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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

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

2013

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

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
T/W C. W. MATHERS - NICHOLAS CO-ED R73791007

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

City or town, state or province, country, and ZIP or foreign postal code
CHICAGO, IL 60603

A Employer identification number
61-6030596

B Telephone number (see instructions)
866-888-5157

C If exemption application is pending, check here

D 1 Foreign organizations check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 2,743,029**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		57,553	56,107		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		198,970			
b Gross sales price for all assets on line 6a		1,402,469			
7 Capital gain net income (from Part IV, line 2)			198,970		
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)		349	-2,853		STMT 1
12 Total. Add lines 1 through 11		256,872	252,224		
13 Compensation of officers, directors, trustees, etc.		13,951	10,463		3,488
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		719	719		
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 18 through 23		14,670	11,182	NONE	3,488
25 Contributions, gifts, grants paid		72,653			72,653
26 Total expenses and disbursements. Add lines 24 and 25		87,323	11,182	NONE	76,141
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		169,549			
b Net investment income (if negative, enter -0-)			241,042		
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 (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	180,118.	249,536.	249,536.
	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)	1,067,684.	1,144,145.	1,443,289.
	c	Investments - corporate bonds (attach schedule)	746,198.	632,823.	641,237.
	11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)	279,169.	416,192.	408,967.	
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)	2,273,169.	2,442,696.	2,743,029.	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,273,169.	2,442,696.	
	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)	2,273,169.	2,442,696.		
31	Total liabilities and net assets/fund balances (see instructions)	2,273,169.	2,442,696.		

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	2,273,169.
2	Enter amount from Part I, line 27a	2	169,549.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,442,718.
5	Decreases not included in line 2 (itemize) PRIOR PERIOD ADJUSTMENT	5	22.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,442,696.

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 1,402,469.		1,203,499.	198,970.	
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			198,970.	
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	198,970.
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.

(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 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.			8

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

Table with 11 rows for excise tax calculations. Includes categories like Exempt operating foundations, Tax under section 511, Add lines 1 and 2, Subtitle A (income) tax, Tax based on investment income, Credits/Payments, Total credits and payments, Enter any penalty, Tax due, and Overpayment. Total amount owed is 108.

Part VII-A Statements Regarding Activities

Table with 10 rows for statements regarding activities. Includes questions about influencing legislation, political purposes, Form 1120-POL filing, tax on political expenditures, reimbursement, IRS reporting, changes in governing instruments, unrelated business gross income, liquidation, requirements of section 508(e), assets, states reported to, Form 990-PF distribution, and substantial contributors. Includes handwritten entry 'KY' for line 8a.

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 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 X
and enter the amount of tax-exempt interest received or accrued during the year 15 NONE
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 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-221 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 X
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 X
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 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	2,594,954.
b	Average of monthly cash balances	1b	17,902.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,612,856.
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	2,612,856.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,193.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,573,663.
6	Minimum investment return. Enter 5% of line 5	6	128,683.

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	128,683.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,821.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,821.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	123,862.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	123,862.
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	123,862.

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	76,141.
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	76,141.
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	76,141.

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				123,862.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years 20 <u>11</u> , 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 ▶ \$ <u>76,141.</u>				
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				76,141.
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				47,721.
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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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
<p><i>a Paid during the year</i></p> <p>NICHOLAS COUNTY, TREASURER PO BOX 167 CARLISLE KY 40311-0167</p>				72,653.
Total ▶ 3a				72,653.
<p><i>b Approved for future payment</i></p>				
Total ▶ 3b				

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets... b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (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 [X] No

b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here

Signature of officer or trustee

Date 11/07/2014

Title

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

Paid Preparer Use Only section containing fields for Preparer's name (CAROLYN J. SECHEL), Signature, Date (11/07/2014), Firm's name (DELOITTE TAX LLP), Firm's address (127 PUBLIC SQUARE, CLEVELAND, OH 44114), Firm's EIN (86-1065772), and Phone no (216-589-1300).

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEFERRED INC/LOSS PARTNERSHIP INC/LOSS	349.	-2,853.
TOTALS	349.	-2,853.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	5.	5.
FOREIGN TAXES ON QUALIFIED FOR	659.	659.
FOREIGN TAXES ON NONQUALIFIED	55.	55.
TOTALS	719.	719.



For the Period 12/1/13 to 12/31/13

Account Summary

Fiduciary Account(s)	Account Number	Beginning Net Market Value	Ending Net Market Value	Change In Value	Start on Page
TW C W MATHERS NICHOLAS CO-ED	R73791007	2,707,633.90	2,710,238.48	2,604.58	3
TW C W MATHERS NICHOLAS CO-ED	R73791106	12,674.46	34,370.16	21,695.70	33
Total Value		\$2,720,308.36	\$2,744,608.64	\$24,300.28	

Please see disclosures located at the end of this statement package for important information relating to each J.P. Morgan account(s).



Consolidated Summary

For the Period 12/1/13 to 12/31/13

FIDUCIARY ACCOUNT(S) YEAR-TO-DATE

Portfolio Activity	Account Number	Beginning Market Value	Net Additions/Withdrawals	Income	Change in Investment Value	Ending Market Value with Accruals
TW C W MATHERS NICHOLAS CO-ED	R73791007	2,497,836.11	(34,479.48)	426.46	246,455.39	2,710,238.48
TW C W MATHERS NICHOLAS CO-ED	R73791106	28,000.78	(52,129.62)	56,896.35	22.53	34,370.16
Total Value		\$2,525,836.89	(\$86,609.10)	\$57,322.81	\$246,477.92	\$2,744,608.64

Tax Summary	Account Number	Taxable Income	Tax-Exempt Income	Other Income & Receipts	Realized Gain/Loss	Unrealized Gain/Loss ¹
					Short-term	Long-term
TW C W MATHERS NICHOLAS CO-ED	R73791007	426.46			1,874.00	196,918.37
TW C W MATHERS NICHOLAS CO-ED	R73791106	56,574.38	321.97			22.53
Total Value		\$57,000.84	\$321.97	\$1,874.00	\$196,940.90	\$300,332.42

¹Unrealized Gain/Loss represents data from the time of account inception to the current statement period.



JPMorgan Chase Bank, N.A.
270 Park Avenue, New York, NY 10017-2014

T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

Fiduciary Account

J.P. Morgan Team		Table of Contents	Page
Jeffrey Griffin	T & E Officer	Account Summary	2
Jennifer Cuadra	T & E Administrator	Holdings	
Regina Williams	Client Service Team	Equity	4
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		Cash & Fixed Income	19
		Portfolio Activity	22

Online access www.jpmorganonline.com

Please see disclosures located at the end of this statement package for important information relating to each J P Morgan account(s).

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T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

Account Summary

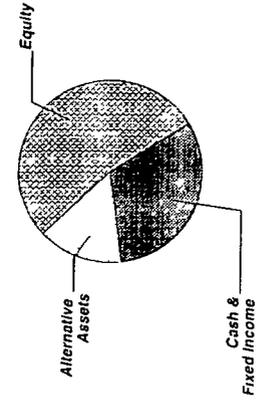
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,451,721.00	1,443,288.98	(8,432.02)	19,416.98	53%
Alternative Assets	414,655.91	408,966.53	(5,689.38)	6,163.34	15%
Cash & Fixed Income	841,256.99	857,982.97	16,725.98	18,505.40	32%
Market Value	\$2,707,633.90	\$2,710,238.48	\$2,604.58	\$44,085.72	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	0.00	12.24	12.24
Market Value	\$0.00	\$12.24	\$12.24

Asset Allocation



INCOME

Current Period Value	Year-to-Date Value
0.00	0.00
\$0.00	\$0.00
\$0.00	\$0.00
12.24	12.24
\$12.24	\$12.24

PRINCIPAL

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	2,707,633.90	2,497,836.11
Withdrawals & Fees	(1,616.05)	(34,479.48)
Net Additions/Withdrawals	(\$1,616.05)	(\$34,479.48)
Income	12.12	426.46
Change In Investment Value	4,208.51	246,455.39
Ending Market Value	\$2,710,238.48	\$2,710,238.48
Accruals	--	--
Market Value with Accruals	--	--

J.P. Morgan



T/W C W MATHERS NICHOLAS CO-ED ACCT R73791007
 For the Period 12/1/13 to 12/31/13

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	52.29	52.29
Original Issue Discount	12.12	374.17
Taxable Income	\$12.12	\$426.46

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	20,246.22	20,412.57
ST Realized Gain/Loss	(59.53)	1,874.00
LT Realized Gain/Loss	1,000.38	176,505.80
Realized Gain/Loss	\$21,187.07	\$198,792.37

Unrealized Gain/Loss To-Date Value
\$300,332.42

Cost Summary	Cost
Equity	1,144,145.06
Cash & Fixed Income	849,569.04
Total	\$1,993,714.10

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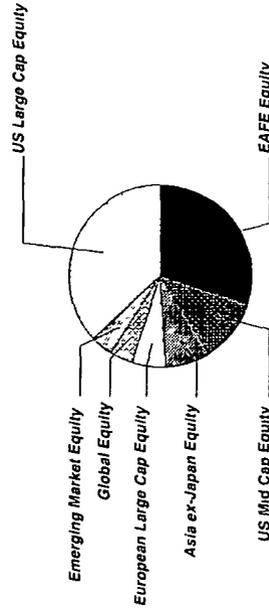


T/W C W MATHERS NICHOLAS CO-ED ACCT R73791007
For the Period 12/1/13 to 12/31/13

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	549,200.73	549,362.70	161.97	20%
US Mid Cap Equity	162,946.50	153,803.04	(9,143.46)	6%
EAFE Equity	427,551.24	428,577.37	1,026.13	16%
European Large Cap Equity	84,299.75	85,881.50	1,581.75	3%
Asia ex-Japan Equity	110,407.96	108,356.43	(2,051.53)	4%
Emerging Market Equity	58,849.29	58,512.66	(336.63)	2%
Global Equity	58,465.53	58,795.28	329.75	2%
Total Value	\$1,451,721.00	\$1,443,288.98	(\$8,432.02)	53%

Asset Categories



Equity as a percentage of your portfolio - 53 %

Market Value/Cost

	Current Period Value
Market Value	1,443,288.98
Tax Cost	1,144,145.06
Unrealized Gain/Loss	299,143.92
Estimated Annual Income	19,416.98
Accrued Dividends	12.24
Yield	1.34%



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

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							
ABBVIE INC COM	52.81	48,000	2,534.88	1,512.55	1,022.33	76.80	3.03%
00287Y-10-9 ABBV							
ACCENTURE PLC-CL A G1151C-10-1 ACN	82.22	31,000	2,548.82	1,859.42	689.40	57.66	2.26%
AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	111.78	28,000	3,129.84	1,439.79	1,690.05	79.52	2.54%
ALEXANDRIA REAL ESTATE EQUITIES INC 015271-10-9 ARE	63.62	18,000	1,145.16	1,224.69	(79.53)	48.96 12.24	4.28%
AMERIPRISE FINANCIAL INC 03076C-10-6 AMP	115.05	25,000	2,876.25	1,376.56	1,497.69	52.00	1.81%
ANALOG DEVICES INC 032654-10-5 ADI	50.93	56,000	2,852.08	2,092.88	759.20	76.16	2.67%
APPLE INC. 037833-10-0 AAPL	561.02	5,000	2,805.10	2,747.71	57.39	61.00	2.17%
ARTHUR J GALLAGHER & CO 363576-10-9 AJG	46.93	51,000	2,393.43	1,823.67	569.76	71.40	2.98%
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	80.80	33,000	2,666.37	1,672.33	994.04	63.36	2.38%
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	40,000,000	43,772.00	39,600.00	4,172.00		

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T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
BAXTER INTERNATIONAL INC 071813-10-9 BAX	69.55	35,000	2,434.25	1,998.53	435.72	68.60	2.82%
BB & T CORP 054937-10-7 BBT	37.32	75,000	2,799.00	1,769.03	1,029.97	69.00	2.47%
BECTON DICKINSON & CO 075887-10-9 BDV	110.49	26,000	2,872.74	1,947.70	925.04	56.68	1.97%
BLACKROCK INC 09247X-10-1 BLK	316.47	12,000	3,797.64	2,399.51	1,398.13	80.64	2.12%
BRINKER INTERNATIONAL INC 109641-10-0 EAT	46.34	33,000	1,529.22	1,250.97	278.25	31.68	2.07%
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	53.15	79,000	4,198.85	3,537.28	661.57	113.76	2.71%
CHEVRON CORP 166764-10-0 CVX	124.91	46,000	5,745.86	2,089.78	3,656.08	184.00	3.20%
CINCINNATI FINANCIAL CORP 172062-10-1 CINP	52.37	30,000	1,571.10	678.19	892.91	50.40	3.21%
CINEMARK HOLDINGS INC 17243V-10-2 CNK	33.33	61,000	2,033.13	1,081.28	951.85	61.00	3.00%
CME GROUP INC CLASS A COMMON STOCK 12572O-10-5 CME	78.46	50,000	3,923.00	2,784.80	1,138.20	90.00	2.29%
CMS ENERGY CORP 125896-10-0 CMS	26.77	63,000	1,686.51	618.03	1,068.48	64.26	3.81%
COCA-COLA CO 191216-10-0 KO	41.31	61,000	2,519.91	1,355.42	1,164.49	68.32	2.71%

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T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
COMCAST CORPORATION SPLA + 20030N-20-0 CMCS K	49.88	35,000	1,745.80	1,351.24	394.56	27.30	1.56%
CONOCOPHILLIPS 20825C-10-4 COP	70.65	93,000	6,570.45	2,790.18	3,780.27	256.68	3.91%
CULLEN FROST BANKERS INC 229899-10-9 CFR	74.43	28,000	1,711.89	1,158.89	553.00	46.00	2.69%
DTE ENERGY CO 233331-10-7 DTE	66.39	18,000	1,195.02	1,245.04	(50.02)	47.16	3.95%
DUNKIN BRANDS GROUP INC 265504-10-0 DNKN	48.20	28,000	1,349.60	828.39	521.21	21.28	1.58%
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	64.97	31,000	2,014.07	1,215.86	798.21	55.80	2.77%
EDISON INTERNATIONAL 281020-10-7 EIX	46.30	70,000	3,241.00	3,234.21	6.79	99.40	3.07%
EMERSON ELECTRIC CO 291011-10-4 EMR	70.18	25,000	1,754.50	804.50	950.00	43.00	2.45%
EXXON MOBIL CORP 30231G-10-2 XOM	101.20	65,000	6,578.00	1,031.00	5,547.00	163.80	2.49%
FIDELITY NATIONAL INFORMATION SERVICES 31620M-10-6 FIS	53.68	45,000	2,415.60	1,773.49	642.11	39.60	1.64%
GENUINE PARTS CO 372460-10-5 GPC	83.19	31,000	2,578.89	1,588.09	990.80	66.65	2.58%
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	36.23	81,000	2,934.63	1,569.72	1,364.91	48.60	1.66%

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T/W C W MATHERS NICHOLAS CO-ED ACCT R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
US Large Cap Equity							
HOME DEPOT INC 437076-10-2 HD	82.34	43 000	3,540.62	964.84	2,575.78	67.08	1.89%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	91.37	38,000	3,472.06	1,009.75	2,462.31	68.40	1.97%
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	84.08	35,000	2,942.80	2,213.08	729.72	58.80	2.00%
J M SMUCKER CO 832696-40-5 SJM	103.62	11 000	1,139.82	418.50	721.32	25.52	2.24%
JOHNSON & JOHNSON 478160-10-4 JNJ	91.59	99 000	9,067.41	6,744.44	2,322.97	261.36	2.88%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31.78	2,276,860	72,358.61	46,607.32	25,751.29		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27.74	3,859,562	107,064.25	80,596.50	26,467.75	443.84	0.41%
KINDER MORGAN INC 49456B-10-1 KMI	36.00	35,000	1,260.00	1,223.37	36.63	57.40	4.56%
KLA-TENCOR CORP 482480-10-0 KLAC	64.46	49,000	3,158.54	2,117.86	1,040.68	88.20	2.79%
L BRANDS, INC. 501797-10-4 LB	61.85	34,000	2,102.90	1,150.64	952.26	40.80	1.94%
LORILLARD INC 544147-10-1 LO	50.68	41 000	2,077.88	820.69	1,257.19	90.20	4.34%
M & T BANK CORP 55261F-10-4 MTB	116.42	23,000	2,677.66	1,182.27	1,495.39	64.40	2.41%



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
MACYS INC 55616P-10-4 M	53.40	26,000	1,388.40	1,208.16	180.24	26.00	1.87%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	91.73	29,000	2,660.17	2,021.18	638.99	48.72	1.83%
MC DONALDS CORP 580135-10-1 MCD	97.03	12,000	1,164.36	336.24	828.12	38.88	3.34%
MCGRAW HILL FINANCIAL INC 580645-10-9 MHFI	78.20	26,000	2,033.20	1,343.15	690.05	29.12	1.43%
MERCK AND CO INC 58933Y-10-5 MRK	50.05	130,000	6,506.50	3,136.24	3,370.26	228.80	3.52%
METLIFE INC 59156R-10-8 MET	53.92	53,000	2,857.76	2,393.96	463.80	58.30	2.04%
MICROSOFT CORP 594918-10-4 MSFT	37.41	74,000	2,768.34	1,560.07	1,208.27	82.88	2.99%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	35.30	94,000	3,318.20	2,251.80	1,066.40	52.64	1.59%
NEXTERA ENERGY INC 65339F-10-1 NEE	85.62	37,000	3,167.94	2,065.38	1,102.56	97.68	3.08%
NISOURCE INC 65473P-10-5 NI	32.88	82,000	2,696.16	2,027.60	668.56	82.00	3.04%
NORDSTROM INC 655664-10-0 JWN	61.80	3,000	185.40	159.82	25.58	3.60	1.94%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	92.83	18,000	1,670.94	1,464.59	206.35	37.44	2.24%
NORTHERN TRUST CORP 665859-10-4 NTRS	61.89	48,000	2,970.72	2,393.73	576.99	59.52	2.00%

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T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95.10	67,000	6,371.70	5,177.25	1,194.45	171.52	2.69%
OMNICOM GROUP INC 681919-10-6 OMC	74.37	39,000	2,900.43	2,556.88	343.55	62.40	2.15%
PACCAR INC 693718-10-8 PCAR	59.17	69,000	4,082.73	3,190.53	892.20	55.20	1.35%
PFIZER INC 717081-10-3 PFE	30.63	244,000	7,473.72	4,318.51	3,155.21	253.76	3.40%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	87.13	58,000	5,053.54	2,868.01	2,185.53	218.08	4.32%
PNC FINANCIAL SERVICES GROUP INC 693475-10-5 PNC	77.58	70,000	5,430.60	4,686.93	743.67	123.20	2.27%
PPG INDUSTRIES INC 693506-10-7 PPG	189.66	9,000	1,706.94	364.59	1,342.35	21.96	1.29%
PROCTER & GAMBLE CO 742718-10-9 PG	81.41	50,000	4,070.50	3,479.09	591.41	120.30	2.96%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	92.22	40,000	3,688.80	1,931.37	1,757.43	84.80	2.30%
QUALCOMM INC 747525-10-3 QCOM	74.25	25,000	1,856.25	1,609.54	246.71	35.00	1.89%
SEMPRA ENERGY 816851-10-9 SRE	89.76	44,000	3,949.44	2,308.95	1,640.49	110.88	2.81%
SNAP-ON INC 833034-10-1 SNA	109.52	12,000	1,314.24	462.71	851.53	21.12	1.61%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	304,000	56,145.76	48,571.12	7,574.64	1,018.70	1.81%

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T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
T ROWE PRICE GROUP INC 74144T-10-8 TROW	83.77	34,000	2,848.18	896.24	1,951.94	51.68	1.81%
TEXAS INSTRUMENTS INC 882508-10-4 TXN	43.91	48,000	2,107.68	1,693.30	414.38	57.60	2.73%
THE HERSHEY COMPANY 427866-10-8 HSY	97.23	20,000	1,944.60	952.60	992.00	38.80	2.00%
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	90.54	51,000	4,617.54	2,264.95	2,352.59	102.00	2.21%
TIFFANY & CO 886547-10-8 TIF	92.78	10,000	927.80	200.20	727.60	13.60	1.47%
TIME WARNER INC NEW 887317-30-3 TWX	69.72	54,000	3,764.88	1,246.04	2,518.84	62.10	1.65%
TIME WARNER CABLE INC 88732J-20-7 TWC	135.50	12,000	1,626.00	590.58	1,035.42	31.20	1.92%
TUPPERWARE CORP 899896-10-4 TUP	94.53	13,000	1,228.89	529.02	699.87	32.24	2.62%
UNION PACIFIC CORP 907818-10-8 UNP	168.00	7,000	1,176.00	1,052.63	123.37	22.12	1.88%
UNITED PARCEL SERVICE INC CLB 911312-10-6 UPS	105.08	29,000	3,047.32	1,983.78	1,063.54	71.92	2.36%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	113.80	34,000	3,869.20	1,654.78	2,214.42	80.24	2.07%
US BANCORP DEL 902973-30-4 USB	40.40	64,000	2,585.60	1,578.96	1,006.64	58.88	2.28%



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
V F CORP 918204-10-8 VFC	62.34	52,000	3,241.68	573.69	2,667.99	54.60	1.68%
VALIDUS HOLDINGS LTD G9319H-10-2 VR	40.29	66,000	2,659.14	1,657.05	1,002.09	79.20	2.98%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49.14	88,000	4,324.32	2,540.37	1,783.95	186.56	4.31%
WELLS FARGO & CO 949746-10-1 WFC	45.40	252,000	11,440.80	5,564.69	5,876.11	302.40	2.64%
WILLIAMS SONOMA INC 969904-10-1 WSM	58.28	44,000	2,564.32	1,640.30	924.02	54.56	2.13%
WILLIAMS COMPANIES INC 969457-10-0 WMB	38.57	34,000	1,311.38	399.80	911.58	51.68	3.94%
XCEL ENERGY INC 98389B-10-0 XEL	27.94	56,000	1,564.64	1,563.88	0.76	62.72	4.01%
XILINX CORP 983919-10-1 XLNX	45.92	52,000	2,387.84	1,750.34	637.50	52.00	2.18%
YUM BRANDS INC 988498-10-1 YUM	75.61	41,000	3,100.01	1,876.73	1,223.28	60.68	1.96%
3M CO 88579Y-10-1 MMM	140.25	20,000	2,805.00	1,622.92	1,182.08	68.40	2.44%
Total US Large Cap Equity			\$549,362.70	\$378,224.24	\$171,138.46	\$8,444.15	1.54%
						\$12.24	



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133.81	250,000	33,452.50	29,052.38	4,400.12	432.00	1.29%
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	21.64	3,549,266	76,806.12	54,445.06	22,361.06	188.11	0.24%
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGM1 X	13.13	3,316,407	43,544.42	21,689.30	21,855.12	397.96	0.91%
Total US Mid Cap Equity			\$153,803.04	\$105,186.74	\$48,616.30	\$1,018.07	0.66%
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	25,000,000	27,147.50	24,750.00	2,397.50		
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	30,000,000	32,200.50	29,700.00	2,500.50		
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43.04	2,331,921	100,365.88	81,680.99	18,684.89	1,620.68	1.61%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	1,000,000	67,095.00	59,643.15	7,451.85	1,703.00	2.54%

J.P. Morgan



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
EAFE Equity							
MFS INTL VALUE-I 55273E-82-2 MINI X	35.18	2,360,300	83,035.35	75,385.33	7,650.02	1,560.15	1.88%
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	30,000,000	33,870.00	29,700.00	4,170.00		
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	10.15	8,360,900	84,863.14	74,611.85	10,251.29	1,588.57	1.87%
Total EAFE Equity			\$428,577.37	\$375,471.32	\$53,106.05	\$6,472.40	1.51%
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	25,000,000	30,021.50	24,687.50	5,334.00		
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	950,000	55,860.00	53,862.43	1,997.57	1,547.55	2.77%
Total European Large Cap Equity			\$85,881.50	\$78,549.93	\$7,331.57	\$1,547.55	1.80%
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13.51	4,968,336	67,122.22	67,644.60	(522.38)	869.45	1.30%

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T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

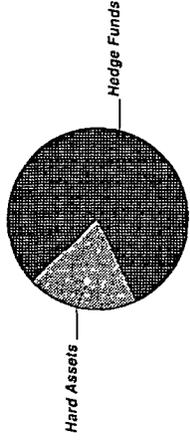
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24.97	1,651,350	41,234.21	35,471.00	5,763.21		
Total Asia ex-Japan Equity			\$108,356.43	\$103,115.60	\$5,240.83	\$869.45	0.81%
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.27	2,243,285	36,488.25	32,976.29	3,521.96	345.46	0.95%
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	1,036,460	22,014.41	18,915.39	3,099.02	109.86	0.50%
Total Emerging Market Equity			\$58,512.66	\$51,891.68	\$6,620.98	\$455.32	0.78%
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.83	3,297,548	58,795.28	51,705.55	7,089.73	610.04	1.04%



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation	Asset Categories
Hedge Funds	344,305.21	337,957.93	(6,347.28)	12%	
Hard Assets	70,350.70	71,008.60	657.90	3%	
Total Value	\$414,655.91	\$408,966.53	(\$5,689.38)	15%	



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	4,364.950	48,887.44	47,577.96
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.42	5,415.980	51,018.53	55,593.69





T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
 For the Period 12/1/13 to 12/31/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FUND-Y 367829-88-4 GTEY X	28.99	2,878.525	83,448.44	81,462.28
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11.89	6,294.475	74,841.31	79,186.14
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11.09	5,013.697	55,601.90	57,173.33
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.86	1,878.718	24,160.31	24,497.47
Total Hedge Funds			\$337,957.93	\$345,490.87

	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
POWERSHARES DB COMMODITY INDEX TRACKING FUND 73935S-10-5 DBC	25.66	1,500.000	38,490.00	38,031.09	
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	13,000.000	13,262.60	12,870.00	

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T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

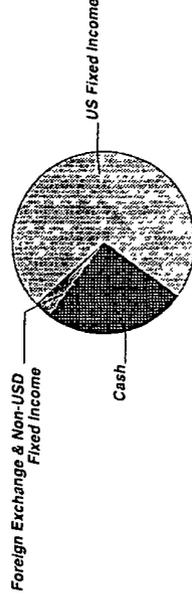
	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
SG LEV COMMODITY CBEN 4/2/14 LNKED TO CO1 CT PLDMLNPM & LOCADY 80%BARRIER-1.75XLEV-10%CAP-17.5% MAXRTRN-3/15/13 CO1 109.82.C1.2.74 LOCADY 7782.00, PLDMLNPM 774.00 78423E-GH-1	96.28	20,000,000	19,256.00	19,800.00	
Total Hard Assets			\$71,008.60	\$70,701.09	



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	195,848.62	216,746.41	20,897.79	8%
US Fixed Income	614,000.17	609,736.90	(4,263.27)	23%
Foreign Exchange & Non-USD Fixed Income	31,408.20	31,499.66	91.46	1%
Total Value	\$841,256.99	\$857,982.97	\$16,725.98	32%



Market Value/Cost	Current Period Value
Market Value	857,982.97
Tax Cost	849,569.04
Unrealized Gain/Loss	8,413.93
Estimated Annual Income	18,505.40
Yield	2.15%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	857,982.97	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	216,746.41	25%
Mutual Funds	622,854.56	73%
Other	18,382.00	2%
Total Value	\$857,982.97	100%

Cash & Fixed Income as a percentage of your portfolio - 32%



T/W C W MATHERS NICHOLAS CO-ED ACCT R73791007
For the Period 12/1/13 to 12/31/13

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	216,190.35	216,190.35	216,190.35		21.61	0.01%
PROCEEDS FROM PENDING SALES	1.00	556.06	556.06	556.06			
Total Cash			\$216,746.41	\$216,746.41	\$0.00	\$21.61	0.01%
US Fixed Income							
DOUBLELINE TOTAL RET BD-1 258620-10-3	10.78	7,821.71	84,318.04	88,065.14	(3,747.10)	4,356.69	5.17%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	4,498.88	53,491.67	47,815.01	5,676.66	1,390.15	2.60%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11.47	13,523.72	155,117.07	150,389.13	4,727.94	4,259.97	2.75%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	9,635.60	104,931.67	102,715.48	2,216.19	1,002.10	0.96%
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-29-0	10.31	5,253.84	54,167.12	53,536.66	630.46	1,402.77	2.59%

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T/W C W MATHERS NICHOLAS CO-ED ACCT R73791007
For the Period 12/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
JPM INFLATION MGD BOND FD - SEL FUND 2037 48121A-56-3	10.38	4,709.96	48,889.41	50,961.79	(2,072.38)	536.93	1.10%
RIDGEMOUTH SEIX FLOATING-I 76628T-67-8	9.06	6,356.10	57,586.27	57,332.02	254.25	2,408.96	4.18%
BLACKROCK HIGH YIELD BOND 091929-63-8	8.21	6,240.64	51,235.65	49,238.65	1,997.00	3,120.32	6.09%
Total US Fixed Income			\$609,736.90	\$600,053.88	\$9,683.02	\$18,477.89	3.03%

Foreign Exchange & Non-USD Fixed Income

JPM INTL CURR INCOME FD - SEL FUND 3831 4812A3-29-6	11.10	1,181.77	13,117.66	12,845.85	271.81	5.90	0.05%
DB PIMS 90% PPN 02/14/14 LINKED TO PLN IDR, MXN & KRW VS USD 1 805XLEV, 180.5% MAXRTN 02/01/2013 25152R-BN-2	91.91	20,000.00	18,382.00	19,922.90 19,800.00	(1,540.90)		
Total Foreign Exchange & Non-USD Fixed Income			\$31,499.66	\$32,768.75 \$32,645.85	(\$1,269.09)	\$5.90	0.02%



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
For the Period 12/1/13 to 12/31/13

Portfolio Activity Summary

Transactions	Current Period Value	Year-To-Date Value*
Beginning Cash Balance	0.00	--
INFLOWS		
Income		52.29
Total Inflows	\$0.00	\$52.29
OUTFLOWS **		
Withdrawals		(23,794.67)
Fees & Commissions	(1,616.05)	(10,684.81)
Total Outflows	(\$1,616.05)	(\$34,479.48)
SWEEP ACCOUNT ACTIVITY		
Sweep Account Sales	2,286.17	576,382.29
Sweep Account Purchases	(22,748.24)	(641,037.58)
Total Sweep Account Activity	(\$20,462.07)	(\$64,655.29)
TRADE ACTIVITY		
Settled Sales/Maturities/Redemptions	27,259.61	1,402,375.03
Settled Securities Purchased	(5,181.49)	(1,303,292.55)
Total Trade Activity	\$22,078.12	\$99,082.48
Ending Cash Balance	\$0.00	--

Cost Adjustments	Current Period Value	Year-To-Date Value*
Accretion	12.12	374.17
Cost Adjustments		(1.95)
Total Cost Adjustments	\$12.12	\$372.22

* Year to date information is calculated on a calendar year basis.
** Your account's standing instructions use a HIGH COST method for relieving assets from your position



T/W C W MATHERS NICHOLAS CO-ED ACCT. R73791007
 For the Period 12/1/13 to 12/31/13

Portfolio Activity Detail

INFLOWS & OUTFLOWS

Settle Date	Type	Selection Method	Description	Quantity	Per Unit Amount	Amount
				Cost		
12/6	Fees & Commissions		JPMORGAN CHASE TRUST FEE FOR THE PERIOD 10-17-2013 TO 11-16-2013 ON TOTAL MV \$2,693,297.63 PRINC \$817.74			(817.74)
12/18	Fees & Commissions		JPMORGAN CHASE TRUST FEE FOR THE PERIOD 11-17-2013 TO 12-16-2013 ON TOTAL MV \$2,720,308.36 PRINC \$798.31			(798.31)
12/23	Stock Split		V F CORP 4 FOR 1 STOCK SPLIT (ID 918204-10-8)	39,000		
Total Inflows & Outflows						(\$1,616.05)

SWEEP ACCOUNT ACTIVITY

Settle Date	Type	Selection Method	Description	Quantity	Amount
12/31	Net Sweep		JPM US GOVT PREMIER SWEEP FD #1086 (ID 870996-99-8)	20,462.070	(20,462.07)