4,438.
	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) STMT 2	1,500.	750.	750.
	c Other professional fees (attach schedule)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions) STMT 3	1,181.	423.	
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences and meetings		NONE	NONE
	22 Printing and publications		NONE	NONE
	23 Other expenses (attach schedule) STMT 4	1,323.	1,123.	200.
	24 Total operating and administrative expenses. Add lines 13 through 23	21,755.	15,609.	NONE 5,388.
25 Contributions, gifts, grants paid	80,400.		80,400.	
26 Total expenses and disbursements Add lines 24 and 25	102,155.	15,609.	NONE 85,788.	
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	3,872.			
b Net investment income (if negative, enter -0)		84,954.		
c Adjusted net income (if negative, enter -0)				

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			1,193.	1,193.
	2 Savings and temporary cash investments		88,612.	128,672.	128,672.
	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)		1,009,858.	1,045,474.	1,252,112.
	c Investments - corporate bonds (attach schedule)		473,867.	400,869.	410,400.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)		15,400.	15,400.	30,000.
	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)		1,587,737.	1,591,608.	1,822,377.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			NONE	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		1,587,737.	1,591,608.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		1,587,737.	1,591,608.	
	31 Total liabilities and net assets/fund balances (see instructions)		1,587,737.	1,591,608.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,587,737.
2 Enter amount from Part I, line 27a	2	3,872.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	1,591,609.
5 Decreases not included in line 2 (itemize) ► <u>PRIOR PERIOD ADJUSTMENT</u>	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,591,608.

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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 594,202.		523,757.	70,445.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) 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			70,445.		
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	70,445.	
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	88,496.	1,722,463.	0.051378
2011	93,477.	1,800,777.	0.051909
2010	92,390.	1,901,083.	0.048599
2009	108,038.	1,849,147.	0.058426
2008	117,823.	2,139,350.	0.055074
2 Total of line 1, column (d)			2 0.265386
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 0.053077
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,787,606.
5 Multiply line 4 by line 3			5 94,881.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 850.
7 Add lines 5 and 6			7 95,731.
8 Enter qualifying distributions from Part XII, line 4			8 85,788.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	{	1	1,699.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	1,699.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .		5	1,699.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a		920.
b	Exempt foreign organizations - tax withheld at source . . .	6b		NONE
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c		1,000.
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . .		7	1,920.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . .		8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . .		9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	221.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 221. Refunded ► 11		11	

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
1c	<i>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.</i>	X	
2	Did the foundation file Form 1120-POL for this year? . . .	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. ► \$ _____		
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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i> . . .	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none">• By language in the governing instrument, or• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . .	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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i> . . .	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)? <i>If "Yes," complete Part XIV.</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

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Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>JPMORGAN CHASE BANK, NA</u> Telephone no. ► <u>(866) 888-5157</u> Located at ► <u>10 S DEARBORN ST IL1-0117, CHICAGO, IL</u> ZIP+4 ► <u>60603</u>	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>	
16	Yes	No
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? 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?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	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?	<input type="checkbox"/> Yes	X No
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	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?	<input type="checkbox"/> Yes	X No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN ST IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	17,751.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

1 NONE

2

3

4

Expenses

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

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

Amount

1 NONE

2

All other program-related investments. See instructions

3 NONE**Total. Add lines 1 through 3 ►**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,727,601.
b	Average of monthly cash balances	1b	87,227.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,814,828.
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	1,814,828.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,222.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,787,606.
6	Minimum investment return. Enter 5% of line 5	6	89,380.

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	89,380.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,699.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,699.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	87,681.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	87,681.
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	87,681.

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	85,788.
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	85,788.
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	85,788.

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				87,681.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				80,164.
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 ► \$				85,788.
a Applied to 2012, but not more than line 2a				80,164.
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				5,624.
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				82,057.
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 9				80,400.
Total			► 3a	80,400.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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	34,953.	
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	70,445.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a					
b DEFERRED INCOME			14	629.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				106,027.	
13 Total. Add line 12, columns (b), (d), and (e)					106,027.

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

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(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.		

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

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

**Sign
Here**

 Signature of officer or trustee

09/22/2014

Date

1

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

Paid Preparer Use Only	Print/Type preparer's name CAROLYN J. SECHEL	Preparer's signature <i>Carolyn J. Sechel</i>	Date 09/22/2014	Check <input type="checkbox"/> if self-employed	PTIN P01256399
	Firm's name ► DELOITTE TAX LLP	Firm's EIN ► 86-1065772			
	Firm's address ► 127 PUBLIC SQUARE CLEVELAND, OH	44114	Phone no. 216-589-1300		

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMMODITY INDEX DEFERRED INCOME	629.	-4,061.
TOTALS	629.	-4,061.

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	1,500.	750.	750.	
TOTALS	1,500.	750.	750.	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	750.	
FEDERAL ESTIMATES - INCOME	8.	
FOREIGN TAXES ON QUALIFIED FOR	357.	357.
FOREIGN TAXES ON NONQUALIFIED	66.	66.
TOTALS	1,181.	423.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OHIO ATTORNEY GENERAL FILING F RE EXPENSE INSURANCE	200.	188.	200.
RE TAXES	188.	138.	
INSPECTION EXPENSES	138.	47.	
APPRaisal FEES	47.	750.	
TOTALS	750.	1,323.	1,123.

THE BARNITZ FUND UW OF ELLA K BARNITZ
FORM 990PF, PART XV - LINES 2a - 2d

31-6020687

=====

RECIPIENT NAME:

JPMORGAN CHASE BANK, NA
ADDRESS:

100 EAST BROAD STREET
COLUMBUS, OH 43215

RECIPIENT'S PHONE NUMBER: 614-248-5878

FORM, INFORMATION AND MATERIALS:

COMMUNITY ORGANIZATIONS SUBMIT A LETTER STATING PURPOSE OF REQUEST
SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

N/A

STATEMENT 5

THE BARNITZ FUND UW OF ELLA K BARNITZ
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

31-6020687

RECIPIENT NAME:
EDGEWOOD HIGH SCHOOL
ADDRESS:
5005 TRENTON OXFORD RD
TRENTON, OH 45067
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 200.

RECIPIENT NAME:
MADISON LOCAL SCHOOL DISTRICT
ILEARN WITH IPAD
ADDRESS:
1324 MIDDLETOWN EATON ROAD
MIDDLETOWN, OH 45042
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:
ABILITIES FIRST FOUNDATION INC
ADDRESS:
4710 TIMBER TRAIL DRIVE
MIDDLETOWN, OH 45044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 9,000.

STATEMENT 6

THE BARNITZ FUND UW OF ELLA K BARNITZ
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

31-6020687

RECIPIENT NAME:
MIDDLETOWN CHRISTIAN SCHOOL
ADDRESS:
3011 NORTH UNION ROAD
FRANKLIN, OH 45005
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
FIRST UNITED METHODIST
CHURCH
ADDRESS:
20 SOUTH BROAD STREET
MIDDLETOWN, OH 45044
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
ARTIUM MEDICAL CENTER
FOUNDATION
ADDRESS:
40 W 4TH ST STE 2100
DAYTON, OH 45402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 10,000.

STATEMENT 7

THE BARNITZ FUND UW OF ELLA K BARNITZ
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

31-6020687

=====

RECIPIENT NAME:

JUNIOR ACHIEVEMENT OF MIDDLETOWN
AREA, INC

ADDRESS:

1131 MANCHESTER AVENUE
MIDDLETOWN, OH 45042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

THE GREAT MIAMI VALLEY YMCA

ADDRESS:

6475 LE SOURDSVILLE W CHESTER ROAD
MIDDLETOWN, OH 45044

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

MIDDLETOWN CITY HIGH SCHOOLS

ADDRESS:

601 NORTH BREIEL BLVD
MIDDLETOWN, OH 45042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 200.

STATEMENT 8

THE BARNITZ FUND UW OF ELLA K BARNITZ
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

31-6020687

=====

RECIPIENT NAME:

THE SALVATION ARMY

ADDRESS:

MIDDLETOWN, OH 45042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

MIDDLETOWN COMMUNITY FOUNDATION

ADDRESS:

300 N MAIN STREET, SUITE 300

MIDDLETOWN, OH 45042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:

MIDDLETOWN CIVIC CHORUS

ADDRESS:

PO BOX 44

MIDDLETOWN, OH 45042

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 1,000.

TOTAL GRANTS PAID:

80,400.

=====

STATEMENT 9

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

OMB No 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.
► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
► Information about Schedule D and its separate instructions is at www.irs.gov/form1041

2013

Name of estate or trust

THE BARNITZ FUND UW OF ELLA K BARNITZ

Employer identification number

31-6020687

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	69,273.	71,655.		-2,382.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►				7 -2,382.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	497,110.	452,102.		45,008.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions				13 27,819.
14 Gain from Form 4797, Part I				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►				16 72,827.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

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R57957004

28 -

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17			-2,382.
18 Net long-term gain or (loss):				
a Total for year	18a			72,827.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c 28% rate gain	18c			6,301.
19 Total net gain or (loss). Combine lines 17 and 18a. ►	19			70,445.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of		
a The loss on line 19, column (3) or b \$3,000	20	()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ►	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ►	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15% ►	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ►	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ►	45		

Schedule D (Form 1041) 2013

Department of the Treasury
Internal Revenue Service

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

► **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

Name(s) shown on return

Social security number or taxpayer identification number

31-6020687

Most brokers issue their own substitute statement.

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) □

69,273.

71,655.

-2,382.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form 8949 (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

THE BARNITZ FUND UW OF ELLA K BARNITZ

Social security number or taxpayer identification number

31-6020687

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
884.304 HIGHSIDE DYNAMIC	10/25/2011	01/29/2013	12,663.00	16,846.00			-4,183.00
892.78 JPM TAX AWARE EQUIT	VAR	02/01/2013	18,918.00	15,524.00			3,394.00
980.996 JPMORGAN EQUITY IN	VAR	02/01/2013	10,722.00	8,390.00			2,332.00
385.221 JPMORGAN LARGE CAP	04/11/2011	02/01/2013	9,696.00	8,390.00			1,306.00
676.138 JPMORGAN SHORT DUR FUND	10/22/2007	02/01/2013	7,424.00	7,181.00			243.00
1655.254 JPM TAX AWARE EQU	VAR	04/17/2013	35,456.00	22,136.00			13,320.00
736.641 JPM MID CAP CORE F	05/26/2011	04/17/2013	14,475.00	12,759.00			1,716.00
1764.015 JPMORGAN INTERNAT FUND	VAR	04/17/2013	23,285.00	27,066.00			-3,781.00
5. SPDR GOLD TRUST	05/13/2009	06/05/2013	679.00	453.00	C		226.00
4. SPDR GOLD TRUST	05/13/2009	06/05/2013	542.00	362.00	C		180.00
6. SPDR GOLD TRUST	05/13/2009	06/05/2013	812.00	543.00	C		269.00
11. SPDR GOLD TRUST	05/13/2009	06/05/2013	1,489.00	996.00	C		493.00
2279.567 BLACKROCK FDS HI INSL	10/25/2011	06/25/2013	17,963.00	16,846.00			1,117.00
4788.889 JPMORGAN SHORT DU FUND	10/22/2007	06/25/2013	52,151.00	50,858.00			1,293.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Form 8949 (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)

Social security number or taxpayer identification number

THE BARNITZ FUND UW OF ELLA K BARNITZ

31-6020687

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
1782.386 RIDGEWORTH SEIX F INCOME FD I*	VAR	06/25/2013		15,988.00	16,095.00			-107.00
1397.832 JPMORGAN INTERNAT CURRENCY	VAR	07/19/2013		15,474.00	16,284.00			-810.00
3847.719 JPMORGAN INTERNAT FUND	VAR	07/31/2013		53,599.00	51,392.00			2,207.00
848.264 JPMORGAN EMERGING FUND	07/15/2011	07/31/2013		18,509.00	20,333.00			-1,824.00
430. VANGUARD EMERGING MAR	09/24/2010	07/31/2013		16,828.00	19,280.00			-2,452.00
1220.815 DREYFUS/LAUREL FD	VAR	09/06/2013		16,566.00	18,019.00			-1,453.00
1479.625 JPMORGAN REALTY I	09/24/2010	09/23/2013		17,578.00	13,317.00			4,261.00
94. SPDR GOLD TRUST	05/13/2009	10/24/2013		12,227.00	8,511.00	C		3,716.00
36. SPDR GOLD TRUST	05/13/2009	10/25/2013		4,676.00	3,259.00	C		1,417.00
1361.312 JPMORGAN INTREPID FUND	VAR	10/29/2013		45,631.00	31,988.00			13,643.00
1385.607 JPMORGAN LARGE CA FUND	VAR	12/04/2013		42,275.00	29,589.00			12,686.00
1240. POWERSHARES DB COMMO TRACKING FUND	VAR	12/17/2013		31,484.00	35,685.00			-4,201.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ► 497,110. 452,102. 45,008.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

J.P. Morgan

BARNITZ FUND ACCT R57957004
For the Period 12/1/13 to 12/31/13

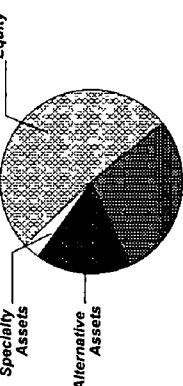
Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,009,521.17	950,060.45	(59,460.72)	12,920.26	52%
Alternative Assets	303,851.73	302,051.38	(1,800.35)	4,306.50	17%
Cash & Fixed Income	526,513.63	539,072.35	12,568.72	10,033.55	29%
Specialty Assets	30,000.00	30,000.00	0.00		2%
Market Value	\$1,869,886.53	\$1,821,184.18	(\$48,702.35)	\$27,260.31	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	2,914.56	(1,193.12)	(1,721.44)
Accruals	371.76	638.53	266.77
Market Value	\$3,286.32	\$1,831.65	(\$1,454.67)



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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

Account Summary CONTINUED

PRINCIPAL		INCOME	
Portfolio Activity	Current Period Value	Year-to-Date Value	Year-to-Date Value
Beginning Market Value	1,869,886.53	1,744,541.27	2,914.56
Additions		50,755.85	65,212.16
Withdrawals & Fees	(51,505.85)	(66,512.16)	(67,328.39)
Net Additions/Withdrawals	(\$51,505.85)	(\$66,512.16)	(\$16,572.54)
Income		14,851.10	35,167.65
Change In Investment Value	2,803.50	143,155.07	
Ending Market Value	\$1,821,184.18	\$1,821,184.18	\$1,193.12
Accruals	--	638.53	638.53
Market Value with Accruals	--	\$1,831.65	\$1,831.65
Tax Summary		Year-to-Date Value	
Domestic Dividends/Distributions	Current Period Value	Year-to-Date Value	Year-to-Date Value
Interest Income	14,848.30	35,140.93	24,579.83
Taxable Income	2.80	26.72	(2,188.35)
	\$14,851.10	\$35,167.65	(\$2,381.97)
		Realized Gain/Loss	45,002.66
			\$70,435.96

To-Date Value
Unrealized Gain/Loss
\$216,169.31

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BARNITZ FUND ACCT R57957004
For the Period 12/1/13 to 12/31/13

Account Summary CONTINUED

Cost Summary	Cost
Equity	742,896.53
Cash & Fixed Income	529,541.08
Total	\$1,272,437.61

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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	401,246.37	347,783.74	(53,462.63)	19%
US Mid Cap Equity	125,404.12	120,256.51	(5,147.61)	7%
EAFE Equity	295,769.55	295,901.31	131.76	16%
European Large Cap Equity	36,710.40	37,632.00	921.60	2%
Asia ex-Japan Equity	73,379.02	71,668.22	(1,710.80)	4%
Emerging Market Equity	37,062.67	36,644.31	(418.36)	2%
Global Equity	39,949.04	40,174.36	225.32	2%
Total Value	\$1,009,521.17	\$950,060.45	(\$59,460.72)	52%

Market Value/Cost

	Current Period Value
Market Value	\$950,060.45
Tax Cost	\$742,866.53
Unrealized Gain/Loss	207,163.92
Estimated Annual Income	12,920.26
Yield	1.35%



Equity as a percentage of your portfolio - 52 %

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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	20.86	2,076.339	43,312.43	22,611.33	20,701.10	367.51	0.85%
JPM INTREPID VALUE FD - SEL FUND 1136 4812A2-30-6 JPIV X	34.69	1,309.296	45,419.48	32,117.04	13,302.44	556.45	1.23%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27.74	3,543.015	98,283.24	68,880.43	29,402.81	407.44	0.41%
MANNING & NAPIER EQUITY SERI 563821-60-2 EXEY X	19.68	2,650.959	52,170.87	54,397.68	(2,226.81)	21.20	0.04%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	588.000	108,597.72	80,894.83	27,702.89	1,970.38	1.81%
Total US Large Cap Equity			\$347,783.74	\$258,901.31	\$88,882.43	\$3,322.98	0.95%
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133.81	309.000	41,347.29	26,898.29	14,449.00	533.95	1.29%
JPM MID CAP CORE FD - SEL FUND 2426 481211-75-9 JMRS X	21.64	1,750.426	37,879.22	30,317.38	7,561.84	92.77	0.24%

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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Mid Cap Equity							
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13.13	3,124.905	41,030.00	20,218.14	20,811.86	374.98	0.91%
Total US Mid Cap Equity			\$120,256.51	\$77,433.81	\$42,822.70	\$1,001.70	0.83%
 EAFFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTKX	36.77	1,752.484	64,438.84	43,281.68	21,157.16	1,617.54	2.51%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	1,379.000	92,524.01	83,195.90	9,328.11	2,348.43	2.54%
MFS INTL VALUE-I 55273E-82-2 MINI X	35.18	1,807.925	63,602.80	46,248.00	17,354.80	1,195.03	1.88%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKIX	26.32	2,862.297	75,335.66	70,527.00	4,808.66	1,247.96	1.66%
Total EAFE Equity			\$295,901.31	\$243,252.58	\$52,648.73	\$6,408.96	2.17%
 European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	640.000	37,632.00	33,527.12	4,104.88	1,042.56	2.77%

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BARNITZ FUND ACCT R57957004
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc/ Accrued Div	Yield
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	11.47	3,125.852	35,853.52	33,009.00	2,844.52	493.88	1.38%
MATTHEWS PACIFIC TIGER FD-S 577130-83-4 MPT X	24.97	1,434.309	35,814.70	25,720.09	10,094.61		
Total Asia ex-Japan Equity			\$71,668.22	\$56,729.09	\$12,939.13	\$493.88	0.69%
 Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	864.797	18,368.29	17,270.00	1,098.29	91.66	0.50%
JPM EMERG MRKT EQUITY FD - INSTL FUND 1389 4812A0-63-1 JMIE X	22.70	805.111	18,276.02	19,511.62	(1,235.60)	141.69	0.78%
Total Emerging Market Equity			\$36,644.31	\$36,781.62	(\$137.31)	\$233.35	0.64%
 Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.83	2,253.189	40,174.36	34,271.00	5,903.36	416.83	1.04%

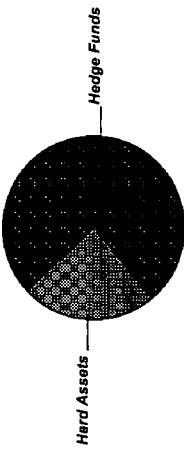
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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	231,939.04	229,094.63	(2,844.41)	13%
Hard Assets	71,912.69	72,956.75	1,044.06	4%
Total Value	\$303,851.73	\$302,051.38	(\$1,800.35)	17%



Alternative Assets as a percentage of your portfolio - 17 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I	11.20	3,053.800	34,202.56	33,469.65
277923-63-7 EIFA X				
EATON VANCE GLOBAL MACRO-I	9.42	3,483.479	32,814.37	35,375.58
277923-72-8 EIFM X				

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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Estimated Value	Cost	Est. Annual Income	Accrued Income
Hedge Funds						
EQUINOX FDS TR EQNX CB STGY I	10.50	2,434.667	25,564.00	25,564.00		
29446A-81-9 EBSI X						
GATEWAY FUND-Y 367829-88-4 GTEY X	28.99	1,838.426	53,295.97	50,059.00		
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11.89	2,631.037	31,283.03	32,467.00		
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.09	3,024.542	33,542.17	34,679.00		
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.86	1,430.212	18,392.53	18,690.03		
Total Hedge Funds			\$229,094.63	\$230,304.26		
 Hard Assets						
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10.67	6,837.559	72,956.75	.72,273.00	232.47	

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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	114,021.20	128,672.35	14,650.99	7%
US Fixed Income	394,844.43	392,704.33	(2,140.10)	21%
Foreign Exchange & Non-USD Fixed Income	17,648.00	17,695.83	47.83	1%
Total Value	\$526,513.63	\$539,072.35	\$12,558.72	29% Foreign Exchange & Non-USD Fixed Income

Market Value/Cost	Current Period Value
Market Value	\$539,072.35
Tax Cost	\$526,541.08
Unrealized Gain/Loss	9,531.27
Estimated Annual Income	10,033.55
Accrued Interest	638.53
Yield	1.86%

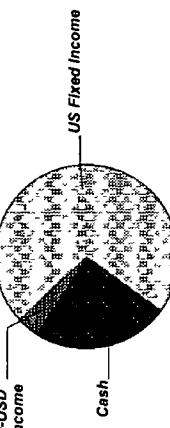
SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	\$39,072.35	100%

¹ The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	128,672.19	23%
Mutual Funds	410,400.16	77%
Total Value	\$539,072.35	100%



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

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BARNITZ, FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	128,672.19	128,672.19			38.60	0.03% ¹
US Fixed Income							
DODGE & COX INCOME FUND 256210-10-5	13.53	2,545.56	34,441.37	34,085.00	356.37	1,056.40	3.07%
DOUBLELINE TOTAL RET BD-I 256620-10-3	10.78	3,075.19	33,150.53	34,214.00	(1,063.47)	1,712.87	5.17%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	2,834.78	33,705.50	28,716.29	4,989.21	875.94	2.60%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7.98	4,198.84	33,506.72	31,908.27	1,598.45	2,107.81	6.29%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	14,067.39	153,193.87	149,395.67	3,798.20	1,463.00	0.96%
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-29-0	10.31	3,668.94	37,826.79	37,093.00	733.79	979.60	2.59%

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BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM INFLATION MGD BOND FD - SEL FUND 2037 48121A-56-3	10.38	3,142.68	32,621.04	33,281.00	(659.96)	358.26 31.43	1.10%
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	9.06	3,781.29	34,258.51	34,145.06	113.45	1,433.10	4.18%
Total US Fixed Income			\$332,704.33	\$382,838.29	\$9,866.04	\$9,986.98 \$638.53	2.55%

Foreign Exchange & Non-USD Fixed Income

JPM INTL CURRENCIES FD - SEL FUND 3831 4812A3-29-6	11.10	1,594.22	17,695.83	18,030.60	(334.77)	7.97	0.05%
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BARNITZ FUND ACCT R57957004
For the Period 12/1/13 to 12/31/13

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Real Estate	30,000.00	(30,000.00)	0.00	2%

Specialty Assets Detail

Real Estate	Interest Type	Percentage of Ownership	Estimated Value	Estimated Cost
Barnitz Field Lot 6111 Middletown, OH 45044 RES LOT Bearer 968R00-60-1	SURFACE-REAL ESTATE	100.00 %	18,000.00	15,000.00
Lot 6116 Middletown, OH 45044 RES LOT Bearer 968R00-60-3	SURFACE-REAL ESTATE	100.00 %	12,000.00	400.00
Total Real Estate			\$30,000.00	\$15,400.00

J.P.Morgan



BARNITZ FUND ACCT. R57957004
For the Period 12/1/13 to 12/31/13

Portfolio Activity Summary

	PRINCIPAL		INCOME	
	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
Transactions				
Beginning Cash Balance	114,021.20	--	2,914.56	--
INFLows				
Income			14,851.10	35,167.65
Contributions			50,755.85	65,212.16
Total Inflows	\$0.00	\$0.00	\$65,606.95	\$100,379.81
OUTflows **				
Withdrawals	(50,755.85)	(65,762.16)	(65,000.00)	(80,835.00)
Fees & Commissions	(750.00)	(750.00)	(2,328.39)	(18,701.27)
Tax Payments				(896.28)
Total Outflows	(\$51,505.85)	(\$66,512.16)	(\$67,328.39)	(\$100,432.55)
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	138,429.84	594,198.61		
Settled Securities Purchased	(72,273.00)	(486,360.07)		
Total Trade Activity	\$66,156.84	\$107,818.54	\$0.00	\$0.00
Ending Cash Balance	\$128,672.19	--	\$1,193.12	--

* Year to date information is calculated on a calendar year basis

** Your account's standing instructions use a HIGH COST method for relieving assets from your position

J.P.Morgan