Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 04/01 , 2013, and ending 03/31, 2014

Name of foundation: LIZANELL AND COLBERT COLDWELL FDN P64133005

A Employer identification number: 74-2576133

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,139,361.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	159,212.	158,499.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	293,625.			
	b Gross sales price for all assets on line 6a 2,262,667.				
	7 Capital gain net income (from Part IV, line 2)		293,625.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	841.			STMT 1
	12 **Total.** Add lines 1 through 11	453,678.	452,124.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	48,118.	36,089.		12,030.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	1,925.	925.		
	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	50,043.	37,014.	NONE	12,030.
	25 Contributions, gifts, grants paid	219,500.			219,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	269,543.	37,014.	NONE	231,530.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	184,135.			
	b **Net investment income** (if negative, enter -0-)		415,110.		
	c **Adjusted net income** (if negative, enter -0-)				

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

3E1410 1 000

AE0594 501G 12/22/2014 16:19:14 P64133005 6

19

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	5,127.	2,149.	2,149.
2	Savings and temporary cash investments	78,423.	73,480.	73,480.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	1,830,954.	2,215,735.	2,560,537.
c	Investments - corporate bonds (attach schedule)	1,374,224.	1,043,347.	1,082,369.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	1,191,520.	1,332,956.	1,420,826.
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)	4,480,248.	4,667,667.	5,139,361.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE	
	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. ▶ [X]			
27	Capital stock, trust principal, or current funds	4,480,248.	4,667,667.	
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)	4,480,248.	4,667,667.	
31	Total liabilities and net assets/fund balances (see instructions)	4,480,248.	4,667,667.	

Lines 1–16: Assets; lines 17–23: Liabilities; lines 24–31: Net Assets or Fund Balances

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	4,480,248.
2	Enter amount from Part I, line 27a	2	184,135.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	3,284.
4	Add lines 1, 2, and 3	4	4,667,667.
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	4,667,667.

74-2576133

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	2,262,667.		1,969,035.	293,632.
b				
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				293,632.
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** 293,632.

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	244,433.	4,789,915.	0.051031
2011	238,587.	4,761,323.	0.050109
2010	200,139.	4,728,936.	0.042322
2009	246,256.	4,520,606.	0.054474
2008	266,709.	4,844,218.	0.055057

2	**Total** of line 1, column (d)	2	0.252993
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	0.050599
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,015,078.
5	Multiply line 4 by line 3	5	253,758.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,151.
7	Add lines 5 and 6	7	257,909.
8	Enter qualifying distributions from Part XII, line 4	8	231,530.

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	8,302.
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	8,302.
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	8,302.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 1,420.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,420.
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	6,882.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax ▶** NONE **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157 Located at ▶ 10 S DEARBORN IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

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

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		**5b**	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**	X (No)
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	CORP-TRUSTEE 5	48,118	-0-	-0-
COLBERT COLDWELL C/O JPMORGAN SRVCS. INC., NEWARK, DE 19714	CO-TRUSTEE 5	-0-	-0-	-0-
DR. ANNETTE HOY, MD C/O JPMORGAN SRVCS INC , NEWARK, DE 19714	CO-TRUSTEE 5	-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		NONE	NONE	NONE

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

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,792,418.
b	Average of monthly cash balances	1b	299,032.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,091,450.
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	5,091,450.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	76,372.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,015,078.
6	**Minimum investment return.** Enter 5% of line 5	6	250,754.

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	250,754.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	8,302.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	8,302.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	242,452.
4	Recoveries of amounts treated as qualifying distributions			4	2,284.
5	Add lines 3 and 4			5	244,736.
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	244,736.

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	231,530.
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	231,530.
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	231,530.

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				244,736.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			219,098.	
b Total for prior years 20 11 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2013				
a From 2008 NONE				
b From 2009 NONE				
c From 2010 NONE				
d From 2011 NONE				
e From 2012 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 231,530.				
a Applied to 2012, but not more than line 2a			219,098.	
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				12,432.
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				232,304.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2009 NONE				
b Excess from 2010 NONE				
c Excess from 2011 NONE				
d Excess from 2012 NONE				
e Excess from 2013 NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 4

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
LIMBS INTERNATIONAL INC 500 W OVERLAND AVE STE 230 EL PASO TX 79901	NONE	PUBLIC CHA	GENERAL	5,000.
The University of Texas at El Paso 500 W. UNIVERSITY AVE. El Paso TX 79968-0524	NONE	PUBLIC CHA	GENERAL	80,000.
University Medical Center Foundation 1400 HARDAWAY, SUITE 220 El Paso TX 79903	NONE	PUBLIC CHA	GENERAL	31,000.
CHILDRENS GRIEF CENTER OF EL PASO 11625 PELLICANO STE. B EL PASO TX 79936	NONE	PUBLIC CHA	GENERAL	3,500.
SOUTHWESTERN MEDICAL FOUNDATION 400 W MAGNOLIA FORT WORTH TX 76104	NONE	PUBLIC CHA	GENERAL	10,000.
Texas Tech University P. O. BOX 41102 Lubbock TX 79409	NONE	PUBLIC CHA	GENERAL	90,000.
Total . . . . . . ▶ 3a				219,500.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) 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	159,212.	
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	293,625.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b 2012 TAX REFUND			14	3,171.	
c DEFERRED INCOME			14	-2,330.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				453,678.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 453,678.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 12/22/2014 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	12/22/2014		P01256399

Firm's name ▶ DELOITTE TAX LLP Firm's EIN ▶ 86-1065772

Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114 Phone no 216-589-1300

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2012 TAX REFUND		3,171.
DEFERRED INCOME		-2,330.
	TOTALS	841.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX PAID	1,000.	
FOREIGN TAX WITHHELD	925.	925.
TOTALS	1,925.	925.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
RECOVERY OF QUALIFYING DISTRIBUTIONS	2,284.
COST BASIS ADJUSTMENT	1,000.
TOTAL	3,284.

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

RECIPIENT NAME:
LARRY BOTHE, JPMORGAN CHASE BANK
ADDRESS:
420 THROCKMORTON, FLOOR 3
FORT WORTH, TX 76102
RECIPIENT'S PHONE NUMBER: 817-884-4022
FORM, INFORMATION AND MATERIALS:
N/A
SUBMISSION DEADLINES:
N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
N/A

Account Summary

PRINCIPAL

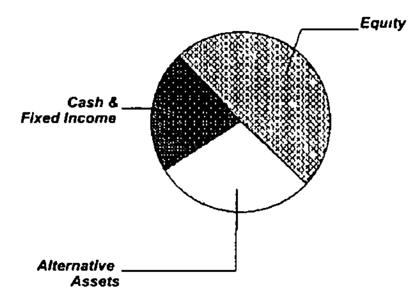
Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,107,534 79	2,560,536 71	453,001 92	32,391 15	49%
Alternative Assets	1,468,105 38	1,420,826 27	(47,279 11)	410 46	29%
Cash & Fixed Income	1,678,718 62	1,155,849 16	(522,869 46)	27,373 08	22%
Market Value	**$5,254,358.79**	**$5,137,212.14**	**($117,146.65)**	**$60,174.69**	**100%**

INCOME

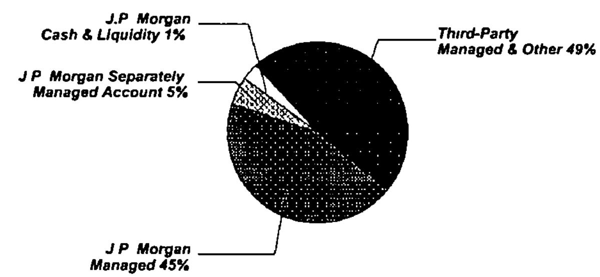
Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	175 39	2,149 31	1,973 92
Accruals	1,901 67	1,193 47	(708 20)
Market Value	**$2,077.06**	**$3,342.78**	**$1,265.72**

* - **J.P. Morgan Managed** includes (to the extent permitted under applicable law) mutual funds, other registered funds and hedge funds managed by J P Morgan and structured products issued by J P Morgan **J P. Morgan Separately Managed Account** includes fixed income, equity, and alternative separately managed accounts managed by J P Morgan **J.P. Morgan Cash & Liquidity Funds** includes cash, J P Morgan deposit sweeps and J P Morgan money market mutual funds **Third-Party Managed & Other** includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J P Morgan, structured products and exchange traded notes issued by parties other than J P Morgan, and other investments not managed or issued by J P Morgan See important information about investment principles and conflicts in the disclosures section

Asset Allocation



Manager Allocation *



Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**5,254,358.79**	**4,881,521.06**	**175.39**	**5,126.71**
Additions		52,128 27	216,380 63	216,380 63
Withdrawals & Fees	(216,722 77)	(234,984 09)	(225,300 94)	(296,692 95)
Net Additions/Withdrawals	**($216,722.77)**	**($182,855.82)**	**($8,920.31)**	**($80,312.32)**
Income	80,492 30	81,103 97	10,894 22	77,334 91
Change In Investment Value	19,083 82	357,442 93	0 01	0 01
Ending Market Value	**$5,137,212.14**	**$5,137,212.14**	**$2,149.31**	**$2,149 31**
Accruals	--	--	1,193 47	1,193 47
Market Value with Accruals	**--**	**--**	**$3,342.78**	**$3,342.78**

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	10,779 54	76,877 52
Foreign Dividends	82 53	366 38
Interest Income	32 15	91 01
Original Issue Discount	32 59	644 26
Taxable Income	**$10,926.81**	**$77,979.17**
Partnership/Alt Asset Distributions	80,459 71	80,459 71
Other Income & Receipts	**$80,459.71**	**$80,459.71**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		38,998 29
ST Realized Gain/Loss	5,871 83	(6,815.54)
LT Realized Gain/Loss	115,338 25	261,249 10
Realized Gain/Loss	**$121,210.08**	**$293,431.85**

	To-Date Value
Unrealized Gain/Loss	**$391,202.88**

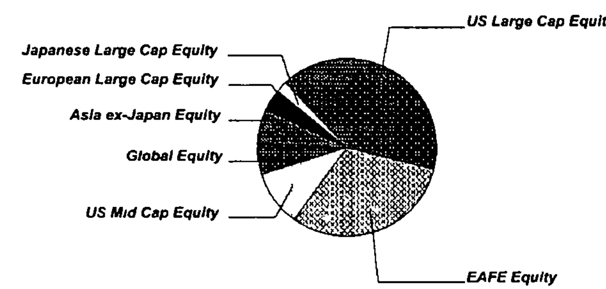
Account Summary CONTINUED

Cost Summary	Cost
Equity	2,215,734 78
Cash & Fixed Income	1,116,827 12
Total	**$3,332,561.90**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	781,967 05	1,014,309 24	232,342 19	20%
US Mid Cap Equity	241,874 35	268,223 29	26,348 94	5%
EAFE Equity	626,457 83	794,462 11	168,004 28	15%
European Large Cap Equity	113,786 20	106,110 00	(7,676 20)	2%
Japanese Large Cap Equity	0 00	52,500 50	52,500 50	1%
Asia ex-Japan Equity	160,513 18	164,370 12	3,856 94	3%
Emerging Market Equity	105,279 38	0 00	(105,279 38)	
Global Equity	77,656 80	160,561 45	82,904 65	3%
Total Value	**$2,107,534.79**	**$2,560,536.71**	**$453,001.92**	**49%**

Asset Categories



Equity as a percentage of your portfolio - 49 %

Market Value/Cost	Current Period Value
Market Value	2,560,536 71
Tax Cost	2,215,734 78
Unrealized Gain/Loss	344,801 93
Estimated Annual Income	32,391 15
Accrued Dividends	212 61
Yield	1 26 %

Note P indicates position adjusted for Pending Trade Activity

Equity Detail

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
	US Large Cap Equity							
	ACCENTURE PLC-CL A G1151C-10-1 ACN	79 72	12 000	956 64	1,004 93	(48 29)	22 32	2 33%
	ACE LTD NEW H0023R-10-5 ACE	99 06	38 000	3,764 28	2,256 26	1,508 02	95 76 20 35	2 54%
	ADOBE SYSTEMS INC 00724F-10-1 ADBE	65 74	33 000	2,169 42	1,171 88	997 54		
P	**ALEXION PHARMACEUTICALS INC** 015351-10-9 ALXN	152 13	9 000	1,369 17	895 30	473 87		
	ALLERGAN INC 018490-10-2 AGN	124 10	15 000	1,861 50	1,295 82	565 68	3 00	0 16%
	ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	272.45	5 000	1,362 25	882 93	479 32		
	AMAZON COM INC 023135-10-6 AMZN	336 37	8 000	2,690 92	1,588 26	1,102 66		
	ANADARKO PETROLEUM CORP 032511-10-7 APC	84 76	33 000	2,797 08	2,480 91	316 17	23 76	0 85%
	APPLE INC. 037833-10-0 AAPL	536 74	15 000	8,051 10	1,038 40	7,012 70	183 00	2 27%
	AUTOZONE INC 053332-10-2 AZO	537 10	4 000	2,148 40	1,231 15	917 25		
	AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	64 41	78 000	5,023 98	2,644 43	2,379 55	84 24	1 68%

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
	US Large Cap Equity							
	BANK OF AMERICA CORP 060505-10-4 BAC	17 20	356 000	6,123 20	4,605 64	1,517 56	14 24	0 23%
	BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	21 80	2,434 550	53,073 19	40,024 00	13,049 19	250 75	0 47%
P	**BIOGEN IDEC INC** 09062X-10-3 BIIB	305 87	10 000	3,058 70	549 29	2,509 41		
	BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	51 95	99 000	5,143 05	4,052 72	1,090 33	142 56	2 77%
	CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	77 16	31 000	2,391 96	1,673 21	718 75	37.20	1 56%
	CBS CORP CLASS B W/I 124857-20-2 CBS	61 80	33 000	2,039 40	1,740 52	298 88	15 84 / 3 96	0 78%
P	**CELGENE CORPORATION** 151020-10-4 CELG	139 60	15 000	2,094 00	636 73	1,457 27		
	CERNER CORP 156782-10-4 CERN	56 25	27 000	1,518 75	1,187 25	331 50		
	CHENIERE ENERGY INC 16411R-20-8 LNG	55 35	27 000	1,494 45	423 48	1,070 97		
	CISCO SYSTEMS INC 17275R-10-2 CSCO	22 42	134 000	3,003 61	2,088 41	915 20	101 84	3 39%
	CITIGROUP INC NEW 172967-42-4 C	47 60	97 000	4,617 20	3,589 06	1,028 14	3 88	0 08%
	COLGATE PALMOLIVE CO 194162-10-3 CL	64 87	34 000	2,205 58	2,098 92	106 66	48 96	2 22%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
COMCAST CORP CL A 20030N-10-1 CMCS A	50 04	104 000	5,204 16	2,446 68	2,757 48	93.60 23 40	1 80%
CONSTELLATION BRANDS INC A 21036P-10-8 STZ	84 97	19 000	1,614 43	1,578 76	35 67		
COSTCO WHOLESALE CORP 22160K-10-5 COST	111 68	11 000	1,228 48	1,337 07	(108 59)	13 64	1 11%
CS CYCLICAL SECT REL PERF NT 2/25/15 1 09 XLEV BASKET UPSIDE- UNCAPPED 1 1 SPX DOWNSIDE 2/7/14 SPX 1797 02 BSKT IXM 212 50 IXI 504 93 IXT 351 01 22547Q-HK-5	103 49	55,000 000	56,921 70	54,450 00	2,471 70		
CSX CORP 126408-10-3 CSX	28 97	82 000	2,375 54	1,776 93	598 61	49 20	2 07%
CVS CAREMARK CORPORATION 126650-10-0 CVS	74 86	32 000	2,395 52	2,017 71	377 81	35 20	1 47%
DISH NETWORK CORP CL A 25470M-10-9 DISH	62 21	38 000	2,363 98	1,420.08	943 90		
DOMINION RESOURCES INC VA 25746U-10-9 D	70 99	22 000	1,561 78	1,541 94	19 84	52 80	3 38%
DOW CHEMICAL CO 260543-10-3 DOW	48 59	58 000	2,818 22	1,781 75	1,036 47	85 84 21 46	3 05%
E M C CORP MASS 268648-10-2 EMC	27 41	43 000	1,178 63	1,130 01	48 62	17 20 4 30	1 46%
P **EATON CORP PLC** G29183-10-3 ETN	75 12	36 000	2,704 32	2,632 06	72 26	70 56	2 61%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
EBAY INC 278642-10-3 EBAY	55 24	60 000	3,314 40	3,268 16	46 24		
EMERSON ELECTRIC CO 291011-10-4 EMR	66 80	31 000	2,070 80	1,510 61	560 19	53 32	2 57%
EOG RESOURCES INC 26875P-10-1 EOG	196 17	9 000	1,765 53	983 58	781 95	9 00	0 51%
EXXON MOBIL CORP 30231G-10-2 XOM	97 68	65 000	6,349 20	3,608 21	2,740 99	163 80	2 58%
FLUOR CORP 343412-10-2 FLR	77 73	60 000	4,663 80	3,388 61	1,275 19	50.40 12 60	1.08%
FMI LARGE CAP FUND LARGE CAP FD 302933-20-5 FMIH X	21 38	7,552 746	161,477 71	110,043 51	51,434 20	1,336 83	0 83%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	33 07	88 000	2,910 16	2,956 76	(46 60)	110 00	3 78%
GENERAL MILLS INC 370334-10-4 GIS	51 82	36 000	1,865 52	1,080 04	785 48	59 04	3 16%
GENERAL MOTORS CO 37045V-10-0 GM	34 42	103 000	3,545 26	3,141.93	403 33	123 60	3 49%
GOOGLE INC CL A 38259P-50-8 GOOG	1,114 51	7 000	7,801 57	4,978 40	2,823 17		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	35 27	48 000	1,692 96	1,450 42	242 54	28 80 7 20	1 70%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
HOME DEPOT INC 437076-10-2 HD	79 13	51 000	4,035 63	2,361 74	1,673 89	95 88	2 38 %
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	92 76	66 000	6,122 16	3,663 49	2,458 67	118 80	1 94 %
HUMANA INC 444859-10-2 HUM	112.72	20 000	2,254 40	1,512 37	742 03	21.60 5 40	0 96 %
INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	197 83	9 000	1,780 47	1,349 64	430 83	23 40	1 31 %
INVESCO LTD G491BT-10-8 IVZ	37 00	23 000	851 00	425 99	425 01	20 70	2 43 %
JOHN HANCOCK III-DISCPLN V-I 47803U-64-0 JVLI X	18 44	5,869 201	108,228 07	105,000 00	3,228 07	815 81	0 75 %
JOHNSON & JOHNSON 478160-10-4 JNJ	98 23	97 000	9,528 31	7,519.58	2,008 73	256 08	2 69 %
JOHNSON CONTROLS INC 478366-10-7 JCI	47 32	49 000	2,318 68	737 02	1,581 66	43 12 10 78	1 86 %
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	31 35	1,962 527	61,525 22	43,666 22	17,859 00		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	28 22	4,510 739	127,293 05	64,729 11	62,563 94	518 73	0 41 %
KLA-TENCOR CORP 482480-10-0 KLAC	69 14	13 000	898 82	796 04	102 78	23 40	2 60 %
LAM RESEARCH CORP 512807-10-8 LRCX	55 00	37 000	2,035 00	1,559 76	475 24		

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
LOWES COMPANIES INC 548661-10-7 LOW	48 90	83 000	4,058 70	1,720 98	2,337 72	59 76	1 47 %
MARATHON OIL CORP 565849-10-6 MRO	35 52	49 000	1,740 48	1,771 30	(30 82)	37 24	2 14 %
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	49 30	44 000	2,169 20	1,986 91	182 29	44 00	2 03 %
MASCO CORP 574599-10-6 MAS	22 21	123 000	2,731 83	1,861 87	869 96	36 90	1 35 %
MASTERCARD INC - CLASS A 57636Q-10-4 MA	74 70	50 000	3,735 00	1,505 50	2,229 50	22.00	0 59 %
MCKESSON CORP 58155Q-10-3 MCK	176 57	8 000	1,412 56	1,276 64	135 92	7 68 2 88	0 54 %
MERCK AND CO INC 58933Y-10-5 MRK	56 77	71 000	4,030 67	2,921 97	1,108 70	124 96 24 64	3 10 %
METLIFE INC 59156R-10-8 MET	52 80	88 000	4,646 40	2,881 61	1,764 79	96 80	2 08 %
METTLER TOLEDO INTERNATIONAL INC 592688-10-5 MTD	235 68	6 000	1,414 08	1,256 13	157 95		
MICROSOFT CORP 594918-10-4 MSFT	40 99	152 000	6,230 48	3,326 73	2,903 75	170 24	2 73 %
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	34 55	61 000	2,107 55	1,365 32	742 23	34 16 8 54	1 62 %
MONSANTO CO 61166W-10-1 MON	113.77	24 000	2,730 48	2,587 17	143 31	41 28	1 51 %
MORGAN STANLEY 617446-44-8 MS	31 17	113 000	3,522 21	2,489 50	1,032 71	22 60	0 64 %

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	15 54	10,617 120	164,990 04	160,000 00	4,990 04	1,146 64	0 69%
NEXTERA ENERGY INC 65339F-10-1 NEE	95 62	22 000	2,103 64	1,717 69	385 95	63 80	3 03%
NISOURCE INC 65473P-10-5 NI	35 53	44 000	1,563 32	1,237 00	326 32	44 00	2 81%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95 29	42 000	4,002 18	2,348.51	1,653 67	120 96 30.24	3 02%
ORACLE CORP 68389X-10-5 ORCL	40 91	92 000	3,763 72	2,043 17	1,720 55	44 16	1.17%
PACCAR INC 693718-10-8 PCAR	67 44	59 000	3,978 96	2,090 41	1,888 55	47 20	1 19%
PERRIGO CO LTD G97822-10-3 PRGO	154 66	15 000	2,319 90	2,330 10	(10 20)	6 30	0 27%
PHILLIPS 66 718546-10-4 PSX	77 06	34 000	2,620 04	1,691.23	928 81	53 04	2 02%
PRICELINE.COM INC 741503-40-3 PCLN	1,191 89	2 000	2,383 78	1,387 97	995 81		
PROCTER & GAMBLE CO 742718-10-9 PG	80 60	53 000	4,271 80	2,574 48	1,697 32	127 51	2 99%
QEP RESOURCES INC 74733V-10-0 QEP	29 44	44 000	1,295 36	1,432 74	(137 38)	3 52	0 27%
P **QUALCOMM INC** 747525-10-3 QCOM	78 86	63 000	4,968 18	3,040 85	1,927 33	88 20	1 78%
SCHLUMBERGER LTD 806857-10-8 SLB	97 50	72 000	7,020 00	6,041.09	978 91	115 20 28 80	1 64%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
STATE STREET CORP 857477-10-3 STT	69 55	31 000	2,156 05	1,838 54	317 51	32 24 8 06	1 50%
TIME WARNER INC NEW 887317-30-3 TWX	65 33	109 000	7,120 97	2,548 02	4,572 95	138 43	1 94%
TIME WARNER CABLE INC 88732J-20-7 TWC	137 18	11 000	1,508 98	1,249 63	259 35	33 00	2 19%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	81 99	60 000	4,919 40	2,980 55	1,938 85	67 20	1 37%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	116 84	67 000	7,828 28	4,345 45	3,482 83	158 12	2 02%
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	44 63	46 000	2,052 98	1,878 94	174 04		
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	47 57	93 000	4,424 01	3,828 27	595 74	197 16	4 46%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	70 72	16 000	1,131 52	644 13	487 39		
WALT DISNEY CO 254687-10-6 DIS	80 07	35 000	2,802 45	2,325 96	476 49	30 10	1.07%
WELLS FARGO & CO 949746-10-1 WFC	49 74	154 000	7,659 96	3,615 69	4,044 27	184 80	2 41%
YUM BRANDS INC 988498-10-1 YUM	75 39	43 000	3,241 77	1,483 53	1,758 24	63.64	1 96%
Total US Large Cap Equity			**$1,014,309.24**	**$762,629.26**	**$251,679.98**	**$8,780 54** **$212.61**	**0.86%**

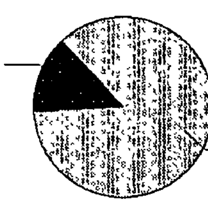
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Mid Cap Equity							
ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X	13 48	9,954 751	134,190 04	132,000 00	2,190 04	3,424 43	2 55%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	137 47	975 000	134,033 25	131,925 69	2,107 56	1,772 55	1 32%
Total US Mid Cap Equity			**$268,223.29**	**$263,925.69**	**$4,297.60**	**$5,196.98**	**1.94%**
EAFE Equity							
CAUSEWAY INTERNATL VALUE-INS 14949P-20-8 CIVI X	16 18	9,907 121	160,297 22	160,000 00	297 22	1,624 76	1 01%
CS LEV CONT BUFF EQ MXEA 9/4/14 90% CONTIN BARRIER- 8%CAP 2X LEV - 16 % MAXPYMT INITIAL LEVEL-08/16/13 MXEA 1765 470 22547Q-7K-6	109 17	50,000 000	54,586 85	49,500 00	5,086 85		
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	44 23	4,814 149	212,929 81	209,717 59	3,212 22	3,345 83	1 57%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	67 20	1,425 000	95,760 00	92,401 71	3,358 29	2,426 77	2 53%
SG REN MXEA 06/25/14 2 XLEV- 11 05%CAP- 22 1%MAXPYMT INITIAL LEVEL-06/07/13 MXEA 1682 78 78423E-HE-7	115 56	50,000 000	57,780 00	49,500 00	8,280 00		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	10 13	21,037 338	213,108 23	185,577 76	27,530 47	3,997 09	1 88%
Total EAFE Equity			**$794,462.11**	**$746,697.06**	**$47,765.05**	**$11,394.45**	**1.43%**
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	58 95	1,800 000	106,110 00	104,150 77	1,959 23	4,084 20	3 85%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	9 85	5,330 000	52,500 50	53,300 00	(799 50)		
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	25 57	6,428 241	164,370 12	129,257 00	35,113 12	1,292 07	0 79%
Global Equity							
JPM GLOBAL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18 08	8,880 611	160,561 45	155,775 00	4,786 45	1,642 91	1 02%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,313,880 49	1,235,462 36	(78,418 13)	25%
Hard Assets	154,224 89	185,363 91	31,139 02	4%
Total Value	**$1,468,105.38**	**$1,420,826.27**	**($47,279.11)**	**29%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 29 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - AUTOMATIC REINVESTMENT N/O Client HFGAPB-WF-1	16 61 2/28/14	74,380 636	1,235,462 36	1,154,971 39

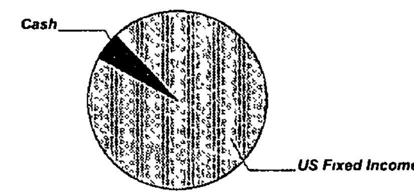
Hard Assets

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
BARC BEN BRENT 09/29/14 LNKD TO CO1 85% BARRIER- 5 47%CPN 15%CAP INITIAL LEVEL-09/13/13 112 63 06741T-K8-9	102 28	25,000 000	25,570 00	24,750 00	
BARC BREN PLDMLNPM 2/17/15 10% BUFFER-1 21%XLEV 12 10%MAX-10%CAP PLDMLNPM.726 20 06741T-4X-2	101 23	25,000 000	25,307 50	24,750 00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11 14	12,072 389	134,486 41	128,485 00	410 46
Total Hard Assets			**$185,363.91**	**$177,985.00**	**$410.46**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	471,309 93	73,479 76	(397,830 17)	1%
US Fixed Income	1,170,644 69	1,082,369 40	(88,275 29)	21%
Foreign Exchange & Non-USD Fixed Income	36,764 00	0 00	(36,764 00)	
Total Value	**$1,678,718.62**	**$1,155,849.16**	**($522,869.46)**	**22%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 22 %

Market Value/Cost	Current Period Value
Market Value	1,155,849 16
Tax Cost	1,116,827 12
Unrealized Gain/Loss	39,022 04
Estimated Annual Income	27,373 08
Accrued Interest	980 86
Yield	2 36%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	1,155,849 16	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	73,479 76	6%
Mutual Funds	1,082,369 40	94%
Total Value	**$1,155,849.16**	**100%**

J.P.Morgan

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 Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	73,449 10	73,449 10	73,449 10		22.03 6 44	0 03 % [1]
COST OF PENDING PURCHASES	1 00	(1,003 06)	(1,003 06)	(1,003 06)			
PROCEEDS FROM PENDING SALES	1 00	1,033 72	1,033 72	1,033 72			
Total Cash			**$73,479 76**	**$73,479.76**	**$0.00**	**$22.03** **$6.44**	**0 03 %**
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 90	9,165.93	99,908 62	101,463 72	(1,555 10)	5,123 75	5 13 %
EATON VANCE FLOATING RATE-I 277911-49-1	9 16	16,279 80	149,122 94	142,853 50	6,269 44	5,746 76	3 85 %
JPM STRAT INCOME OPPORT FD - SEL FUND 3844 4812A4-35-1	11 93	9,274 56	110,645 45	93,951 25	16,694 20	2,513 40 204 04	2 27 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 08	10,728 27	86,684 41	82,071 25	4,613 16	5,224 66 450 59	6 03 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 89	53,298 32	580,418 73	570,417 81	10,000 92	5,383 13 319 79	0 93 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
BLACKROCK HIGH YIELD BOND 091929-63-8	8 34	6,665 38	55,589 25	52,589 83	2,999 42	3,359 35	6 04 %
Total US Fixed Income			**$1,082,369.40**	**$1,043,347.36**	**$39,022.04**	**$27,351.05** **$974.42**	**2.53 %**