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: THEODORE P. DAVIS CHARITABLE TR R76328005

A Employer identification number: 74-6254895

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

H Check type of organization. ☐ 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*) ▶ $ 1,543,457.

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

ENVELOPE POSTMARK DATE MAY 0 5 2014

SCANNED MAY 1 6 2014

RECEIVED MAY 0 9 2014 OGDEN, UT

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 ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	28,384.	27,931.		
	5a	Gross rents	NONE	NONE		
	b	Net rental income or (loss) NONE				
	6a	Net gain or (loss) from sale of assets not on line 10	85,341.			
	b	Gross sales price for all assets on line 6a 727,915.				
	7	Capital gain net income (from Part IV, line 2)		85,341.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,285.	1,285.		STMT 1
	12	**Total.** Add lines 1 through 11	115,010.	114,557.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	16,407.	12,305.		4,102.
	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	1,407.	297.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 3	353.	353.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,167.	12,955.	NONE	4,102.
	25	Contributions, gifts, grants paid	20,200.			20,200.
	26	**Total expenses and disbursements** Add lines 24 and 25	38,367.	12,955.	NONE	24,302.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	76,643.			
	b	**Net investment income** (if negative, enter -0-)		101,602.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

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		Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	6,676.		
	2	Savings and temporary cash investments	37,028.	91,629.	91,629.
	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)	611,242.	597,730.	795,346.
	c	Investments - corporate bonds (attach schedule)	445,228.	414,822.	421,152.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	158,230.	230,854.	231,177.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	31.	31.	4,153.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,258,435.	1,335,066.	1,543,457.
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	1,258,435.	1,335,066.	
	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)	1,258,435.	1,335,066.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,258,435.	1,335,066.	

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	1,258,435.
2	Enter amount from Part I, line 27a	2	76,643.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,335,078.
5	Decreases not included in line 2 (itemize) ▶MUTUAL FUND INCOME TIMING DIFFERENCES	5	12.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,335,066.

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	727,915.		642,574.	85,341.
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				85,341.
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 85,341.

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	62,259.	1,400,133.	0.044466
2011	78,837.	1,437,901.	0.054828
2010	68,424.	1,410,869.	0.048498
2009	64,871.	1,310,738.	0.049492
2008	81,328.	1,531,330.	0.053109

2	**Total** of line 1, column (d)	2	0.250393
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050079
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,464,479.
5	Multiply line 4 by line 3	5	73,340.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,016.
7	Add lines 5 and 6	7	74,356.
8	Enter qualifying distributions from Part XII, line 4	8	24,302.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,032.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,032.
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	2,032.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 939.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	939.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	4.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,097.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **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) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

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

Website address ▶ n/a

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

Located at ▶ 10 S DEARBORN ST. FL 21 IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603

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

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN ST IL1-0117, CHICAGO, IL 60603	TRUSTEE 6	16,614.	-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	1,391,388.
b	Average of monthly cash balances	1b	91,655.
c	Fair market value of all other assets (see instructions)	1c	3,738.
d	**Total** (add lines 1a, b, and c)	1d	1,486,781.
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	1,486,781.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	22,302.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,464,479.
6	**Minimum investment return.** Enter 5% of line 5	6	73,224.

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	73,224.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,032.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,032.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	71,192.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	71,192.
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	71,192.

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	24,302.
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	24,302.
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	24,302.

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					71,192.
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	7,102.				
e From 2012	NONE				
f **Total** of lines 3a through e		7,102.			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 24,302.					
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					24,302.
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).)*		7,102.			7,102.
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					39,788.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				20,200.
Total . . . . . . ▶ **3a**				20,200.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Form **990-PF** (2013)

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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	28,384.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property				NONE	
6 Net rental income or (loss) from personal property					
7 Other investment income			16	1,285.	
8 Gain or (loss) from sales of assets other than inventory			18	85,341.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				115,010.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 115,010.

(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

Anthony Ward

Signature of officer or trustee

04/26/2014

Date

Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ▶

Phone no

Form **990-PF** (2013)

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
THEODORE P. DAVIS CHARITABLE TR R76328005	74-6254895

DESCRIPTION OF PROPERTY
120.87 ACS, PART OF EDMONDSON

☐ Yes ☐ No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		240.	
OTHER INCOME:			
TOTAL GROSS INCOME			240.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			240.

Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		240.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL AND GAS ROYALTY INCOME	1,285.	1,285.
TOTALS	1,285.	1,285.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL TAX PAYMENT - PRIOR YE	171.	
FEDERAL ESTIMATES - INCOME	939.	
FOREIGN TAXES ON QUALIFIED FOR	253.	253.
FOREIGN TAXES ON NONQUALIFIED	44.	44.
TOTALS	1,407.	297.

THEODORE P. DAVIS CHARITABLE TR R76328005 74-6254895

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OIL AND GAS ROYALTY EXPENSES	147.	147.
OIL AND GAS TRUSTEE FEE	206.	206.
TOTALS	353.	353.

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  JPMORGAN PCS ATTN DEBORAH OTTINGER
ADDRESS:
  2200 ROSS AVENUE FL 5
  DALLAS, TX 75201-2787
RECIPIENT'S PHONE NUMBER: 214-965-2914
FORM, INFORMATION AND MATERIALS:
  PURPOSE AND USE OF GRANT, OTHER SOURCES OF FUNDS, NUMBER OF PEOPLE TO BENEFIT FROM THIS GRANT, ORGANIZATION BUDGET, INCOME AND EXPENSE STATEMENT AND BALANCE SHEET CALL FOR APPLICATION FORM
SUBMISSION DEADLINES:
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  LIMITED TO PUBLIC CHARITIES DESCRIBED BY IRC SECTION 501 (C) 3 - ORGANIZATION APPLYING SHOULD USE THE FUNDS RECEIVED IN TEXAS AND THE ORGANIZATION MUST BE LOCATED IN THE AUSTIN TEXAS AREA

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

RECIPIENT NAME:
Meals on Wheels and More Inc
ADDRESS:
3227 E 5TH STREET
Austin, TX 78702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Helping Hand Home for Children
ADDRESS:
3804 AVENUE B
Austin, TX 78751
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: RESIDENTIAL TREATMENT CENTER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Settlement Club
ADDRESS:
1500 PAYTON GIN ROAD
Austin, TX 78758
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

STATEMENT 5

RECIPIENT NAME:
Caritas of Austin
ADDRESS:
P.O. BOX 1947
Austin, TX 78752
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Travis County Domestic Violence
ADDRESS:
P.O. BOX 19454
Austin, TX 78760
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Capital Area Food Bank of Texas
ADDRESS:
8201 S CONGRESS AVE
Austin, TX 78745
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

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

RECIPIENT NAME:
Ronald McDonald House Char
ADDRESS:
1315 BARBARA JORDAN BLVD
Austin, TX 78723
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Family Eldercare Inc
ADDRESS:
1700 RUTHERFORD LANE
Austin, TX 78754
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: HELPING SENIORS AGE IN PLACE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Austin Childrens Museum
ADDRESS:
201 COLORADO STREET
Austin, TX 78701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT: SPIN AND SPAN EXHIBIT
FOUNDATION STATUS OF RECIPIENT:
NONE

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

==

RECIPIENT NAME:
Austin Children's Shelter
ADDRESS:
4800 MANOR ROAD
Austin, TX 78723
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Make-A -Wish Foundation of Central
ADDRESS:
2224 WALSH TARLETON LN, STE 200
Austin, TX 78746
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
Austin Groups for the Elderly
ADDRESS:
3710 CEDAR STREET
Austin, TX 78705
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT; MEDICAL EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,200.

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

RECIPIENT NAME:
Boys and Girls Clubs of Austin
ADDRESS:
5407 N INTERSTATE 35
Austin, TX 78723
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GRANT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

AMOUNT OF GRANT PAID	1,000.
TOTAL GRANTS PAID:	20,200.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
120.87 ACS, PART OF	240.			240.
TOTALS	240.			240.

STATEMENT 10

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www irs gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: THEODORE P. DAVIS CHARITABLE TR R76328005

Employer identification number: 74-6254895

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	**(h) Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	47,381.	45,800.		1,581.

4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet	6	( )
7 **Net short-term capital gain or (loss).** Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . ▶	7	1,581.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	**(h) Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	661,131.	596,774.		64,357.

11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.	12	
13 Capital gain distributions.	13	19,403.
14 Gain from Form 4797, Part I.	14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet	15	( )
16 **Net long-term capital gain or (loss).** Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . ▶	16	83,760.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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Part III **Summary of Parts I and II** **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 **Net short-term gain or (loss)**	17			1,581.
18 **Net long-term gain or (loss):**				
a Total for year	18a			83,760.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c 28% rate gain	18c			5,201.
19 **Total net gain or (loss).** Combine lines 17 and 18a ▶	19			85,341.

Note: *If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 19, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if.*

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			21			
22	Enter the **smaller** of line 18a or 19 in column (2) but not less than zero	22					
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	23					
24	Add lines 22 and 23	24					
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	25					
26	Subtract line 25 from line 24. If zero or less, enter -0-			26			
27	Subtract line 26 from line 21. If zero or less, enter -0-			27			
28	Enter the **smaller** of the amount on line 21 or $2,450			28			
29	Enter the **smaller** of the amount on line 27 or line 28			29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶					30	
31	Enter the smaller of line 21 or line 26			31			
32	Subtract line 30 from line 26			32			
33	Enter the **smaller** of line 21 or $11,950			33			
34	Add lines 27 and 30			34			
35	Subtract line 34 from line 33. If zero or less, enter -0-			35			
36	Enter the **smaller** of line 32 or line 35			36			
37	Multiply line 36 by 15% ▶					37	
38	Enter the amount from line 31			38			
39	Add lines 30 and 36			39			
40	Subtract line 39 from line 38. If zero or less, enter -0-			40			
41	Multiply line 40 by 20% ▶					41	
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			42			
43	Add lines 37, 41, and 42			43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			44			
45	**Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶					45	

Schedule D (Form 1041) 2013

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at** *www irs gov/form8949.*

▶ **File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.**

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
THEODORE P. DAVIS CHARITABLE TR R76328005	74-6254895

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You *must* check Box A, B, *or* C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(A)** Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(B)** Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo , day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.**		(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
1439.539 EATON VANCE MUT F	01/15/2013	07/10/2013	13,920.00	14,056.00			-136.00
922.015 DELAWARE EMERGING	02/01/2013	08/13/2013	13,720.00	13,793.00			-73 00
112. SPDR TR UNIT SER 1	06/26/2013	11/05/2013	19,741.00	17,951.00			1,790 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 1b** (if **Box A** above is checked), **line 2** (if **Box B** above is checked), or **line 3** (if **Box C** above is checked) ▶			47,381.	45,800.			1,581.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis See *Column (g)* in the separate instructions for how to figure the amount of the adjustment

For Paperwork Reduction Act Notice, see your tax return instructions. Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
THEODORE P. DAVIS CHARITABLE TR R76328005	74-6254895

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You *must* check Box D, E, *or* F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
603.605 FMI FDS INC	11/06/2008	01/15/2013	10,678.00	6,664.00			4,014.00
916.67 MATTHEWS PACIFIC TI FUND	09/16/2009	01/15/2013	22,697.00	16,275.00			6,422.00
782.192 FMI FDS INC	11/06/2008	02/12/2013	14,392 00	8,635.00			5,757.00
1223.503 JPM INFLATION MGD SEL	08/22/2011	02/12/2013	13,202.00	13,018.00			184.00
1154.3 JPMORGAN US LARGE C FUND SEL	01/11/2007	02/12/2013	27,438.00	21,940.00			5,498.00
15000. HSBC BREN EAFE 03/	03/09/2012	03/27/2013	16,797.00	14,850.00			1,947.00
15000. GS BREN EAFE 05/07/	04/20/2012	05/07/2013	17,647.00	14,850.00			2,797.00
15000. GS BREN ASIA BASKET	05/04/2012	05/21/2013	16,493.00	14,850 00			1,643.00
20000. GS BREN SPX 5/22/13	05/04/2012	05/22/2013	22,240.00	19,800.00			2,440.00
16. SPDR GOLD TRUST	04/01/2009	06/11/2013	2,121.00	1,452.00	C		669.00
13000. GS BREN EAFE 06/12/	05/25/2012	06/12/2013	15,834.00	12,870.00			2,964.00
13000. BNP DELTA ONE MSCI 6/14/13	05/25/2012	06/14/2013	16,380.00	12,870 00			3,510.00
13000. HSBC DELTA ONE MSCI 6/14/13	05/25/2012	06/14/2013	16,380.00	12,870 00			3,510.00
3043.577 EATON VANCE MUT F	08/22/2011	06/21/2013	27,879.00	26,266.00			1,613.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
THEODORE P. DAVIS CHARITABLE TR R76328005	74-6254895

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1 (a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions**		**(h) Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
7656.86 JPMORGAN SHORT DUR FUND	12/18/2007	06/24/2013	83,383.00	82,446.00			937.00
3237.652 BLACKROCK FDS HI INSTL*	03/28/2011	06/28/2013	25,836.00	25,286.00			550.00
13000. CS BREN ASIA BASKET	06/15/2012	07/03/2013	13,491.00	12,870.00			621.00
25000. UBS CONT BUFF EQ SP	06/15/2012	07/03/2013	28,750.00	24,750.00			4,000.00
1370.889 EATON VANCE MUT F	04/22/2010	07/10/2013	13,257.00	14,043.00			-786.00
13000. BNP BREN EAFE 7/1	06/29/2012	07/17/2013	15,860.00	12,870.00			2,990 00
13000. BARC BRENT CBEN 07/	07/20/2012	07/31/2013	14,814.00	12,870.00			1,944.00
642.172 JPMORGAN EMERGING FUND	VAR	07/31/2013	14,012.00	14,558.00			-546.00
334. VANGUARD EMERGING MAR	09/13/2010	07/31/2013	13,071.00	14,643.00			-1,572.00
3408.229 DOUBLELINE TOTAL	07/23/2012	08/13/2013	37,286.00	38,547.00			-1,261.00
1092.666 JPMORGAN INTERNAT CURRENCY	VAR	08/13/2013	12,096.00	12,348.00			-252.00
1244.084 JPMORGAN STRATEGI OPPTYS FUND SEL	11/07/2011	08/13/2013	14,767.00	14,394.00			373.00
1676.389 JPMORGAN HIGH YIE	11/05/2008	08/13/2013	13,612.00	10,109.00			3,503.00
2824.075 VANGUARD FXD INCM CORP*	09/16/2009	08/13/2013	27,591.00	26,970.00			621 00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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Form 8949 (2013) Attachment Sequence No **12A** Page **2**

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THEODORE P. DAVIS CHARITABLE TR R76328005	74-6254895

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20000. CS CONT BUFF EQ SPX	07/27/2012	08/14/2013	23,000.00	19,800.00			3,200.00
926.498 JPMORGAN INTERNATI CURRENCY	06/11/2010	09/13/2013	10,238.00	9,751.00			487.00
874.098 JPMORGAN US REAL E	VAR	09/20/2013	14,353 00	12,128.00			2,225 00
15000. BARC PARTICIPATING	09/28/2012	10/09/2013	11,062.00	14,850.00			-3,788.00
15000. UBS CONT BUFF EQ SP	09/21/2012	10/09/2013	17,250.00	14,850 00			2,400.00
79. SPDR GOLD TRUST	VAR	10/24/2013	10,275.00	7,000.00	C		3,275.00
30. SPDR GOLD TRUST	01/27/2009	10/25/2013	3,897.00	2,650.00	C		1,247.00
129.002 JPM MID CAP CORE F	08/22/2011	11/26/2013	3,052.00	1,831.00			1,221.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶			661,131.	596,774.			64,357

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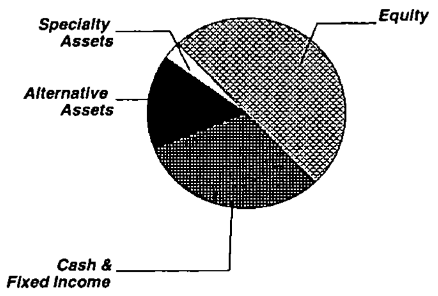
Form **8949** (2013)

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	756,624 81	795,346 26	38,721 45	8,242 72	52%
Alternative Assets	253,485 12	231,176 84	(22,308 28)	2,945 09	16%
Cash & Fixed Income	476,835 13	503,742.61	26,907 48	11,371 87	31%
Specialty Assets	31.00	31.00	0 00		1%
Market Value	**$1,486,976.06**	**$1,530,296.71**	**$43,320.65**	**$22,559.68**	**100%**

Asset Allocation



INCOME

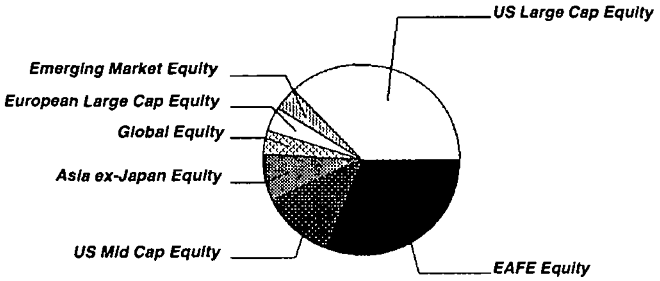
Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	14,187 81	9,038 00	(5,149 81)
Accruals	913 47	739 76	(173 71)
Market Value	**$15,101.28**	**$9,777.76**	**($5,323.52)**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	326,451 50	307,996 29	(18,455 21)	20%
US Mid Cap Equity	89,963 96	88,161 96	(1,802.00)	6%
EAFE Equity	216,764 35	243,262 77	26,498 42	16%
European Large Cap Equity	17,039 25	30,537 30	13,498.05	2%
Asia ex-Japan Equity	44,937.91	60,556 11	15,618 20	4%
Emerging Market Equity	30,543 79	31,795 53	1,251.74	2%
Global Equity	30,924.05	33,036 30	2,112.25	2%
Total Value	**$756,624.81**	**$795,346.26**	**$38,721.45**	**52%**

Market Value/Cost	Current Period Value
Market Value	795,346 26
Tax Cost	597,729 74
Unrealized Gain/Loss	197,616 52
Estimated Annual Income	8,242 72
Accrued Dividends	119 29
Yield	1 03%

Asset Categories



Equity as a percentage of your portfolio - 52 %

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	20,000.000	21,886 00	19,800 00	2,086.00		
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	20 86	2,727.899	56,903 97	30,116 01	26,787 96	482 83	0 85 %
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	46 69	876.409	40,919 54	18,281 90	22,637.64	191 93	0 47 %
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	13 05	2,772 358	36,179 27	22,982 85	13,196 42	690.31 119 29	1.91 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31 78	1,154 326	36,684 48	25,533.80	11,150 68		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27.74	1,823 967	50,596 84	34,668.04	15,928 80	209 75	0 41 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184 69	351 000	64,826.19	41,683 16	23,143 03	1,176 20	1 81 %
Total US Large Cap Equity			**$307,996.29**	**$193,065.76**	**$114,930.53**	**$2,751.02** **$119.29**	**0.89 %**

	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	42.000	5,620 02	5,169.36	450 66	72 57	1 29 %
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	21.64	842 674	18,235 47	11,957 54	6,277 93	44 66	0 24 %
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13.13	2,289 684	30,063 55	21,294 06	8,769.49	274 76	0 91 %
PRUDENTIAL JENN M/C GROW-Z 74441C-80-8 PEGZ X	40 49	845 713	34,242.92	28,737.34	5,505 58		
Total US Mid Cap Equity			**$88,161.96**	**$67,158.30**	**$21,003.66**	**$391.99**	**0.44 %**
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36.77	1,208 191	44,425.18	32,157.27	12,267 91	1,115 16	2.51 %
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	20,000 000	21,467.00	19,800 00	1,667 00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	463.000	31,064 99	29,524.62	1,540 37	788 48	2 54 %
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	9 05	5,725 493	51,815.71	32,635 31	19,180 40	589 72	1.14 %

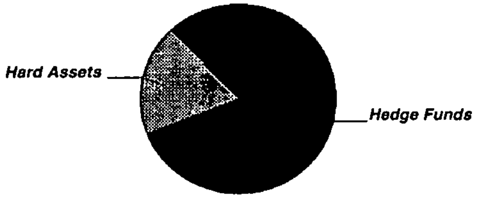
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
EAFE Equity							
MFS INTL VALUE-I 55273E-82-2 MINI X	35 18	554 183	19,496 16	13,788 08	5,708 08	366 31	1 88 %
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26 32	1,991 403	52,413.73	49,492 85	2,920 88	868.25	1 66 %
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	20,000 000	22,580.00	19,800 00	2,780 00		
Total EAFE Equity			**$243,262.77**	**$197,198.13**	**$46,064.64**	**$3,727.92**	**1.53 %**
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	15,000.000	18,012.90	14,812 50	3,200 40		
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58 80	213 000	12,524 40	12,113 59	410.81	346 97	2 77 %
Total European Large Cap Equity			**$30,537.30**	**$26,926.09**	**$3,611.21**	**$346.97**	**1.14 %**
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13 51	2,575 782	34,798.81	34,121 73	677.08	450 76	1.30 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24 97	1,031 530	25,757 30	20,687.04	5,070 26		
Total Asia ex-Japan Equity			**$60,556.11**	**$54,808.77**	**$5,747.34**	**$450.76**	**0.75 %**
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.27	997 585	16,230 71	14,923.87	1,306 84	153 62	0.95 %
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	732 807	15,564 82	14,392 33	1,172 49	77 67	0 50 %
Total Emerging Market Equity			**$31,795.53**	**$29,316.20**	**$2,479.33**	**$231.29**	**0.73 %**
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17 83	1,852 849	33,036 30	29,256 49	3,779 81	342.77	1 04 %

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	189,894 84	192,619 51	2,724 67	13%
Hard Assets	63,590.28	38,557 33	(25,032 95)	3%
Total Value	**$253,485.12**	**$231,176.84**	**($22,308.28)**	**16%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 16 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.20	1,238 618	13,872 52	13,488 55
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EBSI X	10.50	2,862 983	30,061 32	30,101 38

Hedge Funds

	Price	Quantity	Estimated Value	Cost
GATEWAY FUND-Y 367829-88-4 GTEY X	28.99	1,564 763	45,362 48	42,531.33
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11 89	3,513 632	41,777 08	44,454 03
PRUDENTIAL INVT PORTFOLIOS 9 PRU ABRTN FD Z 74441J-82-9 PADZ X	9 85	4,818 249	47,459 75	47,266 40
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12 86	1,095 362	14,086 36	14,294 47
Total Hedge Funds			**$192,619.51**	**$192,136.16**

Hard Assets

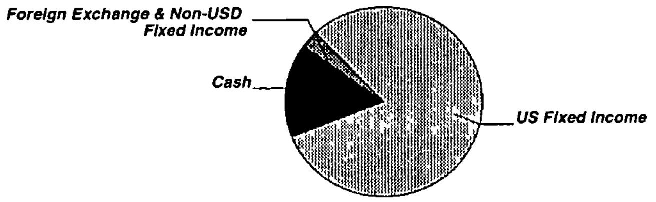
	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
BARC BEN BRENT 09/29/14 LNKD TO CO1 85% BARRIER- 5 47%CPN 15%CAP INITIAL LEVEL-09/13/13 112 63 06741T-K8-9	101 65	8,000 000	8,132 00	7,920.00	

	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10 67	2,851 484	30,425 33	30,798.05	96 95
Total Hard Assets			**$38,557.33**	**$38,718.05**	**$96.95**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	77,399 71	82,590 75	5,191 04	5%
US Fixed Income	379,668.42	401,346 86	21,678.44	25%
Complementary Structured Strategies	19,767 00	0 00	(19,767 00)	
Foreign Exchange & Non-USD Fixed Income	0 00	19,805 00	19,805 00	1%
Total Value	**$476,835.13**	**$503,742.61**	**$26,907.48**	**31%**

Asset Categories



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

Market Value/Cost	Current Period Value
Market Value	503,742 61
Tax Cost	497,412 81
Unrealized Gain/Loss	6,329 80
Estimated Annual Income	11,371 87
Accrued Interest	620 47
Yield	2 25%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	503,742 61	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	82,590 75	16%
Mutual Funds	401,346 86	81%
Other	19,805.00	3%
Total Value	**$503,742.61**	**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

Note· O - Bonds purchased at a discount show accretion
[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	82,590.75	82,590 75	82,590 75		24 77	0.03%[1]
US Fixed Income							
DODGE & COX INCOME FUND 256210-10-5	13 53	2,117 59	28,651 01	28,566 30	84.71	878.80	3.07%
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 78	2,677 44	28,862 75	30,136 92	(1,274 17)	1,491 33	5.17%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11 89	4,003 29	47,599 08	42,694.45	4,904.63	1,237.01 108 09	2 60%
JPM CORE BOND FD - SEL FUND 3720 4812C0-38-1	11.47	7,850 01	90,039 57	91,565 57	(1,526 00)	2,472 75 251.20	2.75%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7.98	2,096 44	16,729 58	13,255 48	3,474 10	1,052 41 100 63	6 29%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 89	9,387 72	102,232 26	101,980 04	252 22	976 32 131.43	0.96%

	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	2,912 30	30,229 69	30,941 94	(712 25)	332 00 29 12	1 10%
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	9 06	3,270.72	29,632 70	29,534 57	98 13	1,239 60	4.18%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 21	3,333 77	27,370 22	25,801 63	1,568 59	1,666.88	6 09%
Total US Fixed Income			**$401,346.86**	**$394,476.90**	**$6,869.96**	**$11,347.10** **$620.47**	**2.83%**
Foreign Exchange & Non-USD Fixed Income							
O **BARC 95% PPN FX BASKET 4/4/14** LNKED TO CNY IDR MXN & RUB VS USD 5% MAX LOSS, UNCAPPED 03/30/2012 06738K-2H-3	95.11	10,000 00	9,511 00	10,145 80 9,850 00	(634.80)		
O **BARC 100%PP CNY REN 5/01/14** LNKED TO CNY 146 XLEV, 0 MAX LOSS 4/27/12; INITIAL STRIKE:6 2787 06738K-4E-8	102.94	10,000 00	10,294 00	10,199 36 9,900.00	94 64		
Total Foreign Exchange & Non-USD Fixed Income			**$19,805.00**	**$20,345.16** **$19,750.00**	**($540.16)**	**$0.00**	**0.00%**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	31 00	31 00	0 00	1%

Specialty Assets Detail

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
C MASSENTON SVY MARION CO TX MASSENTON, C 289 MARION, TEXAS MINERAL INTEREST Bearer 997512-37-2	1 00 1 00						
FRIENDSHIP FIELD ANHYDRITE UNIT 2788 97 ACRES IN CASS COUNTY, TEXAS ROYALTY INTEREST Bearer 997512-13-8	1.00 1.00						
FRIENDSHIP FIELD ANHYDRITE UNIT 2788 97 ACRES IN MARION COUNTY, TEXAS ROYALTY INTEREST Bearer 997512-37-8	1 00 1 00	308 67	(14 30)	(47.35)	247 02	(46.30)	200 72

Oil & Gas

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
440005392 FRIENDSHIP FIELD ANHY UT 146 AC, MOL, OF WHICH 66.03 AC IS IN AND 80 AC IS IN THE SANTIAGO TOSCANO		308 67	(14 30)	(47.35)	247 02	(46 30)	200 72
H HOLBERT SVY CASS CO TX HOLBERT, H - CASS, TEXAS MINERAL INTEREST Bearer 997512-13-6	1 00 1 00						
J GRAYSON SVY MARION CO TX GRAYSON, J - MARION, TEXAS MINERAL INTEREST Bearer 997512-35-9	1.00 1 00						
J WATKINS SVY MARION CO TX WATKINS, J 385 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-6	1 00 1 00						
JW LEMMON SVY ETC MARION CO TX LEMMON, J W 536 MARION, TEXAS ROYALTY INTEREST Bearer 997512-37-6	1 00 1.00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
LOS SANTOS COY SVY MARION TX DE LOS SANTOS COY, A - MARION, TEXAS MINERAL INTEREST Bearer 997512-36-2	1 00 1 00						
SEC 3 BS&F SVY BEE CO TX BS&F - BEE, TEXAS ROYALTY INTEREST Bearer 997512-10-3	1 00 1 00						
SURVEY NO 310 AND 2 TRACTS IN THE S TESCANO SURVEY, MARION CO, TX MINERAL INTEREST Bearer 997512-37-1	1.00 1.00						
W EDMUNDSON SVY CASS CO TX EDMUNDSON, W 322 CASS, TEXAS MINERAL INTEREST Bearer 997512-13-7	1 00 1.00						
107 AC MASSENTON SVY MARION TX MASSENTON, C 289 MARION, TEXAS MINERAL INTEREST Bearer 997512-35-5	1.00 1 00						

Oil & Gas

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
117 AC J GRAYSON SVY MARION TX GRAYSON, J - MARION, TEXAS MINERAL INTEREST Bearer 997512-37-0	1 00 1 00						
120.87 ACS, PART OF EDMONDSON HR SV, A 322, CASS CO, TEXAS ROYALTY INTEREST Bearer 997512-13-9	1.00 1.00						
120.87AC W EDMONSON MARION TX EDMONSON, W 122 MARION, TEXAS ROYALTY INTEREST Bearer 997512-37-9	1.00 1.00	52 06	(2 40)	(7 24)	42 42	(7 82)	34 60
440005701 J H COLLEY TR #2		47.88	(2 21)	(7.24)	38 43	(7 19)	31 24
440005702 LAURA MCINTOSH		4 18	(0 19)		3 99	(0.63)	3 36
Total Value		**$52.06**	**($2.40)**	**($7.24)**	**$42.42**	**($7.82)**	**$34.60**
132.26AC GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS KITCHEN'S CREEK, ROYALTY INTEREST Bearer 997732-67-3	1 00 1 00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
136 AC EDMONSON SVY MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-37-4	1.00 1 00						
158 AC EDMONSON SVY MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-1	1 00 1 00						
198 AC C GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS MINERAL INTEREST Bearer 997512-35-8	1 00 1 00						
440026611 SHARP GAS UNIT #2 132 26 ACS IN CHAS GRAYSON SVY, A-164							
20 AC C GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS MINERAL INTEREST Bearer 997512-35-6	1.00 1 00						

Oil & Gas

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
236.5AC EDMONSON SVY MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-37-7	1 00 1 00						
25 AC C GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-5	1 00 1 00						
264 AC W EDMONDSON MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-35-7	1 00 1 00						
39 AC W EDMONSON SVY MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-37-3	1 00 1.00						
50 AC W EDMONSON SVY MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-0	1 00 1 00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
50 AC C GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-8	1 00 1 00						
50 AC W EDMONSON SVY MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-9	1 00 1 00						
66 AC C GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-4	1 00 1 00						
75 AC C GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-7	1 00 1 00						
91.3AC EDMONDSON SVY MARION TX EDMONSON, W 122 MARION, TEXAS MINERAL INTEREST Bearer 997512-37-5	1 00 1.00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
98.5 C GRAYSON SVY MARION TX GRAYSON, C 164 MARION, TEXAS MINERAL INTEREST Bearer 997512-36-3	1 00 1 00						
Total Oil & Gas	**$31.00** **$31.00**	**$360.73**	**($16.70)**	**($54.59)**	**$289.44**	**($54.12)**	**$235.32**