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: HERBERT B BOEHL CHARITABLE TR R73667009

A Employer identification number: 61-1345132

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 ▶ ☐

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)* ▶ $ 4,176,323.

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 ▶ ☐

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	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)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	76,258.	74,249.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	166,802.			
b	Gross sales price for all assets on line 6a 1,850,220.				
7	Capital gain net income (from Part IV, line 2)		166,802.		
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)	1,257.	-2,986.		STMT 6
12	**Total.** Add lines 1 through 11	244,317.	238,065.		
13	Compensation of officers, directors, trustees, etc.	21,702.	16,276.		5,425.
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 7	1,500.	750.	NONE	750.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 8	4,189.	1,089.		
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)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	27,391.	18,115.	NONE	6,175.
25	Contributions, gifts, grants paid	182,529.			182,529.
26	**Total expenses and disbursements** Add lines 24 and 25	209,920.	18,115.	NONE	188,704.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	34,397.			
b	**Net investment income** (if negative, enter -0-)		219,950.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue

Operating and Administrative Expenses

JSA **For Paperwork Reduction Act Notice, see instructions.**

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Part II Balance Sheets

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

			Beginning of year	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	242,757.	355,859.	355,859.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	1,618,171.	1,669,048.	2,201,603.
	c	Investments - corporate bonds (attach schedule)	1,176,407.	933,472.	935,064.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	537,795.	654,222.	646,357.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	41,600.	41,600.	37,440.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,616,730.	3,654,201.	4,176,323.
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	3,616,730.	3,654,201.	
	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)	3,616,730.	3,654,201.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,616,730.	3,654,201.	

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	3,616,730.
2	Enter amount from Part I, line 27a	2	34,397.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	3,074.
4	Add lines 1, 2, and 3	4	3,654,201.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,654,201.

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	1,850,220.		1,683,418.	166,802.
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				166,802.
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** 166,802.

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	186,708.	3,790,785.	0.049253
2011	182,441.	3,879,439.	0.047028
2010	170,419.	3,830,298.	0.044492
2009	79,334.	3,446,129.	0.023021
2008	124,836.	3,826,462.	0.032624

2	**Total** of line 1, column (d)	2	0.196418
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	0.039284
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,989,765.
5	Multiply line 4 by line 3	5	156,734.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,200.
7	Add lines 5 and 6	7	158,934.
8	Enter qualifying distributions from Part XII, line 4	8	188,704.

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	2,200.
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	2,200.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	7,419.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,196.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,300.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	4,496.
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	4,496.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 2,296. **Refunded** ▶			11	2,200.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ____________ **(2)** On foundation managers. ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
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 ▶ JPMORGAN CHASE BANK, NA Telephone no. ▶ (866)888-5157

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

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

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

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

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

	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)*

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** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ 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 IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	21,702.	-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

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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 (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	3,844,016.
b	Average of monthly cash balances	1b	206,507.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,050,523.
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	4,050,523.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,758.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,989,765.
6	**Minimum investment return.** Enter 5% of line 5	6	199,488.

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	199,488.
2a	Tax on investment income for 2013 from Part VI, line 5	2a			
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	7,419.		
c	Add lines 2a and 2b			2c	7,419.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	192,069.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	192,069.
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	192,069.

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	188,704.
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	188,704.
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	2,200.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	186,504.

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					192,069.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				182,531.	
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 ▶ $ 188,704.					
a	Applied to 2012, but not more than line 2a				182,531.	
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					6,173.
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					185,896.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2009	NONE				
b	Excess from 2010	NONE				
c	Excess from 2011	NONE				
d	Excess from 2012	NONE				
e	Excess from 2013	NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
LONG ISLAND UNIVERSITY ATTN PATRICE PANZA BROOKVILLE NY 11548	NONE	PC	GENERAL	3,911.
SOUTHAMPTON HOSPITAL ASSOCIATION ATTN: STEVEN BERNSTEIN SOUTHAMPTON NY 11968-	NONE	PC	GENERAL	3,911.
PARRISH ART MUSEUM ATN DEPUTY DIRECTOR 279 MONTAUK HWY WATER MI	NONE	PC	GENERAL	3,911.
ADA HOWE KENT MEMORIAL SHELTER INC 2259 RIVER RD CALVERTON NY 11933-1639	NONE	PC	GENERAL	3,911.
THE FILSON HISTORICAL SOCIETY ATTN: MARK V WETHERINGTON LOUISVILLE KY 4020	NONE	PC	GENERAL	3,911.
LOUISVILLE PRESBYTERIAN THEOLOGICAL ATTN PATRICK A CECIL CPA LOUISVILLE KY 4020	NONE	PC	GENERAL	63,886.
J B SPEED ART MUSEUM DEVELOPMENT OFFICE LOUISVILLE KY 40208-1803	NONE	PC	GENERAL	3,911.
BELLARMINE UNIVERSITY ATTN BOB ZIMLICH LOUISVILLE KY 40205-1877	NONE	PC	GENERAL	27,380.
CHILDREN'S HOSPITAL FOUNDATION ATTN LYNNIE MEYER CHIEF DEV OFFICER LOUISVIL	NONE	PC	GENERAL	3,911.
UNIVERSITY OF LOUISVILLE FOUNDATION STEVEN M SPRAGUE/CONTROLLER OFF LOUISVILLE K	NONE	PC	GENERAL	63,886.
Total . . . . ▶ 3a				182,529.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	76,258.	
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	166,802.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EXCISE TAX REFUND			14	3,111.	
c DEFERRED REVENUE			14	-1,854.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				244,317.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 244,317.

(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

Kristen Baxter | 09/30/2016 | ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name CHRISTOPHER CHIZMAR	Preparer's signature Christopher S Chizmar	Date 09/30/2016	Check ☐ if self-employed	PTIN P01220103
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no. 216-589-5461	

Form **990-PF** (2013)

HERBERT B BOEHL CHARITABLE TR R73667009   61-1345132

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INV BALANCED-RISK ALLOC-Y	4,890.	4,890.
ALLERGAN INC	5.	5.
AMERICAN EXPRESS CO	5.	5.
ANADARKO PETE CORP	21.	21.
APACHE CORP	16.	16.
APPLE COMPUTER INC	347.	347.
APPLIED MATLS INC	46.	46.
ARCHER DANIELS MIDLAND CO	40.	40.
AXIALL CORP	15.	15.
BANK OF AMERICA CORPORATION	20.	20.
BARC 93% PPN CURRENCY BASKET 9/13/13	480.	480.
BAXTER INTL INC	15.	15.
BLACKROCK FDS HI YLD BD PORT INSTL	4,934.	4,934.
BRISTOL MYERS SQUIBB CO	129.	129.
BROADCOM CORP CL A	25.	
CBS CORP	23.	23.
CME GROUP INC	31.	31.
CSX CORP	67.	67.
CVS CORP	38.	38.
CAPITAL ONE FINL CORP	43.	43.
CARDINAL HEALTH INC	58.	58.
CISCO SYS INC	146.	146.
CITIGROUP INC NEW	6.	6.
COLUMBIA ASIA PAX X-JPN-R5	974.	974.
~~COMCAST CORP NEW CL A~~	~~122.~~	~~122.~~
COSTCO WHSL CORP NEW	18.	18.
DTE ENERGY CO	17.	17.
DELAWARE EMERGING MARKETS FUND	487.	487.
DB PIMS 90%PPN 02/14/14	184.	184.
DB 95% PPN FX BASKET 2/1/13	22.	22.
DODGE & INTERNATIONAL STOCK FUND	2,319.	2,319.
DOUBLELINE TOTL RET BND-I	6,309.	6,309.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DOW CHEM CO	109.	109.
EOG RESOURCES INC	15.	15.
EATON VANCE FLOATING-RATE	3,570.	3,570.
EATON VANCE MUT FDS TR	3,297.	1,338.
EDISON INTL	9.	9.
EMERSON ELEC CO	115.	115.
EXXON MOBIL CORP	174.	174.
FLUOR CORP	33.	33.
FREEPORT-MCMORAN COPPER & GOLD CL B	53.	53.
GNMA GTD PASS THRU CTFS	617.	617.
GATEWAY TR GATEWAY FD CL Y*	1,411.	1,411.
GENERAL MLS INC	96.	96.
GOLDMAN SACHS GROUP INC	11.	11.
HARTFORD FINL SVCS GROUP INC	13.	13.
HEWLETT PACKARD CO	15.	15.
HOME DEPOT INC	106.	106.
HONEYWELL INTL INC	149.	149.
HUMANA INC	34.	34.
INTERCONTINENTALEXCHANGE GROUP, INC	13.	13.
ISHARES MISCI EAFE INDEX FUND	2,823.	2,823.
ISHARES TR S & P MIDCAP 400 INDEX FD	862.	862.
JPM GLBL RES ENH INDEX FD - SEL	1,305.	1,305.
JOHNSON & JOHNSON	332.	332.
JOHNSON CTLS INC	46.	46.
JPM TR I MLT SC INCOME FD - SEL	875.	875.
~~JPM INFLATION MGD BOND FD - SEL~~	~~1,064.~~	~~1,064.~~
JPM MID CAP CORE FD - SEL	3,387.	3,387.
JPMORGAN INTERNATIONAL VALUE FUND	650.	650.
JPMORGAN US LARGE CAP CORE PLUS FUND SEL	1,386.	1,386.
JPMORGAN INTERNATIONAL CURRENCY	25.	
JPMORGAN CHINA REGION FUND	264.	264.
JPMORGAN STRATEGIC INCOME OPPTYS FUND SE	1,899.	1,899.
JPMORGAN CORE BOND FUND	916.	916.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
JPMORGAN HIGH YIELD BOND FUND	6,007.	6,007.
JPMORGAN SHORT DURATION BOND FUND	2,617.	2,617.
JPMORGAN MARKET EXPANSION INDEX FUND	113.	113.
JPMORGAN DIVERSIFIED MID CAP GROWTH	137.	137.
LENNAR CORP	5.	5.
LOWES COS INC	91.	91.
MFS INTL VALUE-I	2,480.	2,480.
MARATHON OIL CORP	9.	9.
MARSH & MCLENNAN COS INC	11.	11.
MASCO CORP	52.	52.
MASTERCARD INC - CLASS A	16.	16.
MATTHEWS PACIFIC TIGER INSTL FUND	926.	926.
MERCK & CO INC	178.	178.
METLIFE INC	140.	140.
METROPOLITAN WEST TOTAL RETURN BD I*	809.	809.
MICROSOFT CORP	325.	325.
MONDELEZ INTERNATIONAL-W/I	73.	73.
MORGAN STANLEY DEAN WITTER & CO NEW	27.	27.
NEXTERA ENERGY INC	43.	43.
NISOURCE INC	64.	64.
OCCIDENTAL PETE CORP	147.	147.
ORACLE CORP	42.	42.
PACCAR INC	72.	72.
PEPSICO INC	94.	94.
PERRIGO CO	2.	2.
PFIZER INC	67.	67.
PHILIP MORRIS INTERNATIONAL	178.	178.
PHILLIPS 66	70.	70.
PIMCO UNCONSTRAINED BOND-P	636.	636.
PIMCO COMMODITYPL STRAT-P	232.	232.
PROCTER & GAMBLE CO	163.	163.
PRUDENTIAL FINL INC	25.	25.
QEP RESOURCES INC	1.	1.

HERBERT B BOEHL CHARITABLE TR R73667009 61-1345132

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
QUALCOMM INC	99.	99.
RIDGEWORTH SEIX FLTG RT INCOME FD I*	2,207.	2,207.
T ROWE PRICE OVERSEAS STOCK FUND	2,422.	2,422.
SPDR TR UNIT SER 1	3,168.	3,168.
SCHLUMBERGER LTD	102.	102.
STATE STR CORP	34.	34.
JPMORGAN US GOVT MNY MKT FD PR SWEEP	26.	26.
TD AMERITRADE HOLDING CORPORATION	19.	19.
TARGET CORP	63.	63.
TEXAS INSTRS INC	17.	17.
3M CO	13.	13.
TIME WARNER INC	209.	209.
TIME WARNER CABLE INC	21.	21.
JPMORGAN REALTY INCOME FUND	517.	517.
UNITED TECHNOLOGIES CORP	213.	213.
UNITEDHEALTH GROUP INC	86.	86.
VANGUARD FXD INCM SECS INT TM CORP*	2,294.	2,294.
VANGUARD EUROPEAN ETF	179.	179.
VERIZON COMMUNICATIONS	194.	194.
WALTER INDS INC	12.	12.
WELLS FARGO & CO NEW	286.	286.
WILLIAMS COS INC	134.	134.
XILINX INC	18.	18.
YUM BRANDS INC	94.	94.
COVIDIEN PLC NEW	24.	24.
~~ENSCO PLC~~	~~74.~~	~~74.~~
INVESCO LTD SHS	76.	76.
ACE LTD NEW	91.	91.
PENTAIR LTD SHS	27.	27.
TYCO INTERNATIONAL LTD	34.	34.
ASML HOLDING N.V.	26.	26.
AVAGO TECHNOLOGIES LTD	101.	101.

HERBERT B BOEHL CHARITABLE TR R73667009 61-1345132

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
	TOTAL	76,258.	74,249.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX REFUND	3,111.	
DEFERRED REVENUE	-1,854.	
POWERSHARES DB COMM TRACKING INDEX FUND		-2,986.
TOTALS	1,257.	-2,986.

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

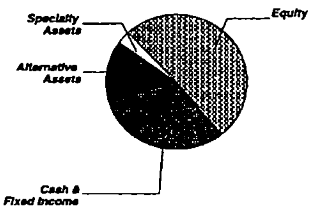
DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	9.	9.
FEDERAL TAX PAYMENT - PRIOR YE	3,100.	
FOREIGN TAXES ON QUALIFIED FOR	992.	992.
FOREIGN TAXES ON NONQUALIFIED	88.	88.
TOTALS	4,189.	1,089.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,199,119 86	2,201,603 32	2,483 46	25,225 26	53%
Alternative Assets	679,992 18	646,357 29	(33,634 89)	9,447 33	15%
Cash & Fixed Income	1,116,680 97	1,289,773 80	173,092 83	26,529 64	31%
Specialty Assets	37,440 00	37,440 00	0 00	2,912 00	1%
Market Value	**$4,033,233 01**	**$4,175,174.41**	**$141,941.40**	**$64,114.23**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	51 45	47 47	(3 98)
Market Value	**$51.45**	**$47.47**	**($3 98)**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	4,033,233.01	3,772,959.14	0.00	0.00
Additions		121,168 37		
Withdrawals & Fees	(14,459 67)	(130,870 47)		
Net Additions/Withdrawals	($14,459.67)	($9,702.10)	$0.00	$0.00
Income	51 72	686 85		
Change In Investment Value	156,349 35	411,230 52		
Ending Market Value	$4,175,174 41	$4,175,174.41	$0.00	$0 00
Accruals	--	--	47 47	47 47
Market Value with Accruals	--	--	$47 47	$47.47

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Original Issue Discount	51 72	686 85
Taxable Income	**$51.72**	**$686.85**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	41,510 60	42,304 50
ST Realized Gain/Loss	5,250 48	(8,346 73)
LT Realized Gain/Loss	29,286 43	132,466 88
Realized Gain/Loss	**$76,047.51**	**$166,424.65**

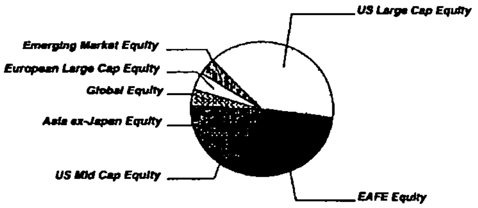
	To-Date Value
Unrealized Gain/Loss	**$522,122.92**

Cost Summary	Cost
Equity	1,669,048 09
Cash & Fixed Income	1,288,181 79
Total	**$2,957,229.88**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	952,081 73	857,923 37	(94,158 36)	21%
US Mid Cap Equity	245,757 57	249,923 46	4,165 89	6%
EAFE Equity	629,173 02	664,639 93	35,466 91	16%
European Large Cap Equity	45,438 00	90,429 20	44,991 20	2%
Asia ex-Japan Equity	160,336 14	163,323 62	2,987 48	4%
Emerging Market Equity	83,783 79	87,175 63	3,391 84	2%
Global Equity	82,549 61	88,188 11	5,638 50	2%
Total Value	**$2,199,119.86**	**$2,201,603.32**	**$2,483.46**	**53%**

Asset Categories



Equity as a percentage of your portfolio - 53 %

Market Value/Cost	Current Period Value
Market Value	2,201,603.32
Tax Cost	1,669,048.09 ✓
Unrealized Gain/Loss	532,555.23
Estimated Annual Income	25.225 26
Yield	1 14%

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	48 000	4,969 44	2,610 69	2,358 75	120 96	2 43%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	59 88	43 000	2,574 80	1,443 34	1,131 46		
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	132 88	21 000	2,790 56	2,159 38	631 18		
ALLERGAN INC 018490-10-2 AGN	111 08	19 000	2,110 52	1,638 83	471 69	3 80	0 18%
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	262 93	7 000	1,840 51	1,235 79	604 72		
AMAZON COM INC 023135-10-6 AMZN	398 79	7 000	2,791 53	581 19	2,210 34		
ANADARKO PETROLEUM CORP 032511-10-7 APC	79 32	34 000	2,696 88	2,448 85	248 03	24 48	0 91%
APACHE CORP 037411-10-5 APA	85 94	26 000	2,234 44	2,005 30	229 14	20 80	0 93%
APPLE INC. 037833-10-0 AAPL	561 02	19 000	10,659 38	1,315 16	9,344 22	231 80	2 17%
ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	43 40	34 000	1,475 60	1,080 45	395 15	32 64	2 21%
AUTOZONE INC 053332-10-2 AZO	477 94	5 000	2,389 70	1,517 52	872 18		

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	114 000	6,028 21	3,820 49	2,207 72	114 00	1 89%
BANK OF AMERICA CORP 060505-10-4 BAC	15 57	464 000	7,224 48	5,002 75	2,221 73	18 56	0 26%
BARC REN SPX 09/04/14 2 XLEV- 7 85%CAP- 15 70% MAXPYMT INITIAL LEVEL-08/16/13 SPX 1655 83 06741T-D4-6	109 43	60,000 000	65,658 00	59,400 00	6,258 00		
BIOGEN IDEC INC 09062X-10-3 BIIB	279 57	18 000	5,032 30	897 87	4,134 43		
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53 15	129 000	6,856 35	5,119 08	1,737 27	185 76	2 71%
CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	76 61	41 000	3,141 01	2,201 34	939 67	49 20	1 57%
CBS CORP CLASS B W/I 124857-20-2 CBS	63 74	44 000	2,804 56	2,319 42	485 14	21 12	0 75%
CELGENE CORPORATION 151020-10-4 CELG	168 97	24 000	4,055 23	1,091 75	2,963 48		
CERNER CORP 156782-10-4 CERN	55 74	36 000	2,006 64	1,475 39	531 25		
CHENIERE ENERGY INC 16411R-20-8 LNG	43 12	35 000	1,509 20	547 94	961.26		
CISCO SYSTEMS INC 17275R-10-2 CSCO	22 43	224 000	5,024 32	4,295 64	728 68	152 32	3 03%
CITIGROUP INC NEW 172967-42-4 C	52 11	127 000	6,617 97	4,397 73	2,220 24	5 08	0 08%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
COCA-COLA CO 191216-10-0 KO	41 31	72 000	2,974 32	2,866 86	107 46	80 64	2 71%
COMCAST CORP CL A 20030N-10-1 CMCS A	51 97	136 000	7,067 24	2,913 91	4,153 33	106 08	1 50%
COSTCO WHOLESALE CORP 22160K-10-5 COST	119 02	15 000	1,785 30	1,817 56	(32 26)	18 60	1 04%
CSX CORP 126408-10-3 CSX	28 77	107 000	3,078 39	2,284 77	793 62	64.20	2 09%
CVS CAREMARK CORPORATION 126650-10-0 CVS	71 57	28 000	2,003 96	1,578 40	425 56	30 80	1 54%
DISH NETWORK CORP CL A 25470M-10-9 DISH	57 92	50 000	2,896 00	1,848 83	1,047 17		
DOW CHEMICAL CO 260543-10-3 DOW	44 40	78 000	3,463 20	2,382 37	1,080 83	99 84	2 88%
P **EATON CORP PLC** G29183-10-3 ETN	76 12	25 000	1,903 00	1,857 79	45 21	42 00	2 21%
EBAY INC 278642-10-3 EBAY	54 87	80 000	4,389 20	4,395 57	(6.37)		
EMERSON ELECTRIC CO 291011-10-4 EMR	70 18	42 000	2,947 56	2,030 45	917 11	72 24	2 45%
EOG RESOURCES INC 26875P-10-1 EOG	167 84	7 000	1,174 88	445 51	729 37	5 25	0 45%
EXXON MOBIL CORP 30231G-10-2 XOM	101 20	62 000	6,274.40	2,903 95	3,370.45	156 24	2 49%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
FLUOR CORP 343412-10-2 FLR	80 29	77 000	6,182 33	4,083 06	2,099.27	49 28	0 80%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	37 74	108 000	4,075 92	3,544 26	531 66	135 00	3 31%
GENERAL MILLS INC 370334-10-4 GIS	49 91	47 000	2,345 77	1,254 50	1,091.27	71 44	3 05%
GENERAL MOTORS CO 37045V-10-0 GM	40 87	136 000	5,558 32	3,884 43	1,673 89		
GOOGLE INC CL A 38259P-50-8 GOOG	1,120 71	9 000	10,086 39	6,088 26	3,998 13		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	36 23	63 000	2,282 49	1,870 64	411 85	37 80	1 66%
HOME DEPOT INC 437076-10-2 HD	82 34	67 000	5,516 78	2,529 32	2,987 46	104 52	1 89%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91 37	106 000	9,685 22	5,874 14	3,811 08	190 80	1 97%
HUMANA INC 444859-10-2 HUM	103 22	24 000	2,477 28	1,742 86	734 42	25 92	1 05%
INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	224 92	20 000	4,498 40	3,230 95	1,267 45	52 00	1 16%
INVESCO LTD G491BT-10-8 IVZ	36 40	30 000	1,092 00	550 36	541 64	27 00	2 47%
JOHNSON & JOHNSON 478160-10-4 JNJ	91 59	130 000	11,906 70	9,855 62	2,051 08	343 20	2 88%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
JOHNSON CONTROLS INC 478366-10-7 JCI	51 30	63 000	3,231 90	1,119 31	2,112 59	55 44	1 72%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27 74	8,145 275	225,949 93	113,675 94	112,273 99	936 70	0 41%
KLA-TENCOR CORP 482480-10-0 KLAC	64.46	17 000	1,095 82	1,040 96	54 86	30 60	2 79%
LAM RESEARCH CORP 512807-10-8 LRCX	54.45	48 000	2,613 60	2,018 53	595 07		
LOWES COMPANIES INC 548661-10-7 LOW	49 55	104 000	5,153 20	2,112 76	3,040 44	74 88	1 45%
MARATHON OIL CORP 565849-10-6 MRO	35 30	65 000	2,294 50	2,349 33	(54 83)	49 40	2 15%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	91 73	12 000	1,100 76	1,045 12	55 64	20 16	1 83%
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	48 36	42 000	2,031 12	1,837 38	193 74	42 00	2 07%
MASCO CORP 574599-10-6 MAS	22 77	159 000	3,620 43	2,162 58	1,457 85	47 70	1 32%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	835 46	7 000	5,848 22	1,871 12	3,977 10	30 80	0 53%
MCKESSON CORP 58155Q-10-3 MCK	161 40	16 000	2,582 40	2,588 27	(5 87)	15 36	0 59%
MERCK AND CO INC 58933Y-10-5 MRK	50.05	50 000	2,502.50	1,530.40	972 10	88 00	3 52%
METLIFE INC 59156R-10-8 MET	53 92	115 000	6,200 80	3,530 38	2,670 42	126 50	2 04%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
METTLER TOLEDO INTERNATIONAL INC 592688-10-5 MTD	242 59	7 000	1,698 13	1,466 79	231 34		
MICROSOFT CORP 594918-10-4 MSFT	37 41	272 000	10,175 52	6,342 11	3,833 41	304 64	2 99%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	35 30	81 000	2,859 30	1,811 31	1,047 99	45 36	1 59%
MONSANTO CO 61166W-10-1 MON	116 55	32 000	3,729 60	3,445 48	284 12	55 04	1 48%
MORGAN STANLEY 617446-44-8 MS	31 36	151 000	4,735 36	3,333 65	1,401 71	30 20	0 64%
NEXTERA ENERGY INC 65339F-10-1 NEE	85 62	37.000	3,167 94	2,889.24	278 70	97 68	3 08%
NISOURCE INC 65473P-10-5 NI	32 88	63 000	2,071 44	1,747 40	324 04	63 00	3 04%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95 10	48 000	4,564 80	2,562 15	2,002 65	122 88	2 69%
ORACLE CORP 68389X-10-5 ORCL	38 26	139 000	5,318 14	2,954 26	2,363 88	66 72	1 25%
PACCAR INC 693718-10-8 PCAR	59 17	76.000	4,496 92	2,607 15	1,889 77	60 80	1 35%
PENTAIR LTD SHS H6169Q-10-8 PNR	77 67	26.000	2,019 42	966 68	1,052 74	26 00	1 29%
PEPSICO INC 713448-10-8 PEP	82 94	38.000	3,151 72	2,745 61	406 11	86 26	2 74%
PERRIGO CO LTD G97822-10-3 PRGO	153 46	20 000	3,069 20	3,044 10	25 10		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	87 13	37 000	3,223 81	3,042 62	181 19	139 12	4 32%
PHILLIPS 66 718546-10-4 PSX	77 13	60 000	4,627 80	3,104 56	1,523 24	93 60	2 02%
PRICELINE.COM INC 741503-40-3 PCLN	1,162 40	2 000	2,324 80	1,392.72	932 08		
PROCTER & GAMBLE CO 742718-10-9 PG	81 41	56 000	4,558 96	2,950 23	1,608 73	134 73	2 96%
QEP RESOURCES INC 74733V-10-0 QEP	30 65	71 000	2,176 15	2,315 41	(139 26)	5 68	0 26%
QUALCOMM INC 747525-10-3 QCOM	74 25	76 000	5,643 00	3,148 02	2,494 98	106 40	1 89%
SCHLUMBERGER LTD 806857-10-8 SLB	90 11	96 000	8,650 56	8,025 45	625 11	120 00	1 39%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184 69	1,067 000	197,064 23	153,404 73	43,659 50	3,575 51	1 81%
STATE STREET CORP 857477-10-3 STT	73 39	40 000	2,935 60	2,356 29	579 31	41 60	1 42%
TIME WARNER INC NEW 887317-30-3 TWX	69 72	144 000	10,039 68	3,262.59	6,777 09	165 60	1 65%
TIME WARNER CABLE INC 88732J-20-7 TWC	135 50	14 000	1,897 00	1,629 05	267 95	36 40	1 92%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75 30	79 000	5,948.70	3,686.56	2,262.14	88.48	1 49%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113 80	87 000	9,900 60	4,977 19	4,923 41	205 32	2 07%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	37 83	46 000	1,740 18	1,771 06	(30 88)		
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49 14	54 000	2,653 56	1,843 65	809 91	114 48	4 31%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	74 30	21 000	1,560 30	658 60	901 70		
WALT DISNEY CO 254687-10-6 DIS	76 40	45 000	3,438 00	2,964 62	473 38	38 70	1 13%
WELLS FARGO & CO 949746-10-1 WFC	45 40	201 000	9,125 40	4,442 20	4,683 20	241 20	2 64%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38 57	75 000	2,892 75	2,026 75	866 00	114 00	3 94%
YUM BRANDS INC 988498-10-1 YUM	75 61	54 000	4,082 94	1,832 54	2,250 40	79 92	1 96%
Total US Large Cap Equity			**$857,923.37**	**$562,073.12**	**$295,850.25**	**$10,470.23**	**1.22%**
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133 81	626 000	83,765 06	71,559 25	12,205 81	1,081 72	1 29%
JPM MID CAP GROWTH FD - SEL FUND 3120 4812C1-71-0 HLGE X	27 95	4,539 906	126,890 37	82,280 91	44,609 46		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Mid Cap Equity							
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	21 64	1,814 604	39,268 03	25,604 06	13,663 97	96 17	0 24%
Total US Mid Cap Equity			**$249,923.46**	**$179,444.22**	**$70,479 24**	**$1,177.89**	**0.47%**
EAFE Equity							
CS LEV CONT BUFF EQ MXEA 9/4/14 90% CONTIN BARRIER- 8%CAP 2X LEV - 16 % MAXPYMT INITIAL LEVEL-08/16/13 MXEA 1765 470 22547Q-7K-6	107 34	50,000 000	53,667 50	49,500 00	4,167 50		
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43 04	3,046 182	131,107 67	101,562 38	29,545 29	2,117 09	1 61%
HSBC BREN MXEA 04/23/14 10%BUFFER-1 5 XLEV- 6 85%CAP 10 275%MAXRTRN INITIAL LEVEL-04/05/13 MXEA 1660 80 40432X-E3-1	107 16	40,000 000	42,864 00	39,600 00	3,264 00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	1,525 000	102,319 88	86,700 34	15,619 54	2,597 07	2 54%
JPM INTL VALUE FD - INSTL FUND 1375 4812A0-57-3 JNUS X	15 35	1,877 074	28,813 09	25,867 58	2,945 51	596 90	2 07%
MFS INTL VALUE-I 55273E-82-2 MINI X	35 18	3,569 564	125,577 26	103,274 10	22,303 16	2,359 48	1 88%

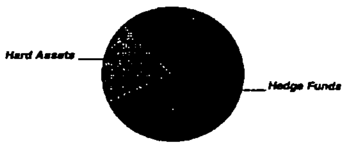
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
EAFE Equity							
SG REN MXEA 06/25/14 2 XLEV- 11 05%CAP- 22.1%MAXPYMT INITIAL LEVEL-06/07/13 MXEA 1682 78 78423E-HE-7	112 90 12/30/13	50,000 000	56,450 00	49,500 00	6,950 00		
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	10 15	12,201 037	123,840 53	101,957 08	21,883 45	2,318 19	1 87%
Total EAFE Equity			**$664,639 93**	**$557,961.48**	**$106,678.45**	**$9,988.73**	**1.50%**
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	40,000 000	48,034 40	39,500 00	8,534 40		
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58 80	721 000	42,394 80	40,581 85	1,812 95	1,174 50	2 77%
Total European Large Cap Equity			**$90,429.20**	**$80,081.85**	**$10,347 35**	**$1,174 50**	**1.30%**
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13 51	4,905 832	66,277 79	61,677 62	4,600 17	858 52	1 30%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24 97	3,886 497	97,045 83	75,155 64	21,890 19		
Total Asia ex-Japan Equity			**$163,323.62**	**$136,833.26**	**$26,490.36**	**$858.52**	**0.53%**
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16 27	2,820.337	45,886 88	38,695 03	7,191.85	434 33	0 95%
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21 24	1,943 915	41,288.75	38,334 00	2,954.75	206 05	0 50%
Total Emerging Market Equity			**$87,175.63**	**$77,029.03**	**$10,146.60**	**$640.38**	**0.74%**
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17 83	4,946 052	88,188 11	75,625 13	12,562 98	915 01	1 04%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	507,664 77	502,470 61	(5,194 16)	12%
Hard Assets	172,327.41	143,886 68	(28,440 73)	3%
Total Value	**$679,992.18**	**$646,357.29**	**($33,634.89)**	**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	6,609 598	74,027 50	72,375 10
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 42	8,490 463	79,980 16	85,710 35

	Pnce	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FUND-Y 367829-88-4 GTEY X	28 99	4,104 059	118,976 67	113,385 70
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11 89	9,491 786	112,857 34	115,988 26
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 09	6,881 400	76,314 73	78,950 82
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12 86	3,134 853	40,314 21	39,938 03
Total Hedge Funds			**$502,470.61**	**$506,348.26**

✓

	Pnce	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10 67	5,186 399	55,338 88	57,828 35	176 33
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	25 66	1,530 000	39,259 80	40,545 00	

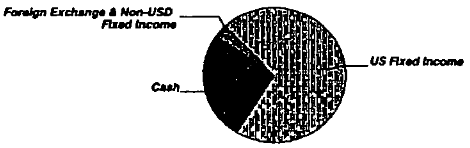
	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
SG CONT BUFF EQ BRENT 08/12/14 LNKD TO CO1 80% BARRIER- 4 6%CPN 15 00%CAP INITIAL LEVEL-08/01/13 CO1 109 43 78423E-HT-4	102 02	20,000 000	20,404 00	19,800 00	
SG LEV COMMODITY CBEN 4/2/14 LNKED TO CO1 CT PLDMLNPM & LOCADY 80%BARRIER-1 75XLEV-10%CAP-17 5% MAXRTRN-3/15/13 CO1 109 82,C1 2 74 LOCADY 7782 00, PLDMLNPM 774 00 78423E-GH-1	96 28	30,000 000	28,884 00	29,700 00	
Total Hard Assets			**$143,886 68**	**$147,873.35**	**$176.33**

✓

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	177,557 70	354,709 93 ✓	177,152 23	8%
US Fixed Income	899,380 91	895,504 50	(3,876 41)	22%
Complementary Structured Strategies	27,702 00	0 00	(27,702 00)	
Foreign Exchange & Non-USD Fixed Income	12,040 36	39,559 37	27,519 01	1%
Total Value	**$1,116,680.97**	**$1,289,773.80**	**$173,092.83**	**31%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	1,289,773 80
Tax Cost	1,288,181 79 ✓
Unrealized Gain/Loss	1,592 01
Estimated Annual Income	26,529 64
Accrued Interest	47 47
Yield	2 03%

Cash & Fixed Income as a percentage of your portfolio - 31 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	1,279,840 47	99%
10+ years[1]	9,933 33	1%
Total Value	**$1,289,773.80**	**100%**

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	354,709 93	27%
Mortgage and Asset Backed Bonds	9,933 33	1%
Mutual Funds	897,557 54	70%
Other	27,573 00	2%
Total Value	**$1,289,773.80**	**100%**

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

Note. O - Bonds purchased at a discount show accretion

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
JPM US GOVT PREMIER SWEEP FD #1086 7-Day Annualized Yield 01%	1 00	354,939 03	354,939 03	354,939 03		35 49	0 01 %
COST OF PENDING PURCHASES	1 00	(229 10)	(229 10)	✓ (229 10)			
Total Cash			$354,709.93	$354,709.93	$0.00	$35 49	0.01 %
US Fixed Income							
METROPOLITAN WEST FDS TOTAL RET CL I 592905-50-9	10 55	7,516 66	79,300 75	78,924 92	375 83	2,600 76	3 28 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 78	7,219.28	77,823 83	80,928 11	(3,104.28)	4,021 13	5 17 %
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11 89	6,438 22	76,550 41	73,915 77	2,634 64	1,989 40	2 60 %
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11.47	6,491 66	74,459 35	74,978 68	(519 33)	2,044 87	2 75 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7 98	11,443 64	91,320 26	92,749 99	(1,429.73)	5,744 70	6 29 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 89	24,734 47	269,358 35	265,038 09	4,320 26	2,572 38	0 96%
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-29-0	10 31	3,629 86	37,423 85	36,697 87	725 98	969 17	2 59%
JPM INFLATION MGD BOND FD - SEL FUND 2037 48121A-56-3	10.38	7,578 66	78,666 46	81,015 84	(2,349 38)	863 96	1 10%
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	9 06	5,893 22	53,392 60	53,156 87	235 73	2,233 53	4 18%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 21	5,758 26	47,275 31	45,432 66	1,842.65	2,879 12	6 09%
GNMA 457816 6.5% 09/15/28 36208Q-SD-9	113 33	8,765 35	9,933 33	8,837 92	1,095 41	569 74 47 47	3 15%
Total US Fixed Income			**$895,504.50**	**$891,676.72**	**$3,827.78**	**$26,488.76** **$47.47**	**2 93%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURR INCOME FD - SEL FUND 3831 4812A3-29-6	11 10	1,079 85	11,986 37	11,910 78	75 59	5 39	0 05%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income							
O **DB PIMS 90%PPN 02/14/14** LNKED TO PLN,IDR,MXN & KRW VS USD 1 805XLEV, 180 5% MAXRTN 02/01/2013 25152R-BN-2	91 91	30,000 00	27,573 00	29,884 36 29,700 00	(2,311 36)		
Total Foreign Exchange & Non-USD Fixed Income			**$39,559.37**	**$41,795.14** **$41,610.78**	**($2,235.77)**	**$5.39**	**0.02 %**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Closely Held	37,440 00	37,440 00	0 00	1%

Specialty Assets Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
Closely Held							
NEILL LAVIELLE SUPPLY CO LLC 639990-10-0	360 00 12/31/12	104 000	37,440 00	41,600 00 ✓	(4,160 00)	2,912 00	7 78%