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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

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Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation **SHOUP FOUNDATION JAMES MCCREERY, JAMES R. MCCREERY R79250008**

A Employer identification number

84-6100815

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

866-888-5157**10 S DEARBORN IL1-0117**

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

CHICAGO, IL 60603

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) **\$ 553,190.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	10,228.	9,995.		
5a Gross rents	1,952.	1,952.	NONE	
b Net rental income or (loss)	1,723.			
6a Net gain or (loss) from sale of assets not on line 10	19,014.			
b Gross sales price for all assets on line 6a	157,658.			
7 Capital gain net income (from Part IV, line 2)		19,014.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	31,194.	30,961.	NONE	
13 Compensation of officers, directors, trustees, etc.	12,000.	9,000.		3,000.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	126.	126.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	12,126.	9,126.	NONE	3,000.
25 Contributions, gifts, grants paid	22,612.			22,612.
26 Total expenses and disbursements. Add lines 24 and 25	34,738.	9,126.	NONE	25,612.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-3,544.			
b Net investment income (if negative, enter -0-)		21,835.		
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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		25,796.	34,209.	34,209.
	2	Savings and temporary cash investments				
	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)		245,157.	232,313.	299,149.
	c	Investments - corporate bonds (attach schedule)		142,961.	122,288.	122,947.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)		69,491.	90,452.	91,149.
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)		4.	4.	5,736.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		483,409.	479,266.	553,190.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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		483,409.	479,266.	
	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)		483,409.	479,266.		
31	Total liabilities and net assets/fund balances (see instructions)		483,409.	479,266.		

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	483,409.
2	Enter amount from Part I, line 27a	2	-3,544.
3	Other increases not included in line 2 (itemize) ▶ DEFERRED INCOME - MUTUAL FUND TIMING DIFFERENCE	3	232.
4	Add lines 1, 2, and 3	4	480,097.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	831.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	479,266.

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 157,658.		138,644.	19,014.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			19,014.		
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	19,014.	
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	23,000.	513,238.	0.044814
2011	29,535.	534,335.	0.055274
2010	19,877.	528,531.	0.037608
2009	33,046.	488,716.	0.067618
2008	32,178.	574,869.	0.055974
2 Total of line 1, column (d)			0.261288
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			0.052258
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			535,155.
5 Multiply line 4 by line 3			27,966.
6 Enter 1% of net investment income (1% of Part I, line 27b)			218.
7 Add lines 5 and 6			28,184.
8 Enter qualifying distributions from Part XII, line 4			25,612.

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	437.
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	437.
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	437.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	44.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	1,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,044.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	607.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 440. Refunded ☐ 167.	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ CO		
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.	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.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>JPMORGAN CHASE BANK, NA</u> Telephone no ▶ <u>(866) 888-5157</u>			
	Located at ▶ <u>10 S. DEARBORN, IL 1-0117, CHICAGO, IL</u> ZIP+4 ▶ <u>60603-2003</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 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	
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		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S. DEARBORN, IL1-0117, CHICAGO, IL 60603-2003	CO-TRUSTEE 2	8,000.	-0-	-0-
RUTH MCREERY PO BOX 366, ESTES PARK, CO 80517	CO-TRUSTEE 2	-0-	-0-	-0-
JAMES MCREERY 4517 E COUNTY RD 16, LOVELAND, CO 80537	CO-TRUSTEE 2	4,000.	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	506,520.
b	Average of monthly cash balances	1b	31,053.
c	Fair market value of all other assets (see instructions)	1c	5,732.
d	Total (add lines 1a, b, and c)	1d	543,305.
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	543,305.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,150.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	535,155.
6	Minimum investment return. Enter 5% of line 5	6	26,758.

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	26,758.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	437.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	437.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	26,321.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	26,321.
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	26,321.

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	25,612.
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	25,612.
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	25,612.

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				26,321.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			22,612.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>25,612.</u>				
a Applied to 2012, but not more than line 2a			22,612.	
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				3,000.
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				23,321.
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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 2

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

N/A

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 VARIOUS CHARITABLE RECIPIENTS SEE ATTACHED ST	NONE	PUBLIC	GENERAL	22,612.
Total			▶ 3a	22,612.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue.						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	10,228.	
5 Net rental income or (loss) from real estate.						
a Debt-financed property						
b Not debt-financed property				16	1,952.	
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	19,014.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					31,194.	
13 Total. Add line 12, columns (b), (d), and (e)					31,194.	31,194.

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

[illegible]

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES ON QUALIFIED FOR	106.	106.
FOREIGN TAXES ON NONQUALIFIED	20.	20.
TOTALS	126.	126.
	=====	=====

SHOUP FOUNDATION JAMES MCCREERY, JAMES R.
FORM 990PF, PART XV - LINES 2a - 2d
=====

84-6100815

RECIPIENT NAME:

GAYLEN WILLIAMS THE SHOUP FDN, C/O JPMORGAN CHASE

ADDRESS:

1301 CANYON BLVD, FL 1
BOULDER, CO 80302

FORM, INFORMATION AND MATERIALS:

NO FORMAL FORM LETTER REQUEST ACCEPTED, PROVIDE PROOF OF IRS CHARITABLE
EXEMPTION

SUBMISSION DEADLINES:

APPLICATIONS ARE TAKEN ANYTIME AND ARE CONSIDERED AT REGULAR
FOUNDATION MEETINGS

STATEMENT 2

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
JUNIPER LEASE	52.			52.
MINERAL ACTIVITY				
TOTALS	52.			52.
	=====	=====	=====	=====

**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

SHOUP FOUNDATION JAMES MCCREERY, JAMES R.

Employer identification number

84-6100815

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	18,688.	18,189.		499.
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 ▶				7 499.

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	131,850.	120,455.		11,395.
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 7,120.
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 18,515.

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

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

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Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		499.
18 Net long-term gain or (loss):			
a Total for year	18a		18,515.
b Unrecaptured section 1250 gain (see line 18 of the wrksh)	18b		
c 28% rate gain	18c		1,909.
19 Total net gain or (loss). Combine lines 17 and 18a ▶	19		19,014.

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:	20	()
a The loss on line 19, column (3) or b \$3,000		

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► 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.

2013Attachment
Sequence No **12A**

Name(s) shown on return

SHOUP FOUNDATION JAMES MCCREERY, JAMES R.

Social security number or taxpayer identification number

84-6100815

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

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

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

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

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	324.621 PRIMECAP ODYSSEY S	11/02/2012	02/04/2013	5,489.00	5,142.00			347.00
	31. SPDR TR UNIT SER 1	11/02/2012	05/14/2013	5,123.00	4,389.00			734.00
	5 686 RIDGEWORTH SEIX FLTG FD I*	11/02/2012	06/26/2013	51.00	51.00			
	159.452 JPMORGAN EMERGING FUND	02/04/2013	07/31/2013	3,479.00	3,782.00			-303.00
	35. SPDR GOLD TRUST	05/14/2013	10/25/2013	4,546.00	4,825.00			-279.00
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) ►				18,688.	18,189.			499.

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

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

SHOUP FOUNDATION JAMES MCCREERY, JAMES R

84-6100815

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

☒ **(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		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
137.482	JPM TAX AWARE EQUI	05/21/2008	01/23/2013	2,872.00	2,571.00			301.00
106.085	JPMORGAN LARGE CAP	04/11/2011	01/23/2013	2,650.00	2,311.00			339.00
255.593	JPM TAX AWARE EQUI	VAR	02/04/2013	5,347.00	3,982.00			1,365.00
291.345	JPMORGAN EQUITY IN	08/12/2011	02/04/2013	3,149.00	2,491.00			658.00
106.559	JPMORGAN LARGE CAP	04/11/2011	02/04/2013	2,648.00	2,321.00			327.00
196.815	JPMORGAN SHORT DUR FUND	02/05/2010	02/04/2013	2,163.00	2,153.00			10.00
503.15	JPM TAX AWARE EQUI	VAR	04/17/2013	10,777.00	7,652.00			3,125.00
329.211	JPM MID CAP CORE F	05/26/2011	04/17/2013	6,469.00	5,702.00			767.00
485.303	JPMORGAN INTERNATI FUND	VAR	04/17/2013	6,406.00	8,410.00			-2,004.00
2.	SPDR GOLD TRUST	05/13/2009	06/06/2013	270.00	181.00	C		89.00
6.	SPDR GOLD TRUST	05/13/2009	06/06/2013	812.00	543.00	C		269.00
6.	SPDR GOLD TRUST	05/13/2009	06/06/2013	811.00	543.00	C		268.00
20.	SPDR GOLD TRUST	05/13/2009	06/06/2013	2,710.00	1,811.00	C		899.00
4.	SPDR GOLD TRUST	05/13/2009	06/06/2013	542.00	362.00	C		180.00
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.

Social security number or taxpayer identification number

84-6100815

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

(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		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	688.769 BLACKROCK FDS HI Y INSTL*	10/25/2011	06/26/2013	5,448.00	5,090.00			358.00
	1524.587 JPMORGAN SHORT DU FUND	VAR	06/26/2013	16,618.00	16,675.00			-57.00
	576.923 RIDGEWORTH SEIX FL FD I*	05/12/2011	06/26/2013	5,175.00	5,210.00			-35.00
	210.117 JPMORGAN INTERNATI CURRENCY	06/15/2012	07/19/2013	2,326.00	2,279.00			47.00
	1189.893 JPMORGAN INTERNAT FUND	VAR	07/31/2013	16,575.00	15,970.00			605.00
	260.484 JPMORGAN EMERGING FUND	07/15/2011	07/31/2013	5,684.00	6,244.00			-560.00
	132. VANGUARD EMERGING MAR	VAR	07/31/2013	5,166.00	6,230.00			-1,064.00
	342.14 DREYFUS/LAUREL FDS	06/15/2012	09/06/2013	4,643.00	4,718.00			-75.00
	591.482 JPMORGAN REALTY IN	09/24/2010	09/25/2013	6,974.00	5,323.00			1,651.00
	5. SPDR GOLD TRUST	05/13/2009	10/25/2013	649.00	453.00	C		196.00
	457.807 JPMORGAN INTREPID SELECT CL	04/11/2011	10/31/2013	14,966.00	11,230.00			3,736.00
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) ▶				131,850.	120,455.			11,395.

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.

Gladys R. Neil Shoup Permanent Endowment Trust Fund

<u>Payee Organization</u>	<u>Amount</u>	<u>-</u>	<u>Status/Date</u>
Mountain View Church - Blessed Beginnings 2500 N Garfield Loveland, CO 80538	\$3,000 00	Check No 2992813	Paid 12/17/2013
The Food Bank for Larimer County 1301 Blue Spruce Fort Collins, CO 80525	\$3,000 00	Check No 2992814	Paid 12/17/2013
House of Neighborly Service 565 N Cleveland Avenue Loveland, CO 80537	\$2,000 00	Check No 2992906	Paid 12/17/2013
Life Choices Pregnancy Center 20 West Mountain View Avenue Longmont, CO 80501	\$2,000 00	Check No 2992816	Paid 12/17/2013
Meals on Wheels, Inc , for Loveland and Berthoud Colorado 437 N Garfield Loveland, CO 80537	\$1,000 00	Check No 2992818	Paid 12/17/2013
Nation to Nation Ministries, Inc 4151 Ebony Court Loveland, CO 80538	\$1,000 00	Check No: 2992817	Paid 12/17/2013
North Fort Collins Business Association P O Box 115 Fort Collins, CO 80522	\$312 00	Check No. 2992921	Paid 12/17/2013
Salvation Army of Fort Collins P O Box 2145 Fort Collins, CO 80522	\$2,300 00	Check No 2992815	Paid 12/17/2013
House of Neighborly Service 565 N Cleveland Avenue Loveland, CO 80537	\$2,000 00	Check No: 2798248	Paid 6/7/2013
International Students, Inc 4148 Sumter Square Fort Collins, CO 80525	\$1,000 00	Check No 2798251	Paid 6/7/2013
Loveland Meals On Wheels, Inc 437 Garfield Ave Loveland, CO 80537	\$1,000 00	Check No 2798252	Paid 6/7/2013
Pathways Hospice 305 Carpenter Road Fort Collins, CO 80525	\$2,000 00	Check No 2798249	Paid 6/7/2013
Serve 6 8 242 Conifer Street Fort Collins, CO 80524	\$2,000 00	Check No 2798250	Paid 6/7/2013

Account Summary

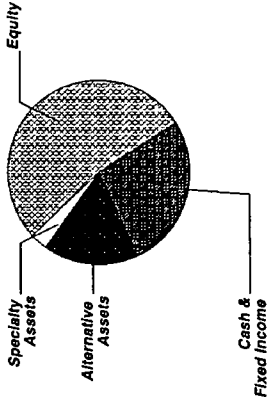
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	291,879.96	299,148.43	7,268.47	3,708.51	55%
Alternative Assets	89,637.10	91,149.08	1,511.98	1,309.50	17%
Cash & Fixed Income	159,008.02	155,420.36	(3,587.66)	3,003.49	27%
Specialty Assets	4.00	4.00	0.00		1%
Market Value	\$540,529.08	\$545,721.87	\$5,192.79	\$8,021.50	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	285.00	1,735.88	1,450.88
Accruals	288.29	189.68	(98.61)
Market Value	\$573.29	\$1,925.56	\$1,352.27

Asset Allocation





SHOUP FOUNDATION ACCT R79250008
For the Period 10/1/13 to 12/31/13

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL	
	Current Period Value	Year-to-Date Value
Beginning Market Value	540,529.08	513,888.69
Additions		2,152.96
Withdrawals & Fees	(13,284.18)	(25,879.25)
Net Additions/Withdrawals	(13,284.18)	(23,726.29)
Income		
Change In Investment Value	18,476.97	55,559.47
Ending Market Value	\$545,721.87	\$545,721.87
Accruals	--	--
Market Value with Accruals	--	--

	INCOME	
	Current Period Value	Year-to-Date Value
	285.00	1,166.75
	11,784.19	19,879.29
	(16,161.16)	(31,594.89)
	(\$4,376.97)	(\$11,715.60)
	5,827.85	12,284.73
	\$1,735.88	\$1,735.88
	189.68	189.68
	\$1,925.56	\$1,925.56

Tax Summary		Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions		5,393.24	10,323.55
Interest Income		2.52	8.70
Taxable Income		\$5,395.76	\$10,332.25
Specialty Asset Income		432.09	1,952.48
Other Income & Receipts		\$432.09	\$1,952.48

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	7,119.56	7,119.56
ST Realized Gain/Loss	(278.69)	499.76
LT Realized Gain/Loss	3,932.45	11,395.49
Realized Gain/Loss	\$10,773.32	\$19,014.81

	To-Date Value
Unrealized Gain/Loss	\$68,191.68

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Account Summary CONTINUED

Cost Summary	Cost
Equity	232,313 34
Cash & Fixed Income	154,760 50
Total	\$387,073.84



SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

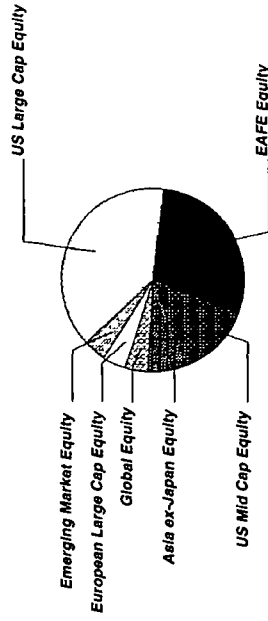
Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	126,578.44	118,881.84	(7,696.60)	22%
US Mid Cap Equity	38,153.51	38,579.83	426.32	7%
EAFE Equity	77,769.33	85,705.10	7,935.77	16%
European Large Cap Equity	5,940.50	11,407.20	5,466.70	2%
Asia ex-Japan Equity	20,914.30	20,928.44	14.14	4%
Emerging Market Equity	10,899.04	11,227.16	328.12	2%
Global Equity	11,624.84	12,418.86	794.02	2%
Total Value	\$291,879.96	\$299,148.43	\$7,268.47	55%

Market Value/Cost	Current Period Value
Market Value	299,148.43
Tax Cost	232,313.34
Unrealized Gain/Loss	66,835.09
Estimated Annual Income	3,708.51
Yield	1.23%

Equity Detail

Asset Categories



Equity as a percentage of your portfolio - 55 %

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	21.40	879 977	18,831 51	15,426.00	3,405 51		
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	20.86	707.763	14,763 94	7,707 54	7,056 40	125.27	0 85 %
JPM INTREPID AMER FD - SEL FUND 1206 4812A2-10-8 JPIA X	34 77	391 044	13,596.60	11,474.25	2,122 35	127 48	0 94 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31.78	422 341	13,422.00	9,038.62	4,383.38		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27 74	1,095.155	30,379 60	20,658 09	9,721 51	125 94	0 41 %
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	184 69	151.000	27,888.19	21,378.58	6,509.61	506.00	1.81 %
Total US Large Cap Equity			\$118,881.84	\$85,683.08	\$33,198.76	\$884.69	0.74 %
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	133 81	95.000	12,711.95	7,620.10	5,091 85	164 16	1 29 %
JPM MID CAP CORE FD - SEL FUND 2426 48121L-75-9 JMRS X	21 64	541 326	11,714 29	9,563 29	2,151 00	28.69	0 24 %

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Mid Cap Equity							
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13 13	1,077.958	14,153.59	6,974.39	7,179.20	129.35	0.91%
Total US Mid Cap Equity			\$38,579.83	\$24,157.78	\$14,422.05	\$322.20	0.83%
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	36.77	463.341	17,037.05	10,517.55	6,519.50	427.66	2.51%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67.10	418.000	28,045.71	25,193.17	2,852.54	711.85	2.54%
MFS INTL VALUE-I 55273E-82-2 MINI X	35.18	452.793	15,929.26	11,964.34	3,964.92	299.29	1.88%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26.32	938.187	24,693.08	23,258.00	1,435.08	409.04	1.66%
Total EAFE Equity			\$85,705.10	\$70,933.06	\$14,772.04	\$1,847.84	2.16%
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58.80	194.000	11,407.20	10,122.25	1,284.95	316.02	2.77%

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

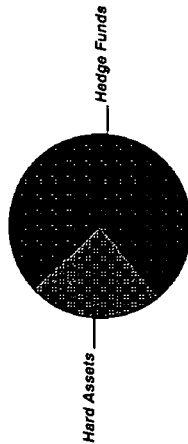
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div.	Yield
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPL X	11.47	870.787	9,987.93	10,284.00	(296.07)	137.58	1.38%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	24.97	438.146	10,940.51	9,411.38	1,529.13		
Total Asia ex-Japan Equity			\$20,928.44	\$19,695.38	\$1,233.06	\$137.58	0.66%
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	21.24	267.716	5,686.29	5,274.00	412.29	28.37	0.50%
JPM EMERG MKRT EQUITY FD - INSTL FUND 1389 4812A0-63-1 JMIE X	22.70	244.091	5,540.87	5,853.79	(312.92)	42.96	0.78%
Total Emerging Market Equity			\$11,227.16	\$11,127.79	\$99.37	\$71.33	0.64%
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17.83	696.515	12,418.86	10,594.00	1,824.86	128.85	1.04%

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Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	69,051.92	69,029.40	(22.52)	13%
Hard Assets	20,585.18	22,119.68	1,534.50	4%
Total Value	\$89,637.10	\$91,149.08	\$1,511.98	17%

Asset Categories



Alternative Assets as a percentage of your portfolio - 17 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.20	929.901	10,414.89	10,294.00
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9.42	1,063.841	10,021.38	10,502.54



SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR	10.50	734 766	7,715.04	7,693.00
EQNX CB STGY I				
29446A-81-9 EBSI X				
GATEWAY FUND-Y	28.99	555,741	16,110.93	14,944.30
367829-88-4 GTEY X				
INV BALANCED-RISK ALLOC-Y	11.89	795 975	9,464.14	10,284.00
00141V-69-7 ABRY X				
PIMCO UNCONSTRAINED BOND-P	11.09	910 141	10,093.46	10,443.00
72201M-45-3 PUCP X				
THE ARBITRAGE FUND-I	12.86	405 098	5,209.56	5,292.06
03875R-20-5 ARBN X				
Total Hedge Funds			\$69,029.40	\$69,452.90

	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P	10.67	2,073 072	22,119.68	20,999.45	70.48
72201P-16-7 PCLP X					

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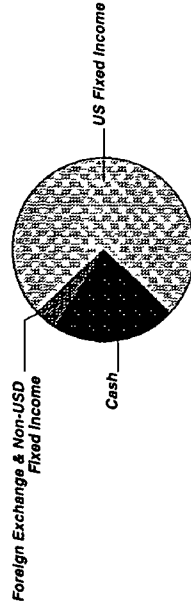


SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	36,000.25	32,472.92	(3,527.33)	6%
US Fixed Income	117,616.66	117,580.50	(36.16)	20%
Foreign Exchange & Non-USD Fixed Income	5,391.11	5,366.94	(24.17)	1%
Total Value	\$159,008.02	\$155,420.36	(\$3,587.66)	27%

Market Value/Cost	Current Period Value
Market Value	155,420.36
Tax Cost	154,760.50
Unrealized Gain/Loss	659.86
Estimated Annual Income	3,003.49
Accrued Interest	189.68
Yield	1.93%



Cash & Fixed Income as a percentage of your portfolio - 27 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months ¹	155,420.36	100%

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	32,472.92	20%
Mutual Funds	122,947.44	80%
Total Value	\$155,420.36	100%

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Note: 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		Unrealized Gain/Loss	Est Annual Income		Yield
				Original Cost			Accrued Interest		
Cash									
US DOLLAR PRINCIPAL	1 00	32,472.92	32,472.92	32,472.92			9.74		0.03 %
US Fixed Income									
DODGE & COX INCOME FUND 256210-10-5	13 53	764.31	10,341.07	10,257.00		84 07	317.18		3 07 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 78	926 14	9,983 75	10,388 00	(404 25)		515 85		5 17 %
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11.89	874 15	10,393 61	9,501.14		892.47	270.11 23 60		2 60 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7 98	1,270 53	10,138 85	10,016 56		122 29	637 80 60 99		6 29 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 89	4,239.79	46,171 28	46,404.91	(233 63)		440.93 59 36		0.96 %
JPM MULTI SECTOR INCOME FD - SEL FUND 2130 48121A-29-0	10 31	1,007 21	10,384 36	10,233 14		151 22	268.92 36 26		2.59 %

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

	Price	Quantity	Value	Adjusted Tax Cost		Unrealized Gain/Loss	Est. Annual Income		Yield
				Original Cost			Accrued Interest		
US Fixed Income									
JPM INFLATION MGD BOND FD - SEL FUND 2037 48121A-56-3	10.38	946.52	9,824.89	10,023.66		(198.77)	107.90 9.47		1.10%
RIDGEWORTH SEIX FLOATING-I 76628T-67-8	9.06	1,141.58	10,342.69	10,217.11		125.58	432.65		4.18%
Total US Fixed Income				\$117,580.50	\$117,041.52	\$538.98	\$2,991.34 \$189.68		2.55%
Foreign Exchange & Non-USD Fixed Income									
JPM INTL CURR INCOME FD - SEL FUND 3831 4812A3-29-6	11.10	483.51	5,366.94	5,246.06		120.88	2.41		0.05%



SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	4.00	4.00	0.00	1%

Specialty Assets Detail

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
APEX 1,2,3, & 4	1.00	389.77	(17.22)	(27.27)	345.28		345.28
T36N-R65W, 6TH P.M. · E/2 W/2	1.00						
SECTION 34, NIOBRARA COUNTY, WYOMING							
ROYALTY INTEREST							
Bearer							
997729-49-4							
530003606 APEX 3-6		137.75	(5.57)	(9.64)	122.54		122.54
036N 065W 34							
NIOBRARA, WYOMING							
530003622 APEX 2-7		73.19	(4.42)	(5.12)	63.65		63.65
036N 065W 34							
NIOBRARA, WYOMING							
530004007 APEX 3-3		61.68	(2.48)	(4.31)	54.89		54.89
036N 065W 34							
NIOBRARA, WYOMING							
530004209 APEX 4-9		84.51	(3.42)	(5.92)	75.17		75.17
NIOBRARA, WYOMING							

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Net Income After Depletion
Oil & Gas						
530005739 APEX 4-8 036N 065W 35 NIOBRARA, WYOMING		32 64	(1 33)	(2 28)	29 03	29 03
Total Value		\$389.77	(\$17.22)	(\$27.27)	\$345.28	\$345.28
JUNIPER LEASE						
NIOBRARA COUNTY, WY	1 00					
RODEO, LANCE C, 7 LANCE CR A	1 00					
ROYALTY INTEREST						
Bearer						
997729-49-6						
SEC 10 5N 67W WELD CO CO						
5N 67W 10	1 00					
WELD, COLORADO	1 00					
LAND ON W/SIDE OF DEEDED TO NORA I.						
MINERAL INTEREST						
Bearer						
997706-33-4						
US DOLLAR INCOME						
VARIOUS MI NIOBRARA CO WY	1 00	42 32	(1 72)	(2 96)	37 64	37 64
MINERAL INTEREST	1 00					
Bearer						
997729-43-8						
530007885 RODEO 1-6		42 32	(1 72)	(2 96)	37 64	37 64
SEC 26, T36N-R65W Q						
NIOBRARA, WYOMING						
Total Oil & Gas	\$4.00	\$432.09	(\$18.94)	(\$30.23)	\$382.92	\$382.92
	\$4.00					



SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Portfolio Activity Summary

Transactions	PRINCIPAL		INCOME	
	Current Period Value	Year-To-Date Value*	Current Period Value	Year-To-Date Value*
Beginning Cash Balance	36,000.25	--	285.00	--
INFLOWS				
Income			5,827.85	12,284.73
Contributions		2,152.96	11,784.19	19,879.29
Total Inflows	\$0.00	\$2,152.96	\$17,612.04	\$32,164.02
OUTFLOWS **				
Withdrawals	(11,784.19)	(19,879.29)	(14,630.94)	(24,849.57)
Fees & Commissions	(1,499.99)	(5,999.96)	(1,499.99)	(5,999.96)
Tax Payments			(30.23)	(745.36)
Total Outflows	(\$13,284.18)	(\$25,879.25)	(\$16,161.16)	(\$31,594.89)
TRADE ACTIVITY				
Settled Sales/Maturities/Redemptions	27,280.76	157,658.80		
Settled Securities Purchased	(17,523.91)	(126,088.86)		
Total Trade Activity	\$9,756.85	\$31,569.94	\$0.00	\$0.00
Ending Cash Balance	\$32,472.92	--	\$1,735.88	--

* Year to date information is calculated on a calendar year basis.

** Your account's standing instructions use a FIRST IN, FIRST OUT method for relieving assets from your position

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Portfolio Activity Detail

INFLOWS & OUTFLOWS

Settle Date	Type	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
	Selection Method					
Income						
10/1	Div Domestic	JPM INTREPID VALUE FD - SEL FUND 1136 @ 0.08073 PER SHARE (ID 4812A2-30-6)	457.807	0.081		36.96
10/1	Interest Income	DEPOSIT SWEEP INTEREST FOR 09/01/13 - 09/30/13 @ .03% RATE ON AVG COLLECTED BALANCE OF \$29,297.80 AS OF 10/01/13				0.65
10/1	Div Domestic	JPM STRAT INCOME OPPORT FD - SEL FUND 3844 @ 0.021 PER SHARE (ID. 4812A4-35-1)	874.147	0.021		18.36
10/1	Div Domestic	JPM HIGH YIELD FD - SEL FUND 3580 @ 0.038 PER SHARE (ID: 4812C0-80-3)	1,270.532	0.038		48.28
10/1	Div Domestic	JPM SHORT DURATION BOND FD - SEL FUND 3133 @ 0.007 PER SHARE (ID 4812C1-33-0)	4,239.787	0.007		29.68
10/1	Div Domestic	JPM MKT EXP ENH INDEX FD - SEL @ 0.01852 PER SHARE (ID. 4812C1-63-7)	1,077.958	0.019		19.96
10/1	Div Domestic	JPM INFLATION MGD BOND FD - SEL FUND 2037 @ 0.009 PER SHARE (ID. 48121A-56-3)	946.521	0.009		8.52
10/1	Div Domestic	EATON VANCE FLOATING-RATE ADVANTAGE I 09/30/13 INCOME DIVIDEND @ 0.042 PER SHARE AS OF 09/30/13 (ID: 277923-63-7)	929.901	0.041		38.57
10/2	Div Domestic	DOUBLELINE TOTAL RET BD-I 09/30/13 INCOME DIVIDEND @ 0.048 PER SHARE AS OF 09/30/13 (ID: 258620-10-3)	926.136	0.048		44.87
10/2	Div Domestic	PIMCO UNCONSTRAINED BOND-P 09/30/13 INCOME DIVIDEND @ 0.004 PER SHARE AS OF 09/30/13 (ID 72201M-45-3)	910.141	0.004		3.83

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
10/2	Div Domestic	RIDGEWORTH SEIX FLOATING-I 10/01/13 INCOME DIVIDEND @ 0 029 PER SHARE AS OF 10/01/13 (ID: 76628T-67-8)	1,141 577	0 029		32 86
10/31	Div Domestic	SPDR S&P 500 ETF TRUST @ 0 83795 PER SHARE (ID 78462F-10-3)	151.000	0 838		126.53
10/31	Div Domestic	EATON VANCE GLOBAL MACRO-I 10/30/13 INCOME DIVIDEND @ 0 033 PER SHARE AS OF 10/30/13 (ID: 277923-72-8)	1,063 841	0 033		35 11
11/1	Interest Income	DEPOSIT SWEEP INTEREST FOR 10/01/13 - 10/31/13 @ .03% RATE ON AVG COLLECTED BALANCE OF \$36,234.75 AS OF 11/01/13				0 93
11/1	Div Domestic	JPM STRAT INCOME OPPORT FD - SEL FUND 3844 @ 0 02 PER SHARE (ID: 4812A4-35-1)	874.147	0 02		17 48
11/1	Div Domestic	JPM HIGH YIELD FD - SEL FUND 3580 @ 0 041 PER SHARE (ID: 4812C0-80-3)	1,270 532	0.041		52 09
11/1	Div Domestic	JPM SHORT DURATION BOND FD - SEL FUND 3133 @ 0 009 PER SHARE (ID 4812C1-33-0)	4,239 787	0 009		38 16
11/1	Div Domestic	JPM MULTI SECTOR INCOME FD - SEL FUND 2130 @ 0 034 PER SHARE (ID 48121A-29-0)	1,007 212	0 034		34 25
11/1	Div Domestic	JPM INFLATION MGD BOND FD - SEL FUND 2037 @ 0.011 PER SHARE (ID: 48121A-56-3)	946.521	0.011		10.41
11/1	Div Domestic	EATON VANCE FLOATING-RATE ADVANTAGE I 10/31/13 INCOME DIVIDEND @ 0 043 PER SHARE AS OF 10/31/13 (ID 277923-63-7)	929.901	0 043		40.35
11/4	Div Domestic	DOUBLELINE TOTAL RET BD-I 10/31/13 INCOME DIVIDEND @ 0 051 PER SHARE AS OF 10/31/13 (ID 258620-10-3)	926 136	0 051		46 83



SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
11/4	Div Domestic	PIMCO UNCONSTRAINED BOND-P 10/31/13 INCOME DIVIDEND @ 0.004 PER SHARE AS OF 10/31/13 (ID: 72201M-45-3)	910.141	0.004		3.64
11/4	Div Domestic	RIDGEWORTH SEIX FLOATING-I 11/01/13 INCOME DIVIDEND @ 0.031 PER SHARE AS OF 11/01/13 (ID: 76628T-67-8)	1,141.577	0.031		35.42
11/25	STCapitalGain Dist	ARTISAN INTL VALUE FUND-INV 11/21/13 SHORT TERM CAPITAL GAINS @ 0.305 PER SHARE AS OF 11/21/13 (ID: 04314H-88-1)	463.341	0.305		141.46
11/25	Div Domestic	ARTISAN INTL VALUE FUND-INV 11/21/13 INCOME DIVIDEND @ 0.629 PER SHARE AS OF 11/21/13 (ID: 04314H-88-1)	463.341	0.629		291.63
11/29	Div Domestic	EATON VANCE GLOBAL MACRO-I 11/27/13 INCOME DIVIDEND @ 0.032 PER SHARE AS OF 11/27/13 (ID: 277923-72-8)	1,063.841	0.032		33.94
12/2	Interest Income	DEPOSIT SWEEP INTEREST FOR 11/01/13 - 11/30/13 @ .03% RATE ON AVG COLLECTED BALANCE OF \$40,511.92 AS OF 12/01/13				0.94
12/2	Div Domestic	JPM STRAT INCOME OPPORT FD - SEL FUND 3844 @ 0.02 PER SHARE (ID: 4812A4-35-1)	874.147	0.02		17.48
12/2	Div Domestic	JPM HIGH YIELD FD - SEL FUND 3580 @ 0.04 PER SHARE (ID: 4812C0-80-3)	1,270.532	0.04		50.82
12/2	Div Domestic	JPM SHORT DURATION BOND FD - SEL FUND 3133 @ 0.008 PER SHARE (ID: 4812C1-33-0)	4,239.787	0.008		33.92
12/2	Div Domestic	JPM INFLATION MGD BOND FD - SEL FUND 2037 @ 0.011 PER SHARE (ID: 48121A-56-3)	946.521	0.011		10.41



SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/2	Div Domestic	EATON VANCE FLOATING-RATE ADVANTAGE I 11/29/13 INCOME DIVIDEND @ 0.043 PER SHARE AS OF 11/29/13 (ID: 277923-63-7)	929 901	0.043		39.84
12/3	Div Domestic	DOUBLELINE TOTAL RET BD-I 11/29/13 INCOME DIVIDEND @ 0.046 PER SHARE AS OF 11/29/13 (ID: 258620-10-3)	926 136	0.046		42.66
12/3	Div Domestic	PIMCO UNCONSTRAINED BOND-P 11/29/13 INCOME DIVIDEND @ 0.008 PER SHARE AS OF 11/29/13 (ID: 72201M-45-3)	910.141	0.008		7.07
12/3	Div Domestic	RIDGEWORTH SEIX FLOATING-I 12/02/13 INCOME DIVIDEND @ 0.030 PER SHARE AS OF 12/02/13 (ID: 76628T-67-8)	1,141 577	0.03		34.79
12/13	STCapitalGain Dist	JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 SHORT TERM CAPITAL GAINS @ 0.07929 (ID: 46637K-51-3)	696.515	0.079		55.23
12/13	STCapitalGain Dist	JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 SHORT TERM CAPITAL GAINS @ 0.05496 (ID: 4812A2-38-9)	1,095 155	0.055		60.19
12/13	STCapitalGain Dist	JPM HIGH YIELD FD - SEL FUND 3580 SHORT TERM CAPITAL GAINS @ 0.02695 (ID: 4812C0-80-3)	1,270 532	0.027		34.24
12/13	STCapitalGain Dist	JPM SHORT DURATION BOND FD - SEL FUND 3133 SHORT TERM CAPITAL GAINS @ 0.0008 (ID: 4812C1-33-0)	4,239 787	0.001		3.39
12/13	STCapitalGain Dist	JPM MKT EXP ENH INDEX FD - SEL FUND 3708 SHORT TERM CAPITAL GAINS @ 0.08295 (ID: 4812C1-63-7)	1,077 958	0.083		89.42
12/13	STCapitalGain Dist	JPM INFLATION MGD BOND FD - SEL FUND 2037 SHORT TERM CAPITAL GAINS @ 0.00163 (ID: 48121A-56-3)	946 521	0.002		1.54



SHOUP FOUNDATION ACCT R79250008
For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/13	STCapitalGain Dist	MATTHEWS PACIFIC TIGER FD-IS 12/12/13 SHORT TERM CAPITAL GAINS @ 0.001 PER SHARE AS OF 12/12/13 (ID 577130-83-4)	438 146	0 001		0 59
12/13	STCapitalGain Dist	JPM MID CAP CORE FD - SEL FUND 2426 SHORT TERM CAPITAL GAINS @ 1.81301 (ID 48121L-75-9)	541 326	1 813		981 43
12/13	STCapitalGain Dist	PIMCO UNCONSTRAINED BOND-P 12/11/13 SHORT TERM CAPITAL GAINS @ 0 034 PER SHARE AS OF 12/11/13 (ID 72201M-45-3)	910 141	0 034		30 83
12/13	STCapitalGain Dist	PIMCO COMMODITYPL STRAT-P 12/11/13 SHORT TERM CAPITAL GAINS @ 0 010 PER SHARE AS OF 12/11/13 (ID 72201P-16-7)	2,073.072	0 01		20.44
12/13	Div Domestic	MATTHEWS PACIFIC TIGER FD-IS 12/12/13 INCOME DIVIDEND @ 0 201 PER SHARE AS OF 12/12/13 (ID 577130-83-4)	438 146	0 201		87.92
12/16	Div Domestic	MFS INTL VALUE-I 12/12/13 INCOME DIVIDEND @ 0 615 PER SHARE AS OF 12/12/13 (ID 55273E-82-2)	452.793	0 615		278 29
12/17	STCapitalGain Dist	INV BALANCED-RISK ALLOC-Y 12/13/13 SHORT TERM CAPITAL GAINS @ 0.515 PER SHARE AS OF 12/13/13 (ID 00141V-69-7)	795 975	0 515		410 09
12/17	STCapitalGain Dist	BBH CORE SELECT FUND-N 12/13/13 SHORT TERM CAPITAL GAINS @ 0 099 PER SHARE AS OF 12/13/13 (ID 05528X-60-4)	879.977	0 099		87.29
12/17	Div Domestic	BBH CORE SELECT FUND-N 12/13/13 INCOME DIVIDEND @ 0 103 PER SHARE AS OF 12/13/13 (ID 05528X-60-4)	879.977	0 103		90.29
12/20	Div Domestic	GATEWAY FUND-Y 12/19/13 INCOME DIVIDEND @ 0 099 PER SHARE AS OF 12/19/13 (ID 367829-88-4)	555 741	0 099		55 19

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For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/20	Div Domestic	RIDGEWORTH SEIX FLOATING-I 12/19/13 INCOME DIVIDEND AS OF 12/19/13 (ID: 76628T-67-8)	1,141 577			0 03
12/23	Div Domestic	JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 @ 0.18451 PER SHARE (ID: 46637K-51-3)	696 515	0 185		128 51
12/23	Div Domestic	JPM EMERG MKRT EQUITY FD - INSTL FUND 1389 @ 0.17556 PER SHARE (ID: 4812A0-63-1)	244,091	0 176		42.85
12/23	Div Domestic	JPM INTREPID AMER FD - SEL FUND 1206 @ 0.3256 PER SHARE (ID: 4812A2-10-8)	391 044	0.326		127.32
12/23	Div Domestic	JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 @ 0 11517 PER SHARE (ID: 4812A2-38-9)	1,095 155	0.115		126.13
12/23	Div Domestic	JPM CHINA REGION FD - SEL FUND 3810 @ 0 10563 PER SHARE (ID: 4812A3-52-8)	267 716	0 106		28 28
12/23	Div Domestic	JPM MID CAP CORE FD - SEL FUND 2426 @ 0.05324 PER SHARE (ID: 4812L-75-9)	541 326	0.053		28.82
12/23	Div Domestic	DODGE & COX INCOME FUND 12/20/13 INCOME DIVIDEND @ 0 115 PER SHARE AS OF 12/20/13 (ID: 256210-10-5)	764 307	0 115		87.90
12/23	Div Domestic	OAKMARK INTERNATIONAL FD-I 12/20/13 INCOME DIVIDEND @ 0 436 PER SHARE AS OF 12/20/13 (ID: 413838-20-2)	938 187	0 436		409 24
12/23	Div Domestic	JPM MKT EXP ENH INDEX FD - SEL FUND 3708 @ 0.03146 PER SHARE (ID: 4812C1-63-7)	1,077 958	0 031		33 91
12/24	STCapitalGain Dist	FMI LARGE CAP FUND LARGE CAP FD 12/20/13 SHORT TERM CAPITAL GAINS @ 0 135 PER SHARE AS OF 12/20/13 (ID: 302933-20-5)	707 763	0 144		101 99

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For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	Per Unit Amount	PRINCIPAL Amount	INCOME Amount
Income						
12/24	Div Domestic	ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 12/23/13 INCOME DIVIDEND @ 0.042 PER SHARE AS OF 12/23/13 (ID: 003021-69-8)	870 787	0.042		36.75
12/24	Div Domestic	FMI LARGE CAP FUND LARGE CAP FD 12/20/13 INCOME DIVIDEND @ 0.165 PER SHARE AS OF 12/20/13 (ID: 302933-20-5)	707.763	0.177		125.20
12/27	Div Domestic	VANGUARD FTSE EUROPE ETF @ 0.237 PER SHARE (ID 922042-87-4)	194 000	0.237		45.98
12/30	Div Domestic	ISHARES MSCI EAFE INDEX FUND @ 0.551711 PER SHARE (ID: 464287-46-5)	418.000	0.552		230.62
12/30	Div Domestic	ISHARES CORE S&P MID-CAP ETF @ 0.482341 PER SHARE (ID: 464287-50-7)	95.000	0.482		45.82
	Mineral Receipts	MINERAL REVENUE SUSPENSE (ID: VARMIN-ER-A)				432.09
12/31	Div Domestic	EATON VANCE GLOBAL MACRO-I 12/30/13 INCOME DIVIDEND @ 0.033 PER SHARE AS OF 12/30/13 (ID: 277923-72-8)	1,063 841	0.033		35.11
12/31	Div Domestic	MFS INTL VALUE-I 12/27/13 INCOME DIVIDEND @ 0.047 PER SHARE AS OF 12/27/13 (ID: 55273E-82-2)	452 793	0.047		21.23
12/31	Div Domestic	PIMCO COMMODITYPL STRAT-P 12/27/13 INCOME DIVIDEND @ 0.012 PER SHARE AS OF 12/27/13 (ID 72201P-16-7)	2,073.072	0.012		25.00
Total Income						\$5,827.85

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SHOUP FOUNDATION ACCT R79250008
For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	PRINCIPAL Amount	INCOME Amount
Contributions					
10/17	Misc Receipt	TRANSFER FROM TRUST A/C TO TRUST A/C		102.40	
12/18	Misc Receipt	TRANSFER FROM TRUST A/C TO TRUST A/C			11,681.79
Total Contributions				\$11,784.19	

Miscellaneous Credits					
11/15	Name Change	JPM EMERG MKRT EQUITY FD - SEL FUND 1235 TO 4812A0631 (ID: 4812A0-62-3)	(246.787) (5,853 79)		
11/15	Name Change	JPM EMERG MKRT EQUITY FD - INSTL FUND 1389 FROM 4812A0623 (ID 4812A0-63-1)	244 091 5,853 79		
Total Miscellaneous Credits					

Settle Date	Type Selection Method	Description	Quantity Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
10/17	Misc Debit	INTERNAL TRANSFER OF FUNDS TO BALANCE LEDGER ACCOUNT		(102.40)	
12/17	Grant Paid	PAID MOUNTAIN VIEW CHURCH FBO BLESSED BEGINNINGS OPERATING SUPPORT TREASURERS CHECK NO: 2992813			(3,000 00)
12/17	Grant Paid	PAID THE FOOD BANK FOR LARIMER COUNTY OPERATING SUPPORT TREASURERS CHECK NO: 2992814			(3,000.00)
12/17	Grant Paid	PAID SALVATION ARMY OF FT. COLLINS OPERATING SUPPORT TREASURERS CHECK NO. 2992815			(2,300 00)

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Settle Date	Type Selection Method	Description	Quantity Cost	PRINCIPAL Amount	INCOME Amount
Withdrawals					
12/17	Grant Paid	PAID LIFE CHOICES PREGNANCY CENTER MOBILE ULTRASOUND PROGRAM TREASURERS CHECK NO 2992816			(2,000 00)
12/17	Grant Paid	PAID NATION TO NATION OPERATING SUPPORT TREASURERS CHECK NO: 2992817			(1,000 00)
12/17	Grant Paid	PAID MEALS ON WHEELS-LOVELAND AND BERTHOUD COLORADO OPERATING SUPPORT TREASURERS CHECK NO 2992818			(1,000 00)
12/17	Grant Paid	PAID HOUSE OF NEIGHBORLY SERVICES EMERGENCY ASSISTANCE AND CRISIS PREVENTION SERVICES TREASURERS CHECK NO. 2992906			(2,000 00)
12/17	Grant Paid	PAID NORTH FT. COLLINS BUSINESS ASSOCIATION-PROJECT-SMILE OPERATING SUPPORT TREASURERS CHECK NO 2992921			(312 00)
12/18	Misc Debit	INTERNAL TRANSFER OF FUNDS TO BALANCE LEDGER ACCOUNT		(11,681 79)	
MinExp-Prod Tax					(18 94)
Total Withdrawals				(\$11,784.19)	(\$14,630.94)
Fees & Commissions					
10/16	Fees & Commissions	PAID JAMES R. MCCREERY CO-TRUSTEE FEE FOR PERIOD 07-17-2013 TO 10-16-2013 PRORATED BASE FEE : \$1,000.00 TREASURERS CHECK NO 2929747		(500.00)	
10/16	Fees & Commissions	PAID JAMES R. MCCREERY CO-TRUSTEE FEE FOR PERIOD 07-17-2013 TO 10-16-2013 PRORATED BASE FEE \$1,000.00 TREASURERS CHECK NO 2929747			(500 00)



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For the Period 10/1/13 to 12/31/13

Settle Date	Type Selection Method	Description	Quantity Cost	PRINCIPAL Amount	INCOME Amount
Fees & Commissions					
10/16	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 09-17-2013 TO 10-16-2013 INC \$333 33 PRINC \$333.33 PRORATED BASE FEE : \$125 00		(333 33)	(333 33)
10/16	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 09-17-2013 TO 10-16-2013 INC \$333 33 PRINC \$333 33 PRORATED BASE FEE : \$125 00		(333 33)	
11/18	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 10-17-2013 TO 11-16-2013 ON ADJUSTED MV \$512,193.54 INC \$333.33 PRINC \$333 33 PRORATED BASE FEE : \$125.00		(333 33)	(333 33)
11/18	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 10-17-2013 TO 11-16-2013 ON ADJUSTED MV \$512,193 54 INC \$333.33 PRINC \$333 33 PRORATED BASE FEE : \$125.00		(333 33)	
12/16	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 11-17-2013 TO 12-16-2013 ON ADJUSTED MV \$517,875 33 INC \$333 33 PRINC \$333 33 PRORATED BASE FEE : \$125 00		(333 33)	(333 33)
12/16	Fees & Commissions	JPMORGAN CHASE TRUST FEE FOR THE PERIOD 11-17-2013 TO 12-16-2013 ON ADJUSTED MV \$517,875.33 INC \$333 33 PRINC \$333 33 PRORATED BASE FEE : \$125 00		(333.33)	
Total Fees & Commissions				(\$1,499.99)	(\$1,499.99)
Tax Payments					
	Mine ADValoremTax	VARIOUS MI NIOBRARA CO WY AD VALOREM TAXES - GENERAL RI (ID 997729-43-8)			(30 23)

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss

Trade Date	Type	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settle Date	Selection Method						
Settled Sales/Maturities/Redemptions							
10/25	Sale	SPDR GOLD TRUST @ 129 9044 5,196 18 BROKERAGE	(40 000)	129.887	5,195.49	(5,277.44)	196 74 L
10/30	FIFO	0.60 TAX & OR SEC .09 MORGAN STANLEY & CO. LLC (ID 78463V-10-7)					(278 69) S
10/31	Sale	JPM INTREPID VALUE FD - SEL FUND 1136 JP MORGAN	(457.807)	32.69	14,965.71	(11,230.00)	3,735 71 L
11/1	FIFO	CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 32.69 (ID 4812A2-30-6)					
11/25	LT Capital Gain	ARTISAN INTL VALUE FUND-INV 11/21/13 LONG TERM	463 341	1 846	855.42		
11/25	Distribution	CAPITAL GAINS @ 1 846 PER SHARE AS OF 11/21/13 (ID 04314H-88-1)					
12/13	LT Capital Gain	JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457	696.515	0.024	16.42		
12/13	Distribution	LONG TERM CAPITAL GAINS @ 0.02357 (ID 46637K-51-3)					
12/13	LT Capital Gain	JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002	1,095 155	2 257	2,472 16		
12/13	Distribution	LONG TERM CAPITAL GAINS @ 2 25736 (ID 4812A2-38-9)					
12/13	LT Capital Gain	JPM HIGH YIELD FD - SEL FUND 3580 LONG TERM	1,270 532	0.185	234 55		
12/13	Distribution	CAPITAL GAINS @ 0 18461 (ID 4812C0-80-3)					
12/13	LT Capital Gain	JPM SHORT DURATION BOND FD - SEL FUND 3133 LONG	4,239 787	0 008	32 82		
12/13	Distribution	TERM CAPITAL GAINS @ 0 00774 (ID: 4812C1-33-0)					
12/13	LT Capital Gain	JPM MKT EXP ENH INDEX FD - SEL FUND 3708 LONG	1,077.958	1.059	1,141.20		
12/13	Distribution	TERM CAPITAL GAINS @ 1 05867 (ID: 4812C1-63-7)					
12/13	LT Capital Gain	JPM INFLATION MGD BOND FD - SEL FUND 2037 LONG	946 521	0.013	11 85		
12/13	Distribution	TERM CAPITAL GAINS @ 0 01252 (ID 48121A-56-3)					
12/13	LT Capital Gain	JPM MID CAP CORE FD - SEL FUND 2426 LONG TERM	541 326	0 901	487.51		
12/13	Distribution	CAPITAL GAINS @ 0.90058 (ID 48121L-75-9)					

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Trade Date	Type	Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settle Date								
Settled Sales/Maturities/Redemptions								
12/13	LT Capital Gain		MATTHEWS PACIFIC TIGER FD-IS 12/12/13 LONG TERM					
12/13	Distribution		CAPITAL GAINS @ 0.158 PER SHARE AS OF 12/12/13 (ID: 577130-83-4)	438.146	0.158	69.39		
12/13	LT Capital Gain		PIMCO UNCONSTRAINED BOND-P 12/11/13 LONG TERM					
12/13	Distribution		CAPITAL GAINS @ 0.009 PER SHARE AS OF 12/11/13 (ID: 72201M-45-3)	910.141	0.009	8.07		
12/13	LT Capital Gain		PIMCO COMMODITYPL STRAT-P 12/11/13 LONG TERM					
12/13	Distribution		CAPITAL GAINS @ 0.003 PER SHARE AS OF 12/11/13 (ID: 72201P-16-7)	2,073.072	0.003	5.76		
12/16	LT Capital Gain		MFS INTL VALUE-I 12/12/13 LONG TERM CAPITAL					
12/16	Distribution		GAINS @ 0.096 PER SHARE AS OF 12/12/13 (ID: 55273E-82-2)	452.793	0.096	43.39		
12/17	LT Capital Gain		INV BALANCED-RISK ALLOC-Y 12/13/13 LONG TERM					
12/17	Distribution		CAPITAL GAINS @ 0.399 PER SHARE AS OF 12/13/13 (ID: 00141V-69-7)	795.975	0.399	317.28		
12/17	LT Capital Gain		BBH CORE SELECT FUND-N 12/13/13 LONG TERM					
12/17	Distribution		CAPITAL GAINS @ 0.329 PER SHARE AS OF 12/13/13 (ID: 05528X-60-4)	879.977	0.329	289.60		
12/20	LT Capital Gain		THE ARBITRAGE FUND-I 12/19/13 LONG TERM CAPITAL					
12/20	Distribution		GAINS @ 0.057 PER SHARE AS OF 12/19/13 (ID: 03875R-20-5)	405.098	0.057	23.16		
12/23	LT Capital Gain		OAKMARK INTERNATIONAL FD-I 12/20/13 LONG TERM					
12/23	Distribution		CAPITAL GAINS @ 0.293 PER SHARE AS OF 12/20/13 (ID: 413838-20-2)	938.187	0.293	275.26		
12/24	LT Capital Gain		ABERDEEN ASIA-PAC XJ-INST EQUITY FUND -					
12/24	Distribution		INSTITUTIONAL SERVICE SHARES 12/23/13 LONG TERM CAPITAL GAINS @ 0.065 PER SHARE AS OF 12/23/13 (ID: 003021-69-8)	870.787	0.065	56.86		

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SHOUP FOUNDATION ACCT. R79250008
For the Period 10/1/13 to 12/31/13

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/24	LT Capital Gain	FMI LARGE CAP FUND LARGE CAP FD 12/20/13 LONG	707.763	1.10	778.86		
12/24	Distribution	TERM CAPITAL GAINS @ 1.029 PER SHARE AS OF 12/20/13 (ID: 302933-20-5)					
Total Settled Sales/Maturities/Redemptions					\$27,280.76	(\$16,507.44)	\$3,932.45 L (\$278.69) S

Trade Date Settle Date	Type	Description	Quantity	Per Unit Amount	Market Cost
Settled Securities Purchased					
10/31 11/1	Purchase	PIMCO COMMODITYPL STRAT-P (ID: 72201P-16-7)	627 050	10.61	(6,653.00)
10/31 11/5	Purchase	ISHARES MSCI EAFE INDEX FUND @ 65.9824 4,156.89 BROKERAGE 0.95 MORGAN STANLEY & CO. LLC (ID: 464287-46-5)	63.000	65.997	(4,157.84)
10/31 11/5	Purchase	VANGUARD FTSE EUROPE ETF @ 56.8563 4,832.79 BROKERAGE 1.28 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 922042-87-4)	85 000	56.871	(4,834.07)
11/15 11/18	Purchase	OAKMARK INTERNATIONAL FD-1 (ID: 413838-20-2)	70 533	26.64	(1,879.00)
Total Settled Securities Purchased					(\$17,523.91)

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For the Period 10/1/13 to 12/31/13

For your convenience we have combined statement(s) for activity you conduct through J.P. Morgan in one package. Below are important disclosures relating to these different accounts. These statements may relate to various account types. Some of the disclosures are applicable to all of your accounts. For ease of reference the disclosures applicable to a particular type of account have been grouped together by descriptive headers.

IMPORTANT GENERAL INFORMATION APPLICABLE TO ALL OF YOUR ACCOUNT(S)

Important Information about Pricing, Valuations, Estimated Annual Income, and Estimated Yield

Market value information (including without limitation, prices, exchange rates, accrued income and bond ratings) furnished herein, some of which has been provided by pricing sources that J.P. Morgan believes to be reliable, is not guaranteed for accuracy but provided for informational purposes and is furnished for the exclusive use of the client

The current price is the value of the financial asset share, unit or contract as priced at the close of the market on the last day of the statement period or the last available price. All values provided for structured yield deposits (for example, JPMorgan London Time Deposits) reflect the original deposit amount only. The value for Real Estate, Mineral Interests and Miscellaneous Assets may not reflect the most current value of the asset

Important information regarding Auction Rate Securities (ARS) are debt or preferred securities with an interest or dividend rate reset periodically in an auction. Although there may be daily, weekly and monthly resets, there is no guarantee that there will be liquidity. If there are not enough bids at an auction to redeem the securities available for sale, the result may be a failed auction. In the event of a failed auction, there is no assurance that a secondary market will develop or that the security will trade at par or any other price reflected on statements and online. Accordingly, investors should not rely on pricing information appearing in their statements or online with respect to ARS. When J.P. Morgan is unable to obtain a price from an internal or outside source for a particular ARS, the price column on your statement will indicate "unpriced".

Valuations of over-the-counter derivative transactions, including certain derivatives-related deposit products, have been prepared on a mid-market basis. These valuations are sourced from the various issuers of the securities or they are sourced from a third party valuation provider. J.P. Morgan expressly disclaims any responsibility for (1) the accuracy of the models or estimates used in deriving the valuations, (2) any errors or omissions in computing or disseminating the valuations, and (3) any uses to which the valuations are put. Valuations are provided for information purposes only and are intended solely for your own use. Please refer to the trade confirmation for details of each transaction.

Certain assets, including but not limited to, pooled and private investments, non-publicly traded and infrequently traded securities, derivatives, partnership interests and tangible assets are generally illiquid, the value of such asset may have been provided to us by third parties who may or may not be independent of the issuer or manager. Such information is reflected as of the last date provided to us, and is not independently verified.

In cases where we are unable to obtain a current market value from an internal or outside source for a particular security, the price column on your statement will indicate "unpriced". Although such securities may have value, please note that the value of a security indicated as "unpriced" will not be included in your overall current market value as reflected on the statement.

J.P. Morgan makes no representation, warranty or guarantee, express or implied, that any quoted value represents the actual terms at which securities could be bought or sold or new transactions could be entered into, or the actual terms on which existing transactions or securities could be liquidated. Such values may only be indicative.

When we are unable to obtain a current value from an internal or outside source for a particular security, the price column on your statement will indicate "unpriced".

If a partial call is made with respect to an issue of securities included in your Accounts we will allocate the call by a method we deem fair and equitable.

To the extent applicable, please note the following regarding estimated annual income (EAI) and estimated yield (EY). EAI and EY for certain types of securities could include a return of principal or capital gains in which case the EAI and EY would be overstated. EAI and EY are estimates and the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment. It does not reflect changes in its price, which may fluctuate.

Offshore Deposits - London and Nassau

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Deposits in Foreign Branches are not insured by the FDIC or any other Agency of the Federal Government; amounts in such foreign accounts do not have the benefit of any domestic preference applicable to U.S. Banks; certain Foreign accounts are considered reportable to the Internal Revenue Service on a Report of Foreign Bank and Financial Accounts (TD F 90-22.1).

Bank products and services are offered through JPMorgan Chase Bank, N.A. ("JPMCB") and its banking affiliates. Securities are offered by J.P. Morgan Securities LLC ("JPMS") and, to the extent noted below, cleared through J.P. Morgan Clearing Corp. ("JPMCC")

Neither JPMS, nor JPMCC is a bank and are each separate legal entities from its bank or thrift affiliates.

Investment Products:	Not FDIC Insured	-No Bank Guarantee	-May Lose Value
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Fund manager disclosure information available upon request

If you have an investment account that is managed by an SEC-Registered Investment Advisor, J.P. Morgan will provide a copy of the advisor's Form ADV II or brochure upon written request.

These statements are not official documents for income tax reporting purposes and should not be relied upon for such purposes, including determination of income, cost basis, amortization or accretion, or gain/loss. Such information, which may be inaccurate, incomplete or subject to updating, should be confirmed with your records and your tax advisor.

Please take the steps indicated below if you think statement(s) are incorrect or contact your J.P. Morgan team if you require additional information about a transaction on your statement(s).

IMPORTANT INFORMATION APPLICABLE ONLY TO YOUR FIDUCIARY ACCOUNT(S) WHICH REFLECTS ASSETS HELD AT JPMORGAN CHASE BANK, N.A. OR A BANKING OR TRUST AFFILIATE

IMPORTANT ADDITIONAL INFORMATION SPECIFIC TO A TRUST OF WHICH YOU ARE A BENEFICIARY

Limitation of Action Against Trustee State laws provide that an action against a trustee for breach of trust based on matters in a trustee's report that adequately disclose the existence of a potential claim for breach of trust may be barred unless the action is commenced within a certain time period after your receipt of such a report. The limitations periods for certain states are as follows - Florida and Utah: within 6 months; Arizona, Arkansas, District of Columbia, Kansas, Maine, Michigan, North Dakota, New Hampshire, New Mexico, Nebraska, Oregon, South Carolina, Tennessee, Vermont, West Virginia and Virginia: within 1 year; Alabama, Ohio, Oklahoma and Wyoming: within 2 years; California: within 3 years. For other state limitation periods or questions, please consult your attorney. This disclosure is hereby made a part of the trustee's written report(s) (consisting of the statements relating to your trust(s)) provided to you as a trust beneficiary and is incorporated therein.

IF THIS STATEMENT RELATES TO A TRUST GOVERNED BY CALIFORNIA LAW FOR WHICH JPMorgan Chase Bank, N.A. ("JPMCB") IS A FIDUCIARY, California Probate Code Section 16060, et seq., requires us to tell you the following:

- The recipient of this account may petition the court pursuant to California Probate Code Section 17200 to obtain a court review of this account and of the acts of the trustee reported here
- Claims against the Trustee for breach of trust must be made within three years of the date the beneficiary receives an account or report disclosing facts giving rise to the claim

If you have any questions regarding your statement, please call your Fiduciary Manager

PRODUCT RELATED DISCLOSURE: IMPORTANT INFORMATION ABOUT ALTERNATIVE INVESTMENTS: FOOTNOTES 1 - 4

Private Equity, Hedge Funds, Exchange Funds, Real Estate and Other Alternative Assets

1. Direct private equity investments and pooled private investments (e.g., interests in limited partnerships and limited liability companies) are generally illiquid securities. Values are estimates only and are not warranted for accuracy or completeness. Values do not represent the actual terms at which transactions or securities could be bought or sold or new transactions could be entered into or the actual terms on which existing transactions could be liquidated as of the date of this statement.

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Direct private equity investments are generally valued at cost, unless there is an active secondary trading market in the securities, in which case, direct private equity investments are valued using market prices as of the close of the last business day for this statement period. Pooled private equity investments are valued according to the General Partner's or Manager's stated methodology. Please refer to the limited partnership agreement, limited liability company agreement or other operative documentation for each investment for the specific valuation methodology used by the General Partner or Manager for that investment or for your Investment Management or Trust account contact your J.P. Morgan team. J.P. Morgan expressly disclaims any responsibility for (1) the accuracy of the information and the methodology used by the General Partner or Manager in deriving valuations, (2) any errors or omissions in compiling or disseminating the valuations, and (3) any use to which the valuations are put. Valuations are provided for information purposes only and are intended solely for your own use.

Hedge funds generally calculate the price (the "Net Asset Value" or "NAV"), 10-15 business days following the last business day of the month. For that reason, hedge fund NAVs shown will generally be the NAV of the month preceding this statement period. In general, the NAV is stated net of management and incentive fees. The NAV is calculated according to the General Partner's or Manager's stated methodology. Please refer to the limited partnership agreement, limited liability company agreement or other operative documentation for each hedge fund for the specific methodology used by the General Partner or Manager for that hedge fund or for your Investment Management or Trust account contact your J.P. Morgan team. J.P. Morgan expressly disclaims any responsibility for (1) the accuracy of the information and the methodology used by the General Partner or Manager in deriving valuations, (2) any errors or omissions in compiling or disseminating the valuations, and (3) any use to which the valuations are put. Valuations are provided for information purposes only and are intended solely for your own use.

These statements do not provide tax reporting on private investments. Please continue to rely upon the General Partner or Manager of the investment vehicle for this information or for your Investment Management or Trust account contact your J.P. Morgan team.

2 The 'Capital Called Since Inception USD' and 'Cash/Security distributions Since Inception USD' columns are updated monthly to reflect activity (capital calls and distributions), if any

3 Hedge funds generally allow subscriptions on a monthly or quarterly basis. An interest in a hedge fund or hedge fund of funds is generally as of the first business day of the subscription period. Due to early funding requirements by the applicable fund, your account may be debited for the subscription amount prior to the subscription date. Please refer to the applicable hedge fund's operative documentation for further details or for your Investment Management or Trust account contact your J.P. Morgan team.

Hedge fund redemptions are generally on a monthly, quarterly or annual basis but can sometimes be subject to a multi-year lockup before a redemption is permitted. For redemptions, there is generally a notification period that can be a long interval before the actual redemption date. Redemption proceeds are generally paid 15 calendar days after the final NAV is issued, but can be subject to a holdback of a portion of the proceeds until an annual audit of the Fund has been completed. Please refer to the applicable hedge fund's operative documentation for further details or for your Investment Management or Trust account contact your J.P. Morgan team.

Global Access Portfolios share certain characteristics with hedge funds. In particular, an investor who withdraws from a Global Access Portfolio will not receive the withdrawal proceeds in their entirety until 30-60 days after completion of the Portfolio's audit, which may be 18 months or longer after the redemption date. Interest might not be paid on any proceeds pending distribution. These restrictions apply even if the investor's account at JPMorgan is closed. The Confidential Private Placement Memorandum and applicable Supplements contain other important information about the Global Access Portfolios and are available upon request or for your Investment Management or Trust account contact your J.P. Morgan team.

4 Alternative assets may include publicly available mutual funds that utilize non-traditional investment management strategies, for example, strategies commonly employed by hedge funds. Mutual funds generally calculate the price (the "Net Asset Value" or "NAV") on a daily basis and mutual fund NAVs shown on your statement generally will be the NAV as of the close of the last business day for this statement period. Please refer to the applicable mutual fund prospectus for further details. If the applicable mutual fund is a JPMorgan Fund, please refer to disclosures on this statement concerning JPMorgan Funds for other important information.

PRODUCT RELATED DISCLOSURE: THE JPMORGAN FUNDS OR THIRD PARTIES

Shares of the funds referenced above are not bank deposits and are not guaranteed by any bank, government entity, or the FDIC. Return and share price will fluctuate and redemption value may be more or less than original cost. While the money market funds seek to maintain a stable net asset value of \$1.00 per share, there is no assurance that they will continue to do so. The estimated annual income and dividend yield figures for mutual funds represent the funds' most recent income dividend annualized.

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Prospectuses and other fund information for JPMorgan funds may be obtained by calling your J P. Morgan team or JPMorgan Distribution Services, Inc at (800) 480-4111 You also may view and order materials online for JPMorgan funds at www.jpmorganfunds.com

J P. Morgan affiliates may receive compensation from the JPMorgan funds for providing investment advisory services to the funds J P Morgan affiliates may also provide administrative, custodial, sales, distribution, shareholder or other services to the JPMorgan Funds or funds established, sponsored, advised, or managed by third parties, and J.P. Morgan affiliates may be compensated for such services as allowed by applicable law. The distributor of the JPMorgan Funds is JPMorgan Distribution Services, Inc , which is an affiliate of JPMCB

Assets may be reflected herein even though they may be held by a third party unaffiliated with J.P. Morgan In such cases, unless J P Morgan otherwise agrees, J P Morgan has no responsibility for the verification, valuation, safekeeping or management of those assets