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 , and ending

Name of foundation
DENNIS M. JONES FAMILY FOUNDATION
FORMERLY DENNIS & JUDITH JONES CHAR FD T

A Employer identification number 43-6786094

Number and street (or P O box number if mail is not delivered to street address): 1700 SOUTH WARSON ROAD
Room/suite:

B Telephone number: 3145766100

City or town, state or province, country, and ZIP or foreign postal code: ST. LOUIS, MO 63124

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 50,173,978.

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

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

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

			(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	5,750.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	1,053,170.	1,053,170.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,262,953.			
	b	Gross sales price for all assets on line 6a 7,808,783.				
	7	Capital gain net income (from Part IV, line 2)		2,262,953.		
	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)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	3,321,873.	3,316,123.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 2	5,750.	5,750.		0.
	c	Other professional fees STMT 3	382,866.	382,866.		0.
	17	Interest				
	18	Taxes STMT 4	30,000.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	418,616.	388,616.		0.
	25	Contributions, gifts, grants paid	2,486,000.			2,486,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	2,904,616.	388,616.		2,486,000.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	417,257.			
	b	**Net investment income** (if negative enter -0-)		2,927,507.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	631,532.	1,531,877.	1,531,877.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations STMT 5	5,435,145.	6,031,455.	6,375,986.
	b	Investments - corporate stock STMT 6	27,712,757.	24,883,880.	39,940,996.
	c	Investments - corporate bonds STMT 7	507,330.	498,198.	558,562.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	0.	1,765,218.	1,763,964.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 9)	9,200.	2,593.	2,593.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	34,295,964.	34,713,221.	50,173,978.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	34,295,964.	34,713,221.	
	30	**Total net assets or fund balances**	34,295,964.	34,713,221.	
	31	**Total liabilities and net assets/fund balances**	34,295,964.	34,713,221.	

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	34,295,964.
2	Enter amount from Part I, line 27a	2	417,257.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	34,713,221.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,713,221.

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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	MORGAN STANLEY 118434 (SEE ATTACHED)	P		
b	MORGAN STANLEY 118434 (SEE ATTACHED)	P		
c	MORGAN STANLEY 118434 (SEE ATTACHED)	P		
d	MORGAN STANLEY 118434 BASIS ADJUSTMENT			
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	373,776.		363,914.	9,862.
b	452,294.		288,498.	163,796.
c	6,982,713.		4,855,870.	2,126,843.
d			37,548.	<37,548.>
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				9,862.
b				163,796.
c				2,126,843.
d				<37,548.>
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 2,262,953.

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). If (loss), enter -0- in Part I, line 8 } 3 N/A

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	1,999,496.	41,472,832.	.048212
2011	1,849,774.	40,433,028.	.045749
2010	1,726,100.	38,724,817.	.044573
2009	2,042,400.	34,429,275.	.059322
2008	1,523,300.	40,322,689.	.037778

2	**Total** of line 1, column (d)	2	.235634
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	.047127
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	46,247,483.
5	Multiply line 4 by line 3	5	2,179,505.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,275.
7	Add lines 5 and 6	7	2,208,780.
8	Enter qualifying distributions from Part XII, line 4	8	2,486,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	29,275.
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	0.
3 Add lines 1 and 2			3	29,275.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	29,275.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	64,978.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	64,978.
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	35,703.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 35,703. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	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? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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) ▶ MO			
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)*

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 ▶ DENNIS JONES Telephone no. ▶ 314-993-9521

Located at ▶ 1700 SOUTH WARSON ROAD, ST. LOUIS, MO ZIP+4 ▶ 63124

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 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	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

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

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

(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)? ☐ 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)? N/A | 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? N/A ☐ 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? N/A | 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.

(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
J. DENISE FRANZ 2220 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.
DENNIS M. JONES 1700 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 4.00	0.	0.	0.
DENNIS M. JONES, JR 670 OLD RIVERWOODS LANE ST LOUIS, MO 63017	TRUSTEE 0.00	0.	0.	0.
JUDITH A. JONES 1700 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	44,239,239.
b	Average of monthly cash balances			1b	2,712,520.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	46,951,759.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	46,951,759.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	704,276.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	46,247,483.
6	**Minimum investment return.** Enter 5% of line 5			6	2,312,374.

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	2,312,374.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	29,275.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	29,275.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,283,099.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	2,283,099.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	2,283,099.

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	2,486,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,486,000.
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	5	29,275.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,456,725.

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				2,283,099.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,050,604.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 ______				
b From 2009 ______				
c From 2010 ______				
d From 2011 ______				
e From 2012 ______				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,486,000.				
a Applied to 2012, but not more than line 2a			2,050,604.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				435,396.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				1,847,703.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009 ______				
b Excess from 2010 ______				
c Excess from 2011 ______				
d Excess from 2012 ______				
e Excess from 2013 ______				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a 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).)

DENNIS M. JONES

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 10

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALMOST HOME 3200 ST. VINCENT AVE ST LOUIS, MO 63104	NONE	501(C)3	CHARITABLE	25,000.
ALZHEIMER'S ASSOCIATION 9370 OLIVE BLVD OLIVETTE, MO 63132	NONE	501(C)3	CHARITABLE	1,000.
BONHOMME PRESBYTERIAN CHURCH 14820 CONWAY ROAD CHESTERFIELD, MO 63017	NONE	501(C)3	CHARITABLE	25,000.
CATHOLIC FAMILY SERVICES 9200 WATSON ROAD G-101 ST LOUIS, MO 63126	NONE	501(C)3	CHARITABLE	100,000.
CHARACTER PLUS (2012 CHECK NEVER CASHED) 1460 CRAIG ROAD ST LOUIS, MO 63146	NONE	501(C)3	CHARITABLE	<10,000.>
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,486,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
	(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	1,053,170.	
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	2,262,953.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		3,316,123.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 3,316,123.

(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).

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
		N/A	

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
N/A		

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 5/15/14 — Title OFFICER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
RICHARD KRANER		05/14/2014		P01075151

Firm's name ▶ STONE CARLIE AND COMPANY, LLC — Firm's EIN ▶ 43-0642511

Firm's address ▶ 101 S HANLEY ROAD, SUITE 800
ST LOUIS, MO 63105 — Phone no. 314-889-1100

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Name of the organization
DENNIS M. JONES FAMILY FOUNDATION
FORMERLY DENNIS & JUDITH JONES CHAR FD T

Employer identification number
43-6786094

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . .. . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

323451
10-24-13

Name of organization
DENNIS M. JONES FAMILY FOUNDATION
FORMERLY DENNIS & JUDITH JONES CHAR FD T

Employer identification number
43-6786094

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	DENNIS M. JONES 1700 S. WARSON ROAD ST. LOUIS, MO 63124	$ 5,750.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization	Employer identification number
DENNIS M. JONES FAMILY FOUNDATION FORMERLY DENNIS & JUDITH JONES CHAR FD T	43-6786094

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
DENNIS M. JONES FAMILY FOUNDATION FORMERLY DENNIS & JUDITH JONES CHAR FD T	43-6786094

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY 118358	30.	0.	30.	30.	
MORGAN STANLEY 118434	381,262.	0.	381,262.	381,262.	
MORGAN STANLEY 118434	<9,185.>	0.	<9,185.>	<9,185.>	
MORGAN STANLEY 118434	708,622.	0.	708,622.	708,622.	
MORGAN STANLEY 118434 ACCR INT PURCHASED	<18,199.>	0.	<18,199.>	<18,199.>	
MORGAN STANLEY 118434 AMORT OF BOND INT	<9,360.>	0.	<9,360.>	<9,360.>	
TO PART I, LINE 4	1,053,170.	0.	1,053,170.	1,053,170.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	5,750.	5,750.		0.
TO FORM 990-PF, PG 1, LN 16B	5,750.	5,750.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	382,866.	382,866.		0.
TO FORM 990-PF, PG 1, LN 16C	382,866.	382,866.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	30,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	30,000.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS-ATTACHED		X	6,031,455.	6,375,986.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			6,031,455.	6,375,986.
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,031,455.	6,375,986.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SYNERGY HOLDING CORP.	650,000.	0.
CORPORATE STOCK - ATTACHED	24,233,880.	39,940,996.
TOTAL TO FORM 990-PF, PART II, LINE 10B	24,883,880.	39,940,996.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-ATTACHED	498,198.	558,562.
TOTAL TO FORM 990-PF, PART II, LINE 10C	498,198.	558,562.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CLOSED END FUNDS-ATTACHED	COST	1,765,218.	1,763,964.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,765,218.	1,763,964.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	9,200.	449.	449.
PREPAID INTEREST	0.	2,144.	2,144.
TO FORM 990-PF, PART II, LINE 15	9,200.	2,593.	2,593.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 10
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DENNIS M. JONES
1700 SOUTH WARSON ROAD
ST LOUIS, MO 63124

TELEPHONE NUMBER

314-889-1100

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST ON FIRM'S LETTERHEAD WITH EXPLANATION OF CHARITABLE ACTIVITY

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

501(C) QUALIFICATION OR PUBLIC CIVIC IMPROVEMENTS WITHIN THE U.S. OR POSSESSIONS

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

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
CONNECTIONS TO SUCCESS 1431 KINGSLAND AVENUE ST LOUIS, MO 63133	NONE	501(C)3	CHARITABLE	450,000.
DOMINICAN FOUNDATION OF DOMINICAN FRIARS 141 EAST 65TH ST NEW YORK, NY 10065	NONE	501(C)3	CHARITABLE	25,000.
FOCUS MARINE FOUNDATION 1880 SCHLUERSBURG ROAD AUGUSTA, MO 63332	NONE	501(C)3	CHARITABLE	200,000.
FOREST PARK FOREVER 5595 GRAND DRIVE ST. LOUIS, MO 63112	NONE	501(C)3	CHARITABLE	60,000.
FOUNDATION FIGHTING BLINDNESS 11435 CRONHILL DRIVE OWINGS MILLS, MD 21117-2220	NONE	501(C)3	CHARITABLE	125,000.
GATEWAY TO HOPE 845 N. NEW BALLAS RD ST LOUIS, MO 63141	NONE	501(C)3	CHARITABLE	2,000.
GIRLS INC. 3801 NELSON DRIVE ST. LOUIS, MO 63121	NONE	501(C)3	CHARITABLE	100,000.
JUNIOR ACHIEVEMENT 17339 N OUTER 40 ROAD CHESTERFIELD, MO 63005	NONE	501(C)3	CHARITABLE	350,000.
LET'S START INC-ST. VINCENT CHURCH 1408 S. 10TH STREET ST LOUIS, MO 63104	NONE	501(C)3	CHARITABLE	15,000.
MARINE CORPS LAW ENFORCEMENT P.O. BOX 37 MOUNTAIN LAKES, NJ 07046	NONE	501(C)3	CHARITABLE	25,000.
Total from continuation sheets				2,345,000.

323631
05-01-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
OUR LADY'S INN 4223 S. COMPTON AVE ST LOUIS, MO 63111	NONE	501(C)3	CHARITABLE	50,000.
PETER AND PAUL COMMUNITY SERVICES 1025 PARK AVENUE ST LOUIS, MO 63104-3720	NONE	501(C)3	CHARITABLE	200,000.
RANKEN TECHNICAL COLLEGE 4431 FINNEY AVE ST LOUIS, MO 63113	NONE	501(C)3	CHARITABLE	150,000.
SHOW ME AQUATICS 2085 BLUESTONE DR ST. CHARLES, MO 63303	NONE	501(C)3	CHARITABLE	26,500.
SITEMAN CENTER ANGEL OF HOPE 1 BARNES-JEWISH HOSPITAL PLAZA ST LOUIS, MO 63110	NONE	501(C)3	CHARITABLE	1,500.
SOCIETY OF ST. VINCENT DEPAUL 100 N. JEFFERSON AVE ST LOUIS, MO 63103	NONE	501(C)3	CHARITABLE	35,000.
ST. JOSEPH INSTITUTE FOR THE DEAF 1809 CLARKSON ROAD CHESTERFIELD, MO 63017	NONE	501(C)3	CHARITABLE	5,000.
ST. LOUIS VARIETY CLUB 1200 CLARK AVE #504 ST LOUIS, MO 63103	NONE	501(C)3	CHARITABLE	25,000.
ST. PATRICK'S CENTER 800 NORTH TUCKER BLVD. ST LOUIS, MO 63101	NONE	501(C)3	CHARITABLE	500,000.
Total from continuation sheets				

323631
05-01-13

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

DENNIS M JONES
FAMILY FOUNDATION AMND/REST
U/A/D 12/01/00 PM
1700 S. WARSON ROAD
SAINT LOUIS MO 63124-1146

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 43-6786094
Account Number 033 118434 513

Customer Service: 866-324-6088

This information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Short Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section These transactions should be reported on Form 8949 Part I with box A checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AT&T INC		CUSIP. 00206R102	Symbol (Box 1d): T					
	498.000	12/07/12	01/31/13	$17,336.78	$16,777.62	$0.00	$559.16	$0 00
CATERPILLAR INC		CUSIP: 149123101	Symbol (Box 1d): CAT					
	80.000	01/18/13	01/31/13	$7,875.82	$7,801.44	$0.00	$74 38	$0 00
DARDEN RESTAURANTS		CUSIP: 237194105	Symbol (Box 1d): DRI					
	360.000	12/07/12	01/31/13	$16,704.52	$16,780.93	$0.00	($76.41)	$0.00
DEERE & CO		CUSIP: 244199105	Symbol (Box 1d): DE					
	86 000	01/18/13	01/31/13	$8,076 94	$7,808 84	$0.00	$268 10	$0 00
EMC CORP MASS		CUSIP: 268648102	Symbol (Box 1d): EMC					
	450 000	11/13/12	01/31/13	$11,084.65	$10,872 54	$0 00	$212.11	$0 00
FEDEX CORP		CUSIP: 31428X106	Symbol (Box 1d): FDX					
	246.000	04/11/12	01/31/13	$24,943.84	$21,682.76	$0.00	$3,261 08	$0.00
GOOGLE INC-CL A		CUSIP: 38259P508	Symbol (Box 1d): GOOG					
	32 000	02/02/12	01/31/13	$24,204 89	$18,737 12	$0.00	$5,467 77	$0 00
ISHARES BARCLAYS 1-3 YR TSY BD		CUSIP: 464287457	Symbol (Box 1d): SHY					
	409 000	12/03/12	01/31/13	$34,527 82	$34,535 96	$0 00	($8 14)	$0 00
	2,711.000	12/03/12	04/25/13	$229,021.22	$228,916.84	$0.00	$104.38	$0.00
Security Subtotal	3,120.000			$263,549.04	$263,452.80	$0.00	$96.24	$0.00
Total Short Term Covered Securities			√	**$373,776.48**	√ **$363,914.05**	**$0.00**	**$9,862.43**	**$0.00**

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

DENNIS M JONES
FAMILY FOUNDATION AMND/REST
U/A/D 12/01/00 PM
1700 S WARSON ROAD
SAINT LOUIS MO 63124-1146

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number. 26-4310632

Taxpayer ID Number: 43-6786094
Account Number 033 118434 513

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities

(Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box D checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AVAGO TECH	CUSIP: Y0486S104		Symbol (Box 1d): AVGO					
	377 000	03/18/11	01/31/13	$13,474.54	$11,343.97	$0.00	$2,130.57	$0.00
EBAY INC	CUSIP: 278642103		Symbol (Box 1d): EBAY					
	370.000	08/22/11	01/31/13	$20,708.43	$10,150.25	$0.00	$10,558.18	$0 00
GOOGLE INC-CL A	CUSIP: 38259P508		Symbol (Box 1d): GOOG					
	456.000	02/02/12	05/20/13	$418,110.89	$267,003.96	$0.00	$151,106.93	$0 00
Total Long Term Covered Securities			√	**$452,293.86**	√ **$288,498.18**	**$0.00**	**$163,795.68**	**$0.00**

Morgan Stanley

```
      61.75 +
  18,740.40 +
  18,745.80 +
 ------------
  37,547.95 *
Basis Adjustment
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Corporate Tax Statement
Tax Year 2013

DENNIS M. JONES
FAMILY FOUNDATION AMND/REST
U/A/D 12/01/00 PM
1700 S. WARSON ROAD
SAINT LOUIS MO 63124-1146

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS

OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
AMERICAN EXPRESS CO	CUSIP: 025816109		Symbol (Box 1d): AXP					
	309.000	04/15/03	01/31/13	$18,181.86	$9,725.45	$0.00	$8,456.41	$0 00
AMGEN INC	CUSIP: 031162100		Symbol (Box 1d): AMGN					
	188.000	01/17/08	01/31/13	$16,062 36	$8,970.51	$0.00	$7,091 85	$0 00
CHEVRON CORP	CUSIP: 166764100		Symbol (Box 1d): CVX					
	260.000	01/13/03	01/31/13	$30,177 52	$8,859.11	$0 00	$21,318 41	$0.00
CISCO SYS INC	CUSIP: 17275R102		Symbol (Box 1d): CSCO					
	1,073.000	10/10/08	01/31/13	$22,094.72	$18,421.80	$0.00	$3,672.92	$0.00
COCA COLA CO	CUSIP: 191216100		Symbol (Box 1d): KO					
	200 000	09/30/09	01/31/13	$7,440.55	$5,312 92	$0 00	$2,127 63	$0 00
COVIDIEN PLC NEW	CUSIP: G2554F113		Symbol (Box 1d): COV					
	358 000	02/25/10	01/31/13	$22,339 23	$17,729 56	$0 00	$4,609 67	$0 00
DIAGEO PLC SPON ADR NEW	CUSIP: 25243Q205		Symbol (Box 1d): DEO					
	162.000	02/25/10	01/31/13	$19,334.67	$10,452.18	$0.00	$8,882.49	$0.00
GEN ELEC CAP CORP 5625 17SP15	CUSIP: 36962G3H5		Symbol (Box 1d):					
	9,000.000	10/19/07	01/31/13	$10,533 78	$9,070.19	$0 00	$1,463 59	$0.00
GILEAD SCIENCE	CUSIP: 375558103		Symbol (Box 1d): GILD					
	662.000	03/04/10	01/31/13	$26,136 89	$15,537 60	$0 00	$10,599 29	$0 00
	3,376 000	03/04/10	03/20/13	$150,300.54	$79,237.08	$0 00	$71,063 46	$0 00
	11,999.000	07/19/10	03/20/13	$534,199.11	$197,066.18	$0.00	$337,132.93	$0.00
	16,037.000			$710,636.54	$291,840.86	$0.00	$418,795.68	$0.00

```
2012 Dec Stmnt  507,330.00 +
2013 Dec Stmnt  498,198.06 -
               --------------
 Basis of sale    9,131.94 *

                  9,131.94 +
   This stmnt     9,070.19 -
               --------------
   Basis adjustment  61.75 *
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IMPORTANT TAX INFORMATION – PLEASE RETAIN FOR YOUR RECORDS

Morgan Stanley

Corporate Tax Statement
Tax Year 2013

DENNIS M. JONES
FAMILY FOUNDATION AMND/REST
U/A/D 12/01/00 PM
1700 S WARSON ROAD
SAINT LOUIS MO 63124-1146

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Numbe^r^ 43-6786094
Account Number 033 118434 513

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
GOLDMAN SACHS GRP INC	CUSIP: 38141G104		Symbol (Box 1d): GS					
	105 000	10/10/08	01/31/13	$15,485 26	$8,056.68	$0.00	$7,428.58	$0.00
	6,033 000	10/10/08	03/05/13	$931,962.39	$462,913.90	$0.00	$469,048.49	$0.00
Security Subtotal	6,138.000			$947,447.65	$470,970.58	$0.00	$476,477.07	$0.00
HALLIBURTON CO	CUSIP: 406216101		Symbol (Box 1d): HAL					
	323 000	10/18/06	01/31/13	$13,165 21	$9,372 85	$0.00	$3,792 36	$0 00
HOME DEPOT INC	CUSIP: 437076102		Symbol (Box 1d): HD					
	342 000	10/31/06	01/31/13	$22,922.99	$12,751.13	$0 00	$10,171 86	$0 00
	4,366 000	10/31/06	02/19/13	$293,616 96	$162,781.94	$0.00	$130,835.02	$0 00
	2,142 000	10/24/08	02/19/13	$144,051 20	$40,096 31	$0 00	$103,954 89	$0 00
	1,963 000	10/24/08	05/31/13	$156,904 37	$36,745.59	$0 00	$120,158 78	$0 00
	2,319.000	07/20/10	05/31/13	$185,359.78	$63,362 96	$0.00	$121,996.82	$0.00
Security Subtotal	11,132.000			$802,855.30	$315,737.93	$0.00	$487,117.37	$0.00
ILL TOOL WORKS INC	CUSIP: 452308109		Symbol (Box 1d): ITW					
	213 000	12/14/10	01/31/13	$13,412.81	$10,970 71	$0 00	$2,442 10	$0 00
INTEL CORP	CUSIP: 458140100		Symbol (Box 1d): INTC					
	4,901.000	04/15/03	01/18/13	$103,483 77	$83,999 76	$0 00	$19,484 01	$0 00
	28,545 000	01/29/07	01/18/13	$602,722 74	$599,216 64	$0 00	$3,506 10	$0 00
	9,655.000	10/24/08	01/18/13	$203,863.65	$138,356.15	$0 00	$65,507.50	$0.00
Security Subtotal	43,101.000			$910,070.16	$821,572.55	$0.00	$88,497.61	$0.00

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Corporate Tax Statement
Tax Year 2013

DENNIS M JONES
FAMILY FOUNDATION AMND/REST
U/A/D 12/01/00 PM
1700 S WARSON ROAD
SAINT LOUIS MO 63124-1146

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ISHARES S&P PREF STK INDX		CUSIP: 464288687	Symbol (Box 1d): PFF					
	569.000	08/25/08	01/31/13	$22,834.42	$20,578 23	$0.00	$2,256 19	$0 00
	27,955 000	08/25/08	06/17/13	$1,105,606.60	$1,011,009 35	$0.00	$94,597.25	$0 00
	4,920.000	10/24/08	06/17/13	$194,583.60	$138,921.12	$0.00	$55,662.48	$0.00
Security Subtotal	33,444.000			$1,323,024 62	$1,170,508.70	$0.00	$152,515.92	$0 00
JPMORGAN CHASE & CO		CUSIP: 46625H100	Symbol (Box 1d): JPM					
	503 000	01/13/03	01/31/13	$23,681.96	$14,517 42	$0.00	$9,164 54	$0 00
	8,045 560	01/13/03	03/18/13	$397,174.65	$232,208 30	$0 00	$164,966 35	$0 00
	1,548.440	04/15/03	03/18/13	$76,439.82	$42,582.10	$0.00	$33,857.72	$0.00
Security Subtotal	10,097.000			$497,296.43	$289,307.82	$0.00	$207,988.61	$0.00
MALLINCKRODT PUBLIC LTD CO		CUSIP: G5785G107	Symbol (Box 1d): MNK					
	0.750	03/17/11	06/28/13	$31.55	$26 81	$0.00	$4 74	$0 00
	413.000	02/25/10	08/30/13	$18,082 31	$14,317 26	$0 00	$3,765.05	$0.00
	2,169.000	03/17/11	08/30/13	$94,964.98	$77,530.37	$0.00	$17,434.61	$0.00
Security Subtotal	2,582.750			$113,078.84	$91,874.44	$0.00	$21,204.40	$0.00
METLIFE INCORPORATED		CUSIP: 59156R108	Symbol (Box 1d): MET					
	469.000	06/28/07	01/31/13	$17,508.50	$30,464 18	$0.00	($12,955 68)	$0.00
MICROSOFT CORP		CUSIP: 594918104	Symbol (Box 1d): MSFT					
	833 000	02/15/01	01/31/13	$22,825.35	$24,443 34	$0 00	($1,617 99)	$0.00
NAUGATUCK GO BE 5230 '14JN01		CUSIP: 639064RJ5	Symbol (Box 1d):					
	460,000.000	06/22/05	07/26/13	$460,000.00	$460,000 00	$0 00	$0 00	$0.00

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Basis 2012 December statement  478,740.40 +
               This statement  460,000.00 -
                              -------------
         Basis adjustment AJE   18,740.40 *
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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

DENNIS M. JONES
FAMILY FOUNDATION AMND/REST
U/A/D 12/01/00 PM
1700 S. WARSON ROAD
SAINT LOUIS MO 63124-1146

Morgan Stanley Smith Barney Holdings LLC
1 New York Plaza
8th Floor
New York, NY 10004
Identification Number: 26-4310632

Taxpayer ID Number: 43-6786094
Account Number: 033 118434 513

Customer Service: 866-324-6088

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NIKE INC B	**CUSIP:** 654106103		**Symbol (Box 1d):** NKE					
	264.000	03/29/06	01/31/13	$14,301.74	$5,632.05	$0.00	$8,669 69	$0 00
	4,045.000	03/29/06	05/23/13	$256,611.54	$86,294.13	$0.00	$170,317.41	$0.00
Security Subtotal	4,309.000			$270,913.28	$91,926.18	$0.00	$178,987.10	$0.00
PFIZER INC	**CUSIP:** 717081103		**Symbol (Box 1d):** PFE					
	749.000	10/21/05	01/31/13	$20,480.57	$15,628 26	$0.00	$4,852.31	$0.00
PHILIP MORRIS INTL INC	**CUSIP:** 718172109		**Symbol (Box 1d):** PM					
	144 000	02/25/10	01/31/13	$12,720.68	$7,104.54	$0.00	$5,616.14	$0 00
PROCTER & GAMBLE	**CUSIP:** 742718109		**Symbol (Box 1d):** PG					
	279.000	09/21/09	01/31/13	$20,923.00	$15,951.57	$0.00	$4,971 43	$0 00
RANCHO MIRAGE BE 5450 18AP01	**CUSIP:** 752131QP0		**Symbol (Box 1d):**					
	585,000 000	05/26/05	11/04/13	$607,007.70	$598,271 25	$0.00	$8,736.45	$0.00
STRYKER CORP	**CUSIP:** 863667101		**Symbol (Box 1d):** SYK					
	180.000	06/28/06	01/31/13	$11,293.48	$7,562 29	$0 00	$3,731 19	$0 00
WAL MART STORES INC	**CUSIP:** 931142103		**Symbol (Box 1d):** WMT					
	322 000	04/15/03	01/31/13	$22,531.28	$17,561.88	$0.00	$4,969 40	$0.00
WALGREEN CO	**CUSIP:** 931422109		**Symbol (Box 1d):** WAG					
	339 000	10/16/07	01/31/13	$13,523 82	$13,074 62	$0 00	$449 20	$0 00

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December 2012 stmnt Basis   617,017.05 +
       This statement   598,271.25 -
                        ---------------
     Basis adjustment    18,745.80 *
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R YOUR RECORDS

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Morgan Stanley

Corporate Tax Statement
Tax Year 2013

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1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box E checked) **(Continued)**

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
WALT DISNEY CO HLDG CO	CUSIP: 254687106		Symbol (Box 1d): DIS					
	479 000	03/30/06	01/31/13	$25,833.04	$13,183.88	$0.00	$12,649.16	$0 00
Total Long Term Noncovered Securities				**$6,982,712.95**	**$4,855,870.15**	**$0.00**	**$2,126,842.80**	**$0.00**
Total Long Term Covered and Noncovered Securities				**$7,435,006.81**	**$5,144,368.33**	**$0.00**	**$2,290,638.48**	**$0.00**
Total Short and Long Term, Covered and Noncovered Securities				**$7,808,783.29**	**$5,508,282.38**	**$0.00**	**$2,300,500.91**	**$0.00**

Form 1099-B Total Reportable Amounts

Total Sales Price (Box 2a)	**$7,808,783.29**			
Total Cost or Other Basis (Box 3)		**$652,412.23**		
Total Wash Sale Loss Disallowed (Box 5)			**$0.00**	
Total Fed Tax Withheld (Box 4)				**$0.00**

Noncovered securities are not subject to the IRS cost basis reporting regulations, therefore their date of acquisition, cost basis, short or long term designation and any disallowed loss resulting from a wash sale will not be reported to the IRS.

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

DENNIS M. JONES
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

Investment Objectives †: Capital Appreciation, Income, Speculation, Aggressive Income

Investment Advisory Account

† See the Expanded Disclosures for more information about investment objectives. Please review for accuracy and inform us if your investment objectives change.

HOLDINGS

This section reflects positions purchased/sold on a trade date basis, and will include positions purchased and omit positions sold in the current month. "Market Value" and "Unrealized Gain/(Loss)" are representative values as of the last business day of the statement period indicated, may not reflect the value that could be obtained in the market. See "Pricing of Securities" in the Expanded Disclosures. Fixed Income securities are sorted by maturity or pre-refunding date, and alphabetically within date. Estimated annual income and estimated yield for certain securities may include return of principal or capital gains which could overstate such estimates. Actual income or yield may be lower or higher than the estimates. Estimated yield reflects only the income generated by an investment and, it does not reflect changes in its price, which may fluctuate Structured products appear in various statement product categories and are identified as "Structured Products" in the Security Description column. Estimated accrued interest, estimated annual income and estimated yield for structured products with a contingent income feature (such as Range Accrual Notes or Contingent Income Notes) assume specified accrual conditions are met during the relevant observation period and payment in full of all contingent interest. If you hold structured products, see "Special Considerations Regarding Structured Products" in the Disclosures. New Treasury regulations require that we report on Form 1099-B after the close of the tax year your adjusted cost basis and classify the gain or loss as either long-term or short-term on the sale of covered securities acquired on or after January 1, 2011. These regulations also require that we make basis adjustments on covered securities due to wash sales, certain corporate actions and transfers by gift or inheritance, which will be reflected on your Form 1099-B. Cost basis is reflected on monthly statements for informational purposes only and should not be used in the preparation of your income tax returns. Refer to the Expanded Disclosures for additional information.

CASH, BANK DEPOSIT PROGRAM AND MONEY MARKET FUNDS

Cash, Bank Deposit Program, and Money Market Funds are generally displayed on a settlement date basis Estimated Annual Income, Accrued Interest, and APY% will only be displayed for fully settled positions

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS U.S. GOVT MONEY MARKET TR	$1,220,240.53	$122.02	0.010	—

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Interest
CASH, BDP, AND MMFs	2.4%	$1,220,240.53	$122.02 $0.00

Money market funds seek to maintain a share price of $1.00, therefore the dollar amounts listed equal the number of shares. Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Expanded Disclosures.
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account.

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN EXPRESS CO (AXP)	4/15/03	3,865.000	$31.474	$121,646.82	$350,671.45	$229,024.63 LT		
	9/18/08	8,371.000	34 446	288,343.28	759,500.83	471,157 55 LT		
	10/24/08	5,605.000	23.758	133,160.79	508,541.65	375,380.86 LT		
	Total	17,841.000		543,150.89	**1,618,713.93**	1,075,563.04 LT	16,413.72	1.01

Share Price. $90.730, Next Dividend Payable 02/2014

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DENNIS M. JONES
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMGEN INC (AMGN)	1/17/08	6,953 000	47.716	331,765.87	793,198.24	461,432 37 LT		
	10/24/08	3,875.000	55.725	215,935 75	442,060.00	226,124.25 LT		
	Total	10,828 000		547,701.62	**1,235,258.24**	687,556.62 LT	26,420.32	2.13
Share Price $114.080, Next Dividend Payable 03/2014								
AT&T INC (T)	12/7/12	28,774 000	33.690	969,396.06	**1,011,693.84**	42,297.78 LT	52,944.16	5 23
Share Price $35 160, Next Dividend Payable 02/2014								
AVAGO TECH (AVGO)	3/18/11	21,766 000	30.090	654,941.12	**1,150,964.31**	496,023.19 LT	21,766 00	1 89
Share Price. $52 879, Next Dividend Payable 03/2014								
CATERPILLAR INC (CAT)	1/18/13	4,590.000	97.518	447,607 62	**416,817.90**	(30,789.72) ST	11,016.00	2 64
Share Price: $90.810, Next Dividend Payable 02/2014								
CHEVRON CORP (CVX)	1/13/03	8,038 000	34 074	273,882 79	1,004,026.58	730,143.79 LT		
	4/15/03	4,200.000	31.800	133,560 00	524,622.00	391,062.00 LT		
	10/24/08	2,795.000	63.200	176,643.72	349,123.45	172,479.73 LT		
	Total	15,033 000		584,086.51	**1,877,772.03**	1,293,685.52 LT	60,132.00	3 20
Share Price. $124 910, Next Dividend Payable 03/2014								
CISCO SYS INC (CSCO)	10/10/08	29,109.000	17.169	499,757 87	652,914.87	153,157.00 LT		
	10/24/08	6,720 000	16.440	110,476 80	150,729 60	40,252.80 LT		
	5/26/10	902 000	23.690	21,368.38	20,231.86	(1,136.52) LT		
	8/8/12	25,275 000	17.127	432,889.98	566,918.25	134,028.27 LT		
	Total	62,006 000		1,064,493 03	**1,390,794.58**	326,301 55 LT	42,164.08	3.03
Share Price: $22 430; Next Dividend Payable 01/2014								
COCA COLA CO (KO)	9/30/09	11,550.000	26.565	306,821.13	**477,130.50**	170,309.37 LT	12,936.00	2.71
Share Price $41.310, Next Dividend Payable 03/2014								
COVIDIEN PLC (COV)	2/25/10	3,307 000	45.195	149,458 28	225,206 70	75,748 42 LT		
	3/17/11	17,355 000	46.651	809,621 74	1,181,875.50	372,253.76 LT		
	8/30/13	1,898 000	59.692	113,295.80	129,253.80	15,958 00 ST		
	Total	22,560.000		1,072,375.82	**1,536,336.00**	448,002 18 LT 15,958.00 ST	28,876.80	1 87
Share Price $68.100, Next Dividend Payable 02/2014								
CSX CORP (CSX)	10/16/13	31,485.000	25.878	814,771.98	**905,823.45**	91,051.47 ST	18,891.00	2.08
Share Price· $28 770, Next Dividend Payable 03/2014								
DARDEN RESTAURANTS (DRI)	12/7/12	20,804 000	46 614	969,751.41	**1,131,113.48**	161,362 07 LT	45,768 80	4.04
Share Price. $54 370, Next Dividend Payable 02/2014								
DEERE & CO (DE)	1/18/13	4,937.000	90.801	448,282.07	**450,896.21**	2,614 14 ST	10,071.48	2.23
Share Price $91.330, Next Dividend Payable 02/03/14								

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
DIAGEO PLC SPON ADR NEW (DEO)	2/25/10	9,346.000	64.520	603,000.18	**1,237,597.32**	634,597.14 LT	28,019.31	2.26
Share Price. $132.420, Next Dividend Payable 04/2014								
EBAY INC (EBAY)	8/22/11	10,505.000	27.433	288,184.72	576,356.82	288,172.10 LT		
	8/22/11	10,867.000	27.433	298,115.50	596,217.95	298,102.45 LT		
	8/29/13	5,759.000	51.359	295,776.48	315,967.53	20,191.05 ST		
	Total	27,131.000		882,076.70	**1,488,542.31**	586,274.55 LT 20,191.05 ST	—	—
Share Price. $54.865								
EMC CORP MASS (EMC)	11/13/12	25,997.000	24.161	628,118 72	653,824.55	25,705.83 LT		
	4/25/13	7,089.000	22.718	161,047.90	178,288.35	17,240.45 ST		
	Total	33,086.000		789,166.62	**832,112.90**	25,705.83 LT 17,240.45 ST	13,234.40	1.59
Share Price· $25.150; Next Dividend Payable 01/2014								
FEDEX CORP (FDX)	4/11/12	7,262.000	88.141	640,082.12	1,044,057.74	403,975.62 LT		
	8/7/12	4,502.000	89.921	404,822.99	647,252.54	242,429.55 LT		
	12/13/12	2,457.000	89.663	220,302.73	353,242.89	132,940.16 LT		
	Total	14,221.000		1,265,207.84	**2,044,553.17**	779,345.33 LT	8,532.60	0.41
Share Price: $143.770; Next Dividend Payable 01/02/14								
GILEAD SCIENCE (GILD)	7/19/10	22,883.000	16.424	375,820.09	**1,718,513.30**	1,342,693.21 LT	—	—
Share Price. $75.100								
GOOGLE INC-CL A (GOOG)	2/2/12	906.000	585.535	530,494.71	1,015,363 26	484,868.55 LT		
	11/20/12	486.000	671.697	326,444 60	544,665.06	218,220.46 LT		
	Total	1,392.000		856,939 31	**1,560,028.32**	703,089.01 LT	—	—
Share Price. $1,120 710								
HALLIBURTON CO (HAL)	10/18/06	13,859.000	29.018	402,161.85	703,344.25	301,182.40 LT		
	10/24/08	4,790.000	18.169	87,029.99	243,092.50	156,062.51 LT		
	Total	18,649.000		489,191.84	**946,436.75**	457,244.91 LT	11,189.40	1.18
Share Price $50.750, Next Dividend Payable 03/2014								
HOME DEPOT INC (HD)	7/20/10	8,932.000	27.323	244,052.61	**735,460.88**	491,408.27 LT	13,933.92	1.89
Share Price. $82.340, Next Dividend Payable 03/2014								
ILL TOOL WORKS INC (ITW)	12/14/10	12,283.000	51.506	632,644.51	**1,032,754.64**	400,110 13 LT	20,635 44	1 99
Share Price. $84 080; Next Dividend Payable 01/07/14								
JPMORGAN CHASE & CO (JPM)	4/15/03	5,833.000	27.500	160,407.50	341,113.84	180,706.34 LT		
	8/31/05	7,582 000	33.617	254,883 34	443,395.36	188,512.02 LT		
	10/24/08	5,390.000	35.710	192,479.60	315,207.20	122,727.60 LT		
	2/29/12	676.000	39.295	26,563.42	39,532.48	12,969.06 LT		

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DENNIS M. JONES
FAMILY FOUNDATION AMND/REST

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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	19,481.000		634,333 86	**1,139,248.88**	504,915.02 LT	29,611 12	2.59
Share Price· $58.480, Next Dividend Payable 01/2014								
METLIFE INCORPORATED (MET)	6/28/07	9,887.000	64.956	642,216.02	533,107.04	(109,108.98) LT		
	11/1/07	13,513.000	66 898	903,989.97	728,620.96	(175,369.01) LT		
	10/24/08	3,675.000	28.388	104,327.00	198,156.00	93,829.00 LT		
	Total	27,075.000		1,650,532.99	**1,459,884.00**	(190,648.99) LT	29,782.50	2.04
Share Price. $53.920, Next Dividend Payable 03/2014								
MICROSOFT CORP (MSFT)	2/15/01	1,955.000	29.344	57,367.03	73,136.55	15,769 52 LT		
	2/16/01	7,550 000	28.344	213,995 31	282,445.50	68,450 19 LT		
	5/21/01	450.000	34.680	15,606.00	16,834.50	1,228.50 LT		
	1/13/03	970.000	28.160	27,315.20	36,287.70	8,972.50 LT		
	4/15/03	6,925.000	24.610	170,424.25	259,064 25	88,640.00 LT		
	10/9/08	20,810.000	23.546	489,986.02	778,502.10	288,516.08 LT		
	10/24/08	6,570 000	22.260	146,248 20	245,783.70	99,535.50 LT		
	6/29/10	2,898.000	23 830	69,060 21	108,414.18	39,353.97 LT		
	Total	48,128.000		1,190,002.22	**1,800,468.48**	610,466.26 LT	53,903 36	2.99
Share Price $37.410, Next Dividend Payable 03/2014								
NIKE INC B (NKE)	3/29/06	4,659.000	21.334	99,392 92	366,383 76	266,990.84 LT		
	10/24/08	6,540 000	24.318	159,038 41	514,305.60	355,267.19 LT		
	Total	11,199.000		258,431 33	**880,689.36**	622,258.03 LT	10,751 04	1.22
Share Price $78.640, Next Dividend Payable 01/06/14								
NOBLE CORP PLC SHS USD (NE)	7/23/13	17,899.000	40.383	722,818 90	670,675 53	(52,143.37) ST		
	10/21/13	9,442.000	37 923	358,070.85	353,791.74	(4,279.11) ST		
	Total	27,341 000		1,080,889 75	**1,024,467.27**	(56,422.48) ST	20,779 16	2 02
Share Price $37.470, Next Dividend Payable 02/2014								
PFIZER INC (PFE)	10/21/05	36,570.000	20.866	763,051.33	1,120,139.10	357,087.77 LT		
	10/24/08	6,720.000	16 820	113,029.73	205,833 60	92,803.87 LT		
	Total	43,290 000		876,081.06	**1,325,972.70**	449,891.64 LT	45,021 60	3 39
Share Price. $30.630, Next Dividend Payable 03/2014								
PHILIP MORRIS INTL INC (PM)	2/25/10	8,285 000	49.337	408,757.87	**721,872.05**	313,114 18 LT	31,151.60	4 31
Share Price. $87.130, Next Dividend Payable 01/10/14								
PROCTER & GAMBLE (PG)	9/21/09	16,082 000	57.174	919,473 88	**1,309,235.62**	389,761.74 LT	38,693.29	2.95
Share Price. $81.410, Next Dividend Payable 02/2014								
STRYKER CORP (SYK)	6/28/06	8,140.000	42 013	341,983 38	611,639.60	269,656.22 LT		
	10/24/08	2,230.000	47.170	105,188 21	167,562.20	62,373 99 LT		

Account Detail

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	10,370.000		447,171.59	**779,201.80**	332,030.21 LT	12,651.40	1.62
Share Price. $75.140; Next Dividend Payable 01/31/14								
WAL MART STORES INC (WMT)	4/15/03	524 000	54.540	28,578.96	41,233.56	12,654.60 LT		
	3/6/07	14,028.000	48.035	673,829.37	1,103,863.32	430,033.95 LT		
	10/24/08	2,620 000	51 809	135,739.84	206,167.80	70,427.96 LT		
	3/24/11	1,390.000	52.804	73,397.70	109,379.10	35,981.40 LT		
	Total	18,562.000		911,545.87	**1,460,643.78**	549,097.91 LT	34,896.56	2.38
Share Price: $78 690, Next Dividend Payable 01/02/14								
WALGREEN CO (WAG)	10/16/07	13,761.000	38.568	530,737.00	790,431.84	259,694.84 LT		
	10/24/08	5,805.000	22.520	130,728.02	333,439.20	202,711 18 LT		
	Total	19,566.000		661,465.02	**1,123,871.04**	462,406.02 LT	24,653.16	2.19
Share Price: $57.440; Next Dividend Payable 03/2014								
WALT DISNEY CO HLDG CO (DIS)	3/30/06	8,986.000	27.524	247,328.51	686,530.40	439,201.89 LT		
	10/24/08	4,625.000	22.719	105,075.84	353,350.00	248,274.16 LT		
	4/16/09	14,087 000	19 970	281,311.76	1,076,246 80	794,935.04 LT		
	Total	27,698.000		633,716.11	**2,116,127.20**	1,482,411.09 LT	23,820.28	1.12
Share Price. $76.400; Next Dividend Payable 01/16/14								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income Accrued Interest	Yield %
STOCKS	79.9%	$24,233,880.51	$39,940,996.24	$15,647,272.81 LT $59,842.91 ST	$798,660.50 $0.00	2.00%

EXCHANGE-TRADED & CLOSED-END FUNDS

Consulting Group Investment Advisor Research (CG IAR) status codes (FL, AL or NL) may be shown for certain exchange-traded funds Please refer to "CG IAR Statuses in Investment Advisory Programs" in the quarter-end statement (or your first statement, if you have not yet received a statement at the quarter-end) for a description of these status codes. All status codes represent the opinions of CG IAR and are not representations or guarantees of performance

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ISHARES BARCLAYS 1-3 YR TSY BD (SHY)	12/3/12	20,905.000	$84.440	$1,765,218.20	$1,763,963.90	$(1,254.30) LT	$4,620.01	0.26
Share Price: $84.380, CG IAR Status: AL; Next Dividend Payable 01/02/14								

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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
EXCHANGE-TRADED & CLOSED-END FUNDS	3.5%	$1,765,218.20	$1,763,963.90	$(1,254.30) LT	$4,620.01 $0.00	0.26%

MUNICIPAL BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
STAFFORD CNTY & STAUNTON VA IN DL DEV AUTH BUILD AMERICA BOND CUSIP 852413AQ6	3/26/10	250,000.000	$98.100 $98.100	$245,250.00 $245,250 00	$264,780.00	$19,530 00 LT	$13,780.00 $5,205.77	5.20
Unit Price $105 912, Coupon Rate 5 512%; Matures 02/15/2025, Int. Semi-Annually Feb/Aug 15, Callable $100.00 on 02/15/20; Yield to Call 4 399%, Subject to Federal Tax; Moody AA1 S&P AA, Issued 03/15/10								
NEW YORK N Y GENL OBLIG SER-G-1 BUILD AMERICA CUSIP 64966HYJ3	3/24/10	250,000.000	100.250 100.209	250,625 00 250,522.60	274,980.00	24,457.40 LT	13,995.00 4,664.99	5.08
Unit Price. $109 992, Coupon Rate 5.598%; Matures 03/01/2026; Int. Semi-Annually Mar/Sep 01; Yield to Maturity 4.521%, Subject to Federal Tax, Moody AA2 S&P AA, Issued 03/30/10								
MARICOPA CNTY ARIZ SCH DIST NO 3 TEMPE EL BUILD AMERICA BOND CUSIP 566880UP3	3/23/10	250,000.000	102.039 101.424	255,097.50 253,560.24	272,132.50	18,572 26 LT	15,000.00 7,500.00	5.51
Unit Price: $108 853, Coupon Rate 6.000%, Matures 07/01/2027, Int. Semi-Annually Jan/Jul 01, Callable $100.00 on 07/01/20, Yield to Call 4 418%, Subject to Federal Tax, Moody AA2, Insurer.ASSURED GUARANTY MUNIC, Issued 02/24/10								
SEDGWICK CNTY KANS UNI SCH DIS T NO 259 WICHITA BUILD AMERICA CUSIP 815626GQ3	5/12/09	1,000,000.000	103 600 103.070	1,036,000.00 1,030,697.61	1,141,210.00	110,512.39 LT	62,200.00 15,550.00	5.45
Unit Price $114 121, Coupon Rate 6.220%, Matures 10/01/2028, Int Semi-Annually Apr/Oct 01, Yield to Maturity 4 866%, Callable Extraordinary, Subject to Federal Tax, Moody AA2 S&P AA, Issued 05/01/09								
CENTRAL VALLEY SUPPORT SVCS JT PWRS AGY QSCBD CUSIP 155751CY4	7/16/13	290,000.000	100.741 100.728	292,148.90 292,112.32	284,055.00	(8,057.32) ST	17,620 40 5,873 46	6.20
Unit Price $97 950, Coupon Rate 6 076%, Matures 09/01/2029, Int. Semi-Annually Mar/Sep 01, Yield to Maturity 6 283%, Callable Extraordinary, Subject to Federal Tax, S&P A+, Issued 09/29/11								
LAS VEGAS NEV CTFS PART CITY HALL PROJ SER-A BUILD AMERICA CUSIP 517705AN9	9/22/10	250,000 000	114 032 109.700	285,080 00 274,250.61	286,975.00	12,724 39 LT	19,375 00 6,458 33	6 75
Unit Price $114 790; Coupon Rate 7.750%, Matures 09/01/2029, Int. Semi-Annually Mar/Sep 01, Callable $100.00 on 09/01/19, Yield to Call 4.741%, Subject to Federal Tax, Moody AA3 S&P AA-, Issued 12/17/09								

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MUNICIPAL BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
TEXAS ST GENL OBLIG SER-B BUILD AMERICA CUSIP 882722KD2	3/22/10	250,000.000	103.520 102.342	258,800.00 255,854.50	**273,665.00**	17,810.50 LT	15,180.00 3,795.00	5.54
Unit Price: $109.466, Coupon Rate 6.072%, Matures 10/01/2029; Int. Semi-Annually Apr/Oct 01, Callable $100.00 on 10/01/19; Yield to Call 4.200%; Subject to Federal Tax; Moody AAA S&P AAA, Issued 08/27/09								
CLARK CNTY NEV SALES & EXCISE TAX REV BABDP CUSIP 181012BQ7	7/16/13	505,000.000	108.324 107.863	547,036.20 544,705.83	**537,224.05**	(7,481.78) ST	31,057.50 15,528.75	5.78
Unit Price. $106.381, Coupon Rate 6.150%, Matures 07/01/2030, Int. Semi-Annually Jan/Jul 01; Callable $100.00 on 07/01/20; Yield to Call 4.988%; Subject to Federal Tax; Moody AA2 S&P AA; Issued 08/11/10								
GARDEN GROVE CALIF UNI SCH DIST BABDP CUSIP 365298L48	8/12/13	250,000.000	105.499 105.247	263,747.50 263,117.37	**267,460.00**	4,342.63 ST	15,200.00 6,333.33	5.68
Unit Price: $106.984, Coupon Rate 6.080%, Matures 08/01/2030; Int. Semi-Annually Feb/Aug 01; Callable $100.00 on 08/01/20, Yield to Call 4.828%; Subject to Federal Tax; Moody AA2 S&P AA-; Issued 10/07/10								
WADSWORTH OHIO CITY SCH DIST BUILD AMERICA BOND CUSIP 930353JE8	9/23/10	250,000.000	100.998 100.737	252,495.00 251,843.00	**239,977.50**	(11,865.50) LT	14,400.00 1,199.99	6.00
Unit Price: $95.991; Coupon Rate 5.760%; Matures 12/01/2030, Int. Semi-Annually Jun/Dec 01; Callable $100.00 on 12/01/20; Yield to Maturity 6.144%, Subject to Federal Tax, S&P AA-, Issued 09/21/10								
NEW YORK CITY GO BUILD AMERICA C-1 CUSIP 64966H4L1	7/18/13	300,000.000	108.750 108.288	326,250.00 324,863.17	**309,864.00**	(14,999.17) ST	17,451 00 4,362.75	5.63
Unit Price. $103 288, Coupon Rate 5.817%, Matures 10/01/2031; Int. Semi-Annually Apr/Oct 01, Callable $100.00 on 10/01/20; Yield to Call 5.231%; Subject to Federal Tax; Moody AA2 S&P AA, Issued 10/20/10								
CHICAGO ILL GENL OBLIG SER-B CUSIP 167486HL6	9/28/10	250,000.000	102.250 102 061	255,625.00 255,151.41	**236,707.50**	(18,443.91) LT	15,517.50 7,758 75	6.55
Unit Price $94 683; Coupon Rate 6 207%, Matures 01/01/2032; Int. Semi-Annually Jan/Jul 01; Yield to Maturity 6 721%, Subject to Federal Tax; Moody A3 S&P A+; Issued 01/27/10								
ILLINOIS ST GENL OBLIG CUSIP 452151LF8	9/22/10	250,000.000	84.250 84 250	210,625.00 210,625.00	**232,235.00**	21,610.00 LT	12,750.00 1,062 49	5.49
Unit Price. $92 894, Coupon Rate 5.100%, Matures 06/01/2033, Int. Semi-Annually Jun/Dec 01, Yield to Maturity 5 710%, Subject to Federal Tax, Moody A3 S&P A-, Issued 06/12/03								
CALIFORNIA ST GENL OBLIG BUILD AMERICA BONDS CUSIP 13063A5E0	5/15/09	490,000.000	101.918 101.766	499,398.20 498,655.56	625,176.30	126,520.74 LT		
	5/15/09	10,000.000	101.918 101 767	10,191.80 10,176 65	12,758 70	2,582.05 LT		
	Total	500,000.000		509,590.00 508,832.21	**637,935.00**	129,102.79 LT	37,500.00 9,375.00	5.87
Unit Price· $127 587; Coupon Rate 7.500%, Matures 04/01/2034, Int. Semi-Annually Apr/Oct 01; Yield to Maturity 5.267%; Callable Extraordinary; Subject to Federal Tax; Moody A1 S&P A; Issued 04/28/09								

Account Detail

Portfolio Management Basic Securities Account
033-118434-513

DENNIS M. JONES
FAMILY FOUNDATION AMND/REST

INTERESTED PARTY COPY

MUNICIPAL BONDS (CONTINUED)

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
MILAN MICH GO AREA SCH BLDG BUILD AMERICA CUSIP 598801JC3	8/28/13	250,000.000	108.898 108.447	272,245.00 271,118.11	**275,982.50**	4,864 39 ST	17,750.00 2,958 33	6.43
Unit Price. $110.393, Coupon Rate 7 100%; Matures 05/01/2034, Int Semi-Annually May/Nov 01, Callable $100.00 on 05/01/19, Yield to Call 4.862%; Subject to Federal Tax, Moody AA2 S&P AA-, Issued 05/04/09								
ILLINOIS ST GENL OBLIG BUILD AMERICA CUSIP 452152FA4	9/30/10	250,000.000	100.000 100.000	250,000.00 250,000.00	**262,792.50**	12,792 50 LT	16,812.50 4,203.12	6 39
Unit Price $105.117, Coupon Rate 6.725%, Matures 04/01/2035; Int. Semi-Annually Apr/Oct 01, Yield to Maturity 6.284%; Subject to Federal Tax, Moody A3 S&P A-; Issued 04/26/10								
CALIFORNIA ST VAR PURP GENL OBLIG BUILD AMERICA CUSIP 13063BFV9	5/28/10	500,000 000	106.040 104.278	530,200.00 521,390.82	**578,010.00**	56,619 18 LT	39,750.00 13,249 99	6.87
Unit Price $115.602; Coupon Rate 7.950%, Matures 03/01/2036, Int. Semi-Annually Mar/Sep 01; Callable $100.00 on 03/01/20; Yield to Call 4.979%; Subject to Federal Tax, Moody A1 S&P A, Issued 04/01/10								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
MUNICIPAL BONDS	5,845,000.000	$6,040,815.10 $6,003,894.80	$6,375,985.55	$393,422.00 LT $(21,331.25) ST	$375,338.90 $115,080.05	5.89%
TOTAL MUNICIPAL BONDS (incl accr.int.)	13.0%		$6,491,065.60			

2013 Amortization <9359.99>

6,031,455.11

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost Adj. Unit Cost	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
GENERAL ELEC CAP CORP CUSIP 36962G3H5	10/19/07	491,000 000	$101.466 $100.641	$498,198 06 $494,149.35	$558,561.60	$64,412 25 LT	$27,618 80 $8,132 18	4 94
Unit Price $113 760, Coupon Rate 5 625%, Matures 09/15/2017, Int Semi-Annually Mar/Sep 15, Yield to Maturity 1 771%, Moody A1 S&P AA+, Issued 09/24/07								

	Face Value Percentage of Assets %	Orig. Total Cost Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Interest*	Yield %
CORPORATE FIXED INCOME	491,000.000	$498,198.06 $494,149.35	$558,561.60	$64,412.25 LT	$27,618.80 $8,132.18	4.94%
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	1.1%		$566,693.78			