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 JUN 1, 2013 , and ending MAY 31, 2014

Name of foundation: CECIL I. WALKER MACHINERY CO. CHARITABLE TRUST

A Employer identification number: 55-6050733

Number and street (or P O box number if mail is not delivered to street address): 10 S. DEARBORN ST., FLOOR 21 — Room/suite:

B Telephone number: (312)732-7094

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: ☒ 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) ▶$ 5,237,312.

J Accounting method: ☒ 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))

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	62.	62.		STATEMENT 1
	4 Dividends and interest from securities	95,579.	95,579.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	315,715.			
	b Gross sales price for all assets on line 6a 3,077,665.				
	7 Capital gain net income (from Part IV, line 2)		315,715.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	411,356.	411,356.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	45,392.	43,122.		2,270.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	8,460.	8,038.		422.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,550.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	55,402.	51,160.		2,692.
	25 Contributions, gifts, grants paid	242,500.			242,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	297,902.	51,160.		245,192.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	113,454.			
	b **Net investment income** (if negative, enter -0-)		360,196.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	140,403.		
	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			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	3,120,624.	3,483,669.	4,180,956.
	c Investments - corporate bonds STMT 6	590,112.	355,586.	358,640.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	549,715.	684,438.	697,716.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	4,400,854.	4,523,693.	5,237,312.
Liabilities	17 Accounts payable and accrued expenses		9,385.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	9,385.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,400,854.	4,514,308.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	4,400,854.	4,514,308.	
	31 **Total liabilities and net assets/fund balances**	4,400,854.	4,523,693.	

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	4,400,854.
2	Enter amount from Part I, line 27a	2	113,454.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,514,308.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,514,308.

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	P		
b	CAPITAL GAINS DIVIDENDS			
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	2,989,285.		2,761,950.	227,335.
b	88,380.			88,380.
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				227,335.
b				88,380.
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	315,715.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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	187,399.	4,603,529.	.040708
2011	537,913.	4,832,749.	.111306
2010	147,813.	3,496,335.	.042277
2009	120,397.	1,866,006.	.064521
2008	122,398.	1,851,598.	.066104

2	**Total** of line 1, column (d)	2	.324916
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	.064983
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,028,989.
5	Multiply line 4 by line 3	5	326,799.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,602.
7	Add lines 5 and 6	7	330,401.
8	Enter qualifying distributions from Part XII, line 4	8	245,192.

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	7,204.
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	0.
3 Add lines 1 and 2			3	7,204.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	7,204.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,561.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,561.
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	5,643.
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** ▶	**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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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) ▶ WV			
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 Telephone no. ▶3127327094

Located at ▶270 PARK AVENUE, NEW YORK, NY ZIP+4 ▶10017-2014

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 N/A

			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

			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 ▶ ______, ______, ______, ______

			Yes	No
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	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

			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.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

		Yes	No
5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A	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? N/A ☐ 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? N/A	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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		45,392.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶	0

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 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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	4,950,507.
b	Average of monthly cash balances		1b	155,066.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,105,573.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	5,105,573.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	76,584.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,028,989.
6	**Minimum investment return.** Enter 5% of line 5		6	251,449.

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	251,449.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 7,204.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,204.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	244,245.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	244,245.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	244,245.

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	245,192.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	245,192.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	245,192.

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				244,245.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 7,083.				
b From 2009 27,381.				
c From 2010				
d From 2011 297,622.				
e From 2012				
f **Total** of lines 3a through e	332,086.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 245,192.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				244,245.
e Remaining amount distributed out of corpus	947.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	333,033.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	7,083.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	325,950.			
10 Analysis of line 9:				
a Excess from 2009 27,381.				
b Excess from 2010				
c Excess from 2011 297,622.				
d Excess from 2012				
e Excess from 2013 947.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BASILICA OF THE SACRED HEART 1114 VIRGINIA STREET CHARLESTON, WV 25301	N/A	CHURCH	CHARITABLE: CAPITAL CAMPAIGN FOR CATHEDRAL.	25,000.
CHARLESTON CHAMBER MUSIC SOCIETY, INC. P.O. BOX 641 CHARLESTON, WV 25323	N/A	509(A)(1)	CHARITABLE: GENERAL PURPOSES OF THE ORGANIZATION.	1,500.
FUND FOR THE ARTS P.O. BOX 11214 CHARLESTON, WV 25339	N/A	509(A)(1)	CHARITABLE: BRINGING ARTS TO THE COMMUNITY.	25,000.
GIRL SCOUTS OF BLACK DIAMOND COUNCIL 210 HALE STREET CHARLESTON, WV 25322-0507	N/A	509(A)(2)	CHARITABLE: VOLUNTEER RESOURCE CENTER & CHARLESTON GIRLS' ZONE.	25,000.
KANAWHA CHARLESTON HUMANE ASSOCIATION 1248 GREENBRIER STREET CHARLESTON, WV 25311	N/A	509(A)(1)	CHARITABLE: GENERAL PURPOSES OF THE ORGANIZATION.	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	242,500.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	62.	
4 Dividends and interest from securities			14	95,579.	
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	315,715.	
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)		0.		411,356.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 411,356.

(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).

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
		N/A	

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
N/A		

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

BB&T, Successor Trustee By: [illegible] | 10/14/14 | TRUST OFFICER

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES W. SUTHERLAND	James W Sutherland	10/13/14		P00346390
Firm's name ▶ DIXON HUGHES GOODMAN LLP			Firm's EIN ▶ 56-0747981	
Firm's address ▶ P.O. BOX 1747 CHARLESTON, WV 25326-1747			Phone no. (304)343-0168	

323622 10-10-13

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BOY SCOUTS OF BUCKSKIN COUNCIL 2829 KANAWHA BOULEVARD EAST CHARLESTON, WV 25311	N/A	501(A)(2)	CHARITABLE: CAPITAL CAMPAIGN.	60,000.
WEST VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES AND UNIVERSITIES 900 LEE STREET, SUITE 910 CHARLESTON, WV 25301	N/A	509(A)(1)	CHARITABLE: CIRCLE OF VISION SCHOLARSHIP FOR STUDENTS PURSUING MAJOR IN BUSINESS.	10,000.
WEST VIRGINIA FOUNDATION FOR INDEPENDENT COLLEGES AND UNIVERSITIES 900 LEE STREET, SUITE 910 CHARLESTON, WV 25301	N/A	509(A)(1)	CHARITABLE: DEAN & PROFESSOR OF THE COLLEGE OF BUSINESS ADMINISTRATION	65,000.
WEST VIRGINIA STATE UNIVERSITY FOUNDATION, INC. P.O. BOX 1000 INSTITUTE, WV 25112	N/A	509(A)(1)	CHARITABLE: GENERAL PURPOSES OF THE ORGANIZATION.	10,000.
WEST VIRGINIA SYMPHONY ORCHESTRA P.O. BOX 2292 CHARLESTON, WV 25328	N/A	509(A)(1)	PARTIAL SPONSORSHIP OF JANUARY 2014 CONCERTS FEATURING PIANIST VALENTINA LISITSA.	11,000.
Total from continuation sheets				156,000.

CECIL I. WALKER MACHINERY CO. CHARITABLE 55-6050733

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST INCOME	62.	62.	
TOTAL TO PART I, LINE 3	62.	62.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS	183,328.	88,380.	94,948.	94,948.	
INTEREST	631.	0.	631.	631.	
TO PART I, LINE 4	183,959.	88,380.	95,579.	95,579.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,460.	8,038.		422.
TO FORM 990-PF, PG 1, LN 16B	8,460.	8,038.		422.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,550.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,550.	0.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	3,483,669.	4,180,956.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,483,669.	4,180,956.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	355,586.	358,640.
TOTAL TO FORM 990-PF, PART II, LINE 10C	355,586.	358,640.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	684,438.	697,716.
TOTAL TO FORM 990-PF, PART II, LINE 13		684,438.	697,716.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RICHARD B. WALKER P.O. BOX 1026 HURRICANE, WV 25526	ADVISORY COMMITTEE MEMBER 0.00	0.	0.	0.
D. STEPHEN WALKER 1410 CONNELL ROAD CHARLESTON, WV 25314	ADVISORY COMMITTEE MEMBER 0.00	0.	0.	0.
MICHAEL S. WALKER 24 OAK RIDGE DRIVE MORGANTOWN, WV 26508	ADVISORY COMMITTEE MEMBER 0.00	0.	0.	0.
CECIL P. WALKER 1617 KIRKLEE ROAD CHARLESTON, WV 25314	ADVISORY COMMITTEE MEMBER 0.00	0.	0.	0.
JPMORGAN CHASE BANK, N.A. 10 S. DEARBORN ST., IL1-0117 CHICAGO, IL 60603-2300	TRUSTEE 1.00	45,392.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		45,392.	0.	0.

SUPPLEMENTAL AGREEMENT

THIS SUPPLEMENTAL AGREEMENT made this 11th day of March, 2010, by and between Cecil I. Walker Machinery Co., a West Virginia corporation with its principal place of business being in Kanawha County, West Virginia, hereinafter and previously called the "Grantor," or the "Party of the First Part," and the Walker Group Associates, LLC, a West Virginia limited liability company with its principal place of business being in Kanawha County, West Virginia, hereinafter referred to as the "Surviving Grantor Entity," and the Charleston National Bank, a national banking association of Charleston, Kanawha County, West Virginia by and through JP Morgan Chase Bank, N.A., its Successor, collectively hereinafter and previously referred to as "Trustee," or Party of the Second Part.

Supplemental Agreement

WHEREAS, Cecil I. Walker Machinery Co. and the Charleston National Bank entered into an agreement (attached hereto) which created a charitable trust for educational, religious, scientific and charitable uses and purposes on or about the first day of June 1972; and

WHEREAS, said charitable trust has continually operated since its creation with Charleston National Bank and its later Successor, JP Morgan Chase Bank, N.A. as Trustee; and

WHEREAS, it is contemplated that Cecil I. Walker Machinery Co., a West Virginia corporation, on or about the 31st day of March, 2010, shall be acquired by outside ownership parties unrelated to and entirely different from the current and prior equity owners of Cecil I. Walker Machinery Co.; and

WHEREAS, Cecil I. Walker Machinery Co. has, established the Walker Group Associates, LLC, a West Virginia limited liability company, and said limited liability company will continue to operate certain limited business activities previously conducted by Cecil I. Walker Machinery Co. and/or related to its prior business operations; and

WHEREAS, pursuant to Article VII, Section 4 of the original trust agreement, Grantor and the Trustee reserved to themselves to right to modify or supplement the provisions of the trust as may be necessary or advisable in their judgment to affect a more convenient and efficient administration of the trust by the Trustee or to enable the Trustee to more effectively carry out its purposes; and

WHEREAS, it is the intention of the parties hereto that the Walker Group Associates, LLC be construed as, and deemed to be, the successor corporation (or entity) to Cecil I. Walker Machinery Co. for the purposes of the original trust document at Article VII, Section 10(a) and/or in the event such construction is not possible or is later successfully challenged, in said event the parties hereto agree that Article VII, Section 10(b) shall control as to the appointment of advisory committee members to be appointed following the date of the execution of this agreement.

NOW THEREFORE, witnesseth this Supplemental Agreement to the original charitable trust dated the 1st day of June 1972. The parties hereby agree as follows:

1. Upon the effective date of the acquisition of the Cecil I. Walker Machinery Co. by outside purchasers (contemplated to be on or about the 31st day of March 2010, (or such other date as the acquisition actually occurs), for the purposes of the original foundation trust agreement, Walker Group Associates, LLC, will be construed as the surviving corporation (entity) contemplated by the original trust document under Article VII, Section 10(a).

Pursuant to that construction the Walker Group Associates, LLC shall be construed as and treated by the parties hereto and all other persons and entities as the original Grantor of the charitable trust dated June 1, 1972, with all rights, obligations and duties thereunder. Said rights shall include the right to appoint Advisory Committee Members by action of the Walker Group Associates, LLC Board of Managing Directors.

2. The Charleston National Bank, through its Successor JP Morgan Chase Bank, N.A., hereby consents to and agrees to the substitution of the Walker Group Associates, LLC for Cecil I. Walker Machinery Co. as the original Grantor with all rights, duties and responsibilities thereunder including the right to appoint persons to the advisory committee required by the aforesaid trust from time to time.

3. Starting on the date of the execution of this Supplemental Agreement, the name of the foundation trust shall be the "Cecil I. Walker Charitable Trust."

4. In all other manners and for all other purposes, the original trust agreement dated June 1, 1972, attached hereto (to the extent not inconsistent with this Supplemental Agreement), is affirmed and continued by the parties.

Cecil I. Walker Machinery Co.

By: CIP.Wa

Its: Vice President of Finance

Walker Group Associates, LLC

By: D. [illegible] Wall

Its: Manager

2903963.1

Charleston National Bank/JP Morgan
Chase Bank, N.A.

By: Melody Pickens

Its: Trust Officer

STATE OF WEST VIRGINIA,
COUNTY OF KANAWHA, to-wit:

The foregoing instrument was acknowledged before me this 11th day of March, 2010, by **Cecil I. Walker Machinery Co.**, by its Vice President of Finance, C. Patrick Walker.

My Commission expires:

May 16, 2012

Rebecca A. Petty
Notary Public

NOTARIAL SEAL: OFFICIAL SEAL REBECCA A. PETTY NOTARY PUBLIC STATE OF WEST VIRGINIA

STATE OF WEST VIRGINIA,
COUNTY OF KANAWHA, to-wit:

The foregoing instrument was acknowledged before me this 11th day of March, 2010, by **Walker Group Associates, LLC.**, by its Manager, D. Stephen Walker

My Commission expires:

3-22-10

Bobbi Jo Thomas
Notary Public

NOTARIAL SEAL:

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
BOBBI J. THOMAS
Walker Machinery Company
P. O. Box 2427
Charleston, WV 25329
My Commission Expires March 22, 2010

STATE OF WEST VIRGINIA,
COUNTY OF KANAWHA, to-wit:

The foregoing instrument was acknowledged before me this 11th day of March, 2010, by **Charleston National Bank/JP Morgan Chase Bank, N.A.**, by its Trust Officer, Melody Pickens.

My Commission expires:

May 16, 2012

Rebecca A. Fetty
Notary Public

NOTARIAL SEAL:

OFFICIAL SEAL
REBECCA A. FETTY
NOTARY PUBLIC
STATE OF WEST VIRGINIA
6327 US Rt. 60 E
[illegible], WV [illegible]
My Commission Expires May 16, 2012

CECIL I. WALKER MACHINERY CO. CHARITABLE TRUST
EIN: 55-6050733
2013 FORM 990-PF, PAGE 1, PART I ATTACHMENT

TRADE ACTIVITY

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

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
6/5 6/5	Redemption Pro Rata	HSBC CONT BUFF EQ SPX 6/5/13 76.5% CONTIN BARRIER- 5%CPN 15% CAP INITIAL LEVEL-5/18/12 SPX:1295.22 TO REDEMPTION (ID: 4042K1-N3-3)	(65,000 000)	115.00	74,750.00	(64,350.00)	10,400.00 L
6/5 6/10	Sale FIFO	SPDR GOLD TRUST @ 135.4306 5,417.22 BROKERAGE 0.80 TAX &/OR SEC .09 CREDIT SUISSE FIRST BOSTON LLC (ID. 78463V-10-7)	(40.000)	135.408	5,416.33	(4,993.34)	422.99 L
6/5 6/10	Sale FIFO	SPDR GOLD TRUST @ 135.6407 4,204 86 BROKERAGE 0.62 TAX &/OR SEC .07 CREDIT SUISSE FIRST BOSTON LLC (ID: 78463V-10-7)	(31 000)	135.618	4,204.17	(3,869.84)	334 33 L
6/5 6/10	Sale FIFO	SPDR GOLD TRUST @ 135.7191 7,193.11 BROKERAGE 1.06 TAX &/OR SEC .12 CREDIT SUISSE FIRST BOSTON LLC (ID: 78463V-10-7)	(53.000)	135 697	7,191.93	(6,616.18)	575.75 L
6/5 6/10	Sale FIFO	SPDR GOLD TRUST @ 136.042 2,992.92 BROKERAGE 0 44 TAX &/OR SEC 05 CREDIT SUISSE FIRST BOSTON LLC (ID. 78463V-10-7)	(22.000)	136.02	2,992.43	(2,746 34)	246 09 L
6/5 6/10	Sale FIFO	SPDR GOLD TRUST @ 135.7695 3,394.24 BROKERAGE 0.50 TAX &/OR SEC .06 CREDIT SUISSE FIRST BOSTON LLC (ID: 78463V-10-7)	(25 000)	135.747	3,393.68	(3,120.83)	141.88 L 130.97 S
6/11 6/12	Sale FIFO	JPM EQ INDEX FD - SEL FUND 3129 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 37.04 (ID: 4812C1-55-3)	(1,325.654)	37.04	49,102.23	(36,761 08)	12,341 15 L
6/11 6/12	Sale FIFO	COLUMBIA ASIA PAX X-JPN-R5 (ID: 19763P-57-2)	(2,454.183)	12 55	30,800.00	(33,993.94)	(3,193.94) L
6/14 6/14	Redemption Pro Rata	HSBC DELTA ONE MSCI WORLD TR 6/14/13 100%A F, UNCAPPED INITIAL LEVEL5/25/12 NDDUWI:3000.541 TO REDEMPTION (ID: 4042K1-P4-9)	(65,000.000)	125.999	81,899.10	(64,350.00)	17,549.10 L

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
6/11 6/14	Sale FIFO	SPDR S&P 500 ETF TRUST @ 163.19 15,503 05 BROKERAGE 1 90 TAX &/OR SEC .27 CITIGROUP GLOBAL MKTS INC (ID. 78462F-10-3)	(95 000)	163 167	15,500.88	(11,396.20)	4,104.68 L
6/26 6/26	Redemption Pro Rata	DB DELTA ONE MSCI WORLD TR 6/26/13 99.75%A F, UNCAPPED INITIAL LEVEL-6/8/12 NDDUWI:3004.794 TO REDEMPTION (ID: 2515A1-KD-2)	(65,000 000)	121.946	79,264.80	(64,350.00)	14,914.80 L
6/26 6/27	Sale FIFO	EATON VANCE FLOATING RATE-I (ID· 277911-49-1)	(1,484.118)	9.13	13,550.00	(13,275.13)	274.87 L
6/26 6/27	Sale FIFO	VANGUARD INTM TRM INV G-INV (ID: 922031-88-5)	(4,342.791)	9.74	42,298 78	(44,904.46)	(2,605.68) S
7/3 7/3	Redemption Pro Rata	CS BREN ASIA BASKET 07/03/13 10%BUFFER-2 XLEV-9%CAP 18%MAXRTRN INITIAL LEVEL-06/15/12 ASIA BSKT:100 TO REDEMPTION (ID: 22546T-VD-0)	(40,000 000)	103.775	41,510.00	(39,600.00)	1,910.00 L
7/10 7/11	Sale FIFO	ISHARES MSCI CHINA INDEX FD @ 40.4654 39,575.16 BROKERAGE 19.56 TAX &/OR SEC .69 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 46429B-67-1)	(978.000)	40.445	39,554.91	(47,606.88)	(8,051.97) S
7/31 7/31	Redemption Pro Rata	BNP REN SPX 07/31/13 2 XLEV- 10.25%CAP-20.5%MAXPYMT INITIAL LEVEL-07/13/12 SPX:1356.78 TO REDEMPTION (ID: 05567L-6D-4)	(65,000.000)	120.50	78,325.00	(64,350.00)	13,975.00 L
8/7 8/7	Redemption Pro Rata	CS BREN EAFE 8/7/13 10%BUFFER-2XLEV- 10 25%CAP 20.5%MAXRTRN INITIAL LEVEL-7/20/12 SX5E:2237.33 UKX:5651.77 TPX:733.82 TO REDEMPTION (ID: 22546T-WP-2)	(45,000.000)	120.50	54,225 00	(44,550.00)	9,675.00 L
8/8 8/9	Sale FIFO	ISHARES MSCI EMERGING MARKET INDEX @ 39.3606 43,768.99 BROKERAGE 22.24 TAX &/OR SEC .76 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 464287-23-4)	(1,112.000)	39.34	43,745.99	(49,132.61)	(5,386.62) S
8/8 8/9	Sale FIFO	DELAWARE EMERGING MARKETS-I (ID: 245914-81-7)	(7,152.957)	14 71	105,220.00	(108,421.00)	(2,103.09) L (1,097.91) S

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/8 8/9	Sale FIFO	JOHN HANCOCK II-EMG MKTS-I (ID: 47804B-19-5)	(6,353 955)	9.91	62,967 69	(74,087 12)	(11,119.43) L
8/8 8/9	Sale FIFO	COLUMBIA ASIA PAX X-JPN-R5 (ID: 19763P-57-2)	(11,358.170)	12.68	144,021.60	(157,326.89)	(13,305.29) L
8/28 8/28	Litigation Proc	WASHINGTON MUTUAL INC REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE WASHINGTON MUTUAL INC CLASS ACTION. DUE R72968002 CECIL I WALKER MACHINERY CO CHAR TR FUTURE DISBURSEMENTS MAY OCCUR, PENDING NOTICE FROM PAYING AGENT (ID· 939322-10-3)			64.59		64 59 L
9/9 9/10	Sale FIFO	DREYFUS EMG MKT DEBT LOC C-I (ID: 261980-49-4)	(1,978.086)	13.69	27,080 00	(28,478.65)	(1,398 65) L
9/13 9/13	Redemption Pro Rata	BARC 93% PPN CURRENCY BASKET 9/13/13 LNKED TO 3 CURRENCY BSKTS 50% 35% & 15% WEIGHT,UNCAPPED 9/9/11 TO REDEMPTION (ID· 06738K-UP-4)	(35,000 000)	93 00	32,550.00	(36,052 80)	(3,502.80) L
9/23 9/26	Sale FIFO	ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND @ 78.9614 42,560.19 BROKERAGE 10.78 TAX &/OR SEC 74 JEFFERIES & COMPANY (ID 464287-56-4)	(539 000)	78.94	42,548 67	(28,187 47)	14,361.20 L
9/27 9/30	Sale FIFO	JPM SHORT DURATION BD FD - SEL FUND 3133 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10.91 (ID· 4812C1-33-0)	(1,808 891)	10.91	19,735.00	(19,763.41)	(28.41) L
9/27 9/30	Sale FIFO	PIMCO UNCONSTRAINED BOND-P (ID· 72201M-45-3)	(3,237 590)	11.24	36,390 51	(37,426.54)	(1,036 03) S
9/27 9/30	Sale FIFO	PIMCO COMMODITYPL STRAT-P (ID 72201P-16-7)	(754.190)	10 74	8,100 00	(8,465 17)	(365.17) L
9/27 9/30	Sale FIFO	MANNING & NAPIER WORLD OPPOR (ID: 563821-54-5)	(8,568.207)	8 87	76,000.00	(72,409.52)	3,590.48 L

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
10/9 10/9	Redemption Pro Rata	BARC PARTICIPATING GOLD NOTE 10/09/13 LNKD TO GOLDLNPM 85%BARRIER, 17.50%MAXRTN 9/28/12; INITIAL STRIKE: 1776.00 TO REDEMPTION (ID: 06741T-HL-4)	(45,000.000)	73.747	33,186.24	(44,550.00)	(11,363.76) L
10/24 10/29	Sale FIFO	SPDR GOLD TRUST @ 130.0864 9,106.05 BROKERAGE 1 05 TAX &/OR SEC .16 MORGAN STANLEY & CO. LLC (ID: 78463V-10-7)	(70.000)	130.069	9,104 84	(8,738.35)	366 49 L
10/25 10/30	Sale FIFO	SPDR GOLD TRUST @ 129.9044 3,507.42 BROKERAGE 0.40 TAX &/OR SEC .06 MORGAN STANLEY & CO. LLC (ID: 78463V-10-7)	(27.000)	129.887	3,506 96	(3,370.51)	136.45 L
11/7 11/8	Sale FIFO	THE ARBITRAGE FUND-I (ID: 03875R-20-5)	(3,827.316)	12.86	49,219 28	(48,760.00)	459.28 S
11/11 11/12	Sale FIFO	EATON VANCE FLOATING RATE-I (ID. 277911-49-1)	(7,195.353)	9.18	66,053 34	(64,360.95)	1,692.39 L
11/13 11/13	Redemption Pro Rata	BNP BRENT LEVERAGED CBEN 11/13/13 LNKD TO CO1, 3XLEV 80% BARRIER, 9 95% CAP, 29.85% MAX RTRN 11/01/12 INITIAL STRIKE: 105.68 TO REDEMPTION (ID: 05574L-BS-6)	(45,000.000)	100.00	45,000 00	(44,550 00)	450.00 L
11/18 11/18	Redemption Pro Rata	GS 95% PP CMIT BASKET 11/18/13 LNKED TO CNY,MXN,IDR, TRY /USD 215% UPSIDE LEV, UNCAPPED 11/11/11 TO REDEMPTION (ID: 38143U-ZV-6)	(35,000.000)	95.00	33,250.00	(36,185.45)	(2,935.45) L
11/20 11/20	Redemption Pro Rata	SG CONT BUFF EQ SPX 11/20/13 80% CONTIN BARRIER- 5.55%CPN 15% CAP INITIAL LEVEL-11/02/12 SPX:1414.2 TO REDEMPTION (ID: 78423E-ET-7)	(45,000.000)	115.00	51,750.00	(44,550.00)	7,200.00 L
11/21 11/22	Sale FIFO	JPM US EQ FD - INSTL FUND 1382 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 14.57 (ID: 4812A1-14-2)	(4,543.583)	14.57	66,200.00	(50,184.62)	16,015.38 L

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
11/21 11/22	Sale FIFO	PARNASSUS EQTY INCOME FD-INS (ID: 701769-40-8)	(3,471.995)	37.78	131,171.97	(101,035.04)	30,136.93 L
11/21 11/22	Sale FIFO	EATON VANCE GLOBAL MACRO-I (ID 277923-72-8)	(10,007.832)	9.42	94,273.78	(99,399.45)	(3,532.91) L (1,592.76) S
11/25 11/25	LT Capital Gain Distribution	ARTISAN INTL VALUE FUND-INV 11/21/13 LONG TERM CAPITAL GAINS @ 1 846 PER SHARE AS OF 11/21/13 (ID: 04314H-88-1)	4,784.468	1.846	8,833.08		
12/12 12/12	LT Capital Gain Distribution	PRIMECAP ODYSSEY STOCK FUND 12/10/13 LONG TERM CAPITAL GAINS @ 0.066 PER SHARE AS OF 12/10/13 (ID. 74160Q-30-1)	7,897.801	0.066	524.34		
12/13 12/13	LT Capital Gain Distribution	JPM GLBL RES ENH INDEX FD - SEL FUND 3457 LONG TERM CAPITAL GAINS @ 0.02357 (ID 46637K-51-3)	9,271.229	0.024	218.52		
12/13 12/13	LT Capital Gain Distribution	JPM US EQ FD - INSTL FUND 1382 LONG TERM CAPITAL GAINS @ 0 53777 (ID. 4812A1-14-2)	17,641 209	0.538	9,486.91		
12/13 12/13	LT Capital Gain Distribution	JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 LONG TERM CAPITAL GAINS @ 2.25736 (ID: 4812A2-38-9)	1,991.183	2.257	4,494.82		
12/13 12/13	LT Capital Gain Distribution	JPM GRWTH ADVANTAGE FD - SEL FUND 1567 LONG TERM CAPITAL GAINS @ 0.43427 (ID. 4812A3-71-8)	9,242.329	0.434	4,013.67		
12/13 12/13	LT Capital Gain Distribution	JPM CORE BD FD - SEL FUND 3720 LONG TERM CAPITAL GAINS @ 0 06147 (ID· 4812C0-38-1)	3,616.967	0 061	222.33		
12/13 12/13	LT Capital Gain Distribution	JPM SHORT DURATION BD FD - SEL FUND 3133 LONG TERM CAPITAL GAINS @ 0 00774 (ID: 4812C1-33-0)	15,540.560	0.008	120 28		
12/13 12/13	LT Capital Gain Distribution	JPM EQ INDEX FD - SEL FUND 3129 LONG TERM CAPITAL GAINS @ 2.24793 (ID· 4812C1-55-3)	5,485.670	2 248	12,331.40		
12/13 12/13	LT Capital Gain Distribution	JPM MKT EXP ENH INDEX FD - SEL FUND 3708 LONG TERM CAPITAL GAINS @ 1 05867 (ID 4812C1-63-7)	9,381.815	1 059	9,932.25		

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/13 12/13	LT Capital Gain Distribution	JPM FLOAT RATE INC FD - SEL FUND 2808 LONG TERM CAPITAL GAINS @ 0.0049 (ID: 48121L-51-0)	3,507.304	0.005	17.19		
12/13 12/13	LT Capital Gain Distribution	JPM MID CAP CORE FD - SEL FUND 2426 LONG TERM CAPITAL GAINS @ 0.90058 (ID. 48121L-75-9)	6,262.074	0.901	5,639.50		
12/13 12/13	LT Capital Gain Distribution	PIMCO COMMODITYPL STRAT-P 12/11/13 LONG TERM CAPITAL GAINS @ 0.003 PER SHARE AS OF 12/11/13 (ID: 72201P-16-7)	12,452.485	0.003	34.62		
12/16 12/16	LT Capital Gain Distribution	EDGEWOOD GROWTH FUND-INS 12/13/13 LONG TERM CAPITAL GAINS @ 0.234 PER SHARE AS OF 12/13/13 (ID: 0075W0-75-9)	6,576.519	0 234	1,541.54		
12/17 12/17	LT Capital Gain Distribution	INV BALANCED-RISK ALLOC-Y 12/13/13 LONG TERM CAPITAL GAINS @ 0.399 PER SHARE AS OF 12/13/13 (ID: 00141V-69-7)	7,735.399	0.399	3,083.33		
12/17 12/17	LT Capital Gain Distribution	HARTFORD CAPITAL APPREC-I 12/13/13 LONG TERM CAPITAL GAINS @ 1.879 PER SHARE AS OF 12/13/13 (ID: 416649-30-9)	4,509.048	1.879	8,470.83		
12/17 12/17	LT Capital Gain Distribution	MANNING & NAPIER WORLD OPPOR 12/16/13 LONG TERM CAPITAL GAINS @ 0.049 PER SHARE AS OF 12/16/13 (ID: 563821-54-5)	11,390.483	0.049	552.44		
12/18 12/18	LT Capital Gain Distribution	NEUBERGER BER MU/C OPP-INS 12/17/13 LONG TERM CAPITAL GAINS @ 0.221 PER SHARE AS OF 12/17/13 (ID: 64122Q-30-9)	14,364.512	0.221	3,171.68		
12/19 12/19	LT Capital Gain Distribution	T ROWE PRICE NEW ASIA 12/18/13 LONG TERM CAPITAL GAINS @ 0.550 PER SHARE AS OF 12/18/13 (ID: 77956H-50-0)	9,769.372	0 531	5,192 30		
12/20 12/23	Sale FIFO	INV BALANCED-RISK ALLOC-Y (ID: 00141V-69-7)	(7,735 399)	11.85	91,664.48	(95,716.84)	(3,619.92) L (432.44) S

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/23 12/23	LT Capital Gain Distribution	OAKMARK INTERNATIONAL FD-I 12/20/13 LONG TERM CAPITAL GAINS @ 0.293 PER SHARE AS OF 12/20/13 (ID· 413838-20-2)	9,838.059	0.293	2,886.49		
12/31 12/31	LT Capital Gain Distribution	ASTON/FAIRPOINTE MID CAP-I 12/30/13 LONG TERM CAPITAL GAINS @ 4.265 PER SHARE AS OF 12/30/13 (ID: 00078H-15-8)	1,694.304	4 265	7,226 55		
12/31 12/31	LT Capital Gain Distribution	DREYFUS EMG MKT DEBT LOC C-I 12/30/13 LONG TERM CAPITAL GAINS @ 0.067 PER SHARE AS OF 12/30/13 (ID: 261980-49-4)	1,215.882	0 067	81.22		
1/15 1/16	Sale FIFO	JPM INTL CURR INC FD - SEL FUND 3831 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 11.01 (ID: 4812A3-29-6)	(3,124 436)	11 01	34,400.04	(34,650 00)	(249.96) S
1/15 1/16	Sale FIFO	DREYFUS EMG MKT DEBT LOC C-I (ID: 261980-49-4)	(1,215.882)	13.73	16,694.06	(17,505.14)	(811.08) L
1/23 1/23	Litigation Proc	WORLDCOM INC-MCI GROUP REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE WORLDCOM INC-MCI GROUP CLASS ACTION. DUE R72968002 CECIL I. WALKER CHARITABLE TRUST FUTURE DISBURSEMENTS MAY OCCUR, PENDING NOTICE FROM PAYING AGENT (ID· 98157D-30-4)			12.75		12.75 L
1/22 1/23	Sale FIFO	GOLDMAN SACHS TR STRG INCM INST (ID: 38145C-64-6)	(1,565.826)	10.71	16,770.00	(16,483.92)	286.08 S
1/29 1/29	Redemption Pro Rata	GS CONT BUFF EQ SPX 1/29/14 80% CONTIN BARRIER-2%CPN 15% CAP INITIAL LEVEL-1/11/13 SPX 1472.05 TO REDEMPTION (ID 38141G-LZ-5)	(50,000.000)	115 00	57,500.00	(49,500.00)	8,000.00 L
2/3 2/4	Sale FIFO	PIMCO COMMODITYPL STRAT-P (ID· 72201P-16-7)	(2,655.801)	10 43	27,700.00	(29,085.61)	(1,385.61) L
2/3 2/4	Sale FIFO	DELAWARE EMERGING MARKETS-I (ID· 245914-81-7)	(3,530 983)	14.80	52,258.55	(53,520.90)	(1,262.35) S

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
2/3 2/4	Sale FIFO	MANNING & NAPIER WORLD OPPOR (ID: 563821-54-5)	(11,390 483)	8.53	97,160.82	(96,260 45)	900 37 L
2/3 2/4	Sale FIFO	T ROWE PRICE NEW ASIA (ID: 77956H-50-0)	(2,218.220)	14.92	33,095.84	(34,442.61)	(1,346.77) L
2/3 2/4	Sale FIFO	GOLDMAN SACHS TR STRG INCM INST (ID: 38145C-64-6)	(2,919.829)	10.54	30,775.00	(30,737.91)	37.09 S
2/4 2/5	Sale FIFO	JPM SHORT DURATION BD FD - SEL FUND 3133 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10.92 (ID: 4812C1-33-0)	(5,372.253)	10.92	58,665 00	(58,695.65)	(30.65) L
2/4 2/5	Sale FIFO	JPM FLOAT RATE INC FD - SEL FUND 2808 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10 11 (ID· 48121L-51-0)	(1,968.348)	10 11	19,900 00	(18,935 51)	964 49 L
2/6 2/7	Sale FIFO	GOLDMAN SACHS TR STRG INCM INST (ID· 38145C-64-6)	(5,082.547)	10.60	53,875.00	(53,505.50)	369.50 S
3/7 3/10	Sale FIFO	T ROWE PRICE NEW ASIA (ID: 77956H-50-0)	(3,310.790)	16.13	53,403.04	(51,407 10)	1,995.94 L
3/12 3/12	Redemption Pro Rata	BNP BREN MXEA 3/12/14 1.5XLEV- 7.35%CAP-11.025%MAXPYMT 10%BUFFER INITIAL LEVEL-02/22/13 MXEA:1650.26 TO REDEMPTION (ID: 05574L-FV-5)	(50,000.000)	111.025	55,512.50	(49,500 00)	6,012.50 L
3/13 3/13	LT Capital Gain Distribution	JPM MID CAP CORE FD - SEL FUND 2426 LONG TERM CAPITAL GAINS @ 0.04863 (ID: 48121L-75-9)	6,262.074	0.049	304.52		
3/19 3/19	Redemption Pro Rata	DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594.56 TO REDEMPTION (ID· 2515A1-LR-0)	(45,000.000)	115.805	52,112 41	(44,437.50)	7,674.91 L

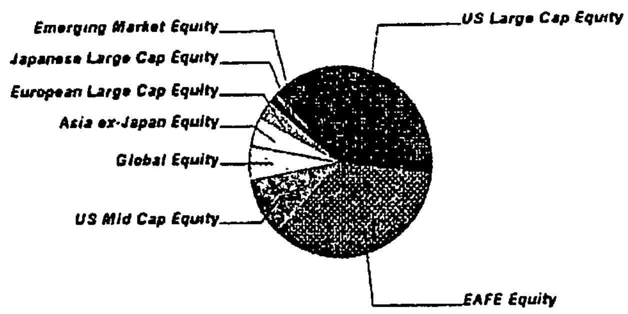
Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
3/27 3/27	Cash In Lieu	DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7.6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E:2594.56 ADDITIONAL FUNDS FOR MATURITY ALLOCATION ON 3/19/2014. AS OF 03/19/14 (ID: 2515A1-LR-0)	45,000 000		0.01		0.01 L
4/9 4/9	Redemption Pro Rata	DB BREN MXEA 04/09/14 10%BUFFER-1.5XLEV-7.1%CAP 10.65%MAXRTRN INITIAL LEVEL-03/22/13.MXEA.1686 72 TO REDEMPTION (ID: 25152R-CD-3)	(50,000.000)	110.65	55,325.00	(49,500.00)	5,825.00 L
4/21 4/22	Sale FIFO	PRIMECAP ODYSSEY STOCK FUND (ID: 74160Q-30-1)	(2,506.651)	21.80	54,645.00	(38,820.45)	15,824 55 L
5/22 5/23	Sale FIFO	PIMCO COMMODITYPL STRAT-P (ID: 72201P-16-7)	(2,556.719)	11.46	29,300.00	(28,000 49)	1,299.51 L
5/28 5/29	Sale FIFO	JPM GRWTH ADVANTAGE FD - SEL FUND 1567 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 13.95 (ID· 4812A3-71-8)	(9,242.329)	13.95	128,930.49	(80,849.35)	48,081 14 L
5/28 5/29	Sale FIFO	EDGEWOOD GROWTH FUND-INS (ID: 0075W0-75-9)	(6,576.519)	19.22	126,400.70	(75,629.97)	50,770 73 L
5/28 5/29	Sale FIFO	DODGE & COX INTL STOCK FUND (ID: 256206-10-3)	(198.238)	45.98	9,115.00	(7,140.54)	1,974 46 L
5/28 5/29	Sale FIFO	EQUINOX FDS TR EQNX CB STGY I (ID: 29446A-81-9)	(3,006.231)	9.63	28,950.00	(31,354.99)	(2,404 99) S
Total Settled Sales/Maturities/Redemptions					**$3,077,665.20**	**($2,761,950.20)**	**$250,172.98 L ($22,837.79) S**

CECIL I. WALKER MACHINERY CO. CHARITABLE TRUST
EIN: 55-6050733
2013 FORM 990-PF, PAGE 2, PART II ATTACHMENT

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,593,978.54	1,570,822.31	(23,156.23)	31%
US Mid Cap Equity	375,399.62	431,357.43	55,957.81	8%
EAFE Equity	787,594 77	1,460,332.38	672,737.61	28%
European Large Cap Equity	49,208.85	109,520 08	60,311.23	2%
Japanese Large Cap Equity	0 00	52,970.61	52,970 61	1%
Asia ex-Japan Equity	335,040.74	222,367.88	(112,672.86)	4%
Emerging Market Equity	285,834.26	54,757.16	(231,077.10)	1%
Global Equity	164,611.20	278,828.21	114,217.01	5%
Total Value	**$3,591,667.98**	**$4,180,956.06**	**$589,288.08**	**80%**

Asset Categories



Equity as a percentage of your portfolio - 80 %

Market Value/Cost	Current Period Value
Market Value	4,180,956.06
Tax Cost	3,483,668.78
Unrealized Gain/Loss	697,287.28
Estimated Annual Income	59,278.67
Yield	1.41 %

J.P.Morgan

001457 0014 of 0040 NSPOOMN6 Y9 YNNNNNNN
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Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
GS CYCLICAL SECT REL PERF NT 3/4/15 1.08 XLEV BASKET UPSIDE- UNCAPPED 1.1 SPX DOWNSIDE 2/14/14 SPX.1838 63 BSKT IXM.215.86 IXI:513 97 IXT:360.81 38147Q-NP-7	103 70	50,000.000	51,852.00	49,500.00	2,352.00		
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	47 92	4,509.048	216,073.58	155,471.99	60,601.59	987.48	0.46%
JPM EQ INDEX FD - SEL FUND 3129 4812C1-55-3 HLEI X	41.30	13,435 843	554,900.32	506,904 74	47,995.58	9,687.24	1.75%
JPM US EQ FD - INSTL FUND 1382 4812A1-14-2 JMUE X	14.63	17,641 209	258,090.89	194,850.07	63,240.82	2,628 54	1.02%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	28.95	1,991 183	57,644.75	43,633.76	14,010.99	228.98	0.40%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	15 88	14,364 512	228,108.45	151,591.12	76,517.33	1,551.36	0.68%
PRIMECAP ODYSSEY STOCK FUND 74160Q-30-1 POSK X	22.28	5,391.150	120,114.82	83,492 63	36,622.19	1,304.65	1.09%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
SG REN SPX 10/16/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-09/27/13 SPX:1691 75 83368W-EU-1	112.05	75,000.000	84,037.50	74,250.00	9,787.50		
Total US Large Cap Equity			$1,570,822.31	$1,259,694.31	$311,128.00	$16,388.25	1.05%
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	47.40	1,773 960	84,085.70	60,221.97	23,863.73	108.21	0.13%
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	157.19	75 000	11,789.25	5,743.89	6,045.36	156.67	1 33%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	137.63	520.000	71,567 60	49,948.18	21,619.42	945.36	1.32%
JPM MID CAP EQ FD - SEL FUND 689 4812A1-26-6 VSNG X	43.55	3,166 868	137,917.10	90,361.73	47,555.37	443 36	0.32%
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13.43	9,381.815	125,997 78	87,632.34	38,365.44	1,060.14	0.84%
Total US Mid Cap Equity			$431,357.43	$293,908.11	$137,449.32	$2,713.74	0.63%

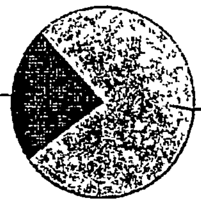
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
EAFE Equity							
ARTISAN INTERNATIONAL FD-INV 04314H-20-4 ARTI X	30.76	6,251.693	192,302.08	178,475.00	13,827.08	3,544.70	1.84%
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	38.37	4,784 468	183,580.04	126,768.08	56,811.96	4,416.06	2.41%
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	45.98	5,914.715	271,958.60	213,048.40	58,910 20	4,110 72	1.51%
HSBC REN MXEA 10/16/14 2 XLEV- 10%CAP- 20%MAXPYMT INITIAL LEVEL-09/27/13 MXEA:1835 850 40432X-LA-7	108.26	65,000.000	70,369 00	64,350.00	6,019.00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	69.41	6,041.000	419,305.81	387,453.37	31,852.44	10,287.82	2.45%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	27 12	11,903.276	322,816 85	298,005.00	24,811.85	5,189.82	1.61%
Total EAFE Equity			$1,460,332.38	$1,268,099.85	$192,232.53	$27,549.12	1.89%
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	60.98	1,796 000	109,520 08	103,975 81	5,544.27	4,075.12	3.72%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	9 97	5,313.000	52,970.61	53,130 00	(159.39)		

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	15.91	9,491.049	151,002.59	148,440 00	2,562.59	4,868.90	3 22%
T ROWE PRICE NEW ASIA 77956H-50-0 PRAS X	16.83	4,240.362	71,365 29	65,840.70	5,524.59	636.05	0 89%
Total Asia ex-Japan Equity			$222,367.88	$214,280.70	$8,087.18	$5,504.95	2.47%
Emerging Market Equity							
JPM CHINA REGION FD - SEL FUND 3810 4812A3-52-8 JCHS X	20.94	2,614 955	54,757 16	48,085.00	6,672.16	277.18	0.51%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.62	14,974 662	278,828.21	242,495.00	36,333 21	2,770.31	0.99%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	306,255 36	538,344.83	232,089.47	10%
Real Estate & Infrastructure	44,516.01	0 00	(44,516.01)	
Hard Assets	204,758.54	159,371.40	(45,387.14)	3%
Total Value	**$555,529.91**	**$697,716.23**	**$142,186.32**	**13%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 13 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11.14	9,719 441	108,274.57	106,525.08
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EBSI X	9.58	5,722 916	54,825.54	59,690.01

Hedge Funds

	Price	Quantity	Estimated Value	Cost
FUNDVANTAGE TR ABS RTR INSTL 360873-13-7 GARI X	13.64	8,066.950	110,033.20	104,225.00
GATEWAY FUND-Y 367829-88-4 GTEY X	29.39	3,581.299	105,254 38	101,095.00
GOLDMAN SACHS TR STRG INCM INST 38145C-64-6 GSZI X	10.59	10,048 889	106,417.73	105,787 67
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12.51	4,279.729	53,539.41	53,625.00
Total Hedge Funds			**$538,344.83**	**$530,947.76**

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	104.01	25,000.000	26,002.50	24,750.00	

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
BARC BREN PLDMLNPM 2/17/15 10% BUFFER-1.21%XLEV 12.10%MAX-10%CAP PLDMLNPM:726.20 06741T-4X-2	105.65	25,000.000	26,412.50	24,750.00	
DB MARKET PLUS WTI 07/21/15 79 9% BARRIER- 6.5%CPN INITIAL LEVEL 05/23/14 CL1: 104.35 25152R-KH-5	100.00 5/23/14	25,000 000	25,000.00	24,700.00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11.32	7,239 965	81,956 40	79,290.13	246.15
Total Hard Assets			**$159,371.40**	**$153,490.13**	**$246.15**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	140,160.54	0.00	(140,160.54)	
US Fixed Income	478,012.75	358,640.31	(119,372.44)	7%
Complementary Structured Strategies	66,868.55	0 00	(66,868.55)	
Foreign Exchange & Non-USD Fixed Income	46,631.93	0.00	(46,631.93)	
Total Value	**$731,673.77**	**$358,640.31**	**($373,033.46)**	**7%**

Market Value/Cost	Current Period Value
Market Value	358,640.31
Tax Cost	355,585 55
Unrealized Gain/Loss	3,054 76
Estimated Annual Income	8,451.42
Accrued Interest	282.00
Yield	2.35%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	358,640.31	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Mutual Funds	358,640.31	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.

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Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US Fixed Income							
METROPOLITAN WEST FDS TOTAL RET CL I 592905-50-9	10.85	5,149.53	55,872.43	55,100.00	772 43	1,529 41	2 74%
DOUBLELINE TOTAL RET BD-I 258620-10-3	11 01	4,288.34	47,214.59	47,856.46	(641.87)	2,414.33	5.11%
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11.90	7,261.10	86,407.04	84,518.41	1,888.63	1,793 49 101 66	2.08%
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11.74	3,616.97	42,463.19	42,210.00	253 19	1,121.25 90.42	2.64%
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10.93	10,168.31	111,139.60	111,095 93	43 67	955.82 40.67	0.86%
JPM FLOAT RATE INC FD - SEL FUND 2808 48121L-51-0	10.10	1,538.96	15,543.46	14,804 75	738.71	637.12 49.25	4.10%
Total US Fixed Income			**$358,640.31**	**$355,585.55**	**$3,054.76**	**$8,451.42** **$282.00**	**2.36%**