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: A G COX CHARITY TRUST R63629001

A Employer identification number: 36-6011498

Number and street (or P.O. box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117

Room/suite:

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 ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 24,322,865.

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

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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	410,310.	402,690.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,493,098.			
	b Gross sales price for all assets on line 6a 12,080,600.				
	7 Capital gain net income (from Part IV, line 2)		1,493,098.		
	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)	2,518.			STMT 1
	12 **Total.** Add lines 1 through 11	1,905,926.	1,895,788.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	16,634.	12,475.		4,158.
	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.	NONE	750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	17,731.	7,731.		
	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	15.			15.
	24 **Total operating and administrative expenses** Add lines 13 through 23	35,880.	20,956.	NONE	4,923.
	25 Contributions, gifts, grants paid	1,026,125.			1,026,125.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,062,005.	20,956.	NONE	1,031,048.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	843,921.			
	b **Net investment income** (if negative, enter -0-)		1,874,832.		
	c **Adjusted net income** (if negative, enter -0-)				

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20 P

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	143,083.		
	2	Savings and temporary cash investments	907,935.	1,216,541.	1,216,541.
	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)	13,086,327.	13,563,220.	17,515,606.
	c	Investments - corporate bonds (attach schedule)	2,406,439.	1,903,952.	1,853,401.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,986,979.	3,690,838.	3,737,317.
	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)	19,530,763.	20,374,551.	24,322,865.
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	19,530,763.	20,374,551.	
	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)	19,530,763.	20,374,551.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	19,530,763.	20,374,551.	

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	19,530,763.
2	Enter amount from Part I, line 27a	2	843,921.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,374,684.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	133.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,374,551.

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	12,080,600.		10,587,502.	1,493,098.
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				1,493,098.
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** 1,493,098.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2012	1,007,379.	21,007,763.	0.047953
2011	980,902.	21,027,904.	0.046648
2010	885,621.	20,084,870.	0.044094
2009	589,888.	18,162,560.	0.032478
2008	752,809.	17,347,610.	0.043396

2	**Total** of line 1, column (d)	2	0.214569
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	0.042914
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,838,498.
5	Multiply line 4 by line 3	5	980,091.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,748.
7	Add lines 5 and 6	7	998,839.
8	Enter qualifying distributions from Part XII, line 4	8	1,031,048.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	18,748.
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	18,748.
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	18,748.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 25,202.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 31,044.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	56,246.
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	37,498.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 18,748. **Refunded** ▶	11	18,750.

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)? *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.*	1b		X
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) ▶ IL			
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 ST., FL 21, 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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)		2b		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)*

			Yes	No
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
JPMorgan Chase Bank, NA 10 S Dearborn St Fl 21, Chicago, IL 60603	trustee 5	16,634.	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	22,350,383.
b	Average of monthly cash balances	1b	835,909.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	23,186,292.
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	23,186,292.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	347,794.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,838,498.
6	**Minimum investment return.** Enter 5% of line 5	6	1,141,925.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,141,925.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	18,748.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	18,748.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,123,177.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,123,177.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,123,177.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,031,048.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,031,048.
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	18,748.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,012,300.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					1,123,177.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				1,026,125.	
b Total for prior years 20 11 ,20___,20___			NONE		
3 Excess distributions carryover, if any, to 2013					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,031,048.					
a Applied to 2012, but not more than line 2a				1,026,125.	
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					4,923.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					1,118,254.
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 (a) 2013	Prior 3 years (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).)

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 5

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 23				1,026,125.
Total . . . . ▶ **3a**				1,026,125.
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	410,310.	
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	1,493,098.	
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	2,518.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,905,926.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,905,926.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date 11/12/2014 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	11/12/2014		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
DEFERRED INCOME		2,518.
	TOTALS	2,518.

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.	NONE	750.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	17.	17.
FEDERAL ESTIMATES - INCOME	10,000.	
FOREIGN TAXES ON QUALIFIED FOR	6,148.	6,148.
FOREIGN TAXES ON NONQUALIFIED	1,566.	1,566.
TOTALS	17,731.	7,731.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL FEE	15.	15.
TOTALS	15.	15.

RECIPIENT NAME:
Timothy Fitzgibbon, JPMorgan Chase Bank
ADDRESS:
10 S Dearborn St. Fl 8
Chicago, IL 60603
RECIPIENT'S PHONE NUMBER: 312)732-3568
FORM, INFORMATION AND MATERIALS:
written letter
none
SUBMISSION DEADLINES:
none
limited to organizations described in
RESTRICTIONS OR LIMITATIONS ON AWARDS:
IRC Section 501 c 3

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

RECIPIENT NAME:
Salvation Army Chicago
ADDRESS:
P.O. BOX 1428
Alexandria, VA 22313
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: CHICAGO CHAPTER
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 74,125.

RECIPIENT NAME:
BEARS CARE
ADDRESS:
1000 FOOTBALL DRIVE
LAKE FOREST, IL 60045
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHICAGO HISTORY MUSEUM
ADDRESS:
1601 N CLARK STREET
Chicago, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Prevent Child Abuse America
ADDRESS:
228 SOUTH WABASH AVE., 10TH FL
Chicago, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Christopher House
ADDRESS:
2507 N GREENVIEW AVE
Chicago, IL 60614
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Heartland Alliance for Human
Needs and Human Rights
ADDRESS:
208 S LASALLE ST STE 1818
Chicago, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: TRAVELERS AID
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
ASSOCIATION HOUSE OF
CHICAGO
ADDRESS:
1116 N KEDZIE AVE
CHICAGO, IL 60651
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Boys and Girls Clubs of Chicago
ADDRESS:
550 W VAN BUREN ST., STE 350
CHICAGO, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Chicago Child Care Society
ADDRESS:
5467 S UNIVERSITY AVE
Chicago, IL 60615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

==

RECIPIENT NAME:
  Field Museum of Natural History
ADDRESS:
  1400 S LAKESHORE DR
  Chicago, IL 60605
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
  PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
  ART INSTITUTE OF CHICAGO
ADDRESS:
  111 SOUTH MICHIGAN AVE
  CHICAGO, IL 60603
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
  PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
  Infant Welfare Society of Chicago
ADDRESS:
  3600 W FULLERTON AVE
  Chicago, IL 60647
RELATIONSHIP:
  NONE
PURPOSE OF GRANT:
  CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
  PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Lawrence Hall Youth Services
ADDRESS:
4833 N FRANCISCO AVE
Chicago, IL 606025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Museum of Science and
Industry
ADDRESS:
57TH STREET AND LAKESHORE DR.
Chicago, IL 606037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Northwestern University
ADDRESS:
633 CLARK STREET
Evanston, IL 60208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: KELLOGG SCHOOL OF MANAGEMENT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

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

RECIPIENT NAME:
Northwestern University Settlement
ADDRESS:
1400 W AUGUSTA BLVD
CHicago, IL 60642
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Shedd Aquarium Society
ADDRESS:
1200 S LAKESHORE DRIVE
Chicago, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Boy Scouts of America
Chicago Area Council
ADDRESS:
1218 WEST ADAMS
Chicago, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

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

RECIPIENT NAME:
Off the Street Club
ADDRESS:
25 N KALOV AVE
Chicago, IL 606024
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
St Catherine of
Alexandria Parish
ADDRESS:
10621 S KEDVALE AVE
Oak Lawn, IL 60453
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; SCHOLARSHIP FUND
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Rush University Medical Center
ADDRESS:
1700 W VAN BUREN ST RM 150
Chicago, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 60,000.

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

RECIPIENT NAME:
The Hadley School for the Blind
ADDRESS:
700 ELM STREET
Winnetka, IL 60093
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Chicago Horticultural Society
ADDRESS:
1000 LAKE COOK ROAD
Chicago, IL 60022
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
Lake Geneva Fresh Air Association
ADDRESS:
P.O. BOX 10
Williams Bay, WI 53191
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Rehabilitation Institute of Chicago
ADDRESS:
345 E SUPERIOR STREET
Chicago, IL 60611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
Chicago Youth Centers
ADDRESS:
218 S WABASH AVENUE, STE 600
Chicago, IL 60604
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
The Thresholds
ADDRESS:
4423 N RAVENSWOOD AVE
Chicago, IL 60640
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
EVANS SCHOLARS FOUNDATION
ADDRESS:
1 BRIAR ROAD
GOLF, IL 60029
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Greater Chicago Food
Depository
ADDRESS:
4100 W ANN LURIE PL
Chicago, IL 60632
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Midwest Palliative &
Hospice Care Center
ADDRESS:
2050 CLARE COURT
Glenview, IL 60025
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Ann & Robert H Lurie Childrens
Hospital Foundation
ADDRESS:
225 E CHICAGO AVE.,
Chicago, IL 60611
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
Chicago Foundation for Education
ADDRESS:
ONE LASALLE STREET STE 1675
Chicago, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BETWEEN FRIENDS
ADDRESS:
PO BOX 608548
CHICAGO, IL 60660
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

==

RECIPIENT NAME:
Voices for Illinois Children Inc
ADDRESS:
208 S LASALLE STREET STE 1490
Chicago, IL 60604
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Kohl Children's Museum of
Greater Chicago
ADDRESS:
2100 PATRIOT BLVD
Glenview, IL 60026
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Girl Scouts of Greater
Chicago and NW IN
ADDRESS:
20 S CLARK STREET STE 200
Chicago, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
City-Wide Tax Assistance Program
ADDRESS:
233 S WACKER DRIVE STE 9100
CHICAGO, IL 60606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Chicago Children's Advocacy
Center
ADDRESS:
1240 S DAMEN AVENUE
Chicago, IL 60608
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Goodwill Industries of Metropolitan
Chicago
ADDRESS:
30 N RACINE AVE, SUITE 230
Chicago, IL 60607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
HUNDRED CLUB OF COOK COUNTY
ADDRESS:
135 LASALLE STREET 1162
Chicago, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Wilmette Historical Society
ADDRESS:
609 RIDGE ROAD
Wilmette, IL 60091
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Adler Planetarium
ADDRESS:
1300 S LAKESHORE DR
CHICAGO, IL 60605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
First Church of Christ
Scientist
ADDRESS:
333 BROAD STREET
Lake Geneva, WI 53147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Lifeline Inc
ADDRESS:
6100 WEST DIRKSEN PARKWAY STE 302
Peoria, IL 61607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Geneva Lake Association
ADDRESS:
P.O. BOX 412
Lake Geneva, WI 53147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

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

RECIPIENT NAME:
Geneva Lake Water Safety
ADDRESS:
P.O. BOX 548
Williams Bay, WI 53191
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Geneva Area Foundation
ADDRESS:
P.O. BOX 71
Lake Geneva, WI 53147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Geneva Lake Conservancy Inc
ADDRESS:
P.O. BOX 588
Fontana, WI 53125
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
Geneva Lake Museum
ADDRESS:
255 MILL STREET
Lake Geneva, WI 53147
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
AMERICAN RED CROSS OF GREATER
CHICAGO
ADDRESS:
2200 W HARRISON STREET
CHICAGO, IL 60612
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
Mayo Clinic Arizona
ADDRESS:
13400 EAST SHEA BLVD
Scottsdale, AZ 85259
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 50,000.

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

RECIPIENT NAME:
Virginia Mason Foundation
ADDRESS:
1100 9TH AVE
Seattle, WA 98101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
University of Southern California
ADDRESS:
3551 TROUSDALE PARKWAY STE 160
Los Angeles, CA 90089
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; WRIGLEY INSTITUTE OF ENVIRONMENTAL STU
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CATALINA ISLAND MUSEUM
SOCIETY INC
ADDRESS:
P.O. BOX 366
AVALON, CA 90704
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 150,000.

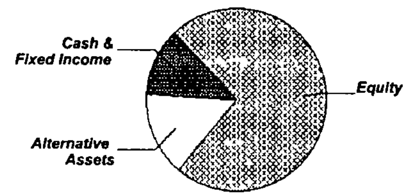
TOTAL GRANTS PAID: 1,026,125.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	16,757,225 81	17,515,606 12	758,380 31	163,099 98	73%
Alternative Assets	3,488,359 45	3,737,316 66	248,957 21	55,453 74	15%
Cash & Fixed Income	2,857,695 20	2,919,937 74	62,242 54	75,479 57	12%
Market Value	**$23,103,280.46**	**$24,172,860.52**	**$1,069,580.06**	**$294,033.29**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	(145,958 75)	150,004 62	295,963 37
Accruals	8,267 83	1,031.65	(7,236 18)
Market Value	**($137,690.92)**	**$151,036.27**	**$288,727.19**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**23,103,280.46**	**21,404,149 84**	**(145,958.75)**	**143,083.49**
Additions			157,339 00	895,096 70
Withdrawals & Fees	(148,089 00)	(735,846 70)	(20,750 00)	(1,213,540.83)
Net Additions/Withdrawals	**($148,089.00)**	**($735,846.70)**	**$136,589.00**	**($318,444.13)**
Income	84,695 40	87,599 27	159,374 37	325,365 26
Change In Investment Value	1,132,973 66	3,416,958 11		
Ending Market Value	**$24,172,860.52**	**$24,172,860.52**	**$150,004.62**	**$150,004.62**
Accruals	--	–	1,031 65	1,031 65
Market Value with Accruals	**–**	**–**	**$151,036.27**	**$151,036.27**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	243,828 19	409,182 16
Foreign Dividends	183 55	1,029 06
Interest Income	58 03	240 77
Original Issue Discount		2,512.54
Taxable Income	**$244,069.77**	**$412,964.53**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	515,400 81	515,400 81
ST Realized Gain/Loss	39,179 39	24,929 05
LT Realized Gain/Loss	123,488 67	944,548 98
Realized Gain/Loss	**$678,068.87**	**$1,484,878.84**

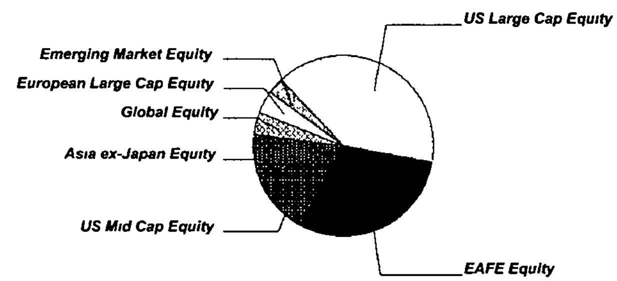
	To-Date Value
Unrealized Gain/Loss	**$3,948,314.18**

Cost Summary	Cost
Equity	13,563,220 18
Cash & Fixed Income	2,970,488 50
Total	**$16,533,708.68**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	7,398,931 07	6,934,453 09	(464,477 98)	29%
US Mid Cap Equity	1,857,185 20	1,880,792 10	23,606 90	8%
EAFE Equity	4,617,824 55	5,232,042 71	614,218 16	22%
European Large Cap Equity	255,588 75	767,322 74	511,733 99	3%
Asia ex-Japan Equity	1,416,882 87	1,420,871 26	3,988 39	6%
Emerging Market Equity	499,562 13	520,291 41	20,729 28	2%
Global Equity	711,251 24	759,832 81	48,581.57	3%
Total Value	**$16,757,225.81**	**$17,515,606.12**	**$758,380.31**	**73%**

Asset Categories



Equity as a percentage of your portfolio - 73 %

Market Value/Cost	Current Period Value
Market Value	17,515,606 12
Tax Cost	13,563,220 18
Unrealized Gain/Loss	3,952,385 94
Estimated Annual Income	163,099 98
Accrued Dividends	1,031 65
Yield	0 93 %

Note: **P** indicates position adjusted for Pending Trade Activity

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
ACE LTD NEW H0023R-10-5 ACE	103 53	109 000	11,284 77	6,008.67	5,276 10	274 68	2 43%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	59 88	97 000	5,808 26	3,431 99	2,376 27		
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	132 88	47 000	6,245 55	4,938 72	1,306 83		
ALLERGAN INC 018490-10-2 AGN	111 08	44 000	4,887 52	3,798 80	1,088 72	8 80	0 18%
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	262 93	16 000	4,206 88	2,825 00	1,381 88		
AMAZON COM INC 023135-10-6 AMZN	398 79	16 000	6,380 64	1,334 03	5,046 61		
ANADARKO PETROLEUM CORP 032511-10-7 APC	79 32	76 000	6,028 32	5,454.98	573.34	54 72	0 91%
APACHE CORP 037411-10-5 APA	85 94	60 000	5,156 40	4,729.73	426.67	48 00	0 93%
APPLE INC. 037833-10-0 AAPL	561 02	43 000	24,123 86	3,793 03	20,330 83	524 60	2 17%
ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	43 40	76 000	3,298 40	2,413 27	885 13	72 96	2 21%
AUTOZONE INC 053332-10-2 AZO	477 94	12 000	5,735 28	3,693 46	2,041.82		

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	52 88	259 000	13,695 66	8,873 41	4,822 25	259 00	1 89 %
BANK OF AMERICA CORP 060505-10-4 BAC	15 57	1,048 000	16,317 36	8,754 28	7,563 08	41 92	0 26 %
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	21 40	59,413 425	1,271,447 30	962,187 10	309,260.20		
BIOGEN IDEC INC 09062X-10-3 BIIB	279 57	33 000	9,225 88	1,610 10	7,615 78		
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53 15	291 000	15,466 65	11,819 32	3,647 33	419 04 104 76	2 71 %
CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	76 61	93 000	7,124 73	5,001 48	2,123 25	111 60	1 57 %
CBS CORP CLASS B W/I 124857-20-2 CBS	63 74	99 000	6,310 26	5,221 49	1,088 77	47 52 11 88	0 75 %
CELGENE CORPORATION 151020-10-4 CELG	168 97	55 000	9,293 24	2,165 00	7,128 24		
CERNER CORP 156782-10-4 CERN	55 74	80 000	4,459 20	3,499 02	960 18		
CHENIERE ENERGY INC 16411R-20-8 LNG	43 12	80 000	3,449 60	1,253 14	2,196 46		
CISCO SYSTEMS INC 17275R-10-2 CSCO	22 43	506 000	11,349 58	9,750 59	1,598 99	344 08	3 03 %
CITIGROUP INC NEW 172967-42-4 C	52 11	285 000	14,851.35	10,167 51	4,683 84	11 40	0 08 %
COCA-COLA CO 191216-10-0 KO	41 31	162 000	6,692 22	6,450 44	241 78	181 44	2 71 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
COMCAST CORP CL A 20030N-10-1 CMCS A	51 97	306 000	15,901 29	6,666.01	9,235 28	238 68 59 67	1 50 %
COSTCO WHOLESALE CORP 22160K-10-5 COST	119 02	33 000	3,927 66	4,010 20	(82 54)	40 92	1 04 %
CSX CORP 126408-10-3 CSX	28 77	242 000	6,962 34	5,241 51	1,720 83	145 20	2 09 %
CVS CAREMARK CORPORATION 126650-10-0 CVS	71 57	63 000	4,508 91	3,552 29	956 62	69 30	1 54 %
DISH NETWORK CORP CL A 25470M-10-9 DISH	57 92	114 000	6,602 88	4,255.29	2,347 59		
DOW CHEMICAL CO 260543-10-3 DOW	44 40	175 000	7,770 00	5,352 94	2,417 06	224 00 56 00	2 88 %
P **EATON CORP PLC** G29183-10-3 ETN	76 12	56 000	4,262 72	4,174 05	88 67	94 08	2 21 %
EBAY INC 278642-10-3 EBAY	54 87	176 000	9,656 24	9,583 42	72 82		
EDGEWOOD GROWTH FUND-INS 0075W0-75-9 EGFI X	18 74	40,344 575	756,057 34	459,121 27	296,936 07		
EMERSON ELECTRIC CO 291011-10-4 EMR	70 18	94 000	6,596 92	4,544 58	2,052 34	161 68	2 45 %
EOG RESOURCES INC 26875P-10-1 EOG	167 84	15 000	2,517 60	1,015 17	1,502 43	11 25	0 45 %
EXXON MOBIL CORP 30231G-10-2 XOM	101 20	138 000	13,965 60	9,065 43	4,900 17	347 76	2 49 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Large Cap Equity							
FLUOR CORP 343412-10-2 FLR	80 29	175 000	14,050 75	9,743 47	4,307 28	112 00 28 00	0 80%
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	20 86	50,041 702	1,043,869 90	600,000 00	443,869 90	8,857 38	0 85%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	37 74	260 000	9,812 40	8,727 69	1,084 71	325 00	3 31%
GENERAL MILLS INC 370334-10-4 GIS	49 91	107 000	5,340 37	3,226 93	2,113 44	162 64	3 05%
GENERAL MOTORS CO 37045V-10-0 GM	40 87	303 000	12,383 61	8,852 92	3,530 69		
GOOGLE INC CL A 38259P-50-8 GOOG	1,120 71	20 000	22,414 20	13,400 41	9,013 79		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	36 23	142 000	5,144 66	4,286 84	857 82	85 20 21 30	1 66%
HOME DEPOT INC 437076-10-2 HD	82 34	151 000	12,433 34	7,101 50	5,331 84	235 56	1 89%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91 37	194 000	17,725 78	9,901 05	7,824 73	349 20	1 97%
HUMANA INC 444859-10-2 HUM	103 22	51 000	5,264 22	3,630 79	1,633 43	55 08 13 77	1 05%
INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	224 92	37 000	8,322 04	5,975 10	2,346 94	96 20	1 16%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
INVESCO LTD G491BT-10-8 IVZ	36 40	67 000	2,438 80	1,221.30	1,217 50	60 30	2 47 %
JOHNSON & JOHNSON 478160-10-4 JNJ	91 59	291 000	26,652 69	22,448 64	4,204 05	768 24	2 88 %
JOHNSON CONTROLS INC 478366-10-7 JCI	51 30	143.000	7,335 90	2,155 58	5,180 32	125 84 31 46	1 72 %
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27 74	40,934 687	1,135,528 22	952,367 42	183,160 80	17,479 11	1 54 %
KLA-TENCOR CORP 482480-10-0 KLAC	64 46	38 000	2,449 48	2,326 87	122 61	68 40	2 79 %
LAM RESEARCH CORP 512807-10-8 LRCX	54 45	131 000	7,132 95	5,523 10	1,609 85		
LOWES COMPANIES INC 548661-10-7 LOW	49 55	234 000	11,594 70	4,771 72	6,822 98	168 48	1 45 %
MANNING & NAPIER EQUITY SERI 563821-60-2 EXEY X	19 68	32,155 264	632,815 60	566,767 56	66,048 04	257 24	0 04 %
MARATHON OIL CORP 565849-10-6 MRO	35 30	144 000	5,083 20	5,205 87	(122 67)	109 44	2 15 %
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	91 73	27 000	2,476 71	2,351 13	125 58	45 36	1 83 %
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	48 36	91 000	4,400 76	3,983 06	417 70	91 00	2 07 %
MASCO CORP 574599-10-6 MAS	22 77	361.000	8,219 97	5,314 24	2,905 73	108 30	1 32 %
MASTERCARD INC - CLASS A 57636Q-10-4 MA	835 46	15 000	12,531 90	4,356 99	8,174 91	66 00	0 53 %

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
MCKESSON CORP 58155Q-10-3 MCK	161 40	37 000	5,971 80	5,976 88	(5 08)	35 52 8 88	0 59 %
MERCK AND CO INC 58933Y-10-5 MRK	50 05	113 000	5,655 65	3,197 90	2,457 75	198 88 49 72	3 52 %
METLIFE INC 59156R-10-8 MET	53 92	263 000	14,180 96	7,573 63	6,607 33	289.30	2 04 %
METTLER TOLEDO INTERNATIONAL INC 592688-10-5 MTD	242 59	17 000	4,124 03	3,548 63	575 40		
MICROSOFT CORP 594918-10-4 MSFT	37 41	607 000	22,707 87	12,217 54	10,490 33	679 84	2 99 %
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	35 30	181 000	6,389 30	4,047 55	2,341 75	101 36 25 34	1 59 %
MONSANTO CO 61166W-10-1 MON	116 55	71 000	8,275 05	7,658 25	616 80	122 12	1 48 %
MORGAN STANLEY 617446-44-8 MS	31 36	338.000	10,599 68	7,456 34	3,143 34	67 60	0 64 %
NEXTERA ENERGY INC 65339F-10-1 NEE	85 62	84 000	7,192 08	6,631 66	560 42	221 76	3 08 %
NISOURCE INC 65473P-10-5 NI	32 88	142 000	4,668 96	4,019 85	649.11	142 00	3 04 %
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95 10	107 000	10,175 70	5,213 61	4,962 09	273 92 80 64	2 69 %
ORACLE CORP 68389X-10-5 ORCL	38 26	313 000	11,975 38	6,563 20	5,412 18	150 24	1 25 %
PACCAR INC 693718-10-8 PCAR	59 17	171 000	10,118 07	4,396 67	5,721.40	136 80 153 90	1 35 %

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
PENTAIR LTD SHS H6169Q-10-8 PNR	77 67	59 000	4,582 53	2,213 39	2,369 14	59 00	1 29 %
PEPSICO INC 713448-10-8 PEP	82 94	86 000	7,132 84	6,329 72	803 12	195 22 48 81	2 74 %
PERRIGO CO LTD G97822-10-3 PRGO	153 46	45 000	6,905 70	6,849 23	56 47		
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	87 13	83 000	7,231 79	6,831 10	400 69	312 08 78 02	4 32 %
PHILLIPS 66 718546-10-4 PSX	77 13	134 000	10,335 42	7,142 77	3,192 65	209 04	2 02 %
PRICELINE.COM INC 741503-40-3 PCLN	1,162 40	5 000	5,812 00	3,482 33	2,329 67		
PROCTER & GAMBLE CO 742718-10-9 PG	81 41	126 000	10,257 66	6,969 43	3,288 23	303 15	2 96 %
QEP RESOURCES INC 74733V-10-0 QEP	30 65	130 000	3,984 50	4,230 53	(246 03)	10 40	0 26 %
QUALCOMM INC 747525-10-3 QCOM	74 25	169 000	12,548 25	7,954 36	4,593 89	236 60	1 89 %
SCHLUMBERGER LTD 806857-10-8 SLB	90 11	213 000	19,193 43	17,766 95	1,426 48	266 25 48 13	1 39 %
SG REN SPX 10/16/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-09/27/13 SPX 1691 75 83368W-EU-1	106 73	300,000 000	320,190 00	297,000 00	23,190 00		
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184 69	5,146 000	950,414 74	712,193 55	238,221 19	17,244 24	1 81 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
STATE STREET CORP 857477-10-3 STT	73 39	91 000	6,678 49	5,422 65	1,255 84	94 64 23 66	1 42 %
TIME WARNER INC NEW 887317-30-3 TWX	69 72	326 000	22,728 72	6,058 27	16,670 45	374 90	1 65 %
TIME WARNER CABLE INC 88732J-20-7 TWC	135 50	32 000	4,336 00	3,629.36	706 64	83 20	1 92 %
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75 30	176 000	13,252 80	8,676 65	4,576 15	197 12	1 49 %
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113 80	197 000	22,418 60	11,476 77	10,941 83	464 92	2 07 %
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	37 83	102 000	3,858 66	3,929 33	(70 67)		
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49 14	123 000	6,044 22	3,201.16	2,843 06	260 76	4 31 %
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	74 30	45 000	3,343 50	1,411 27	1,932 23		
WALT DISNEY CO 254687-10-6 DIS	76 40	103 000	7,869 20	6,846.85	1,022 35	88 58 88 58	1 13 %
WELLS FARGO & CO 949746-10-1 WFC	45 40	453 000	20,566 20	6,611 33	13,954 87	543 60	2 64 %
WILLIAMS COMPANIES INC 969457-10-0 WMB	38 57	169 000	6,518 33	4,611.96	1,906 37	256 88	3 94 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
YUM BRANDS INC 988498-10-1 YUM	75 61	122 000	9,224 42	3,497 74	5,726 68	180 56	1 96%
Total US Large Cap Equity			**$6,934,453.09**	**$5,072,235.31**	**$1,862,217.78**	**$57,159.08** **$932.52**	**0.82%**
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	44 67	16,646 677	743,607 06	488,777 12	254,829.94	1,015 44	0 14%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133 81	2,680 000	358,610 80	257,413 22	101,197 58	4,631 04	1 29%
TIMESSQUARE MID CAP GROW-PRM 561709-83-3 TMDP X	18 23	42,708 406	778,574 24	388,805 50	389,768 74		
Total US Mid Cap Equity			**$1,880,792.10**	**$1,134,995 84**	**$745,796.26**	**$5,646.48**	**0.30%**
EAFE Equity							
ARTISAN INTERNATIONAL FD-INV 04314H-20-4 ARTI X	30 48	15,926 995	485,454 81	473,509 55	11,945 26	9,030 60	1 86%
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36 77	26,329 192	968,124 39	682,841 17	285,283 22	24,301 84	2 51%
DB REN MXEA 08/06/14 2 XLEV- 11 15%CAP- 22 30%MAXPYMT INITIAL LEVEL-07/19/13 MXEA 1733 470 25152R-DW-0	108 15	250,000 000	270,370 00	247,500 00	22,870 00		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
EAFE Equity							
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43 04	24,104 086	1,037,439 86	931,863 98	105,575.88	16,752 33	1 61 %
GS BREN EAFE 01/10/14 10%BUFFER-2 XLEV- 7 65%CAP 15 3%MAXRTRN INITIAL LEVEL-12/21/12 SX5E 2651 09 UKX 5939 99 TPX 832 72 38141G-LJ-1	115 28	200,000 000	230,554 00	198,000 00	32,554 00		
GS BREN MXEA 3/5/14 10%BUFFER-1.5XLEV- 7 55%CAP 11 325%MAXPYMT INITIAL LEVEL-02/15/13 MXEA 1663 46 38141G-NY-6	110 50	225,000 000	248,613 75	222,750 00	25,863 75		
HSBC REN MXEA 10/16/14 2 XLEV- 10%CAP- 20%MAXPYMT INITIAL LEVEL-09/27/13 MXEA 1835 850 40432X-LA-7	103 65	250,000 000	259,125 00	247,500 00	11,625 00		
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	9 05	75,467 697	682,982 66	555,223 72	127,758 94	7,773 17	1 14 %
MFS INTL VALUE-I 55273E-82-2 MINI X	35 18	29,828 830	1,049,378 24	793,281 29	256,096 95	19,716 85	1 88 %
Total EAFE Equity			**$5,232,042.71**	**$4,352,469.71**	**$879,573 00**	**$77,574.79**	**1.48 %**

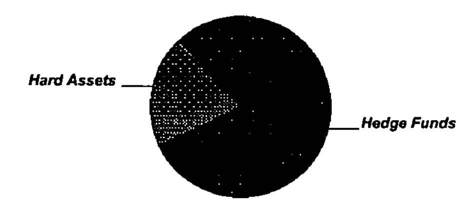
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	120 09	225,000 000	270,193 50	222,187 50	48,006 00		
JPM INTREPID EUROPEAN FD - INSTL FUND 1300 4812A0-68-0 JFEI X	26 73	18,598 176	497,129 24	473,509 55	23,619 69	8,053 01 99 13	1 62%
Total European Large Cap Equity			**$767,322.74**	**$695,697.05**	**$71,625.69**	**$8,053.01** **$99.13**	**1.05%**
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24 97	18,124 182	452,560 82	351,597 31	100,963 51		
MS REN MXASJ 2/12/14 2 XLEV- 10 2%CAP- 20 4%MAXPYMT INITIAL LEVEL-01/25/13 MXASJ 554 47 61761J-BT-5	99 80	225,000 000	224,538 75	222,750 00	1,788 75		
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16 01	46,456 695	743,771 69	667,951 55	75,820 14	6,968 50	0 94%
Total Asia ex-Japan Equity			**$1,420,871.26**	**$1,242,298.86**	**$178,572.40**	**$6,968.50**	**0.49%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16 27	15,801 209	257,085 67	188,508 42	68,577 25	2,433 38	0 95%
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21 24	12,391 984	263,205 74	226,277 63	36,928 11	4,114 13	1 56%
Total Emerging Market Equity			**$520,291.41**	**$414,786.05**	**$105,505.36**	**$6,547.51**	**1.26%**
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17 83	42,615 413	759,832 81	650,737 36	109,095 45	1,150 61	0 15%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	2,771,334 66	2,919,894 35	148,559 69	12%
Hard Assets	717,024 79	817,422 31	100,397 52	3%
Total Value	**$3,488,359.45**	**$3,737,316.66**	**$248,957.21**	**15%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 15 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 20	48,626 369	544,615 33	532,458 74
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EBSI X	10 50	39,923 969	419,201 67	421,197 87

Hedge Funds

	Price	Quantity	Estimated Value	Cost
GATEWAY FUND-Y 367829-88-4 GTEY X	28 99	29,982 962	869,206 07	837,955 85
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11 89	54,624 966	649,490 85	672,729 20
PRUDENTIAL INVT PORTFOLIOS 9 PRU ABRTN FD Z 74441J-82-9 PADZ X	9 85	44,404 105	437,380 43	435,160 23
Total Hedge Funds			**$2,919,894.35**	**$2,899,501.89**

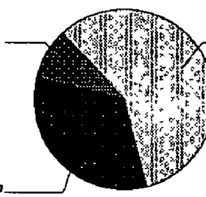
Hard Assets

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10 67	64,657 667	689,897 31	667,585 77	2,198 36
SG CONT BUFF EQ BRENT 08/12/14 LNKD TO CO1 80% BARRIER- 4 6%CPN 15 00%CAP INITIAL LEVEL-08/01/13 CO1 109 43 78423E-HT-4	102 02	125,000 000	127,525 00	123,750 00	
Total Hard Assets			**$817,422.31**	**$791,335.77**	**$2,198.36**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	679,025 51	1,065,925 23	386,899 72	4%
US Fixed Income	1,959,664 32	1,639,340 82	(320,323 50)	7%
Foreign Exchange & Non-USD Fixed Income	219,005 37	214,671 69	(4,333 68)	1%
Total Value	**$2,857,695.20**	**$2,919,937.74**	**$62,242.54**	**12%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 12 %

Market Value/Cost	Current Period Value
Market Value	2,919,937 74
Tax Cost	2,970,488 50
Unrealized Gain/Loss	(50,550.76)
Estimated Annual Income	75,479 57
Yield	2 58%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	2,919,937 74	100%

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	1,065,925 23	36%
International Bonds	214,671 69	7%
Mutual Funds	1,639,340 82	57%
Total Value	**$2,919,937.74**	**100%**

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	1,066,536 45	1,066,536 45	1,066,536 45		319 96	0 03 % [1]
COST OF PENDING PURCHASES	1 00	(611 22)	(611 22)	(611 22)			
Total Cash			**$1,065,925.23**	**$1,065,925.23**	**$0.00**	**$319.96**	**0.03 %**
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 78	42,890 36	462,358 06	478,409 18	(16,051.12)	23,889 92	5 17 %
EATON VANCE FLOATING RATE-I 277911-49-1	9 19	25,818 41	237,271 14	230,816 54	6,454 60	9,268 80	3 91 %
PIMCO TOTAL RETURN FUND-INST 693390-70-0	10 69	65,945 59	704,958 40	736,046 19	(31,087.79)	18,200 98	2 58 %
BLACKROCK HIGH YIELD BOND 091929-63-8	8 21	28,593 57	234,753 22	224,459 53	10,293 69	14,296 78	6 09 %
Total US Fixed Income			**$1,639,340.82**	**$1,669,731.44**	**($30,390.62)**	**$65,656.48**	**4.01 %**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	13 87	15,477 41	214,671 69	234,831 83	(20,160 14)	9,503 13	4 43%