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 05/01 **, 2013, and ending** 04/30**, 20**14

Name of foundation: EISENBERG FAMILY TRUST P61566009

A Employer identification number: 52-7091392

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 7,600,690.

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 (attach schedule)				
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	127,631.	125,478.		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	288,139.			
	b	Gross sales price for all assets on line 6a 3,960,281.				
	7	Capital gain net income (from Part IV, line 2)		288,139.		
	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)				
	12	**Total.** Add lines 1 through 11	415,770.	413,617.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	80,526.	60,395.		20,132.
	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 1	11,883.	2,965.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 2	250.			250.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	92,659.	63,360.	NONE	20,382.
	25	Contributions, gifts, grants paid	320,000.			320,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	412,659.	63,360.	NONE	340,382.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	3,111.			
	b	**Net investment income** (if negative, enter -0-)		350,257.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2013)

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	-17,809.	10,724.	10,724.
	2	Savings and temporary cash investments	179,234.	117,667.	117,667.
	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)	4,226,337.	4,337,307.	5,545,422.
	c	Investments - corporate bonds (attach schedule)	843,627.	802,477.	822,376.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	1,126,153.	1,089,677.	1,104,501.
	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)	6,357,542.	6,357,852.	7,600,690.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	6,357,542.	6,357,852.	
	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)	6,357,542.	6,357,852.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,357,542.	6,357,852.	

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	6,357,542.
2	Enter amount from Part I, line 27a	2	3,111.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,360,653.
5	Decreases not included in line 2 (itemize) ▶COST BASIS ADJUSTMENT	5	2,801.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,357,852.

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	3,960,281.		3,672,142.	288,139.
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				288,139.
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	288,139.
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	344,644.	6,885,628.	0.050053
2011	361,589.	6,882,841.	0.052535
2010	322,290.	7,076,984.	0.045541
2009	332,336.	6,674,095.	0.049795
2008	411,928.	6,707,539.	0.061413

2 **Total** of line 1, column (d)	2	0.259337
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	0.051867
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,423,239.
5 Multiply line 4 by line 3	5	385,021.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,503.
7 Add lines 5 and 6	7	388,524.
8 Enter qualifying distributions from Part XII, line 4	8	340,382.

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	7,005.
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	7,005.
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	7,005.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . . 6a 5,100.		
b	Exempt foreign organizations - tax withheld at source . . . 6b NONE		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 5,500.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7	10,600.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached . . .	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶	10	3,595.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 3,595. **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) ▶ NY			
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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
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

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
J P MORGAN CHASE BANK 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	80,526.	-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	7,249,393.
b	Average of monthly cash balances	1b	286,890.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	7,536,283.
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	7,536,283.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	113,044.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,423,239.
6	**Minimum investment return.** Enter 5% of line 5	6	371,162.

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	371,162.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,005.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,005.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	364,157.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	364,157.
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	364,157.

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	340,382.
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	340,382.
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	340,382.

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.

52-7091392

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					364,157.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				318,470.	
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 ▶ $ 340,382.					
a	Applied to 2012, but not more than line 2a				318,470.	
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					21,912.
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					342,245.
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			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 **Information Regarding Foundation Managers:**

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

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 3

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*				
ALZHEIMER'S DISEASE AND RELATED DISORDERS 225 N MICHIGAN AVE., 17TH FL CHICAGO IL 6060	NONE	PC	GENERAL	320,000.
Total . . . . ▶ 3a				320,000.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	127,631.	
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	288,139.	
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)				415,770.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 415,770.

(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 — Date: 02/16/2015 — 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	02/16/2015		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 **990-PF** (2013)

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	12.	12.
FEDERAL TAX PAYMENT - PRIOR YE	6,500.	
FEDERAL ESTIMATES - INCOME	2,418.	
FOREIGN TAXES ON QUALIFIED FOR	2,385.	2,385.
FOREIGN TAXES ON NONQUALIFIED	568.	568.
TOTALS	11,883.	2,965.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL FEE	250.	250.
TOTALS	250.	250.

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

RECIPIENT NAME:
  CAROLYN O'BRIEN, PROGRAM OFFICER
ADDRESS:
  270 PARK AVENUE, NY1-K348
  NEW YORK, NY 10017
RECIPIENT'S PHONE NUMBER: 212 464-2350
FORM, INFORMATION AND MATERIALS:
  ONLINE APPLICATION AT www.jpmorgan.com/onlinegrants
SUBMISSION DEADLINES:
  N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  PAYMENTS ARE LIMITED TO ORGANIZATIONS ACTIVELY ENGAGED IN RESEARCHING A CURE FOR ALZHEIMER'S DISEASE OR TREATING THOSE INDIVIDUALS AFFLICTED WITH ALZHEIMER'S DISEASE.

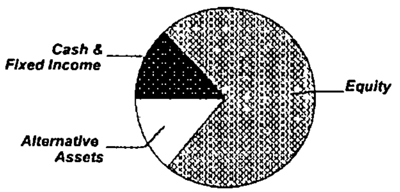
STATEMENT 3

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	5,516,750 59	5,545,422 17	28,671 58	75,785 34	73%
Alternative Assets	1,096,594 77	1,104,501 10	7,906 33	9,767 44	14%
Cash & Fixed Income	1,217,580 83	940,043 14	(277,537 69)	16,574 59	13%
Market Value	**$7,830,926.19**	**$7,589,966.41**	**($240,959.78)**	**$102,127.37**	**100%**

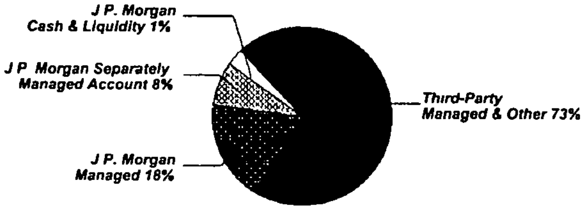
Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	65,710 97	10,724 42	(54,986 55)
Accruals	1,449 22	1,272 21	(177 01)
Market Value	**$67,160.19**	**$11,996.63**	**($55,163.56)**

Manager Allocation *



* - **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

Account Summary CONTINUED

	PRINCIPAL		INCOME	
Portfolio Activity	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	**7,830,926.19**	**7,218,568.23**	**65,710.97**	**(17,808.59)**
Additions				34,649 69
Withdrawals & Fees	(280,000 00)	(314,649 69)	(60,487 74)	(129,712 69)
Net Additions/Withdrawals	**($280,000.00)**	**($314,649.69)**	**($60,487.74)**	**($95,063.00)**
Income		1,107 15	5,501 19	123,595 99
Change In Investment Value	39,040 22	684,940 72		0 02
Ending Market Value	**$7,589,966 41**	**$7,589,966.41**	**$10,724.42**	**$10,724.42**
Accruals	--	--	1,272 21	1,272 21
Market Value with Accruals	--	--	**$11,996.63**	**$11,996.63**

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	5,375 00	122,659 28
Foreign Dividends	116 06	844 28
Interest Income	10 13	92 43
Original Issue Discount		1,107 15
Taxable Income	**$5,501.19**	**$124,703.14**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		102,190 20
ST Realized Gain/Loss	935.38	(517 46)
LT Realized Gain/Loss	2,586 73	186,341 05
Realized Gain/Loss	**$3,522.11**	**$288,013.79**

	To-Date Value
Unrealized Gain/Loss	**$1,242,838.59**

Account Summary CONTINUED

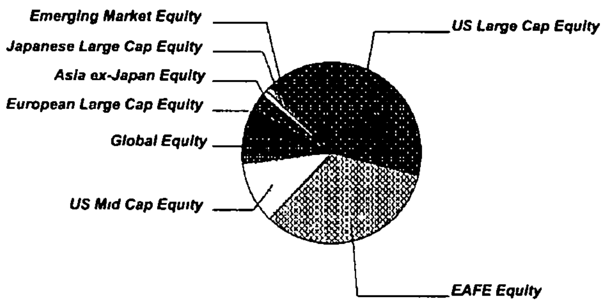
Cost Summary	Cost
Equity	4,337,307 09
Cash & Fixed Income	920,144 34
Total	**$5,257,451.43**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	2,283,500 41	2,292,056 06	8,555 65	30%
US Mid Cap Equity	616,937 33	609,241 95	(7,695 38)	8%
EAFE Equity	1,814,640.81	1,837,231 06	22,590 25	24%
European Large Cap Equity	155,745 90	159,867 42	4,121 52	2%
Japanese Large Cap Equity	77,457 45	75,334 25	(2,123 20)	1%
Asia ex-Japan Equity	149,144 72	150,369 61	1,224 89	2%
Emerging Market Equity	65,002 89	63,669 18	(1,333 71)	1%
Global Equity	354,321 08	357,652 64	3,331 56	5%
Total Value	**$5,516,750.59**	**$5,545,422.17**	**$28,671.58**	**73%**

Market Value/Cost	Current Period Value
Market Value	5,545,422 17
Tax Cost	4,337,307 09
Unrealized Gain/Loss	1,208,115 08
Estimated Annual Income	75,785 34
Accrued Dividends	622 94
Yield	1 36 %

Asset Categories



Equity as a percentage of your portfolio - 73 %

Note P ındıcates posıtıon adjusted for Pendıng Trade Actıvıty

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	80 22	58 000	4,652 76	4,715 97	(63 21)	107 88 39.06	2 32%
	ACE LTD NEW H0023R-10-5 ACE	102.32	82 000	8,390 24	4,904 02	3,486 22	206 64	2 46%
	ADOBE SYSTEMS INC 00724F-10-1 ADBE	61 69	73 000	4,503 37	2,596 24	1,907 13		
	ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	158 20	20 000	3,164 00	1,985 41	1,178 59		
P	**ALLERGAN INC** 018490-10-2 AGN	165 84	22 000	3,648 48	1,895 68	1,752 80	4 40	0 12%
	ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	241 90	12 000	2,902 80	2,120.41	782 39		
	AMAZON COM INC 023135-10-6 AMZN	304 13	18 000	5,474 34	3,306 64	2,167 70		
	ANADARKO PETROLEUM CORP 032511-10-7 APC	99 02	73 000	7,228 46	5,513 17	1,715 29	52 56	0 73%
P	**APPLE INC.** 037833-10-0 AAPL	590 09	35 000	20,653 15	3,469 36	17,183 79	460 60	2 23%
	ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	43 73	57 000	2,492 61	1,817 55	675 06	54.72	2 20%
	AUTOZONE INC 053332-10-2 AZO	533 89	6 000	3,203 34	1,718 18	1,485 16		

US Large Cap Equity

		Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
	AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	63 50	174 000	11,049 00	5,887 16	5,161 84	187 92	1 70%
	BANK OF AMERICA CORP 060505-10-4 BAC	15 14	791 000	11,975 74	8,200.22	3,775 52	31.64	0 26%
	BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	21.93	12,178 502	267,074 55	212,636 65	54,437 90	1,254 38	0 47%
	BIOGEN IDEC INC 09062X-10-3 BIIB	287 12	22 000	6,316 64	1,097 39	5,219 25		
P	**BOSTON SCIENTIFIC CORP** 101137-10-7 BSX	12 61	206 000	2,597 66	2,776 09	(178 43)		
	BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	50 09	220 000	11,019 80	8,995 86	2,023 94	316 80 79 20	2 87%
	CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	73 90	70 000	5,173 00	3,776 32	1,396 68	84.00	1 62%
P	**CBS CORP** CLASS B W/I 124857-20-2 CBS	57 76			0 00			0 83%
	CELGENE CORPORATION 151020-10-4 CELG	147 01	33 000	4,851 33	1,278 42	3,572 91		
	CERNER CORP 156782-10-4 CERN	51 30	61 000	3,129 30	2,685 08	444 22		
	CHENIERE ENERGY INC 16411R-20-8 LNG	56 45	44 000	2,483 80	688 49	1,795 31		
	CISCO SYSTEMS INC 17275R-10-2 CSCO	23 11	299 000	6,909 89	4,968.20	1,941 69	227 24	3 29%
	CITIGROUP INC NEW 172967-42-4 C	47 91	215 000	10,300 65	7,997 26	2,303 39	8 60	0 08%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
COLGATE PALMOLIVE CO 194162-10-3 CL	67 30	76 000	5,114 80	4,691 24	423 56	109 44 27 36	2 14 %
COMCAST CORP CL A 20030N-10-1 CMCS A	51 76	229 000	11,853 04	5,465 24	6,387 80	206 10	1 74 %
CONSTELLATION BRANDS INC A 21036P-10-8 STZ	79 84	42 000	3,353 28	3,490 82	(137 54)		
COSTCO WHOLESALE CORP 22160K-10-5 COST	115 68	25 000	2,892 00	3,035 76	(143 76)	35 50	1 23 %
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 68	80,000 000	82,946 64	79,200 00	3,746 64		
CSX CORP 126408-10-3 CSX	28 22	183 000	5,164 26	3,968.65	1,195 61	117 12	2 27 %
CVS CAREMARK CORPORATION 126650-10-0 CVS	72 72	72 000	5,235 84	4,546.21	689 63	79 20 19 80	1 51 %
DISH NETWORK CORP CL A 25470M-10-9 DISH	56 86	85 000	4,833 10	3,178 06	1,655 04		
DOMINION RESOURCES INC VA 25746U-10-9 D	72 54	51 000	3,699 54	3,574 59	124 95	122 40	3 31 %
DOW CHEMICAL CO 260543-10-3 DOW	49 90	132 000	6,586 80	4,058 88	2,527 92	195 36	2 97 %
EATON CORP PLC G29183-10-3 ETN	72 64	81 000	5,883 84	5,918 81	(34 97)	158 76	2 70 %

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	51 83	133 000	6,893 39	7,244 26	(350 87)		
EDGEWOOD GROWTH FUND-INS 0075W0-75-9 EGFI X	18 66	8,902 021	166,111 71	101,305 01	64,806 70		
EMERSON ELECTRIC CO 291011-10-4 EMR	68 18	71 000	4,840 78	3,476 56	1,364 22	122 12	2 52%
EOG RESOURCES INC 26875P-10-1 EOG	98 00	38 000	3,724 00	1,924 18	1,799 82	19 00	0 51%
EXXON MOBIL CORP 30231G-10-2 XOM	102 41	144 000	14,747.04	10,131 92	4,615 12	362 88	2 46%
FLUOR CORP 343412-10-2 FLR	75 70	132 000	9,992 40	7,437 43	2,554 97	110 88	1 11%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	34 37	196 000	6,736 52	6,578 89	157 63	245 00 61 25	3 64%
GENERAL MILLS INC 370334-10-4 GIS	53 02	81 000	4,294 62	2,386.73	1,907 89	132 84 33.21	3 09%
GENERAL MOTORS CO 37045V-10-0 GM	34 48	229 000	7,895 92	6,993 67	902 25	274 80	3 48%
GOOGLE INC CLASS C 38259P-70-6 GOOG	526 66	18 000	9,479 88	6,720 14	2,759 74		
GOOGLE INC CLASS A 38259P-50-8 GOOG L	534 88	15 000	8,023.20	5,125.41	2,897 79		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	35 87	107 000	3,838 09	3,231 22	606 87	64 20	1 67%

		Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
	US Large Cap Equity							
	HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	46 69	5,455 136	254,700 30	166,321.77	88,378 53	1,194 67	0 47%
	HOME DEPOT INC 437076-10-2 HD	79 51	114 000	9,064 14	5,461 30	3,602 84	214 32	2 36%
	HONEYWELL INTERNATIONAL INC 438516-10-6 HON	92 90	146 000	13,563 40	8,170 11	5,393 29	262 80	1 94%
	HUMANA INC 444859-10-2 HUM	109 75	43 000	4,719 25	3,207 45	1,511 80	48 16	1 02%
	INTERCONTINENTALEXCHANGE GROUP, INC 45866F-10-4 ICE	204.44	19 000	3,884 36	2,834 99	1,049 37	49 40	1 27%
	INVESCO LTD G491BT-10-8 IVZ	35 21	51 000	1,795 71	946 36	849.35	45 90	2 56%
	JOHNSON & JOHNSON 478160-10-4 JNJ	101.29	220 000	22,283 80	17,110 54	5,173 26	616 00	2 76%
	JOHNSON CONTROLS INC 478366-10-7 JCI	45 14	108 000	4,875 12	1,463 32	3,411 80	95.04	1 95%
	JPM GRWTH ADVANTAGE FD - SEL FUND 1567 4812A3-71-8 JGAS X	13 54	11,589 741	156,925 09	101,091.24	55,833 85	1,471 89	0.94%
P	**KLA-TENCOR CORP** 482480-10-0 KLAC	63 99	72 000	4,607 28	4,633 09	(25 81)	129 60	2 81%
P	**LAM RESEARCH CORP** 512807-10-8 LRCX	57 61	49 000	2,822 89	2,055 54	767 35	35 28	1 25%
	LOWES COMPANIES INC 548661-10-7 LOW	45 91	183 000	8,401 53	3,819 49	4,582 04	131 76 32.94	1 57%
	MARATHON OIL CORP 565849-10-6 MRO	36 15	109 000	3,940 35	3,940 47	(0 12)	82 84	2 10%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	49 31	98 000	4,832 38	4,441 30	391 08	98 00 24 50	2 03%
MASCO CORP 574599-10-6 MAS	20 09	272 000	5,464 48	4,129 97	1,334 51	81 60 20 40	1 49%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	73 55	120 000	8,826 00	4,091 74	4,734 26	52 80 13 20	0 60%
P **MERCK AND CO INC** 58933Y-10-5 MRK	58 56	109 000	6,383 04	3,401 71	2,981 33	191 84	3 01%
METLIFE INC 59156R-10-8 MET	52 35	197 000	10,312 95	6,232 98	4,079 97	275 80	2 67%
METTLER TOLEDO INTERNATIONAL INC 592688-10-5 MTD	233.12	13 000	3,030 56	2,717.06	313 50		
MICROSOFT CORP 594918-10-4 MSFT	40 40	338 000	13,655 20	6,736.54	6,918 66	378 56	2 77%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	35 65	137 000	4,884 05	3,068 16	1,815 89	76 72	1 57%
MONSANTO CO 61166W-10-1 MON	110 70	54 000	5,977 80	5,819.68	158 12	92 88	1 55%
MORGAN STANLEY 617446-44-8 MS	30 93	255 000	7,887 15	5,630 56	2,256 59	102 00 25 50	1 29%
NEXTERA ENERGY INC 65339F-10-1 NEE	99 85	50 000	4,992 50	3,905 54	1,086 96	145 00	2 90%
NISOURCE INC 65473P-10-5 NI	36 32	99 000	3,595 68	2,784 30	811 38	99 00 24 75	2 75%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	95 75	93 000	8,904 75	4,838 97	4,065 78	267 84	3 01%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
ORACLE CORP 68389X-10-5 ORCL	40 88	206 000	8,421 28	4,583 84	3,837 44	98 88	1 17%
PACCAR INC 693718-10-8 PCAR	63 98	130 000	8,317 40	3,971 37	4,346 03	114.40	1 38%
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	38 04	10,487 378	398,939 86	309,521 70	89,418 16	5,778 54	1 45%
PERRIGO CO LTD G97822-10-3 PRGO	144 86	34 000	4,925 24	5,281 55	(356 31)	14 28	0 29%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	85 43	63 000	5,382 09	5,221 37	160 72	236 88	4 40%
PHILLIPS 66 718546-10-4 PSX	83 22	60 000	4,993 20	2,840 86	2,152 34	93.60	1 87%
PROCTER & GAMBLE CO 742718-10-9 PG	82 55	119 000	9,823 45	6,893.55	2,929 90	306 30 76 59	3 12%
QUALCOMM INC 747525-10-3 QCOM	78 71	143 000	11,255 53	6,913.12	4,342 41	240 24	2 13%
SCHLUMBERGER LTD 806857-10-8 SLB	101 55	161 000	16,349 55	13,408 43	2,941 12	257 60	1 58%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	188 31	1,780 000	335,191 80	236,217 00	98,974 80	6,197 96	1 85%
STATE STREET CORP 857477-10-3 STT	64 56	69 000	4,454 64	4,084 77	369 87	71 76	1 61%
STRYKER CORP 863667-10-1 SYK	77 75	38 000	2,954 50	3,187 81	(233 31)	46 36	1 57%
THE PRICELINE GROUP INC. 741503-40-3 PCLN	1,157 75	4 000	4,631 00	2,781 39	1,849 61		

US Large Cap Equity

		Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
	TIME WARNER INC NEW 887317-30-3 TWX	66 46	245 000	16,282 70	5,021 06	11,261.64	311 15	1 91 %
	TIME WARNER CABLE INC 88732J-20-7 TWC	141 46	24 000	3,395 04	2,722 69	672 35	72 00	2 12 %
P	**TWENTY FIRST CENTY FOX INC** CL A 90130A-10-1 FOXA	32 02	134 000	4,290 68	4,294 58	(3 90)	33 50	0 78 %
	UNITEDHEALTH GROUP INC 91324P-10-2 UNH	75 04	133 000	9,980 32	6,730 56	3,249 76	148 96	1.49 %
	UNITED TECHNOLOGIES CORP 913017-10-9 UTX	118 33	148 000	17,512 84	9,474 81	8,038 03	349 28	1 99 %
	UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	40.87	132 000	5,394 84	5,550 12	(155 28)		
P	**VALERO ENERGY CORP** 91913Y-10-0 VLO	57 17	58 000	3,315.86	3,259 54	56 32	58.00	1 75 %
	VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	46 73	209 000	9,766.57	8,180 05	1,586 52	443 08 110 77	4 54 %
	VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	67 70	36 000	2,437 20	1,508 59	928 61		
	WALT DISNEY CO 254687-10-6 DIS	79 34	78 000	6,188 52	5,188 55	999 97	67 08	1 08 %
	WELLS FARGO & CO 949746-10-1 WFC	49 64	343 000	17,026 52	6,393 16	10,633 36	480 20	2 82 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
YUM BRANDS INC 988498-10-1 YUM	76 99	93 000	7,160 07	3,149 94	4,010 13	137 64 34 41	1 92%
Total US Large Cap Equity			**$2,292,056.06**	**$1,623,948.04**	**$668,108.02**	**$27,150.37** **$622.94**	**1.19%**
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	153 89	1,114 000	171,433 46	68,678 10	102,755 36	2,327 14	1 36%
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13 20	16,438 856	216,992 90	154,644 90	62,348 00	2,548 02	1 17%
TIMESSQUARE MID CAP GROW-PRM 561709-83-3 TMDP X	18 21	12,126.062	220,815 59	144,057 61	76,757 98		
Total US Mid Cap Equity			**$609,241.95**	**$367,380.61**	**$241,861.34**	**$4,875.16**	**0.80%**
EAFE Equity							
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	111 05	75,000 000	83,285 70	74,250 00	9,035 70		
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	44 77	10,708 617	479,424 78	427,077 04	52,347 74	7,442 48	1 55%

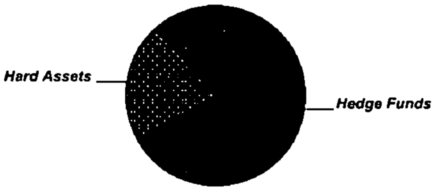
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	68 32	5,302 000	362,232 64	332,735 79	29,496.85	9,029 30	2 49%
MFS INTL VALUE-I 55273E-82-2 MINI X	35 83	11,115 518	398,269 01	310,208 16	88,060.85	7,347 35	1 84%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26 78	15,877 107	425,188 93	395,330 90	29,858 03	6,922 41	1.63%
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	118 44	75,000 000	88,830 00	74,250 00	14,580 00		
Total EAFE Equity			**$1,837,231.06**	**$1,613,851.89**	**$223,379.17**	**$30,741.54**	**1.67%**
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	60 51	2,642 000	159,867 42	151,855 29	8,012 13	5,994 69	3 75%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	9 58	7,863 700	75,334 25	78,637 00	(3,302 75)		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	25 78	5,832 801	150,369 61	120,303.35	30,066 26	1,172 39	0 78%
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	20 05	3,175 520	63,669 18	57,985 00	5,684 18	1,324 19	2 08%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18 25	19,597.405	357,652 64	323,345.91	34,306.73	4,527 00	1 27%
Concentrated & Other Equity							
P QEP RESOURCES INC 74733V-10-0 QEP	30 69			0 00			0 26%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	859,299 99	863,543 38	4,243 39	11%
Hard Assets	237,294 78	240,957 72	3,662 94	3%
Total Value	**$1,096,594.77**	**$1,104,501.10**	**$7,906.33**	**14%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 14 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 12	10,788 940	119,973 01	118,031 00
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EBSI X	9 32	15,046 115	140,229 79	154,222 68

Hedge Funds

	Price	Quantity	Estimated Value	Cost
FUNDVANTAGE TR ABS RTR INSTL 360873-13-7 GARI X	13.45	11,996 967	161,359 21	154,281.00
GATEWAY FUND-Y 367829-88-4 GTEY X	29 13	6,363 468	185,367 82	175,761 20
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12 19	6,636 512	80,899 08	82,942 06
PIMCO UNCONSTRAINED BOND-P 72201M-45-3 PUCP X	11 22	7,594 220	85,207.15	87,485 42
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12 83	7,054 351	90,507 32	92,263 59
Total Hedge Funds			**$863,543.38**	**$864,986.95**

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	103 09	40,000 000	41,236 00	39,600 00	

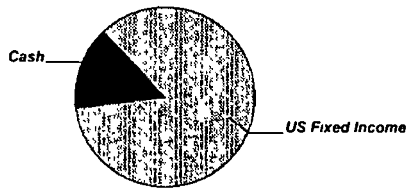
Hard Assets

	Price	Quantity	Estimated Value	Cost	Est Annual Income Accrued Income
BARC BREN PLDMLNPM 2/17/15 10% BUFFER-1 21%XLEV 12 10%MAX-10%CAP PLDMLNPM 726.20 06741T-4X-2	103 63	40,000 000	41,452 00	39,600 00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11 31	13,993 786	158,269 72	145,489 44	475 78
Total Hard Assets			**$240,957.72**	**$224,689.44**	**$475.78**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	397,173 95	117,667 27	(279,506 68)	2%
US Fixed Income	820,406 88	822,375 87	1,968 99	11%
Total Value	**$1,217,580.83**	**$940,043.14**	**($277,537.69)**	**13%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	940,043 14
Tax Cost	920,144 34
Unrealized Gain/Loss	19,898 80
Estimated Annual Income	16,574 59
Accrued Interest	649 27
Yield	1 76%

Cash & Fixed Income as a percentage of your portfolio - 13 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	940,043 14	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	117,667 27	12%
Mutual Funds	822,375 87	88%
Total Value	**$940,043.14**	**100%**

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

Note [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	117,226 98	117,226 98	117,226 98		35 16	0 03 % [1]
COST OF PENDING PURCHASES	1 00	(8,651 77)	(8,651 77)	(8,651 77)			
PROCEEDS FROM PENDING SALES	1 00	9,092 06	9,092 06	9,092 06			
Total Cash			**$117,667.27**	**$117,667.27**	**$0.00**	**$35.16**	**0.03 %**
US Fixed Income							
DODGE & COX INCOME FUND 256210-10-5	13 81	16,831 57	232,443 95	228,909 33	3,534 62	7,069 25	3 04 %
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11 91	12,789 25	152,319 93	141,892 27	10,427 66	4,476 23 140.68	2 94 %
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 90	33,814 37	368,576 65	364,637.29	3,939 36	4,328 23 169 07	1 17 %
JPM MULTI SECTOR INC FD - SEL FUND 2130 48121A-29-0	10 37	6,657.22	69,035 34	67,038 18	1,997.16	665 72 339 52	0 96 %
Total US Fixed Income			**$822,375.87**	**$802,477.07**	**$19,898.80**	**$16,539.43** **$649.27**	**2.01 %**