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Return of Private Foundation
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

For calendar year 2013, or tax year beginning Apr 1, 2013, and ending Mar 31, 2014

Name of foundation Lyceum Foundation		A Employer identification number 37-1390273
Number and street (or P.O. box number if mail is not delivered to street address) 6 Sunset Lane		B Telephone number (see the instructions) (217) 787-0786
City or town, state or province, country, and ZIP or foreign postal code Springfield IL 62704		C If exemption application is pending, check here. ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 278,327.	J Accounting method. ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 Ck ☒ If the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	1.	1.		
	4 Dividends and interest from securities	4,038.	4,038.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		11,764.		
	8 Net short-term capital gain			1,037.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11.	4,039.	15,803.	1,037.		
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach sch). L-16b Stmt.	44.			44.
	c Other prof fees (attach sch). L-16c Stmt.	80.			80.
	17 Interest.				
	18 Taxes (attach schedule)(see Instrs)	58.			58.
	19 Depreciation (attach sch) and depletion				
	20 Occupancy.				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	Illinois filing fee	15.			15.
	24 Total operating and administrative expenses. Add lines 13 through 23	197.			197.
25 Contributions, gifts, grants paid	20,000.			20,000.	
26 Total expenses and disbursements. Add lines 24 and 25	20,197.			20,197.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-16,158.				
b Net investment income (if negative, enter -0-).		15,803.			
c Adjusted net income (if negative, enter -0-).			1,037.		

10
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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		2,546.	16,565.	16,565.
	2	Savings and temporary cash investments			0.	0.
	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 sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)	L-13 Stmt . . .	221,453.	204,120.	261,762.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).		223,999.	220,685.	278,327.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
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		223,999.	220,685.	
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		223,999.	220,685.	
	31	Total liabilities and net assets/fund balances (see instructions).		223,999.	220,685.	

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	223,999.
2	Enter amount from Part I, line 27a	2	-16,158.
3	Other increases not included in line 2 (itemize) basis adjustment	3	12,844.
4	Add lines 1, 2, and 3	4	220,685.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	220,685.

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 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1 a	Merrill Lynch Account #441-02308 see attached			
b	long term distribution	P	10/17/00	12/16/13
c	long term distribution	P	10/17/00	12/19/13
d	long term distribution	P	05/06/02	12/20/13
e	long	P	05/09/12	08/15/13

(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			
b	4,053.	0.	4,053.
c	2,910.	0.	2,910.
d	5,133.	0.	5,133.
e	16,996.	17,328.	-332.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			4,053.
c			2,910.
d			5,133.
e			-332.

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

11,764.

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

1,037.

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 (column (b) divided by column (c))
2012	12,597.	256,921.	0.049031
2011	18,915.	261,905.	0.072221
2010	6,915.	259,291.	0.026669
2009	6,915.	238,340.	0.029013
2008	11,615.	242,504.	0.047896

2 Total of line 1, column (d) 2 0.224830

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the
number of years the foundation has been in existence if less than 5 years 3 0.044966

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. 4 267,627.

5 Multiply line 4 by line 3 5 12,034.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 158.

7 Add lines 5 and 6. 7 12,192.

8 Enter qualifying distributions from Part XII, line 4 8 20,197.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	158.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	158.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	158.
6 Credits/Payments			
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a		
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7		
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		158.
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)?		X
If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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
4 a 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, column (c), and Part XIV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) IL - Illinois		
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 N/A				
14	The books are in care of Judith G. Stephens Telephone no (217) 787-0786			
Located at 6 Sunset Lane Springfield IL ZIP + 4 62704				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			
and enter the amount of tax-exempt interest received or accrued during the year 15				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
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
1 a 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)?	1 b	
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1 c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No
If 'Yes,' list the years 20 __, 20 __, 20 __, 20 __		
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.)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
20 __, 20 __, 20 __, 20 __		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5 a** 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)?**5 b**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)

6 a 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?**6 b**

If 'Yes' to 6b, file Form 8870

7 a 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?**7 b****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
Judith G. Stephens 6 Sunset Lane Springfield IL 62704	President 0.25	0.	0.	0.
Harvey B. Stephens 6 Sunset Lane Springfield IL 62704	Secretary 0.25	0.	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				

Total number of other employees paid over \$50,000

None

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
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	
	0.
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	
	0.
2	
All other program-related investments. See instructions.	
3 None	
	0.
Total. Add lines 1 through 3	None

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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	1 a	265,233.
b	Average of monthly cash balances	1 b	6,470.
c	Fair market value of all other assets (see instructions)	1 c	
d	Total (add lines 1a, b, and c)	1 d	271,703.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	271,703.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	4,076.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	267,627.
6	Minimum investment return. Enter 5% of line 5	6	13,381.

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	13,381.
2a	Tax on investment income for 2013 from Part VI, line 5	2 a	158.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2 b	
c	Add lines 2a and 2b	2 c	158.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,223.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	13,223.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,223.

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	1 a	20,197.
b	Program-related investments — total from Part IX-B	1 b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	20,197.
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	158.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	20,039.

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				13,223.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			6,878.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008 0.				
b From 2009 0.				
c From 2010 0.				
d From 2011 5,910.				
e From 2012 6,745.				
f Total of lines 3a through e	12,655.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 20,197.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2013 distributable amount				12,655.
e Remaining amount distributed out of corpus	7,542.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	12,655.			
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,542.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
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				
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			6,878.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				568.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	7,542.			
10 Analysis of line 9.				
a Excess from 2009 0.				
b Excess from 2010 0.				
c Excess from 2011 0.				
d Excess from 2012 0.				
e Excess from 2013 7,542.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or

☐ 4942(j)(5)

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

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).)

None

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

None

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

Check here ☒ 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 of the person to whom applications should be addressed

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Lincoln Land Community College Foundation 5250 Sheperd Road Springfield IL 62794		501 (C) (3)	Scholarships	5,000.
Springfield High School 101 South Lewis Street Springfield IL 62704		501 (C) (3)	Athletic field	10,000.
Francis Quimet Scholarship Fund 300 Arnold Palmer Boulevard Norton MA 02766		501 (c) (3)	Scholarships	5,000.
Total			3 a	20,000.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies . . .					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	4,038.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory . . .			18	12,801.	
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)				16,839.	
13 Total. Add line 12, columns (b), (d), and (e)					16,839.

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

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

[illegible]

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
intuit	program	44.			
Total		<u>44.</u>			

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	custodian	80.			
Total		<u>80.</u>			

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Merrill Lynch #441-74C35 per attached statement	204,120.	261,762.
Total	<u>204,120.</u>	<u>261,762.</u>

EMASM Fiscal Statement

THE LYCEUM FOUNDATION
C/O JUDITH G STEPHENS
6 SUNSET LN
SPRINGFIELD IL 62704-3331

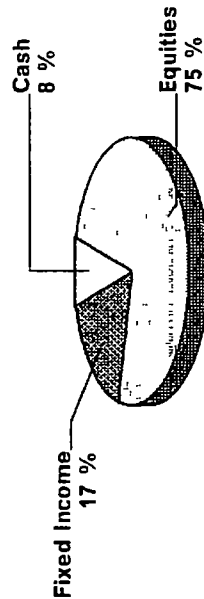
YOUR FINANCIAL ADVISOR:
DANIEL J DONDANVILLE
FA # 6009
(217) 525-4204

Office Serving Your Account:
611 EAST MONROE
SPRINGFIELD IL 62701

For Client Service Questions Call:
1-800-MERRILL (1-800-637-7455)

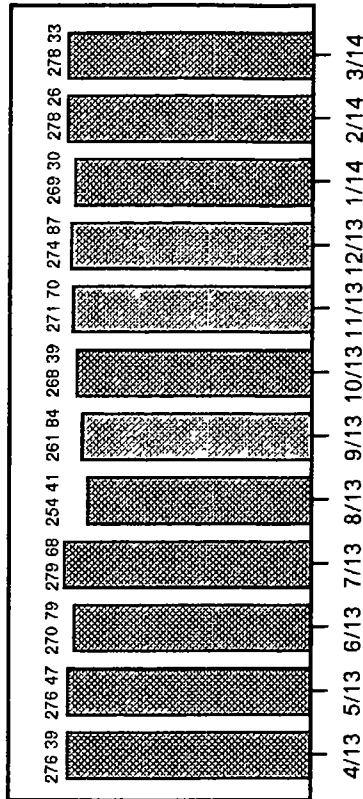
Account Value as of March 31, 2014
\$278,327.39

Asset Allocation Summary



* May not reflect all holdings

Total Value Comparison (in \$ Thousands)



Realized Capital Gain and Loss Summary*

	Current Fiscal Year (03/14)	Prior Fiscal Year (03/13)
Short Term	0.00	0.00
Long Term	(332.68)	(1,219.33)

* - Excludes transactions for which we have insufficient data

Unrealized Capital Gain and Loss Summary*

	Current Fiscal Year (03/14)	Prior Fiscal Year (03/13)
Short Term	0.00	1,497.12
Long Term	57,307.14	45,765.58

* - Excludes transactions for which we have insufficient data

PLEASE SEE REVERSE SIDE

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Statement Period Year Ending 03/31/14
Account No 441-02308

[x] 99999999



EMASM Fiscal Statement

Total Account Value As Of 03/31/14

\$278,327.39

Your Financial Advisor:
DANIEL J DONDANVILLE
 FA # 6009
 (217) 525-4204

Your Merrill Lynch Office:
611 EAST MONROE
SPRINGFIELD IL 62701

1-800-MERRILL (1-800-637-7455)

THE LYCEUM FOUNDATION
 C/O JUDITH G STEPHENS
 6 SUNSET LN
 SPRINGFIELD IL 62704-3331

FOR CUSTOMER SERVICE QUESTIONS:

ACTIVITY SUMMARY

ANNUAL PORTFOLIO SUMMARY

	Fiscal Year Value 03/14	Fiscal Year Value 03/31/14	Current Portfolio Cost Basis	Unrealized Gains/(Losses)
Credits				
Sales	17,000.00	16,565.07	0.00	0.00
Income	17,171.95	0.00	0.00	0.00
Funds Received	0.00	0.00	0.00	0.00
Electronic Trfs	0.00	0.00	0.00	0.00
Other Credits	0.00	0.00	0.00	0.00
Total Credits	34,171.95	261,762.32	204,119.88	57,307.14
Debits				
Purchases	0.00	0.00	0.00	0.00
Withdrawals	20,073.00	0.00	0.00	0.00
Electronic Trfs	0.00	0.00	0.00	0.00
Fees	80.00	0.00	0.00	0.00
Checks	0.00	0.00	0.00	0.00
Visa Transactions	0.00	0.00	0.00	0.00
Interest Charged	0.00	0.00	0.00	0.00
Other Debits	0.00	0.00	0.00	0.00
Total Debits	20,153.00	278,327.39	220,684.95	57,307.14
Net Activity	14,018.95			

PLEASE NOTE:

INCOME SUMMARY

	Current Year (03/14)
Interest	1.15
Dividends	17,170.80
Total	17,171.95
Accrued Interest Earned	0.00
Accrued Interest Paid	0.00

This fiscal year end statement is for information purposes and should be used in conjunction with your monthly statements. This statement does not reflect any pending trades or dividend reclassifications. Please consult your tax advisor regarding any tax planning and reporting requirements.

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 Statement Period
 Year Ending 03/31/14
 Account No 441-02308

EMA Fiscal Statement

THE LYCEUM FOUNDATION

MONTHLY ACTIVITY SUMMARY

	4 /13	5 /13	6 /13	7 /13	8 /13	9 /13
credits						
Sales	0.00	0.00	0.00	0.00	17,000.00	0.00
Income	0.05	0.04	671.23	268.90	0.04	565.56
Funds Received	0.00	0.00	0.00	0.00	0.00	0.00
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00
Other Credits	0.00	0.00	0.00	0.00	0.00	0.00
Total Credits	0.05	0.04	671.23	268.90	17,000.04	565.56
debits						
Purchases	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	73.00	0.00	0.00	20,000.00	0.00
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00
Fees	0.00	0.00	80.00	0.00	0.00	0.00
Checks	0.00	0.00	0.00	0.00	0.00	0.00
Visa Transactions	0.00	0.00	0.00	0.00	0.00	0.00
Interest Charged	0.00	0.00	0.00	0.00	0.00	0.00
Other Debits	0.00	0.00	0.00	0.00	0.00	0.00
Total Debits	0.00	73.00	80.00	0.00	20,000.00	0.00
Net Activity	0.05	(72.96)	591.23	268.90	(2,999.96)	565.56
	10/13	11/13	12/13	1 /14	2 /14	3 /14
						TOTAL

credits						
Sales	0.00	0.00	0.00	0.00	0.00	0.00
Income	0.02	0.01	14,407.12	345.07	0.24	913.67
Funds Received	0.00	0.00	0.00	0.00	0.00	0.00
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00
Other Credits	0.00	0.00	0.00	0.00	0.00	0.00
Total Credits	0.02	0.01	14,407.12	345.07	0.24	913.67
debits						
Purchases	0.00	0.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	0.00	0.00	0.00	0.00	0.00
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00
Fees	0.00	0.00	0.00	0.00	0.00	0.00
Checks	0.00	0.00	0.00	0.00	0.00	0.00
Visa Transactions	0.00	0.00	0.00	0.00	0.00	0.00
Interest Charged	0.00	0.00	0.00	0.00	0.00	0.00
Other Debits	0.00	0.00	0.00	0.00	0.00	0.00
Total Debits	0.00	0.00	0.00	0.00	0.00	0.00
Net Activity	0.02	0.01	14,407.12	345.07	0.24	913.67
						14,018.95

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Statement Period Year Ending 03/31/14
Account No 441-02308



EMASM Fiscal Statement

THE LYCEUM FOUNDATION

MONTHLY PORTFOLIO SUMMARY

	4 /13	5 /13	6 /13	7 /13	8 /13	9 /13
Cash/Money Accounts	2,546 17	2,473 21	3 064 44	3 333 34	333 38	898 94
CD's/Equivalents	0 00	0 00	0 00	0 00	0 00	0 00
Government Securities	0 00	0 00	0 00	0 00	0 00	0 00
Corporate Bonds	0 00	0 00	0 00	0 00	0 00	0 00
Municipal Bonds	0 00	0 00	0 00	0 00	0 00	0 00
Equities	0 00	0 00	0 00	0 00	0 00	0 00
Mut Funds/CEF/UIT	273,844 36	273,996 14	267,721 73	276,345 92	254 073 11	260,938 92
Options	0 00	0 00	0 00	0 00	0 00	0 00
Other	0 00	0 00	0 00	0 00	0 00	0 00
Long Market Value	276,390 53	276,469 35	270,786 17	279,679 26	254,406 49	261,837 86
Short Market Value	0 00	0 00	0 00	0 00	0 00	0 00
Debit Balance	0 00	0 00	0 00	0 00	0 00	0 00
Estimated Accrued Interest	0 00	0 00	0 00	0 00	0 00	0 00
Net Portfolio Value	276,390 53	276,469 35	270,786 17	279,679 26	254,406 49	261,837 86

	10/13	11/13	12/13	1 /14	2 /14	3 /14
Cash/Money Accounts	898 96	898 97	15,306 09	15 651 16	15,651 40	16,565 07
CD's/Equivalents	0 00	0 00	0 00	0 00	0 00	0 00
Government Securities	0 00	0 00	0 00	0 00	0 00	0 00
Corporate Bonds	0 00	0 00	0 00	0 00	0 00	0 00
Municipal Bonds	0 00	0 00	0 00	0 00	0 00	0 00
Equities	0 00	0 00	0 00	0 00	0 00	0 00
Mut Funds/CEF/UIT	267,494 76	270 798 57	259,564 61	253,650 65	262 604 14	261,762 32
Options	0 00	0 00	0 00	0 00	0 00	0 00
Other	0 00	0 00	0 00	0 00	0 00	0 00
Long Market Value	268,393 72	271,697 54	274,870 70	269,301 81	278,255 54	278,327 39
Short Market Value	0 00	0 00	0 00	0 00	0 00	0 00
Debit Balance	0 00	0 00	0 00	0 00	0 00	0 00
Estimated Accrued Interest	0 00	0 00	0 00	0 00	0 00	0 00
Net Portfolio Value	268,393 72	271,697 54	274,870 70	269,301 81	278,255 54	278,327 39

EMASM Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
Security Transactions						
08/20/13	Sale	-1,663	PIMCO ALL ASSET ALL AUTHORITY FUND CL C FRAC SHR QUANTITY 405	10.22		17,000.00CR
			Net Total			17,000.00
Dividends and Interest						
06/18/13	Dividend		AMERICAN CAPITAL INCOME			334.68
09/24/13	Dividend		AMERICAN CAPITAL INCOME			329.87
12/23/13	Dividend		AMERICAN CAPITAL INCOME			340.09
03/18/14	Dividend		AMERICAN CAPITAL INCOME			615.38
			Sub Total		1,620.02	
06/21/13	Dividend		INVESCO EQUITY AND			175.77
09/20/13	Dividend		INVESCO EQUITY AND			170.24
12/16/13	Dividend		INVESCO EQUITY AND			336.32
12/16/13	Lg Tm Cap Gain		INVESCO EQUITY AND			4,053.16
03/21/14	Dividend		INVESCO EQUITY AND			168.16
			Sub Total		4,903.65	
06/21/13	Dividend		PIMCO ALL ASSET ALL			160.74
09/20/13	Dividend		PIMCO ALL ASSET ALL			65.44
01/03/14	Dividend		PIMCO ALL ASSET ALL			344.80
03/21/14	Dividend		PIMCO ALL ASSET ALL			42.23
			Sub Total		613.21	
04/30/13	Bank Interest		BANK DEPOSIT INTEREST			0.05
07/31/13	Bank Interest		BANK DEPOSIT INTEREST			0.06
08/30/13	Bank Interest		BANK DEPOSIT INTEREST			0.04
09/30/13	Bank Interest		BANK DEPOSIT INTEREST			0.01
10/31/13	Bank Interest		BANK DEPOSIT INTEREST			0.02
11/29/13	Bank Interest		BANK DEPOSIT INTEREST			0.01
12/31/13	Bank Interest		BANK DEPOSIT INTEREST			0.10

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Statement Period
Year Ending 03/31/14

Account No. 441-02308



EMASM Fiscal Statement

THE LYCEUM FOUNDATION

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
Dividends and Interest						
01/31/14	Bank Interest		BANK DEPOSIT INTEREST			0 27
02/28/14	Bank Interest		BANK DEPOSIT INTEREST			0 24
03/31/14	Bank Interest		BANK DEPOSIT INTEREST			0 27
	Sub Total					1.07
05/31/13	Bank Interest		BANK DEPOSIT INTEREST			0 04
06/28/13	Bank Interest		BANK DEPOSIT INTEREST			0 04
	Sub Total					08
07/22/13	Dividend		BLACKROCK GLOBAL			268 84
12/19/13	Dividend		BLACKROCK GLOBAL			212 02
12/19/13	Lg Tm Cap Gain		BLACKROCK GLOBAL			2,910 44
12/19/13	Sh Tm Cap Gain		BLACKROCK GLOBAL			1,036 60
	Sub Total					4,427.90
12/20/13	Dividend		CALAMOS GROWTH			385 75
12/20/13	Lg Tm Cap Gain		CALAMOS GROWTH			5,132 64
03/21/14	Dividend		CALAMOS GROWTH			87 63
	Sub Total					5,606 02
	Net Total					17,171 95
Funds Received/Withdrawals						
05/13/13	Withdrawal		CK C 00441-10599		15 00	
05/13/13	Withdrawal		CK C 00441-10598		58 00	
08/20/13	Withdrawal		CK C 00441-10897		5,000 00	
08/20/13	Withdrawal		CK C 00441-10898		5,000 00	
08/20/13	Withdrawal		CK C 00441-10899		10 000 00	
	Net Total					20,073.00

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Statement Period Year Ending 03/31/14
Account No 441-02308

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X



Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 03/31/14	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
Cash and Money Funds							
	CASH		1.07				
16,564	ML BANK DEPOSIT PROGRAM	05/15/12	16,564.00	16,564.00			3.31
	Total Cash and Money Funds		16,565.07	16,565.07			3.31

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 03/31/14	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
685	AMERICAN CAPITAL INCOME BUILDER FD CL F1 8100 Fractional Share	01/17/07	41,584.88	40,257.45	(1,327.43)	1,337.00
		01/17/07	49.18	47.60	(1.58)	2.00
6,920	INVESCO EQUITY AND INCOME FUND C 1990 Fractional Share	10/17/00	56,582.76	74,113.20	17,530.44	845.00
		06/18/10	1.53	2.13	0.60	1.00
1,215	PIMCO ALL ASSET ALL AUTHORITY FUND CL C 6740 Fractional Share	05/09/12	12,660.30	12,235.05	(425.25)	520.00
		05/09/12	7.02	6.79	(0.23)	1.00
4,095	BLACKROCK GLOBAL ALLOCATION FD INC C 1750 Fractional Share	10/17/00	54,732.58	81,244.80	26,512.22	537.00
		06/18/10	2.88	3.47	0.59	1.00

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EMASM Fiscal Statement

THE LYCEUM FOUNDATION
INC.

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 03/31/14	Unrealized Gain or (Loss)	Est Annual Income
Mutual Funds/Closed End Funds/UIT						
1,596	CALAMOS GROWTH AND INCOME FD CL C	05/06/02	38,496 53	53,513 88	15,017 35	470 00
10	CALAMOS GROWTH AND INCOME FD CL C 0790 Fractional Share	05/07/12 06/18/10	2 22	335 30 2 65	0 43	3 00 1 00
Total Mutual Funds/Closed End Funds/UIT			204,119.88	261,762.32	57,307.14	3,718.00

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Statement Period Year Ending 03/31/14
Account No 441-02308



Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
------	-------------	----------	-------------	-------	-------	--------

Fees

06/05/13			EMA ANNUAL FEE		80.00 ✓	
			Net Total		<u>80.00</u>	

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
0.0790	PIMCO ALL ASST ALL ATH C	05/09/12	08/15/13	0.80	0.82	(0.02) LT
1.663 0000	PIMCO ALL ASST ALL ATH C	05/09/12	08/15/13	16,995.86	17,328.46	(332.60) LT
0.3260	PIMCO ALL ASSET ALL	05/09/12	08/15/13	3.33	3.39	(0.06) LT

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Statement Period Year Ending 03/31/14
Account No 441-02308





Fiscal Statement

THE LYCEUM FOUNDATION

Customer Service

Please promptly report any inaccuracy, discrepancy, and/or concern by calling Wealth Management Client Support at (800-MERRILL) within ten (10) business days after delivery of or communication of the account statement. You should re-confirm any oral communications in writing to protect your rights.

About Us

You may review our financial statement at our offices: Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S), One Bryant Park, New York, New York 10036. If you request a copy of our financial statement, we will mail it to you.

We are associated with a NYSE Designated Market Maker (DMM) that may make a market in the security(ies) held in your account. At any time, the DMM may have a "long" or "short" inventory position in such security(ies) and may be on the opposite side of transactions in the security(ies) executed on the floor of the NYSE. We also act as a market maker, dealer, block positioner or arbitrageur in certain securities. These activities may put us or one of our affiliates on the opposite side of transactions we execute for you and potentially result in trading profits for us or our affiliates.

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and other commercial banking activities are performed globally by banking affiliates of BAC, including Bank of America, N.A., member Federal Deposit Insurance Corporation (FDIC). Securities, strategic advisory, and other investment banking activities are performed globally by investment banking affiliates of BAC ("Investment Banking Affiliates"), including, in the United States, Banc of America Securities LLC and MLPF&S, which are both registered broker-dealers and members of Financial Industry Regulatory Authority (FINRA) and Securities Investor Protection Corporation (SIPC), and, in other jurisdictions, locally registered entities.

Investment products offered by Investment Banking Affiliates, including MLPF&S, ARE NOT FDIC INSURED, ARE NOT BANK GUARANTEED AND MAY LOSE VALUE.

Additional Information

We will route your equity and option orders to market centers consistent with our duty of best execution.

Except for certain custodial accounts, we hold bonds and preferred stocks in bulk segregation. If there is a partial call for those securities, securities will be randomly selected from those held in bulk. The probability of your holdings being selected is proportional to the total number of customer holdings of that particular security that we hold.

This statement serves as a confirmation of certain transactions during the period permitted to be reported periodically. Additional information is available upon written request.

In accordance with applicable law, rules and regulations, your free credit balance is not segregated and we use these funds in our business. You have the right to receive, in the normal course of business, any free credit balance and any fully paid securities to which you are entitled, subject to any obligations you owe in any of your accounts.

You will have the right to vote full shares and we may solicit voting instructions concerning these full shares in your account. Voting shares in your account will be governed by the then current rules and policies of FINRA and the Securities Exchange Commission or other applicable exchanges or regulatory bodies.

All transactions are subject to the constitution, rules, regulations, customs, usages, rulings and interpretations of the exchange or market, and its clearinghouse, if any, where the transactions are executed, and if not executed on any exchange, FINRA. You may obtain an investor

brochure that includes information describing the FINRA Regulation Public Disclosure Program ("Program"). To obtain a brochure or more information about the Program or your broker, contact the FINRA Regulation Public Disclosure Program Hotline at (800)289-9999 or access the FINRA website at www.finra.org.

We receive a fee from ISA® banks of up to 2% per annum of the average daily balances. We receive a fee from our affiliated banks of up to \$30 per annum for each retirement account and \$65 per annum for each non-retirement account that sweeps balances to the banks under the RASPTM and ML bank deposit programs. We receive a fee from Bank of America, N.A., of up to 0.25% per annum of the average daily Preferred Deposit® and Preferred Deposit for Business® balances.

Options Customers

For all customers, including those who own options, please promptly advise us of any material change in your investment objectives or financial condition. Individual options commission charges have been included in your confirmation. You may request a summary of this information.

Margin Customers

If this statement is for a margin account, it is a combined statement of your margin account and special memorandum account maintained for you pursuant to applicable regulations. The permanent record of the separate account, as required by Regulation T, is available for your inspection upon request. You should retain this statement for use with your next statement to calculate interest charges, if any, for the period covered by this statement. The interest charge period will parallel the statement period, except that interest due for final day of the statement period will be carried over and appear on your next statement.

Protection for your Account

The Securities Investor Protection Corporation (SIPC) and our excess-SIPC insurance do not cover assets that are not securities as defined by SIPC, or assets that are not held at MLPF&S, such as cash on deposit at FIA Card Services, N.A. and Bank of America California, N.A. (Merrill Lynch Affiliated Banks), Bank of America, N.A. (BANA) or other depository institutions. Those bank deposits are protected by the FDIC. MLPF&S is not a bank. Unless otherwise disclosed, INVESTMENTS THROUGH MLPF&S ARE NOT FDIC INSURED. ARE NOT BANK GUARANTEED AND MAY LOSE VALUE. To obtain information about SIPC, including the SIPC Brochure, contact SIPC at <http://www.sipc.org> or (202)371-8300.

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Statement Period

Year Ending 03/31/14

Account No

441-02308

EMASM Fiscal Statement

THE LYCEUM FOUNDATION

Fixed Income Securities

Values on your statement generally are based on estimates obtained from various sources. These values assume standard market conditions, are not firm bids or offers and may vary from prices achieved in actual transactions, especially for thinly traded securities. These values are generally for transactions of \$1 million or more, which often reflect more favorable pricing than transactions in smaller amounts. You may pay more than these values if you purchase smaller amounts of securities, or receive less if you sell smaller amounts of securities.

Prices and Valuations

While we believe our pricing information to be reliable, we cannot guarantee its accuracy. Pricing information provided for certain thinly traded securities may be stale.

Cost Data/Realized Capital Gains & Losses

Cost Data and Realized Capital Gains/Losses are provided in this statement for informational purposes only. Please review for accuracy. Merrill Lynch is not responsible for omitted or restated data. Please consult your tax advisor to determine the tax consequences of your securities transactions. Your statement is not an official accounting of gains/losses. Please refer to your records, trade confirmations and your Consolidated Tax Reporting Statement (Form 1099).

Insurance Policies and Annuity Contracts

Information is based on data from the issuing insurer. We are not responsible for the calculation of policy/contract values. Insurance policies and annuity contracts are generally not held in your MLP&S account. If we, as custodian or trustee, hold an annuity contract that is a security, SIPC protection and excess-SIPC protection apply.

Estimated Annual Income and Current Yield

Estimated Annual Income and Current Yield for certain types of securities could include a return of principal or capital gains in which case the Estimated Annual Income and Current Yield would be overstated. Estimated Annual Income and Current Yield are estimates and the actual income and yield might be lower or higher than the estimated amounts. Current Yield is based upon Estimated Annual Income and the current price of the security and will fluctuate.

Symbols and Abbreviations

□	Interest reported to the IRS
■	Gross Proceeds reported to the IRS
*	Dividends reported to the IRS
	Transactions reported to the IRS
OCC	Options Clearing Corporation
#	Transaction you requested same day payment. Prior day's dividend retained to offset cost of advancing payment on your behalf.
N/A	Price, value and/or cost data not available
N/C	Not-Calculated
N/N	Non-negotiable securities
N/O	Securities registered in your name
N/O CUST	Non-negotiable securities registered in the name of the custodian
↑↓	Indicates that BofA Merrill Lynch Research has upgraded (↑) or downgraded (↓) its fundamental equity opinion on a security

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Statement Period 03/31/14

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