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: WILSON CHARITABLE FOUND TR P63981008

A Employer identification number: 76-0285403

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 15,713,183.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	271,438.	264,139.		
	5a Gross rents	NONE	NONE	NONE	
	b Net rental income or (loss) NONE				
	6a Net gain or (loss) from sale of assets not on line 10	524,605.			
	b Gross sales price for all assets on line 6a 5,642,898.				
	7 Capital gain net income (from Part IV, line 2)		524,605.		
	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)	178,308.	140,395.		STMT 1
	12 **Total.** Add lines 1 through 11	974,351.	929,139.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	135,675.	86,756.		48,919.
	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	3,637.	3,637.		
	18 Taxes (attach schedule) (see instructions) STMT 2	13,643.	4,543.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,845.	NONE	NONE	2,845.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 3	12,416.	12,416.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	168,216.	107,352.	NONE	51,764.
	25 Contributions, gifts, grants paid	628,486.			628,486.
	26 **Total expenses and disbursements** Add lines 24 and 25	796,702.	107,352.	NONE	680,250.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	177,649.			
	b **Net investment income** (if negative, enter -0-)		821,787.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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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	518,156.	904,032.	904,032.
	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)	7,730,757.	7,943,824.	10,740,341.
	c Investments - corporate bonds (attach schedule)	2,136,528.	1,809,523.	1,840,645.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	1,811,384.	1,690,502.	1,743,725.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	62.	62.	484,440.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,196,887.	12,347,943.	15,713,183.
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	12,196,887.	12,347,943.	
	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)	12,196,887.	12,347,943.	
	31 Total liabilities and net assets/fund balances (see instructions)	12,196,887.	12,347,943.	

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	12,196,887.
2	Enter amount from Part I, line 27a	2	177,649.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,374,536.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	26,593.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,347,943.

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	5,642,898.		5,118,294.	524,604.
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				524,604.
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	524,604.
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	689,408.	13,850,134.	0.049776
2011	640,535.	13,986,895.	0.045795
2010	730,661.	13,469,002.	0.054248
2009	886,763.	13,665,528.	0.064891
2008	561,589.	16,164,396.	0.034742

2	**Total** of line 1, column (d)	2	0.249452
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	0.049890
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,787,073.
5	Multiply line 4 by line 3	5	737,727.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	8,218.
7	Add lines 5 and 6	7	745,945.
8	Enter qualifying distributions from Part XII, line 4	8	680,250.

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	16,436.
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	16,436.
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	16,436.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 8,868.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 8,100.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	16,968.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	60.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	472.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 472. **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) ▶ TX			
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 ▶ JP MORGAN CHASE BANK, NA Telephone no. ▶ (866)888-5157 Located at ▶ 10 S DEARBORN ST, IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

				Yes	No
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**	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
SEE STATEMENT 4		135,675.		

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	13,850,725.
b	Average of monthly cash balances	1b	635,542.
c	Fair market value of all other assets (see instructions)	1c	525,990.
d	**Total** (add lines 1a, b, and c)	1d	15,012,257.
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	15,012,257.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	225,184.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,787,073.
6	**Minimum investment return.** Enter 5% of line 5	6	739,354.

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	739,354.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,436.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	16,436.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	722,918.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	722,918.
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	722,918.

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	680,250.
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	680,250.
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	680,250.

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				722,918.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			619,336.	
b	Total for prior years 20 11 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 NONE				
b	From 2009 NONE				
c	From 2010 NONE				
d	From 2011 NONE				
e	From 2012 NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 680,250.				
a	Applied to 2012, but not more than line 2a			619,336.	
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				60,914.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				662,004.
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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
UNIVERSITY OF TEXAS HEALTH SCIENCE CENTER BOX 45025 LUBBOCK TX 79409	NONE	PUBLIC	PROGRAM SUPPORT	200,000.
TEXAS TECH UNIVERSITY HEALTH SCIENCES CENTER 3601 4TH STREET LUBBOCK TX 79430	NONE	PUBLIC	PROGRAM SUPPORT	78,486.
MARY CROWLEY MEDICAL RESEARCH CENTER 1700 PACIFIC AVE, SUITE 1100 DALLAS TX 75201	NONE	PUBLIC	PROGRAM SUPPORT	350,000.
Total ▶ 3a				628,486.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	271,438.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	524,605.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b MINERAL ROYALTIES			15	173,896.	
c DEFERRED REVENUE			14	4,412.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				974,351.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 974,351.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] 09/03/2014 ▶

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	09/03/2014		P01256399
Firm's name ▶ DELOITTE TAX, LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no. 216-589-1300	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
VARMINERA

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		125.	
OTHER INCOME:			
TOTAL GROSS INCOME			125.
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)			125.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			125.
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									

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
648.6493 A PERRY #1 UNIT

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		6,364.	
OTHER INCOME:			
TOTAL GROSS INCOME			6,364.
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)			6,364.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			6,364.
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									

JSA
3E7000 1.000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
626.99 ACRES ALLRED #1 UNIT

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		63,690.	
OTHER INCOME:			
TOTAL GROSS INCOME			63,690.
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)			63,690.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			63,690.
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									

JSA
3E7000 1.000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
644.077 ACRES WARE UNIT

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		8,710.	
OTHER INCOME:			
TOTAL GROSS INCOME			8,710.
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)			8,710.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			8,710.
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									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY

80 ACRES GOOD OMEN PETTIT UNIT

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		2,097.	
OTHER INCOME:			
TOTAL GROSS INCOME			2,097.
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)			2,097.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			2,097.
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									

JSA

3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
160 ACRES IN LOT #3, SVY #44,

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		65.	
OTHER INCOME:			
TOTAL GROSS INCOME			65.
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)			65.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			65.
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									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

DESCRIPTION OF PROPERTY
38.15 ACS., MORE OR LESS,

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	468.	
OTHER INCOME:		
TOTAL GROSS INCOME		468.
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)		468.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		468.
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									

JSA
3E7000 1.000

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEFERRED REVENUE	4,412.	
POWERSHARES K-1 INCOME		-33,501.
MINERAL ROYALTIES	173,896.	173,896.
TOTALS	178,308.	140,395.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX PAID	2,600.	
ESTIMATED TAX PAID	6,500.	
FOREIGN TAX WITHHELD	4,543.	4,543.
TOTALS	13,643.	4,543.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MINERAL EXPENSES	12,416.	12,416.
TOTALS	12,416.	12,416.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JPMORGAN CHASE BANK, NA
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 115,675.

OFFICER NAME:
JAMES L GASPARD
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 5,000.

OFFICER NAME:
TIMOTHY R VAUGHAN
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 5,000.

OFFICER NAME:
DR. J DENTON DEWITT
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 5,000.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
DINAH GASPARD
ADDRESS:
10 S DEARBORN ST, IL1-0117
CHICAGO, IL 60603
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 5,000.

TOTAL COMPENSATION: 135,675.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
VARMINERA	125.			125.
648.6493 A PERRY #1	6,364.			6,364.
626.99 ACRES ALLRED	63,690.			63,690.
644.077 ACRES WARE U	8,710.			8,710.
80 ACRES GOOD OMEN P	2,097.			2,097.
160 ACRES IN LOT #3,	65.			65.
38.15 ACS., MORE OR	468.			468.
TOTALS	81,519.			81,519.

STATEMENT 6

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	Employer identification number
WILSON CHARITABLE FOUND TR P63981008	76-0285403

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	1,042,601.	1,073,981.		-31,380.

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	-31,380.

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	4,313,905.	4,044,313.		269,592.

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	286,392.
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	555,984.

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			-31,380.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			555,984.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			524,604.

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	

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
WILSON CHARITABLE FOUND TR P63981008	76-0285403

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

[X] **(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. (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)
145000. CS REN HSCEI 02/	02/01/2013	07/09/2013	106,068.00	143,550.00			-37,482.00
25635.609 JOHN HANCOCK II-	02/14/2013	08/22/2013	246,615.00	277,890.00			-31,275.00
2600. SPDR TR UNIT SER 1	VAR	10/29/2013	460,620.00	426,090.00			34,530.00
9000. POWERSHARES DB COMMO TRACKING FUND	02/26/2013	12/18/2013	229,298.00	226,451.00			2,847.00
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) ▶			1,042,601.	1,073,981.			-31,380.

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

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side.): WILSON CHARITABLE FOUND TR P63981008

Social security number or taxpayer identification number: 76-0285403

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 D, E, or F 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 II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-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 8a; you are not required to report these transactions on Form 8949 (see instructions).

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

[X] **(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)
. DELL INC		01/16/2013	14.00				14.00
100000. DB 95% PPN FX BASK	07/29/2011	02/01/2013	95,000.00	100,069.00			-5,069.00
23245.429 HIGHBRIDGE DYNAM COMMODITIES	VAR	02/26/2013	321,484.00	423,641.00			-102,157.00
125000. HSBC BREN EAFE 03/	02/17/2012	03/06/2013	132,548.00	123,750.00			8,798.00
135000. HSBC BREN EAFE 0 0	03/16/2012	04/04/2013	140,295.00	133,650.00			6,645.00
200000. DB MARKET PLUS SPX	10/07/2011	04/15/2013	274,822.00	197,500.00			77,322.00
5588.57 JPMORGAN INTREPID	07/11/2005	04/26/2013	164,583.00	131,276.00			33,307.00
16333.938 JPMORGAN GROWTH FUND	01/07/2011	04/26/2013	180,000.00	146,189.00			33,811.00
275000. CS CONT BUFF EQ SP	04/13/2012	05/01/2013	316,250.00	272,250.00			44,000.00
125000. GS BREN EAFE 05/07	04/20/2012	05/07/2013	147,062.00	123,750.00			23,312.00
19495.783 THE ARBITRAGE FU	VAR	05/23/2013	248,181.00	255,495.00			-7,314.00
185000. BNP DELTA ONE MSCI 6/14/13	05/25/2012	06/14/2013	233,097.00	183,150.00			49,947.00
185000. GS DELTA ONE MSCI 6/26/13	06/08/2012	06/26/2013	225,600.00	183,150.00			42,450.00
12761.568 JOHN HANCOCK II-	08/19/2011	08/22/2013	122,766.00	127,871.00			-5,105.00
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.

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
WILSON CHARITABLE FOUND TR P63981008	76-0285403

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 D, E, or F 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 II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-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 8a; you are not required to report these transactions on Form 8949 (see instructions).

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

[X] **(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)
275000. BNP CONT BUFF EQ S	08/10/2012	08/28/2013	316,250.00	272,250.00			44,000.00
140000. CS BREN EAFE 08/2	08/10/2012	08/28/2013	166,880.00	138,600.00			28,280.00
100000. BARC 93% PPN CURRE 9/13/13	09/09/2011	09/13/2013	93,000.00	103,008.00			-10,008.00
15728.522 JPMORGAN US REAL	VAR	09/18/2013	264,082.00	263,862.00			220.00
25774.312 JPMORGAN INTERNA CURRENCY	VAR	10/24/2013	290,219.00	288,385.00			1,834.00
145000. SG BRENT CBEN 11/0	10/19/2012	11/01/2013	161,530.00	143,550.00			17,980.00
. WASHINGTON MUT INC		11/01/2013	152.00				152.00
125000. SG PARTICIPATING G 11/08/13	10/26/2012	11/08/2013	95,189.00	123,750.00			-28,561.00
140000. CS BREN ASIA BASKE	11/09/2012	11/27/2013	156,240.00	138,600.00			17,640.00
6620. POWERSHARES DB COMMO TRACKING FUND	08/19/2011	12/18/2013	168,661.00	170,567.00			-1,906.00
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) ▶			4,313,905.	4,044,313.			269,592.

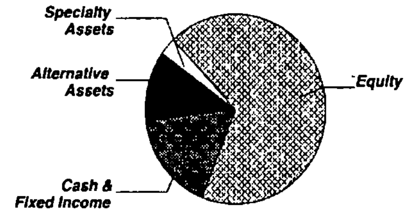
Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	8,961,188 53	10,740,340.74	1,779,152.21	110,340.81	70%
Alternative Assets	1,727,776.87	1,743,725.33	15,948.46	11,352.25	12%
Cash & Fixed Income	2,649,389.40	2,617,578 33	(31,811.07)	70,686.47	17%
Specialty Assets	62.00	62 00	0.00		1%
Market Value	**$13,338,416.80**	**$15,101,706.40**	**$1,763,289.60**	**$192,379.53**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	63,328.62	127,098.36	63,769.74
Accruals	11,599.34	2,700.86	(8,898.48)
Market Value	**$74,927.96**	**$129,799.22**	**$54,871.26**

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**13,338,416.80**	**13,338,416.80**	**63,328.62**	**63,328.62**
Additions		-	409,861.40	409,861.40
Withdrawals & Fees	(466,610.61)	(466,610.61)	(735,812.37)	(735,812.37)
Net Additions/Withdrawals	**($466,610.61)**	**($466,610.61)**	**($325,950.97)**	**($325,950.97)**
Income	37,833.60	37,833.60	389,720.71	389,720.71
Change In Investment Value	2,192,066.61	2,192,066.61		
Ending Market Value	**$15,101,706.40**	**$15,101,706.40**	**$127,098.36**	**$127,098.36**
Accruals	--	--	2,700.86	2,700.86
Market Value with Accruals	**--**	**--**	**$129,799.22**	**$129,799.22**

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	213,399.75	213,399.75
Interest Income	2,424.90	2,424.90
Original Issue Discount	6,650.04	6,650.04
Taxable Income	**$222,474.69**	**$222,474.69**
Partnership/Alt Asset Distributions	31,183.56	31,183.56
Specialty Asset Income	173,896.06	173,896.06
Other Income & Receipts	**$205,079.62**	**$205,079.62**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	286,126.53	286,126.53
ST Realized Gain/Loss	(51,970.30)	(51,970.30)
LT Realized Gain/Loss	247,241.24	247,241.24
Realized Gain/Loss	**$481,397.47**	**$481,397.47**

	To-Date Value
Unrealized Gain/Loss	**$2,813,487.02**

Account Summary CONTINUED

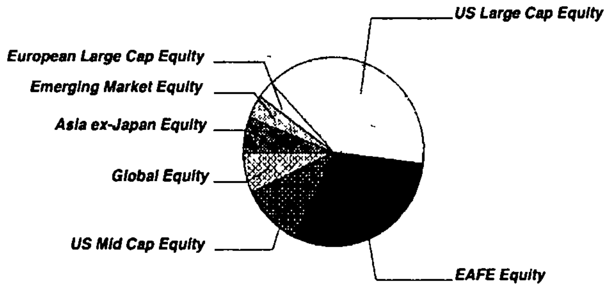
Cost Summary	Cost
Equity	7,943,824.28
Cash & Fixed Income	2,586,457.12
Total	**$10,530,281.40**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	4,045,289.38	4,180,014.38	134,725.00	27%
US Mid Cap Equity	928,368.01	1,183,769.21	255,401.20	8%
EAFE Equity	2,257,095.54	3,163,432.37	906,336.83	21%
European Large Cap Equity	147,524.45	334,060.70	186,536.25	2%
Asia ex-Japan Equity	752,896.92	625,703.63	(127,193.29)	4%
Emerging Market Equity	409,916.83	450,960.15	41,043 32	3%
Global Equity	420,097.40	802,400.30	382,302.90	5%
Total Value	**$8,961,188.53**	**$10,740,340.74**	**$1,779,152.21**	**70%**

Market Value/Cost	Current Period Value
Market Value	10,740,340.74
Tax Cost	7,943,824.28
Unrealized Gain/Loss	2,796,516.46
Estimated Annual Income	110,340.81
Yield	1.02%

Asset Categories



Equity as a percentage of your portfolio - 70 %

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	185,000 000	202,445.50	183,150.00	19,295.50		
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	21.40	17,178 102	367,611.38	282,408.00	85,203.38		
EDGEWOOD GROWTH FUND-INS 0075W0-75-9 EGFI X	18.74	23,520.014	440,765.06	270,480.16	170,284.90		
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	20.86	29,276.858	610,715.26	376,299.88	234,415.38	5,182.00	0.85%
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	46.69	18,166.492	848,193.51	519,280.12	328,913.39	3,978.46	0.47%
JPM GROWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	13.85	32,282.683	447,115.16	288,930.01	158,185.15	4,551 85	1.02%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27.74	22,020.311	610,843.43	372,666.21	238,177.22	9,402.67	1.54%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184.69	3,532.000	652,325.08	435,539.91	216,785.17	11,835.73	1.81%
Total US Large Cap Equity			**$4,180,014.38**	**$2,728,754.29**	**$1,451,260.09**	**$34,950.71**	**0.84%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	44.67	12,498.336	558,300.67	350,922.99	207,377.68	762.39	0.14%
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13.13	47,636.599	625,468.54	396,277.12	229,191.42	6,097.48	0.97%
Total US Mid Cap Equity			**$1,183,769.21**	**$747,200.11**	**$436,569.10**	**$6,859.87**	**0.58%**
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36.77	14,698.021	540,446.23	411,838.56	128,607.67	13,566.27	2.51%
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	150,000.000	162,885.00	148,500.00	14,385.00		
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	43.04	20,293.548	873,434.31	681,864.43	191,569.88	14,104.01	1.61%
HSBC BREN MXEA 3/19/14 1.5XLEV- 7.05%CAP- 10.575%MAXPYMT 10%BUFFER INITIAL LEVEL-3/1/13 MXEA.1654.34 40432X-CC-3	108.01	145,000.000	156,614.50	143,550.00	13,064.50		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	11,738.000	787,561 11	755,894.94	31,666 17	19,989.81	2.54%

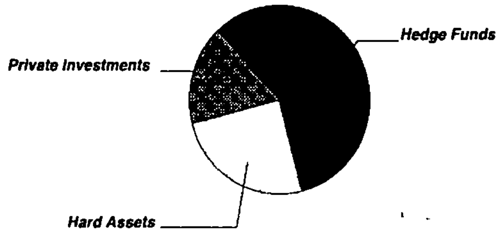
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
EAFE Equity							
MANNING & NAPIER WORLD OPPOR 563821-54-5 EXWA X	9.05	70,993.505	642,491.22	459,954.32	182,536.90	7,312.33	1.14%
Total EAFE Equity			**$3,163,432.37**	**$2,601,602.25**	**$561,830.12**	**$54,972.42**	**1.74%**
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	145,000.000	174,124.70	143,187.50	30,937.20		
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	2,720.000	159,936.00	155,771.69	4,164.31	4,430.88	2.77%
Total European Large Cap Equity			**$334,060.70**	**$298,959.19**	**$35,101.51**	**$4,430.88**	**1.33%**
Asia ex-Japan Equity							
COLUMBIA ASIA PAX X-JPN-R5 19763P-57-2 TAPR X	13.51	15,785.466	213,261.65	175,692.24	37,569.41	2,762.45	1.30%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24.97	16,517.500	412,441.98	258,712.47	153,729.51		
Total Asia ex-Japan Equity			**$625,703.63**	**$434,404.71**	**$191,298.92**	**$2,762.45**	**0.44%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
Emerging Market Equity							
DELAWARE EMERGING MARKETS-I 245914-81-7 DEMI X	16.27	18,935.294	308,077.23	304,290.18	3,787.05	2,916.03	0.95%
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	6,727.068	142,882.92	122,769.00	20,113.92	2,233.38	1.56%
Total Emerging Market Equity			**$450,960.15**	**$427,059.18**	**$23,900.97**	**$5,149.41**	**1.14%**
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.83	45,002.821	802,400.30	705,844.55	96,555.75	1,215.07	0.15%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	504,362.81	994,749.10	490,386 29	7%
Private Investments	195,697.75	268,693.50	72,995.75	2%
Real Estate & Infrastructure	250,398.07	0.00	(250,398.07)	
Hard Assets	777,318.24	480,282.73	(297,035.51)	3%
Total Value	**$1,727,776.87**	**$1,743,725.33**	**$15,948.46**	**12%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 12 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
BLACKSTONE PARTNERS OFFSHORE FUND LTD. CLASS H2 - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS - PENDING NAV N/O Client 091427-94-8	1.00 11/29/13	750,000.000	750,000.00	750,000.00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.42	25,981.858	244,749 10	262,141.48
Total Hedge Funds			**$994,749.10**	**$1,012,141.48**

Fund / Strategy/Vintage	Capital Commitment / Unfunded Commitment	(Net Capital Called Since Inception) / Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value / Estimated Profit/ (Loss)
Private Investments						
CLAYTON, DUBILIER & RICE (CD&R)	250,000.00	(201,319.03)	(133,771.48)	259,587.25	9,106.25	268,693.50
FUND 8, LP	48,680.97	67,547.55		09/30/13		134,922.02
(OFFSHORE INVESTORS)						
(NON-SELF-DEALING FIDUCIARY INVESTORS)						
N/O Client						
325691-94-7						
LBO/2008						

"Unfunded Commitment" is only available for Private Equity Funds denominated in USD. "Estimated Profit/(Loss)" is the comparison of your cash adjusted "Estimated Value" to your "(Net Capital Called)/Distributed Since Inception". This is an estimated value and is not intended to be used for the purposes of estimated taxable income nor as a substitute for Schedule K-1.
"Vintage Year" refers to the first year in which the private equity fund called capital.
Amounts shown above under "Estimated Capital Account Balance" for private equity funds are estimates of your value in the fund and are based on the latest fund-level values provided by the relevant funds as of the date noted below the value, which values may be as of a date (underlying fund value date) prior to the period covered by this statement. Therefore, such "Estimated Capital Account Balance" may not reflect the value of your interest for a specific private equity investment for the similar period. For additional information, please contact your J.P. Morgan representative.

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which values may be as of a date (underlying fund value date) prior to the period covered by this statement. The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J.P. Morgan representative.
For private equity funds, amounts shown under "Estimated Value" are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market". Most of these underlying funds also present their audited financial statements on a US GAAP basis (i.e., "marked-to-market"). However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market "Estimated Value" shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

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

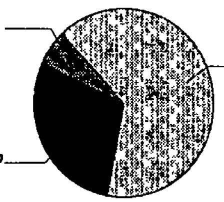
Hard Assets

	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	80,000.000	81,320 00	79,200 00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	10.67	37,391.071	398,962.73	397,841.00	1,271.29
Total Hard Assets			**$480,282.73**	**$477,041.00**	**$1,271.29**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	454,827.49	776,933.71	322,106.22	5%
US Fixed Income	1,461,229.55	1,701,839.86	240,610.31	11%
Complementary Structured Strategies	289,340.00	0.00	(289,340.00)	
Foreign Exchange & Non-USD Fixed Income	443,992.36	138,804.76	(305,187.60)	1%
Total Value	**$2,649,389.40**	**$2,617,578.33**	**($31,811.07)**	**17%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 17 %

Market Value/Cost	Current Period Value
Market Value	2,617,578.33
Tax Cost	2,586,457.12
Unrealized Gain/Loss	31,121.21
Estimated Annual Income	70,686.47
Accrued Interest	2,700.86
Yield	2.62%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	2,617,578 33	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	776,933.71	29%
International Bonds	138,804.76	5%
Mutual Funds	1,600,339.86	63%
Other	101,500.00	3%
Total Value	**$2,617,578.33**	**100%**

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	776,933.71	776,933.71	776,933.71		233.08 18.01	0.03 %[1]
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10.78	38,269.87	412,549.18	433,359.36	(20,810.18)	21,316.31	5.17%
EATON VANCE FLOATING RATE-I 277911-49-1	9.19	29,250.69	268,813.85	257,026.20	11,787.65	10,500.99	3.91%
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11 89	24,193.83	287,664.69	243,858.20	43,806.49	7,766.22 653.23	2.70%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7.98	32,272.85	257,537.31	251,018.38	6,518.93	17,524.15 1,549.10	6.80%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10.89	34,322.76	373,774 83	366,567.05	7,207.78	5,114.09 480.52	1.37%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
O **BARCLAYS PP FRN CMS 5/28/14** 3.603% CPN FLOATING RATE NTS DD 05/28/2009 06739J-EC-3 AA- /AA3	101.50	100,000.00	101,500.00	106,279.95 100,000.00	(4,779.95)	2,087.00	
Total US Fixed Income			**$1,701,839.86**	**$1,658,109.14** **$1,651,829.19**	**$43,730.72**	**$64,308.76** **$2,682.85**	**3.66%**
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	13.87	10,007.55	138,804.76	151,414.27	(12,609.51)	6,144.63	4.43%

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	62.00	62.00	0.00	1%

Specialty Assets Detail

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
B L DUPHREY SVY SMITH CO TX DUPHREY, B L 296 SMITH, TEXAS MINERAL INTEREST Bearer 997510-87-8	1.00 1.00						
B LAFFERTY LGE SMITH CO TX LAFFERTY, B 13 SMITH, TEXAS MINERAL INTEREST Bearer 997602-23-1	1.00 1 00	40,121.31	(514.86)	(973.80)	38,632.65	(6,018.21)	32,614.44
440009326 JASPER WILSON GU #1-1 A 661 663 AC GAS UNIT LOCATED IN THE		2,036 76	(44.47)	(1.49)	1,990.80	(305.51)	1,685.29
440009332 JASPER WILSON GU #1-2		3,980.37	(97.99)	(114.88)	3,767.50	(597.06)	3,170.44
440009336 JASPER WILSON GU #1-3		615.96	(11.55)	(0.15)	604.26	(92.39)	511.87
440009339 JASPER WILSON GU #1-4		1,909.54	(38.65)	(7.75)	1,863.14	(286.43)	1,576.71
440009341 JASPER WILSON GU #1-5		1,750.55	(25.67)	(52.78)	1,672.10	(262.58)	1,409.52
440009345 JASPER WILSON GU #1-7		2,072.86	(26.51)	(55.63)	1,990.72	(310.93)	1,679.79
440009347 JASPER WILSON GU #1-6		1,510.71	(24.18)	(32.14)	1,454.39	(226.61)	1,227.78

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
440009348 JASPER WILSON GU #1-8		2,853.79	(32.68)	(104.59)	2,716.52	(428.07)	2,288.45
440009351 JASPER WILSON GU #1-9		2,580.85	(27.07)	(63.46)	2,490.32	(387.13)	2,103.19
440009355 JASPER WILSON GU #1-11		3,279.18	(27.83)	(104.85)	3,146.50	(491.88)	2,654.62
440009358 JASPER WILSON GU #1-13A		4,354.74	(45.08)	(79.63)	4,230.03	(653.21)	3,576.82
440009360 JASPER WILSON GU #1-10		3,194.85	(29.89)	(123.62)	3,041.34	(479.23)	2,562.11
440009363 JASPER WILSON GU #1-12		2,860.84	(32.78)	(87.42)	2,740.64	(429.13)	2,311 51
440009364 JASPER WILSON GU #1-14A		1,285.50	(8.94)	(52.77)	1,223.79	(192.83)	1,030.96
440009365 JASPER WILSON GU #1-15		2,599.73	(13.80)	(1.98)	2,583.95	(389.96)	2,193.99
440009366 JASPER WILSON GU #1-16		2,700.16	(3.12)	(77.66)	2,619.38	(405.02)	2,214.36
440018398 ROBERTS OIL UNIT 40.00 AC OF LAND, MOL, LOCATED IN THE BENIJAH LAFFERTY SVY,		534.92	(24.65)	(13.00)	497.27	(80.24)	417.03
Total Value		**$40,121.31**	**($514.86)**	**($973.80)**	**$38,632.65**	**($6,018.21)**	**$32,614.44**
CHEROKEE CO TX S/D OF 984 A. CHEROKEE COUNTY,TEXAS MINERAL INTEREST Bearer 997510-83-2	1.00 1.00						
COLWELL SVY SMITH CO TX SMITH CO, TX MINERAL INTEREST Bearer 997510-87-0	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
D&W RR CO SVY HOUSTON CO TX D&W RR CO 1343 HOUSTON, TEXAS COUNTY SITE, HOUSTON CO., TX. MINERAL INTEREST Bearer 997510-88-8	1.00 1.00						
E C ALLISON SVY CHEROKEE CO TX ALLISON, E C 1 CHEROKEE, TEXAS MINERAL INTEREST Bearer 997510-82-8	1.00 1.00						
E C ALLISON SVY CHEROKEE CO TX ALLISON, E C 1 CHEROKEE, TEXAS MINERAL INTEREST Bearer 997510-82-9	1.00 1.00						
E C ALLISON SVY CHEROKEE CO TX ALLISON, E C 1 CHEROKEE, TEXAS MINERAL INTEREST Bearer 997510-83-0	1.00 1.00						
E C ALLISON SVY CHEROKEE CO TX ALLISON, E C 1 CHEROKEE, TEXAS MINERAL INTEREST Bearer 997510-83-1	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
E C ALLISON SVY CHEROKEE CO TX ALLISON, E C 1 CHEROKEE, TEXAS MINERAL INTEREST Bearer 997510-83-3	1.00 1.00						
G BAYNE SVY SMITH CO TX BAYNE, G - SMITH, TEXAS MINERAL INTEREST Bearer 997510-85-4	1.00 1.00						
G BAYNE SVY SMITH CO TX BAYNE, G - SMITH, TEXAS MINERAL INTEREST Bearer 997510-85-5	1.00 1.00						
G BAYNE SVY SMITH CO TX BAYNE, G - SMITH, TEXAS MINERAL INTEREST Bearer 997510-85-6	1.00 1.00						
HAMILTON SVY SMITH CO TX SMITH CO, TX MINERAL INTEREST Bearer 997510-85-8	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
HAMILTON SVY SMITH CO TX 90 A & 130 A SMITH CO, TX MINERAL INTEREST Bearer 997510-85-9	1.00 1.00						
HAMILTON SVY SMITH CO TX SMITH CO, TX MINERAL INTEREST Bearer 997510-86-0	1.00 1.00						
I WELDON SVY SMITH CO TX WELDON, I - SMITH, TEXAS MINERAL INTEREST Bearer 997510-87-6	1.00 1.00	1,375.77	(21.18)	(246.32)	1,108.27	(206.37)	901.90
440007667 BURKETT GU #1 THE BURKETT GAS UNIT, CONTAINING 366 A-1012, THE I. WELDON SVY, A-1027, T		742.38	(18.70)	(137.91)	585.77	(111.36)	474.41
440007668 BURKETT GU #3		633.39	(2.48)	(108.41)	522.50	(95.01)	427.49
Total Value		**$1,375.77**	**($21.18)**	**($246.32)**	**$1,108.27**	**($206.37)**	**$901.90**
I&GN RR CO SVY WEBB CO TX I&GN RR CO 451 WEBB, TEXAS SVY #577, A-1365, WEBB/DIMMIT ROYALTY INTEREST Bearer 997510-88-7	1.00 1.00	65.31	(4.24)		61.07	(9.80)	51.27
440013251 GATES RANCH K 1-222		65.31	(4.24)		61.07	(9.80)	51.27

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
J A CARO SVY SMITH CO TX CARO, J A 4 SMITH, TEXAS MINERAL INTEREST Bearer 997510-84-5	1.00 1.00	3,209.76	(2.39)	(767.69)	2,439.68	(481.46)	1,958.22
440017673 B. J. WILSON GU CONTAINING 693.735 AC, MOL, OUT OF THE B. DUPHREY SVY, A-296,		3,209.76	(2.39)	(767.69)	2,439.68	(481.46)	1,958 22
J CALVIT LGE BRAZORIA CO TX CALVIT, F 51 BRAZORIA, TEXAS MINERAL INTEREST Bearer 997503-74-9	1.00 1.00						
J HAMILTON SVY SMITH CO TX HAMILTON, J 459 SMITH, TEXAS MINERAL INTEREST Bearer 997510-84-6	1.00 1.00						
J HERIN SVY ETC SMITH CO TX HERIN, J - SMITH, TEXAS MINERAL INTEREST Bearer 997510-86-9	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
J RECTOR SVY SMITH CO TX RECTOR, J - SMITH, TEXAS MINERAL INTEREST Bearer 997510-87-1	1.00 1.00						
J THOMAS LGE CHEROKEE CO TX THOMAS, J 831 CHEROKEE, TEXAS PART OF CHEROKEE COUNTY, TEXAS MINERAL INTEREST Bearer 997510-82-4	1.00 1.00						
J THOMAS SVY ETC CHEROKEE TX THOMAS, J 831 CHEROKEE, TEXAS MINERAL INTEREST Bearer 997510-82-7	1 00 1.00						
J WOMACK SVY RUSK CO TX WOMACK, J 852 RUSK, TEXAS TRACT #2 1.0 ACRES MINERAL INTEREST Bearer 997510-88-6	1.00 1.00						
MILLER SVY SMITH CO TX SMITH CO, TX MINERAL INTEREST Bearer 997510-85-7	1.00 1.00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
PL TRIMBLE SVY SMITH CO TX TRIMBLE, P L 988 SMITH, TEXAS MINERAL INTEREST Bearer 997510-87-5	1.00 1.00	113.39	(3.52)	(33.37)	76.50	(17.01)	59.49
440014900 CORLEY #1-1		15.60	(0.81)	(4.50)	10.29	(2.34)	7.95
440014902 CORLEY #1-2		32.06	(1.14)	(10 12)	20.80	(4.81)	15.99
440014903 CORLEY #1-4		52.65	(1.49)	(15.18)	35.98	(7.90)	28.08
440014904 CORLEY #1-3		13.08	(0.08)	(3.57)	9.43	(1.96)	7.47
Total Value		**$113.39**	**($3.52)**	**($33.37)**	**$76.50**	**($17.01)**	**$59.49**
SANDERS SVY ETC SMITH CO TX 19 A IN HAMILTON SY SMITH CO, TX MINERAL INTEREST Bearer 997510-86-1	1.00 1.00						
SANDERS SVY SMITH CO TX IN SANDERS SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-2	1.00 1.00						
SANDERS SVY SMITH CO TX SMITH CO, TX MINERAL INTEREST Bearer 997510-86-3	1.00 1.00						

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
SANDERS SVY SMITH CO TX SMITH CO, TX MINERAL INTEREST Bearer 997510-86-4	1.00 1.00						
SMITH CO TX 8/27/52, VOL. 720, PAGE 302 SMITH CO, TX MINERAL INTEREST Bearer 997510-84-8	1.00 1.00						
SMITH CO TX 12/25/51 VOL. 720, PAGE 165 SMITH CO, TX MINERAL INTEREST Bearer 997510-84-9	1.00 1.00	46,720.94	(453.94)	(5,623.20)	40,643.80	(7,008.15)	33,635.65
440007670 LYLES #1		950.11	(39.80)	(14.05)	896.26	(142.52)	753.74
440007674 LYLES #2		3,236.88	(116.43)	(143.20)	2,977.25	(485.53)	2,491.72
440007677 LYLES #4		2,542.31	(41.98)	(57.36)	2,442.97	(381.35)	2,061.62
440007679 LYLES #3		3,161.74	(90.69)	(44.75)	3,026.30	(474.26)	2,552.04
440007681 LYLES #5		1,325.16	(34.54)		1,290.62	(198.77)	1,091.85
440007682 LYLES #6		3,081.00	(6.77)	(85 16)	2,989.07	(462.15)	2,526.92
440007684 MCDONALD GU #1 CONTAINING 681.50 AC, MOL, OUT OF TH PARTICULARLY DESCRIBED IN A DESIGNAT		5,222.38	(20.57)	(1,195.23)	4,006.58	(783.36)	3,223.22
440007686 WILSON GAS UNIT CONTAINING 702.0424 AC, MOL, OUT OF SVY, A-459, AND A. D. CURRY SVY, A-2		2,647.91	(52.51)	(294.48)	2,300.92	(397.19)	1,903.73
440017924 LYLES #7		3,038.38	(12.18)	(84.93)	2,941.27	(455.76)	2,485.51

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440028830 MCDONALD #2 CONTAINING 681.50 AC, MOL, OUT OF THE N. MULKY SVY,		21,515.07	(38.47)	(3,704.04)	17,772.56	(3,227.26)	14,545.30
Total Value		**$46,720.94**	**($453.94)**	**($5,623.20)**	**$40,643.80**	**($7,008.15)**	**$33,635.65**
SMITH CO TX 9/25/51 VOL 688, PAGE 429 SMITH CO, TX MINERAL INTEREST Bearer 997510-85-0	1.00 1.00						
SMITH CO TX WARRANTY DEED DTD 4/20/48 VOL.591, P.301, SMITH CO. TX MINERAL INTEREST Bearer 997510-85-1	1.00 1.00						
SMITH CO TX DEED DTD. 2/1/54 VOL. 758, P. 17 SMITH CO, TX MINERAL INTEREST Bearer 997510-85-2	1.00 1.00						
SMITH CO TX DEED DTD. 10/19/01, VOL 71, P. 559, SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-85-3	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
SMITH CO TX 200 A CAUSE #6912 DCM SMITH CO, TX MINERAL INTEREST Bearer 997510-87-3	1.00 1.00						
SMITH CO TX SMITH CO, TX O&G CONS PROP Bearer 997510-87-9	1.00 1.00	6,364.42	(43.24)	(180.52)	6,140.66	(954.66)	5,186.00
440015178 PERRY GU #1		6,364.42	(43.24)	(180.52)	6,140.66	(954.66)	5,186.00
SMITH CO TX SMITH COUNTY, TEXAS O&G CONS PROP Bearer 997510-88-0	1.00 1.00	63,689.69	(958.45)	(1,872.88)	60,858 36	(9,553 46)	51,304.90
440007978 F L ALLRED GU #1							
440007983 F L ALLRED GU #1-2		2,775.85	(75.51)	(26.16)	2,674 18	(416.38)	2,257.80
440007985 F L ALLRED GU #1-3		4,464.73	(144.38)	(69.79)	4,250.56	(669.71)	3,580.85
440007987 F L ALLRED GU #1-4		5,327.95	(98.42)	(143.06)	5,086.47	(799.19)	4,287.28
440007989 F L ALLRED GU #1-5		5,207.57	(91.38)	(150.64)	4,965.55	(781.14)	4,184.41
440007991 F L ALLRED GU #1-6		5,255.08	(80.66)	(168.25)	5,006.17	(788.26)	4,217.91
440007999 F L ALLRED GU #1-7		3,857.13	(48.13)	(145.80)	3,663.20	(578.57)	3,084.63
440008003 F L ALLRED GU #1-8		3,948.79	(46.80)	(143.51)	3,758.48	(592.32)	3,166.16
440008006 F L ALLRED GU #1-9		3,769.66	(35.96)	(152.13)	3,581.57	(565.45)	3,016.12
440008008 F L ALLRED GU #1-10		4,431.14	(50.30)	(151.12)	4,229.72	(664.67)	3,565.05
440008011 F L ALLRED GU #1-14		4,784.94	(58.66)	(186.12)	4,540.16	(717.74)	3,822.42
440008016 F L ALLRED GU #1-12		6,541.44	(75.88)	(219.19)	6,246.37	(981.22)	5,265.15

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440018775 F L ALLRED GU #1-15 #1-15		5,629.40	(65.63)	(204.60)	5,359.17	(844.41)	4,514.76
440020414 ALLRED GU #1-13 SMITH CO., TX		7,696.01	(86.74)	(112.51)	7,496.76	(1,154.40)	6,342.36
530010627 ALLRED GU1 #4 LAFFERTY, B 13 SMITH, TEXAS							
Total Value		**$63,689.69**	**($958.45)**	**($1,872.88)**	**$60,858.36**	**($9,553.46)**	**$51,304.90**
SMITH CO TX SMITH COUNTY, TEXAS O&G CONS PROP Bearer 997510-88-1	1.00 / 1.00	8,709.96	(118.13)	(264.83)	8,327.00	(1,306.50)	7,020.50
440010281 J F WARE GU #1				(8.63)	(8.63)		(8.63)
440010282 J F WARE GU #1-2		451.52	(13.56)	(12.52)	425.44	(67.73)	357.71
440010283 J F WARE GU #1-3		679.03	(21.41)	(16.60)	641.02	(101.85)	539.17
440010284 J F WARE GU #1-4		553.90	(10.12)	(13.50)	530.28	(83.09)	447.19
440010288 J F WARE GU #1-5		988.29	(14.06)	(34.88)	939.35	(148.24)	791.11
440010292 J F WARE GU #1-6		383.15	(4.48)	(12.12)	366.55	(57.47)	309.08
440010298 J F WARE GU #1-8		811.59	(12.19)	(31.95)	767.45	(121.74)	645.71
440010299 J F WARE GU #1-10		847.43	(7.91)	(22.67)	816.85	(127.11)	689.74
440010300 J F WARE GU #1-9		886.52	(3 00)	(26.89)	856.63	(132.98)	723.65
440017758 J F WARE GU #1-11		308.90	(0.10)	(18.28)	290.52	(46.34)	244.18
440018413 J F WARE GU #1-16		527.53	(3.28)	(17.52)	506.73	(79.13)	427.60
440021492 J F WARE GU #1-12		631.25	(5.12)	(10.31)	615.82	(94.69)	521.13
440022017 WARE JF GU #1-13 SMITH CO., TX		919.17	(12.31)	(16.42)	890.44	(137.88)	752.56

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
530008473 J F WARE GU #1-7 SMITH, TEXAS		721.68	(10.59)	(22.54)	688.55	(108.25)	580.30
Total Value		**$8,709.96**	**($118.13)**	**($264.83)**	**$8,327.00**	**($1,306.50)**	**$7,020.50**
SMITH CO TX SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-88-2	1.00 1.00	2,097.21	(96.65)	(109.63)	1,890.93	(314.58)	1,576.35
440012885 GOOD OMENS PETTIT TR 37		2,097.21	(96.65)	(109.63)	1,890.93	(314.58)	1,576.35
TE&L CO SVY YOUNG CO TX TE&L CO 284 YOUNG, TEXAS TRACT, YOUNG COUNTY, TEXAS OVERRIDING RI Bearer 997506-84-1	1.00 1.00	125.22	(5.83)	(6.50)	112.89	(18.78)	94.11
440007132 BENSON UNIT DEEP		65.21	(3.06)	(6.50)	55.65	(9.78)	45.87
440007136 BENSON E 42.6 ACS T E # L CO SUR #1451, A-284		60.01	(2.77)		57.24	(9.00)	48.24
Total Value		**$125.22**	**($5.83)**	**($6.50)**	**$112.89**	**($18.78)**	**$94.11**
THOMAS SVY ETC CHEROKEE CO TX THOMAS, J 831 CHEROKEE, TEXAS MINERAL INTEREST Bearer 997602-23-0	1.00 1.00	834.64	(29.82)		804.82	(125.20)	679.62

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440015191 CLICK #1 CONTAINED WITHIN THE 659.5286 AC CLI ALLISON SVY A-1 AND THE J. THOMAS SV		834.64	(29.82)		804.82	(125.20)	679.62
440015192 CLICK #1-TP CONTAINED WITHIN AN 85 ACRE TRACT LO COUNTY, TEXAS.							
Total Value		**$834.64**	**($29.82)**		**$804.82**	**($125.20)**	**$679.62**
TWO TRACTS CONTAINING 79.032 ACRES, HERIN SURVEY, ABSTRACT 422, SMITH COUNTY, TEXAS ROYALTY INTEREST Bearer 997510-84-7	1.00 / 1.00						
VICKERY SVY SMITH CO TX SMITH CO, TX MINERAL INTEREST Bearer 997510-87-7	1.00 / 1.00						
W BARNETT SVY ANDERSON CO TX BARNETT, W 911 ANDERSON, TEXAS MINERAL INTEREST Bearer 997510-88-9	1.00 / 1.00						
1 A, OUT OF HERIN SY SMITH CO, TX MINERAL INTEREST Bearer 997510-87-2	1.00 / 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
102 A (POSSIBLY 200A) IN MULKEY SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-87-4	1.00 1.00						
103.019 ACS IN WILLIAMS AND NAUDAIN SURVEYS KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-83-5	1.00 1.00						
103.09 ACRES IN BBB & CRR NAUDAIN AND TURNER SURVEYS KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-83-7	1.00 1.00						
106.8 A, PT OF HERIN SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-8	1.00 1.00						
127.83 ACRES, JACOB HERIN SURVEY, A-422 SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-84-3	1.00 1.00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
141.32 A, PT. OF HERIN SY. HERIN, J - SMITH, TEXAS MINERAL INTEREST Bearer 997510-86-5	1.00 1.00						
178.82 A, PT OF HERIN SY. HERIN, J - SMITH, TEXAS MINERAL INTEREST Bearer 997510-86-6	1.00 1.00						
182.71 ACRES IN NAUDAIN, TATE, TURNER AND WILLIAMS SURVEYS, KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-83-9	1.00 1.00						
20.934 ACRES IN HENRY MICKELBOROUGH SURVEY A-651 SMITH COUNTY, TEXAS MINERAL INTEREST Bearer 997510-88-3	1.00 1.00						
311.501 ACS IN WILLIAMS AND NAUDAIN SURVEYS KAUFMAN COUNTY, TEXAS MINERAL INTEREST Bearer 997510-84-1	1.00 1 00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion

Oil & Gas

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
34 A, PT. OF HERIN SY. SMITH CO, TX MINERAL INTEREST Bearer 997510-86-7	1.00 1.00						
38.15 ACS., MORE OR LESS, BEING A PART OF A 108.61 AC. TRACT, MORE OR LESS, SITUATED IN A PART OF THE W.A. PARMER MINERAL INTEREST Bearer 997730-33-1	1.00 1.00	468.44	(4.85)	(79.74)	383.85	(70.27)	313.58
440031000 ECHARD HEIRS UNIT 6 W L PARMER SVY. A-767		143.32	(4.49)	(13.68)	125.15	(21.50)	103.65
440031001 ECHARD HEIRS #5 W L PARMER SVY. A-767		150.77	0.69	(28.26)	123.20	(22.62)	100.58
530000426 ECHARD HEIRS #1 SMITH, TEXAS		17.66	(1.23)	(1.58)	14.85	(2.65)	12.20
530000427 ECHARD HEIRS #4R SMITH, TEXAS		118 89	(0.25)	(20.57)	98.07	(17.83)	80.24
530000428 ECHARD HEIRS 13 SMITH, TEXAS		37.80	0.43	(15.65)	22.58	(5.67)	16.91
Total Value		**$468.44**	**($4.85)**	**($79.74)**	**$383.85**	**($70.27)**	**$313.58**

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
85 ACRES IN JOSIAH THOMAS SRVY A-831 ON THE WATERS OF MUD CREEK & SITUATED IN CHEROKEE CO., TX MINERAL INTEREST Bearer 997510-82-6	1.00 1.00						
Total Oil & Gas	**$62.00** **$62.00**	**$173,896.06**	**($2,257.10)**	**($10,158.48)**	**$161,480.48**	**($26,084.45)**	**$135,396.03**