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: T/W JAMES K PATTERSON U OF K R73689003

A Employer identification number: 61-6018232

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 [X] 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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,323,486.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	101,956.	99,144.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	375,822.			
	b Gross sales price for all assets on line 6a 3,516,089.				
	7 Capital gain net income (from Part IV, line 2)		375,822.		
	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)	-7,973.	-9,296.		STMT 1
	12 **Total.** Add lines 1 through 11	469,805.	465,670.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,173.	22,629.		7,543.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	2,647.	2,647.		
	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	32,820.	25,276.	NONE	7,543.
	25 Contributions, gifts, grants paid	234,967.			234,942.
	26 **Total expenses and disbursements** Add lines 24 and 25	267,787.	25,276.	NONE	242,485.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	202,018.			
	b **Net investment income** (if negative, enter -0-)		440,394.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	312,765.	365,057.	365,057.
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)			
c	Investments - corporate bonds (attach schedule)		3,716,026.	4,725,209.
11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans		NONE	
13	Investments - other (attach schedule)	4,771,301.	1,225,718.	1,233,220.
14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,084,066.	5,306,801.	6,323,486.
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	5,084,066.	5,306,801.	
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)	5,084,066.	5,306,801.	
31	**Total liabilities and net assets/fund balances** (see instructions)	5,084,066.	5,306,801.	

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	5,084,066.
2	Enter amount from Part I, line 27a	2	202,018.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	20,717.
4	Add lines 1, 2, and 3	4	5,306,801.
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	5,306,801.

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	3,516,089.		3,140,267.	375,822.
b				
c				
d				
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				375,822.
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	375,822.
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			
2011			
2010			
2009			
2008			

2	**Total** of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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	8,808.
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	8,808.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	8,808.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	14,200.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	14,200.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	197.
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	5,195.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 5,195. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

Website address ▶ N/A

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

Located at ▶ 10 S DEARBORN ST 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

			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 ▶ ________ , ________ , ________ , ________

			Yes	No
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

			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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
J P MORGAN CHASE .N.A. 10 S DEARBORN ST;MC:IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	30,173.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,870,770.
b	Average of monthly cash balances	1b	25,869.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,896,639.
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	5,896,639.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,450.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,808,189.
6	**Minimum investment return.** Enter 5% of line 5	6	290,409.

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	290,409.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,808.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,808.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	281,601.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	281,601.
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	281,601.

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	242,485.
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	242,485.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	242,485.

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				281,601.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
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: ▶ $ 242,485.				
a Applied to 2012, but not more than line 2a			NONE	
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				242,485.
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			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				39,116.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 — NONE				
b Excess from 2010 — NONE				
c Excess from 2011 — NONE				
d Excess from 2012 — NONE				
e Excess from 2013 — NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [X] 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*				
LEXINGTON CEMETERY COMPANY ATTN: DANIEL R. S 833 W MAIN ST LEXINGTON KY 40508-2094	N/A	PC	GNERAL	25.
UNIVERSITY OF KENTUCKY ATTN KIM LUSH 310 PETERSON SERVICE BLDG LEXINGTON KY 40506	N/A	PC	GENERAL	234,942.
Total . . . . . . ▶ 3a				234,967.
b *Approved for future payment*				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	101,956.	
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	375,822.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED/ACC REV			14	-7,973.	
c PARTNERSHIP INCOME			14		
d					
e					
12 Subtotal Add columns (b), (d), and (e)				469,805.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 469,805.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 11/11/2014 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	11/11/2014		P01256399

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114 — Phone no 216-589-1300

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEFERRED/ACCRUED INCOME	-7,973.	
PARTNERSHIP INCOME		-9,296.
TOTALS	-7,973.	-9,296.

FORM 990PF, PART I - TAXES

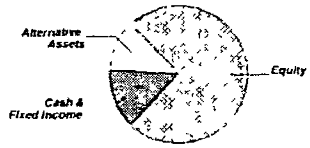
DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	22.	22.
FOREIGN TAXES ON QUALIFIED FOR	2,303.	2,303.
FOREIGN TAXES ON NONQUALIFIED	322.	322.
TOTALS	2,647.	2,647.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	4,341,958 32	4,725,209 16	383 250 84	53 121 40	74%
Alternative Assets	872,539 42	749 882 20	(122 657.22)	12 215 51	12%
Cash & Fixed Income	764 333 89	848 395 36	84 061 47	14,423 01	14%
Market Value	**$5,978,831 63**	**$6,323,486 72**	**$344 655.09**	**$79 759 92**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	3,675 49	1,914.71	(1,760 78)
Market Value	**$3,675 49**	**$1,914.71**	**($1,760.78)**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**5,978,831 63**	**5,638,787.54**	**0 00**	**0.00**
Additions		178,000 00		
Withdrawals & Fees	(6,785 83)	(443,162.35)		
Net Additions/Withdrawals	**($6,785 83)**	**($265,162.35)**	**$0.00**	**$0.00**
Income	51,900.48	99 619 70		
Change In Investment Value	299 540 44	850,241 83		
Ending Market Value	**$6,323,486 72**	**$6,323,486 72**	**$0 00**	**$0.00**
Accruals	–	--	1,914.71	1,914 71
Market Value with Accruals	**–**	**–**	**$1,914.71**	**$1,914.71**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year to Date Value
Domestic Dividends/Distributions	51,646.29	97,578.14
Foreign Dividends	254.19	1,367.87
Original Issue Discount		673.69
Taxable Income	**$51,900.48**	**$99,619.70**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	58,036.91	58,411.81
ST Realized Gain/Loss	9,757.36	22,018.41
LT Realized Gain/Loss	39,249.37	307,513.70
Realized Gain/Loss	**$107,043.64**	**$387,943.92**

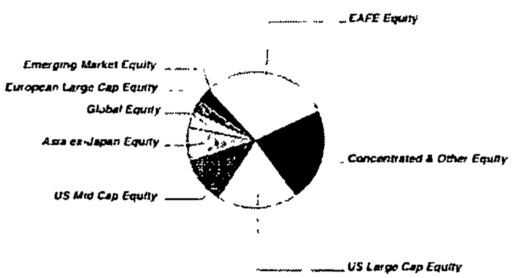
	To-Date Value
Unrealized Gain/Loss	**$1,016,685.88**

Cost Summary	Cost
Equity	3,716,025.83
Cash & Fixed Income	846,133.59
Total	**$4,562,159.42**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	841 600 23	911 949 46	70 349 23	14%
US Mid Cap Equity	468 051 40	478,307 77	10 256 37	8%
EAFE Equity	1,263 644 76	1 548 383 84	284,739 08	23%
European Large Cap Equity	62 477 25	130,055 73	67 578 48	2%
Asia ex-Japan Equity	352,666 30	352,094 01	27 71	6%
Emerging Market Equity	118,659 19	120 841 24	2,182 05	2%
Global Equity	184,121 89	196,698 22	12,576 33	3%
Concentrated & Other Equity	1,050 737 30	986,278 89	(64,458 41)	16%
Total Value	**$4,341,958.32**	**$4,725,209.16**	**$383,250.84**	**74%**

Asset Categories



Equity as a percentage of your portfolio - 74 %

Market Value/Cost	Current Period Value
Market Value	4,725 209 16
Tax Cost	3,716,025 83
Unrealized Gain/Loss	1 009,183 33
Estimated Annual Income	53,121 40
Accrued Dividends	1 125 35
Yield	1 12 %

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							
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	90,000 000	98,487 00	89 100 00	9 387 00		
JPM GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	13 85	16 140 636	223,547 81	144,458 69	79,089 12		
MS REN SPX 04/16/14 2 XLEV- 7 55%CAP- 15 1%MAXPYMT INITIAL LEVEL-03/28/13 SPX 1569.19 61761J-EM-7	112.91	60,000 000	67,743 00	59,400 00	8,343 00		
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	15 35	12 937 770	198,594 77	167 204.23	31 390 54	1 397 27	0.70%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184 69	1 752 000	323,576 88	244,121 31	79 455 57	5,870 95	1 81%
Total US Large Cap Equity			**$911 949 46**	**$704 284.23**	**$207,665 23**	**$7,268 22**	**0.79%**
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	44 67	4 473 434	199,828 30	138,385 38	61,442.92	272 87	0 14%
ISHARES CORE S&P MID-CAP ETF 464287 50-7 IJH	133 81	1 204 000	161,107 24	81,542 46	79 564 78	2 080 51	1 29%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Mid Cap Equity							
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13 13	8 939 241	117 372 23	89,481 80	27,890 43	1,072.70	0 91%
Total US Mid Cap Equity			$478,307 77	$309,409.64	$168,898.13	$3,426 08	0 72%
EAFE Equity							
BARC BREN MXEA 04/16/14 10%BUFFER-1.50 XLEV- 6 60%CAP 9 9%MAXRTRN INITIAL LEVEL-03/28/13 MXEA 1674 60 06741T-RT-6	108 59	60 000 000	65,154 00	59,400 00	5 754 00		
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	11 93	18 851 469	224,898 03	221 316 25	3,581 78	1 696.63	0 75%
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43 04	7,827 670	336,902.92	269,579 32	67,323.60	5 440 23	1 61%
HSBC BREN MXEA 3/19/14 1.5XLEV- 7.05%CAP- 10 575%MAXPYMT 10%BUFFER INITIAL LEVEL-3/1/13 MXEA 1654 34 40432X-CC 3	108 01	60 000 000	64 806 00	59 400 00	5,406 00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67 10	3,123 000	209 537 69	189 567 73	19,969 96	5 318 46	2 54%
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	9 05	35 206.856	318,622.05	284,573 66	34,048 39	3,626 30	1 14%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
EAFE Equity							
OAKMARK INTERNATIONAL FD-I 413838 20-2 OAKI X	26 32	12 479 603	328,463 15	312 427 72	16,035 43	5 441 10	1 66%
Total EAFE Equity			**$1,548,383 84**	**$1,396,264 68**	**$152,119.16**	**$21,522 72**	**1.39%**
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	55 000 000	66,047 30	54,312.50	11,734 80		
JPM INTREPID EUROPEAN FD - INSTL FUND 1300 4812A0-68-0 JFEI X	26 73	2 394 629	64 008 43	61,476 00	2,532 43	203 54 12 76	0 32%
Total European Large Cap Equity			**$130,055.73**	**$115,788 50**	**$14,267.23**	**$203.54** **$12.76**	**0 16%**
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130 83-4 MIPT X	24 97	6,804 302	169 903.42	80,901 75	89,001 67		
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.01	11,417 276	182,790 59	187,456 50	(4 665 91)	1 712 59	0 94%
Total Asia ex-Japan Equity			**$352,694 01**	**$268,358 25**	**$84,335 76**	**$1,712.59**	**0 49%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21 24	2 511 945	53 353 71	45 843 00	7 510 71	266 26	0 50%
VIRTUS EMERGING MKTS OPPOR-I 92828T-88-9 HIEM X	9 55	7 066 757	67,487 53	73 564 94	(6 077 41)	742 00	1.10%
Total Emerging Market Equity			$120,841 24	$119,407.94	$1 433 30	$1,008.26	0 84%
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17 83	11 031 869	196,698.22	174,082 90	22 615 32	2 040 89	1 04%
Concentrated & Other Equity							
ACE LTD NEW H0023R-10-5 ACE	103 53	130 000	13,458.90	6 990 86	6 468 04	327 60	2 43%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	59 88	114 000	6 826 21	3,856 78	2 969 43		
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	132 86	56 000	7,441 50	5 783 15	1 658 35		
ALLERGAN INC 018490-10-2 AGN	111 08	50 000	5 554 00	4,308 36	1,245 64	10 00	0 18%
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	262 93	19 000	4 995 67	3 353 33	1,642 34		

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

Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
AMAZON COM INC 023135 10-6 AMZN	398 79	19 000	7 577 01	1,584 15	5 992 86		
ANADARKO PETROLEUM CORP 032511-10 7 APC	79 32	90 000	7 138 80	6 494 87	643 93	64 80	0 91%
APACHE CORP 037411-10 5 APA	85 94	70 000	6,015 80	5,421 88	593 92	56 00	0 93%
APPLE INC. 037833-10-0 AAPL	561 02	51 000	28,612 02	3,220 89	25 391 13	622 20	2 17%
ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	43 40	91 000	3 949 40	2 892 41	1,056 99	67 36	2.21%
AUTOZONE INC 053332-10 2 AZO	477 94	14 000	6 691.16	4 188 35	2 502 81		
AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	52 88	365 000	19,300 84	12,509 22	6,791 62	365 00	1 89%
BANK OF AMERICA CORP 060505-10-4 BAC	15 57	1,245 000	19 384 65	13 043.22	6,341 43	49 80	0 26%
BIOGEN IDEC INC 09062X-10 3 BIIB	279 57	39 000	10,903 31	2,084 77	8 818 54		
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53 15	350 000	18,602 50	13,961 54	4,640 96	504 00 126 00	2 71%
CAPITAL ONE FINANCIAL CORP 14040H 10-5 COF	76 61	111 000	8,503 71	5 970 77	2 532 94	133 20	1 57%
CBS CORP CLASS B W/I 124857-20-2 CBS	63 74	117 000	7,457.58	6,168 33	1,289 25	56 16 14 04	0 75%
CELGENE CORPORATION 151020-10-4 CELG	168 97	65 000	10 982 92	2,978 69	8,004 23		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
Concentrated & Other Equity							
CERNER CORP 156782 10-4 CERN	55 74	113 000	6 298 62	4,942.58	1,356 04		
CHENIERE ENERGY INC 16411R-20-8 LNG	43 12	95 000	4 096 40	1,487 30	2,609 10		
CISCO SYSTEMS INC 17275R-10-2 CSCO	22 43	601 000	13,480 43	11,394 80	2 085 63	408 68	3 03%
CITIGROUP INC NEW 172967-42-4 C	52 11	342 000	17,821.62	11 856 74	5 964 88	13 68	0 08%
COCA-COLA CO 191216-10-0 KO	41 31	193.000	7,972 83	7 684 78	288 05	216 16	2 71%
COMCAST CORP CL A 20030N-10-1 CMCS A	51 97	365 000	18,967.23	7 696 27	11 270 96	284 70 71 18	1 50%
COSTCO WHOLESALE CORP 22160K-10-5 COST	119 02	39 000	4,641.78	4 734 55	(92 77)	48 36	1 04%
CSX CORP 126408-10-3 CSX	28 77	288 000	8 285 76	6,167 31	2,118 45	172 80	2 09%
CVS CAREMARK CORPORATION 126650-10 0 CVS	71 57	74 000	5,296 18	4 173 06	1 123 12	81.40	1.54%
DISH NETWORK CORP CL A 25470M-10-9 DISH	57,92	135 000	7 819 20	4 981 21	2,837 99		
DOW CHEMICAL CO 260543-10-3 DOW	44 40	209 000	9,279 60	6 378 49	2,901,11	267 52 66 88	2.88%
P **EATON CORP PLC** G29183-10-3 ETN	76 12	67 000	5 100 04	4 987 53	112 51	112 56	2.21%

TAV JAMES K PATTERSON U OF K ACCT X73689220
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
Concentrated & Other Equity							
EBAY INC 278642-10-3 EBAY	54 87	210,000	11 521 65	11,376 51	145 14		
EMERSON ELECTRIC CO 291011-10-4 EMR	70.18	113 000	7,930 34	5,441 32	2 489 02	194 36	2.45%
EOG RESOURCES INC 26875P-10-1 EOG	167 84	19 000	3 188 96	1 285 88	1,903 08	14 25	0 45%
EXXON MOBIL CORP 30231G-10-2 XOM	101 20	165 000	16 698 00	7,931 90	8 766 10	415 80	2 49%
FLUOR CORP 343412-10-2 FLR	80 29	208 000	16,700 32	11 052 39	5,647.93	133 12 33.28	0 80%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	37 74	309 000	11 661 66	10,205.49	1 456 17	386 25	3 31%
GENERAL MILLS INC 370334-10-4 GIS	49 91	127.000	6 338 57	3,714 11	2,624.46	193 04	3 05%
GENERAL MOTORS CO 37045V 10-0 GM	40 87	365 000	14 917 55	10 566 54	4 351 01		
GOOGLE INC CL A 38259P-50-8 GOOG	1 120 71	24 000	26,897 04	15,681 64	11,215 40		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	36 23	170 000	6,159 10	5 071 83	1,087 27	102 00 25 50	1 66%
HOME DEPOT INC 437076-10-2 HD	82 34	179 000	14,738 86	7,483 21	7,255 65	279 24	1.89%
HONEYWELL INTERNATIONAL INC 438516-10 6 HON	91 37	230 000	21 015 10	11 352 08	9,663 02	414.00	1.97%

Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
HUMANA INC 444859-10-2 HUM	103 22	65 000	6 709 30	4,700 09	2,009 21	70.20 17 55	1.05 %
INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	224 92	44 000	9,896 48	7 038 93	2,857 55	114 40	1 16 %
INVESCO LTD G491BT-10-8 IVZ	36 40	81 000	2 948 40	1 477 15	1,471 25	72 90	2 47 %
JOHNSON & JOHNSON 478160-10-4 JNJ	91 59	348 000	31,873 32	26 409 91	5 463 41	918 72	2 88 %
JOHNSON CONTROLS INC 478366-10-7 JCI	51 30	170 000	8,721 00	2,640 20	6,080 80	149 60 37 40	1 72 %
KLA-TENCOR CORP 482480-10-0 KLAC	64 46	46 000	2 965 15	2 816 73	148 43	82 80	2 79 %
LAM RESEARCH CORP 512807-10-8 LRCX	54,45	130 000	7 078 50	5 480 41	1,598 09		
LOWES COMPANIES INC 548661-10-7 LOW	49 55	279 000	13,824 45	5,581 27	8,243 18	200.88	1 45 %
MARATHON OIL CORP 565849-10-6 MRO	35.30	172 000	6,071 60	6,214 08	(142 48)	130 72	2 15 %
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	91 73	33 000	3 027 09	2,873.56	153 53	55 44	1 83 %
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	48 36	113 000	5,464 68	4 945 21	519 47	113 00	2 07 %
MASCO CORP 574599-10-6 MAS	22 77	428 000	9,745 56	5,820 10	3,925 46	128 40	1.32 %
MASTERCARD INC - CLASS A 57636Q-10-4 MA	835 46	18 000	15 038 28	4,750 79	10,287 49	79 20	0 53 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Concentrated & Other Equity							
MCKESSON CORP 58155O-10-3 MCK	161 40	44 000	7,101 60	7,111 92	(10 32)	42 24 10 56	0 59%
MERCK AND CO INC 58933Y-10-5 MRK	50,05	133 000	6 656 65	3,604 51	3,052 14	234 08 58 52	3 52%
METLIFE INC 59156R-10-8 MET	53 92	310 000	16,715 20	9,547 16	7,168 04	341 00	2 04%
METTLER TOLEDO INTERNATIONAL INC 592688-10-5 MTD	242 59	20 000	4,851 80	4,170,50	681 30		
MICROSOFT CORP 594918-10-4 MSFT	37 41	727 000	27 197.07	15 389 95	11 807.12	814 24	2 99%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	35 30	217 000	7,660 10	4 849 85	2,810 25	121 52 30 38	1 59%
MONSANTO CO 61166W-10-1 MON	116 55	85 000	9,906 75	9,171 57	735.18	146 20	1 48%
MORGAN STANLEY 617446-44-8 MS	31 36	403 000	12,638.08	8,863 46	3,774 62	80 60	0 64%
NEXTERA ENERGY INC 65339F 10-1 NEE	85 62	99 000	8,476.38	7 752 62	723 76	261 36	3 08%
NISOURCE INC 65473P-10-5 NI	32 88	168 000	5,523 84	4,673 29	850.55	168 00	3 04%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95 10	128 000	12,172 80	6 439 99	5,732 81	327 68 96 00	2 69%
ORACLE CORP 68389X-10-5 ORCL	38.26	374,000	14,309 24	8 307.02	6,002 22	179 52	1 25%
PACCAR INC 693718 10-8 PCAR	59 17	204 000	12,070 68	6 692.65	5,378 03	163 20 183 60	1 35%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Concentrated & Other Equity							
PENTAIR LTD SHS H6169O-10-8 PNR	77 67	70 000	5 436 90	2 592 24	2,844 66	70 00	1 29%
PEPSICO INC 713448 10-8 PEP	82 94	103 000	8,542 82	7 437.32	1,105 50	233 81 58 45	2 74%
PERRIGO CO LTD G97822-10-3 PRGO	153 46	54,000	8,286 84	8,219 07	67 77		
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	87 13	99 000	8,625 87	8,128 92	496 95	372 24 93 06	4 32%
PHILLIPS 66 718546-10 4 PSX	77,13	160 000	12,340 80	8 274 70	4 066 10	249 60	2 02%
PRICELINE COM INC 741503-40-3 PCLN	1 162,40	7 000	8,136 80	4 877 79	3 259 01		
PROCTER & GAMBLE CO 742718-10-9 PG	81 41	150 000	12,211 50	7,944.98	4 266 52	360 90	2 96%
QEP RESOURCES INC 74733V-10-0 QEP	30,65	183 000	5 508 95	5,956 20	(347 25)	14 64	0 26%
QUALCOMM INC 747525-10-3 QCOM	74 25	202,000	14,998 50	9,250 25	5 748 25	282.80	1 89%
SCHLUMBERGER LTD 806857-10-8 SLB	90 11	255 000	22,978 05	21,262 90	1,715 15	318 75 57.19	1 39%
STATE STREET CORP 857477-10-3 STT	73 39	108 000	7,926 12	6,367 71	1,558 41	112 32 28 08	1 42%
TIME WARNER INC NEW 887317-30 3 TWX	69.72	386 000	26,911 92	8,817 90	18,094 02	443 90	1 65%

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I/W JAMES K PATTERSON U OF K ACCT. X73689220
For the Period 10/1/13 to 12/31/13

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

Concentrated & Other Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
TIME WARNER CABLE INC 88732J-20-7 TWC	135 50	38 000	5 149 00	4,294 72	854 28	98 80	1 92%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75 30	211 000	15,888 30	9,949 71	5,938 59	236 32	1.49%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	234 000	26 629 20	14 383 76	12 245 44	552 24	2 07%
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	37 83	122 000	4 615 26	4,698 42	(83 16)		
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49 14	144 000	7,076 16	4,198 43	2 877 73	305 28	4 31%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	74 30	45 000	3,343 50	1 227 63	2,115.87		
WALT DISNEY CO 254687-10-6 DIS	76 40	122 000	9,320 80	8 058 13	1,262 37	104 92 104 92	1 13%
WELLS FARGO & CO 949746-10-1 WFC	45 40	540 000	24 516 00	12,212 70	12,303 30	648 00	2 64%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38 57	203 000	7,829 71	5 445 94	2,383 77	308 56	3 94%
YUM BRANDS INC 988498-10-1 YUM	75 61	146 000	11 039 06	5,047.96	5,991 10	216 08	1 96%
Total Concentrated & Other Equity			**$986,278 89**	**$628,429.69**	**$357,849 20**	**$15,939.10** **$1,112.59**	**1 62%**

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	Price	Quantity	Estimated Value	Cost	Est. Annual Income / Accrued Income

Hard Assets

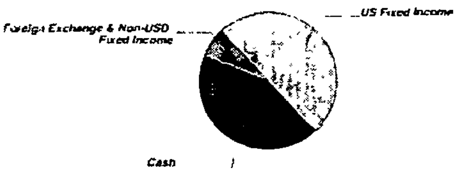
	Price	Quantity	Estimated Value	Cost	Est. Annual Income / Accrued Income
SG CONT BUFF EQ BRENT 08/12/14 LNKD TO CO1 80% BARRIER 4.6%CPN 15.00%CAP INITIAL LEVEL-08/01/13 CO1-109.43 78423E-HT 4	102.02	30,000.000	30,606.00	29,700.00	
Total Hard Assets			**$187,311.76**	**$170,423.68**	

TAW JAMES K PATTERSON U OF K ACCT X73689220
For the Period 10/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	188 586 45	365 057 00	176 470 55	6%
US Fixed Income	515,686 75	423 547.00	(92 139 75)	7%
Foreign Exchange & Non-USD Fixed Income	60.060 69	59 791 36	(269 33)	1%
Total Value	**$764,333 89**	**$848,395.36**	**$84,061.47**	**14%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 14 %

Market Value/Cost	Current Period Value
Market Value	848,395 36
Tax Cost	846 133 59
Unrealized Gain Loss	2,261 77
Estimated Annual Income	14 423 01
Accrued Interest	789 36
Yield	1 70%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	848,395 36	100%

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	365,057.00	42%
Mutual Funds	483,338 36	58%
Total Value	**$848,395.36**	**100%**

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	365 820 48	365 820 48	365,820 48		36 58 6 65	0 01 %
COST OF PENDING PURCHASES	1 00	(763 48)	(763 48)	(763 48)			
Total Cash			**$365,057 00**	**$365,057 00**	**$0 00**	**$36 58** **$6.65**	**0 01 %**
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620 10-3	10 78	11,146 52	120,159 46	123,802 23	(3 642 77)	6 208 61	5.17 %
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4 35-1	11 89	10,323 55	122,747.00	114,213.87	8 533 13	3 189 97 278 74	2 60 %
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11 47	15,748 96	180 640 54	183 987 51	(3,346 97)	4 960 92 503.97	2 75 %
Total US Fixed Income			**$423,547 00**	**$422,003 61**	**$1,543 39**	**$14,359 50** **$782 71**	**3.39 %**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURR INCOME FD - SEL FUND 3831 4812A3-29-0	11 10	5,386 61	59,791 36	59 072 98	718 38	26 93	0 05 %