Form **990-PF** — **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

Department of the Treasury Internal Revenue Service

OMB No 1545-0052 — **2013** — Open to Public Inspection

For calendar year 2013 or tax year beginning 06/01 , 2013, and ending 05/31, 2014

Name of foundation: WILMA DONOHUE MOLEEN FOUNDATION R76697003

A Employer identification number: 74-6409404

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

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

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

C If exemption application is pending, check here ▶ [ ]

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

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 13,229,313.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	65,032.	64,311.		
	5a Gross rents	3,183,518.	3,183,518.	NONE	
	b Net rental income or (loss) 2,264,044.				
	6a Net gain or (loss) from sale of assets not on line 10	66,582.			
	b Gross sales price for all assets on line 6a 1,034,323.				
	7 Capital gain net income (from Part IV, line 2)		66,582.		
	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	3,315,132.	3,314,411.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	183,204.	137,403.		45,801.
	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) STMT 1	3,435.	1,718.	NONE	1,718.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	7,979.	697.		
	19 Depreciation (attach schedule) and depletion		477,221.		
	20 Occupancy	441,946.	439,259.		
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	636,564.	1,056,298.	NONE	47,519.
	25 Contributions, gifts, grants paid	147,040.			147,040.
	26 **Total expenses and disbursements** Add lines 24 and 25	783,604.	1,056,298.	NONE	194,559.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,531,528.			
	b **Net investment income** (if negative, enter -0-)		2,258,113.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	170,332.	655,139.	655,139.
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	27,084.		
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	1,466,518.	2,170,243.	2,452,463.
c	Investments - corporate bonds (attach schedule)	303,107.	954,927.	969,598.
11	Investments - land, buildings, and equipment basis ▶ 73,985.			
	Less accumulated depreciation (attach schedule) ▶	79,000.	73,985.	213,991.
12	Investments - mortgage loans			
13	Investments - other (attach schedule)		690,895.	706,539.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ OIL AND GAS WELLS)		63.	8,231,583.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,046,041.	4,545,252.	13,229,313.
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	2,046,041.	4,545,252.	
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)	2,046,041.	4,545,252.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,046,041.	4,545,252.	

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	2,046,041.
2	Enter amount from Part I, line 27a	2	2,531,528.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,577,569.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3	5	32,317.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,545,252.

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	1,034,323.		967,751.	66,572.
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				66,572.
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** 66,572.

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	130,803.	3,201,465.	0.040857
2011	92,787.	2,688,326.	0.034515
2010	39,304.	1,880,386.	0.020902
2009	13,427.	1,780,420.	0.007541
2008	11,400.	1,522,961.	0.007485

2	**Total** of line 1, column (d)	2	0.111300
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	0.022260
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	8,496,635.
5	Multiply line 4 by line 3	5	189,135.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	22,581.
7	Add lines 5 and 6	7	211,716.
8	Enter qualifying distributions from Part XII, line 4	8	194,559.

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	45,162.
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	45,162.
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	45,162.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 4,500.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	4,500.
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	40,662.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JP MORGAN CHASE BANK, NA Telephone no. ▶ (866)888-5157

Located at ▶ 10 S DEARBORN ST 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)*

		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)? (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
JP MORGAN CHASE BANK, NA 10 S DEARBORN ST IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	183,204.	-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	3,251,335.
b	Average of monthly cash balances	1b	465,367.
c	Fair market value of all other assets (see instructions)	1c	4,909,323.
d	**Total** (add lines 1a, b, and c)	1d	8,626,025.
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	8,626,025.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	129,390.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,496,635.
6	**Minimum investment return.** Enter 5% of line 5	6	424,832.

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	424,832.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	45,162.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	45,162.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	379,670.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	379,670.
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	379,670.

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	194,559.
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	194,559.
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	194,559.

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				379,670.
2	Undistributed income, if any, as of the end of 2013.				
a	Enter amount for 2012 only			147,040.	
b	Total for prior years 20____,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: ▶ $ 194,559.				
a	Applied to 2012, but not more than line 2a			147,040.	
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				47,519.
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				332,151.
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 ▶ [X] 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*				
SEE STATEMENT 9				147,040.
Total . . . . . . ▶ **3a**				147,040.
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	65,032.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property	211110	2,048.	15	2,261,996.	
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	66,582.	
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)		2,048.		2,393,610.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 2,395,658.

(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] 04/08/2015

Signature of officer or trustee | Date | 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: CAROLYN J. SECHEL	Preparer's signature: Carolyn J. Sechel	Date: 04/08/2015	Check ☐ if self-employed	PTIN: P01256399
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no 312-486-9652	

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
SEC 34 16S 29E EDDY CO NM

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	2,927,339.	
OTHER INCOME.		
TOTAL GROSS INCOME		2,927,339.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		2,927,339.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		2,927,339.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
120 AC, SEC 16-17S-30E

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		277.	
OTHER INCOME:			
TOTAL GROSS INCOME			277.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			277.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			277.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
SEC 27: SE/4 SE/4,

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		621.	
OTHER INCOME:			
TOTAL GROSS INCOME			621.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			621.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			621.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
SEC 28: SW/4

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		4,594.	
OTHER INCOME:			
TOTAL GROSS INCOME			4,594.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS. Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			4,594.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			4,594.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
80 AC, SEC 21-17S-28E, NMPM

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		54,512.	
OTHER INCOME:			
TOTAL GROSS INCOME			54,512.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS· Beneficiary's Portion			
AMORTIZATION			
LESS Beneficiary's Portion			
DEPLETION			
LESS Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			54,512.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			54,512.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
SEC 15: NW/4

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		122,737.	
OTHER INCOME:			
TOTAL GROSS INCOME			122,737.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			122,737.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			122,737.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
SEC 21: E/2 NE/4

Yes | No | Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		602.	
OTHER INCOME:			
TOTAL GROSS INCOME			602.
OTHER EXPENSES			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS. Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			602.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			602.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1.000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY

SEC 1, BLK 140,

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		595.	
OTHER INCOME:			
TOTAL GROSS INCOME			595.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			595.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			595.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA

3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
NW/4 SW/4 & NE/4 SW/4 SEC 31

| | Yes | | No | Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	32,430.	
OTHER INCOME		
TOTAL GROSS INCOME		32,430.
OTHER EXPENSES.		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS. Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		32,430.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		32,430.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
WILMA DONOHUE MOLEEN FOUNDATION R76697003	74-6409404

DESCRIPTION OF PROPERTY
MINERAL ACTIVITY

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME	3,412.	
OTHER INCOME:		
TOTAL GROSS INCOME		3,412.
OTHER EXPENSES:		
DEPRECIATION (SHOWN BELOW)		
LESS: Beneficiary's Portion		
AMORTIZATION		
LESS: Beneficiary's Portion		
DEPLETION		
LESS: Beneficiary's Portion		
TOTAL EXPENSES		
TOTAL RENT OR ROYALTY INCOME (LOSS)		3,412.
Less Amount to		
Rent or Royalty		
Depreciation		
Depletion		
Investment Interest Expense		
Other Expenses		
Net Income (Loss) to Others		
Net Rent or Royalty Income (Loss)		3,412.
Deductible Rental Loss (if Applicable)		

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
Totals									

JSA
3E7000 1 000

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	3,435.	1,718.		1,718.
TOTALS	3,435.	1,718.	NONE	1,718.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX PAID	2,782.	
ESTIMATED TAX PAID	4,500.	
FOREIGN TAX WITHHELD	697.	697.
TOTALS	7,979.	697.

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

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		31,417.
COST BASIS ADJUSTMENT		900.
	TOTAL	32,317.

RECIPIENT NAME:
KIDS EXCEL EL PASO
ADDRESS:
1230 TEXAS AVE
EL PASO, TX 79901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,040.

RECIPIENT NAME:
EL PASO COMMUNITY COLLEGE FDN
ADDRESS:
PO BOX 20500
EL PASO, TX 79998-0500
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
EL PASO MUSEUM OF ART
ADDRESS:
ONE ARTS FESTIVAL PLAZA
EL PASO, TX 79901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 12,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CENTER AGAINST FAMILY VIOLENCE
ADDRESS:
580 GILES RD
EL PASO, TX 79915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
AMERICAN RED CROSS
ADDRESS:
9211 MONTANA AVE
EL PASO, TX 79925
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ALZHEIMERS DISEASE ASSOC INC
ADDRESS:
4687 N MESA STE 200
EL PASO, TX 79912
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
EL PASO DIABETES ASSOCIATION
ADDRESS:
1220 MONTANA AVE
EL PASO, TX 79902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PASO DEL NORTE CHILDREN'S DEV CTR
ADDRESS:
1101 E SCHUSTER AVE
EL PASO, TX 79902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LYDIA PATTERSON INSTITUTE
ADDRESS:
517 S FLORENCE ST
EL PASO, TX 79901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 11,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LUTHERAN SOCIAL SERVICES, SOUTH
ADDRESS:
6585 MONTANA AVE
EL PASO, TX 79925
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
LIMBS INTERNATION INC
ADDRESS:
500 W OVERLAND STE 230
EL PASO, TX 79901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
MUSCULAR DYSTROPHY ASSOCIATION
ADDRESS:
5400 SUNCREST DRIVE A-5
EL PASO, TX 79912
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 4,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
YOUTH LIFE SKILLS GREATER EL PASO
ADDRESS:
1790 N LEE TREVINO DR #400
EL PASO, TX 79936
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
UNIVERSITY MEDICAL CTR FDN EL PASO
ADDRESS:
1400 HARDAWAY ST
EL PASO, TX 79903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
SEXUAL TRAUMA & ASSAULT RESPONSE SVCS
ADDRESS:
710 N CAMPBELL ST
EL PASO, TX 79902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EL PASO KIDS N CO
ADDRESS:
1301 TEXAS AVE
EL PASO, TX 79901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EL PASO BRIDGES ACADEMY
ADDRESS:
4320 NORTH STANTON ST
EL PASO, TX 79902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHILDRENS GRIEF CENTER EL PASO
ADDRESS:
11625 PELLICANO DR
EL PASO, TX 79936
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 147,040.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
SEC 34 16S 29E EDDY	2,927,339.			2,927,339.
120 AC, SEC 16-17S-3	277.			277.
SEC 27: SE/4 SE/4,	621.			621.
SEC 28: SW/4	4,594.			4,594.
80 AC, SEC 21-17S-28	54,512.			54,512.
SEC 15: NW/4	122,737.			122,737.
SEC 21: E/2 NE/4	602.			602.
SEC 1, BLK 140,	595.			595.
NW/4 SW/4 & NE/4 SW/	32,430.			32,430.
MINERAL ACTIVITY	3,412.			3,412.
TOTALS	3,147,119.			3,147,119.

Account Summary

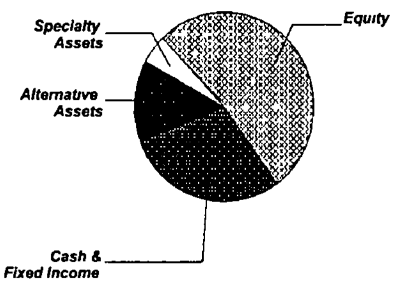
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,338,471 01	2,452,463 10	113,992 09	34,422 45	52%
Alternative Assets	701,592 23	706,539 20	4,946 97	11,003 79	14%
Cash & Fixed Income	1,403,156 60	1,395,399 36	(7,757 24)	28,165 30	29%
Specialty Assets	214,054 00	214,054 00	0 00		5%
Market Value	**$4,657,273.84**	**$4,768,455.66**	**$111,181.82**	**$73,591.54**	**100%**

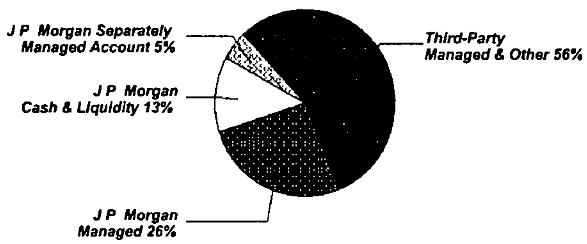
INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	263,861 70	229,336 95	(34,524 75)
Accruals	2,021 05	2,385 94	364 89
Market Value	**$265,882.75**	**$231,722.89**	**($34,159.86)**

Asset Allocation



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

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**4,657,273.84**	**2,239,777.64**	**263,861.70**	**46,977.45**
Additions		1,502,091.67		
Withdrawals & Fees	50,901 40	780,304 80	(224,289 92)	(3,064,937 99)
Net Additions/Withdrawals	**$50,901.40**	**$2,282,396.47**	**($224,289.92)**	**($3,064,937.99)**
Income	13 00	215 38	189,765 17	3,247,297 49
Change In Investment Value	60,267 42	246,066 17		
Ending Market Value	**$4,768,455.66**	**$4,768,455.66**	**$229,336.95**	**$229,336.95**
Accruals	--	--	2,385 94	2,385 94
Market Value with Accruals	**--**	**--**	**$231,722.89**	**$231,722.89**

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	3,931.84	63,574 95
Foreign Dividends	27.90	131 40
Interest Income	14.99	140.03
Original Issue Discount		148 52
Taxable Income	**$3,974.73**	**$63,994.90**
Specialty Asset Income	185,803 44	3,183,517 97
Other Income & Receipts	**$185,803.44**	**$3,183,517.97**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		21,091 74
ST Realized Gain/Loss	262 70	3,598 77
LT Realized Gain/Loss	2,037 92	41,833 20
Realized Gain/Loss	**$2,300.62**	**$66,523.71**

	To-Date Value
Unrealized Gain/Loss	**$312,434.82**

Account Summary CONTINUED

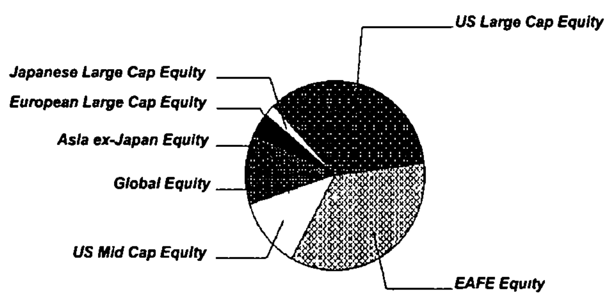
Cost Summary	Cost
Equity	2,170,243 26
Cash & Fixed Income	1,380,728 93
Total	**$3,550,972.19**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	867,111 47	909,224.13	42,112 66	19%
US Mid Cap Equity	256,322 76	271,996 79	15,674 03	6%
EAFE Equity	820,385 59	868,005 13	47,619 54	18%
European Large Cap Equity	89,191 74	89,884 52	692 78	2%
Japanese Large Cap Equity	42,177 81	43,894 86	1,717 05	1%
Asia ex-Japan Equity	131,680 36	135,188 31	3,507 95	3%
Global Equity	131,601 28	134,269 36	2,668 08	3%
Total Value	**$2,338,471.01**	**$2,452,463.10**	**$113,992.09**	**52%**

Market Value/Cost	Current Period Value
Market Value	2,452,463 10
Tax Cost	2,170,243 26
Unrealized Gain/Loss	282,120 39
Estimated Annual Income	34,422.45
Accrued Dividends	829 97
Yield	1 40 %

Asset Categories



Equity as a percentage of your portfolio - 52 %

J.P.Morgan

Note P indicates position adjusted for Pending Trade Activity

** Unrealized Gain/Loss is shown as "N/A" in cases where we do not have appropriate cost information for all tax lots comprising the position Please contact your J P Morgan team for additional information

Equity Detail

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
	US Large Cap Equity							
	ABBVIE INC COM 00287Y-10-9 ABBV	54 33	35 000	1,901 55	1,104 06	797 49	58 80	3 09%
	ACCENTURE PLC-CL A G1151C-10-1 ACN	81 45	30 000	2,443 50	1,862 75	580 75	55.80	2 28%
	AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	119 97	12 000	1,439 64	976 94	462 70	36 96	2 57%
	AIRGAS INC 009363-10-2 ARG	106.32	10 000	1,063 20	1,059 31	3 89	22 00	2 07%
	ALEXANDRIA REAL ESTATE EQUITIES INC 015271-10-9 ARE	76 09	10 000	760 90	652 80	108 10	28 00	3 68%
	AMERIPRISE FINANCIAL INC 03076C-10-6 AMP	112 61	15 000	1,689 15	824 42	864 73	34 80	2 06%
	ANALOG DEVICES INC 032654-10-5 ADI	52 38	54 000	2,828 52	2,063 34	765 18	79 92 19 98	2 83%
P	**APPLE INC.** 037833-10-0 AAPL	633 00	10 000	6,330 00	5,686 58	643 42	131 60	2 08%
	ARTHUR J GALLAGHER & CO 363576-10-9 AJG	45 83	37 000	1,695 71	1,323 42	372 29	53 28	3 14%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	79 68	30 000	2,390 40	1,532 04	858 36	57 60	2 41%
AVALONBAY COMMUNITIES INC 053484-10-1 AVB	141 84	6 000	851 04	734 69	116 35	27.84	3 27%
BARC REN SPX 09/04/14 2 XLEV- 7 85%CAP- 15 70% MAXPYMT INITIAL LEVEL-08/16/13 SPX 1655 83 06741T-D4-6	114 24	30,000.000	34,272 00	29,700 00	4,572 00		
BAXTER INTERNATIONAL INC 071813-10-9 BAX	74 41	34 000	2,529 94	2,056 70	473 24	70 72	2 80%
BB & T CORP 054937-10-7 BBT	37 92	73 000	2,768 16	1,882 73	885 43	70 08 17 52	2 53%
BECTON DICKINSON & CO 075887-10-9 BDX	117 70	25 000	2,942 50	1,896 03	1,046.47	54.50	1 85%
BLACKROCK INC 09247X-10-1 BLK	304 90	11 000	3,353 90	2,231 56	1,122 34	84.92	2 53%
BRINKER INTERNATIONAL INC 109641-10-0 EAT	49 65	22 000	1,092 30	831 98	260 32	21 12	1 93%
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	49 74	75 000	3,730 50	3,371.42	359 08	108 00	2 90%
CHEVRON CORP 166764-10-0 CVX	122 79	45 000	5,525 55	4,354 79	1,170 76	192 60 48 15	3 49%
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	49 02	24 000	1,176 48	554 87	621 61	42 24	3 59%
CINEMARK HOLDINGS INC 17243V-10-2 CNK	31 52	50 000	1,576 00	886 59	689 41	50 00	3 17%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
CME GROUP INC CLASS A COMMON STOCK 12572Q-10-5 CME	72 00	48 000	3,456 00	2,711 35	744 65	90 24	2 61%
CMS ENERGY CORP 125896-10-0 CMS	29 75	60 000	1,785 00	843 36	941 64	64 80	3 63%
COCA-COLA CO 191216-10-0 KO	40 91	60 000	2,454 60	1,742 40	712 20	73.20	2 98%
COMCAST CORPORATION SPL A + 20030N-20-0 CMCS K	51 84	43 000	2,229 12	1,795 69	433 43	38.70 9 68	1 74%
CONOCOPHILLIPS 20825C-10-4 COP	79 94	89 000	7,114 66	4,906 42	2,208 24	245 64 61 41	3 45%
CULLEN FROST BANKERS INC 229899-10-9 CFR	74 86	22 000	1,646 92	1,130 82	516 10	44.88 11 22	2 73%
DOMINION RESOURCES INC VA 25746U-10-9 D	68 96	18 000	1,241 28	1,266 75	(25.47)	43 20 10 80	3 48%
DTE ENERGY CO 233331-10-7 DTE	76 12	17 000	1,294 04	1,178 70	115 34	44 54	3 44%
DUNKIN BRANDS GROUP INC 265504-10-0 DNKN	44 76	37 000	1,656 12	1,287 39	368 73	34 04 8 51	2 06%
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	69 31	29 000	2,009 99	1,149 24	860 75	52 20 13.05	2 60%
EDISON INTERNATIONAL 281020-10-7 EIX	55 14	52 000	2,867 28	2,405.75	461 53	73 84	2 58%
EMERSON ELECTRIC CO 291011-10-4 EMR	66 73	18 000	1,201 14	811 39	389 75	30 96 7 74	2 58%

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

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EXXON MOBIL CORP 30231G-10-2 XOM	100 53	63 000	6,333 39	5,667 62	665 77	173 88 43 47	2 75%
FASTENAL CO 311900-10-4 FAST	48 75	23 000	1,121 25	1,057 12	64 13	23 00	2 05%
FIDELITY NATIONAL INFORMATION SERVICES 31620M-10-6 FIS	54.15	43 000	2,328 45	1,729.22	599 23	41.28	1.77%
GAP INC 364760-10-8 GPS	41 23	63 000	2,597 49	2,450 55	146 94	55 44	2 13%
GENUINE PARTS CO 372460-10-5 GPC	86 33	21 000	1,812 93	1,055 34	757 59	48 30	2 66%
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	34 65	77 000	2,668 05	1,495 56	1,172 49	46 20 11 55	1 73%
HARTFORD CAPITAL APPREC-I 416649-30-9 ITHI X	47 92	2,027 810	97,172 66	90,298 39	6,874 27	444 09	0 46%
HOME DEPOT INC 437076-10-2 HD	80 23	28 000	2,246 44	689 08	1,557 36	52 64	2 34%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	93 15	38 000	3,539 70	1,683 66	1,856 04	68 40 17 10	1 93%
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	86 55	40 000	3,462 00	2,651.53	810 47	67.20	1 94%
J M SMUCKER CO 832696-40-5 SJM	102 60	10 000	1,026 00	493 00	533 00	23 20 5 80	2 26%
JOHNSON & JOHNSON 478160-10-4 JNJ	101 46	104 000	10,551 84	8,010 56	2,541 28	291 20 72.80	2 76%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
US Large Cap Equity							
JPM LARGE CAP GRWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	32 08	2,094 481	67,190.95	51,850 10	15,340 85		
JPM TAX AWARE EQ FD - INSTL FUND 1236 4812A1-65-4 JPDE X	27 64	4,059 085	112,193 11	101,582 83	10,610 28	1,124 36	1 00%
KINDER MORGAN INC 49456B-10-1 KMI	33 39	34 000	1,135 26	1,192 49	(57 23)	57 12	5 03%
KLA-TENCOR CORP 482480-10-0 KLAC	65 52	47 000	3,079 44	2,090.42	989 02	84 60 21 15	2 75%
L BRANDS, INC. 501797-10-4 LB	57 39	51 000	2,926 89	2,174 91	751 98	69 36	2 37%
LORILLARD INC 544147-10-1 LO	62 17	44 000	2,735 48	1,091 77	1,643 71	108 24 27.06	3 96%
M & T BANK CORP 55261F-10-4 MTB	121 37	23 000	2,791 51	1,806 82	984 69	64 40 16 10	2 31%
MACYS INC 55616P-10-4 M	59 89	25 000	1,497 25	1,163 96	333 29	31 25	2 09%
MARATHON PETROLEUM CORPORATION 56585A-10-2 MPC	89 39	27 000	2,413 53	1,876 45	537 08	45 36 11 34	1 88%
MCGRAW HILL FINANCIAL INC 580645-10-9 MHFI	81 77	24 000	1,962 48	1,254 16	708 32	28.80 7 20	1 47%
MERCK AND CO INC 58933Y-10-5 MRK	57 86	101 000	5,843 86	3,750 74	2,093 12	177 76	3 04%
METLIFE INC 59156R-10-8 MET	50 93	52 000	2,648 36	2,350 04	298 32	72 80 18 20	2 75%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
MICROSOFT CORP 594918-10-4 MSFT	40 94	71 000	2,906 74	1,735 83	1,170 91	79 52 19 88	2 74%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	37 62	73 000	2,746 26	1,759 16	987 10	40.88	1 49%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	15 88	9,799 510	155,616 22	139,725 35	15,890 87	1,058 34	0 68%
NEXTERA ENERGY INC 65339F-10-1 NEE	97 36	32 000	3,115 52	1,891 04	1,224 48	92 80 23.20	2 98%
NISOURCE INC 65473P-10-5 NI	37 37	79 000	2,952 23	2,015 19	937 04	82 16	2 78%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	100 75	27 000	2,720 25	2,302 16	418 09	58 32 14.58	2 14%
NORTHERN TRUST CORP 665859-10-4 NTRS	60 40	49 000	2,959 60	2,445 95	513 65	64 68	2 19%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	99 69	55 000	5,482 95	4,433 98	1,048 97	158 40	2 89%
OMNICOM GROUP INC 681919-10-6 OMC	71 15	37 000	2,632 55	2,431 49	201 06	74 00	2 81%
PACCAR INC 693718-10-8 PCAR	63 36	54 000	3,421 44	2,548 09	873 35	47 52 11 88	1 39%
PFIZER INC 717081-10-3 PFE	29 63	229 000	6,785 27	4,040 85	2,744 42	238 16 59 54	3 51%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	88 54	48 000	4,249 92	3,050 21	1,199 71	180 48	4 25%
PNC FINANCIAL SERVICES GROUP INC 693475-10-5 PNC	85 27	66 000	5,627 82	4,490 46	1,137 36	126 72	2 25%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
PPG INDUSTRIES INC 693506-10-7 PPG	201 61	8 000	1,612 88	505 04	1,107 84	21 44 5 36	1 33%
PROCTER & GAMBLE CO 742718-10-9 PG	80 79	48 000	3,877 92	3,397 81	480 11	123 55	3 19%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	82 16	39 000	3,204 24	1,918 92	1,285 32	82 68 20 67	2 58%
QUALCOMM INC 747525-10-3 QCOM	80.45	24 000	1,930.80	1,556 67	374 13	40 32	2 09%
SEMPRA ENERGY 816851-10-9 SRE	100.35	30 000	3,010 50	1,573.80	1,436 70	79.20	2 63%
SIMON PROPERTY GROUP INC 828806-10-9 SPG	166 46	10 000	1,664 60	1,596 69	67 91	52.00	3 12%
SNAP-ON INC 833034-10-1 SNA	117 27	12 000	1,407 24	462 71	944 53	21.12 5 28	1 50%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	192 68	927 000	178,614 36	164,882 79	13,731 57	3,227 81	1 81%
T ROWE PRICE GROUP INC 74144T-10-8 TROW	81 53	32 000	2,608 96	1,335 47	1,273 49	56.32	2 16%
TEXAS INSTRUMENTS INC 882508-10-4 TXN	46 98	47 000	2,208 06	1,660 62	547 44	56 40	2 55%
THE HERSHEY COMPANY 427866-10-8 HSY	97 34	24 000	2,336 16	1,394 57	941 59	46 56 11 64	1 99%
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	93 45	49 000	4,579 05	2,947 58	1,631 47	107 80	2 35%
TIFFANY & CO 886547-10-8 TIF	99 41	20 000	1,988 20	1,160 91	827 29	30.40	1 53%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
US Large Cap Equity							
TIME WARNER INC NEW 887317-30-3 TWX	69 83	51 000	3,561 33	1,315 07	2,246 26	64 77 / 32 38	1 82%
TIME WARNER CABLE INC 88732J-20-7 TWC	141 16	7 000	988 12	344 50	643 62	21 00 / 5 25	2 13%
UNION PACIFIC CORP 907818-10-8 UNP	199 27	7 000	1,394 89	1,052 64	342 25	25 48	1 83%
UNITED PARCEL SERVICE INC CL B 911312-10-6 UPS	103 88	28 000	2,908 64	1,969 46	939 18	75 04 / 18 76	2 58%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	116 22	30 000	3,486 60	2,251 96	1,234 64	70 80 / 17 70	2 03%
US BANCORP DEL 902973-30-4 USB	42 19	61 000	2,573 59	1,526 00	1,047 59	56 12	2 18%
V F CORP 918204-10-8 VFC	63 02	19 000	1,197 38	356 88	840 50	19 95	1 67%
VALIDUS HOLDINGS LTD G9319H-10-2 VR	37 33	34 000	1,269 22	830 11	439 11	40 80	3 21%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	49 96	88 000	4,396 48	2,719 04	1,677 44	186 56	4 24%
WASHINGTON PRIME GROUP-W/I 939647-10-3 WPG	19 89	5 000	99 45	N/A **	N/A		
WELLS FARGO & CO 949746-10-1 WFC	50 78	238 000	12,085 64	6,654.68	5,430 96	333 20 / 83 30	2 76%
WILLIAMS SONOMA INC 969904-10-1 WSM	66 92	31 000	2,074 52	1,172 32	902 20	40 92	1 97%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
WILLIAMS COMPANIES INC 969457-10-0 WMB	46 96	33 000	1,549 68	423 12	1,126 56	56 10	3 62%
WYNDHAM WORLDWIDE CORP 98310W-10-8 WYN	73 93	27 000	1,996 11	1,934 98	61 13	37 80 9 45	1 89%
XCEL ENERGY INC 98389B-10-0 XEL	30 76	53 000	1,630 28	1,487 21	143.07	63 60	3 90%
XILINX CORP 983919-10-1 XLNX	46 96	40 000	1,878 40	1,349 00	529 40	46 40 11 60	2 47%
P **YUM BRANDS INC** 988498-10-1 YUM	77 31			0 00			1 91%
3M CO 88579Y-10-1 MMM	142 55	23 000	3,278 65	2,072 86	1,205 79	78 66 19 67	2 40%
Total US Large Cap Equity			**$909,224.13**	**$761,005.77**	**$148,118.91**	**$12,780.68** **$829.97**	**1.41%**
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	137 63	728 000	100,194 64	86,359 59	13,835 05	1,323 50	1 32%
JPM MID CAP EQ FD - SEL FUND 689 4812A1-26-6 VSNG X	43 55	1,813 478	78,976 97	65,731 95	13,245 02	253 88	0 32%
JPM MKT EXP ENH INDEX FD - SEL FUND 3708 4812C1-63-7 PGMI X	13 43	6,911 778	92,825 18	86,465 69	6,359 49	781 03	0 84%
Total US Mid Cap Equity			**$271,996.79**	**$238,557.23**	**$33,439.56**	**$2,358.41**	**0.87%**

EAFE Equity

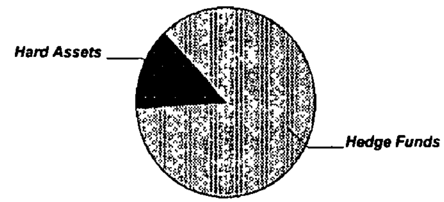
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	38 37	927 204	35,576 82	23,479 22	12,097 60	855 80	2 41%
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	12 04	17,667 578	212,717 64	206,763 55	5,954 09	1,590 08	0 75%
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	112 88	25,000 000	28,219 48	24,750 00	3,469 48		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	69 41	1,757 000	121,953 37	110,419 65	11,533 72	2,992 17	2 45%
MFS INTL VALUE-I 55273E-82-2 MINI X	36 90	2,677 750	98,808 98	88,656 04	10,152 94	1,769 99	1 79%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	27 12	5,412 334	146,782 50	142,088 32	4,694 18	2,359 77	1 61%
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	121 23	25,000 000	30,307.50	24,750 00	5,557 50		
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	10 47	18,494 636	193,638 84	178,051 02	15,587 82	3,513 98	1 81%
Total EAFE Equity			**$868,005.13**	**$798,957.80**	**$69,047.33**	**$13,081.79**	**1.51%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	60 98	1,474 000	89,884 52	84,235 08	5,649 44	3,344 50	3 72%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	9 97	4,402 694	43,894 86	43,941 26	(46 40)		
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 24	7,721 491	94,511 05	89,109 33	5,401 72	1,219 99	1 29%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	26 98	1,507 682	40,677 26	32,385 00	8,292 26	303 04	0 74%
Total Asia ex-Japan Equity			**$135,188.31**	**$121,494.33**	**$13,693.98**	**$1,523.03**	**1.12%**
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18 62	7,211 029	134,269 36	122,051 79	12,217 57	1,334 04	0 99%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	582,796 00	587,604 10	4,808 10	12%
Hard Assets	118,796 23	118,935 10	138 87	2%
Total Value	**$701,592.23**	**$706,539.20**	**$4,946.97**	**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 14	5,310 544	59,159 46	58,615 38
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 34	5,855 922	54,694 31	55,095 28

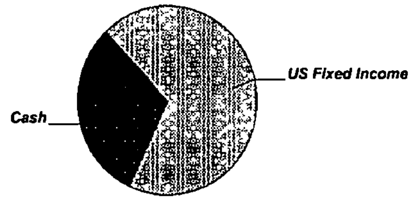
	Price	Quantity	Estimated Value	Cost
Hedge Funds				
FUNDVANTAGE TR ABS RTR INSTL 360873-13-7 GARI X	13 64	6,542 264	89,236 48	86,548 12
GATEWAY FUND-Y 367829-88-4 GTEY X	29 39	3,840 603	112,875 32	107,851 24
GOLDMAN SACHS TR STRG INCM INST 38145C-64-6 GSZI X	10 59	9,196 179	97,387 54	96,694 16
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12 51	6,555 998	82,015 53	82,508 70
PRUDENTIAL INVT PORTFOLIOS 9 PRU ABRTN FD Z 74441J-82-9 PADZ X	9 92	3,767 524	37,373 84	37,072 44
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12 86	4,266 067	54,861 62	54,863 48
Total Hedge Funds			**$587,604.10**	**$579,248.80**

	Price	Quantity	Estimated Value	Cost	Est. Annual Income / Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11 32	9,587 465	108,530 10	101,746 40	325 97
SG CONT BUFF EQ BRENT 08/12/14 LNKD TO CO1 80% BARRIER- 4 6%CPN 15 00%CAP INITIAL LEVEL-08/01/13 CO1 109 43 78423E-HT-4	104 05	10,000 000	10,405 00	9,900 00	
Total Hard Assets			**$118,935.10**	**$111,646.40**	**$325.97**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	351,511 54	425,801 71	74,290 17	9%
US Fixed Income	1,051,645 06	969,597 65	(82,047 41)	20%
Total Value	**$1,403,156.60**	**$1,395,399.36**	**($7,757.24)**	**29%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 29 %

Market Value/Cost	Current Period Value
Market Value	1,395,399.36
Tax Cost	1,380,728 93
Unrealized Gain/Loss	14,670 43
Estimated Annual Income	28,165 30
Accrued Interest	1,555 97
Yield	2 01 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	1,395,399 36	100%

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	425,801 71	30%
Mutual Funds	969,597 65	70%
Total Value	**$1,395,399.36**	**100%**

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

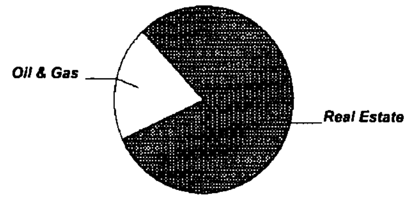
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	426,220 76	426,220.76	426,220 76		127 86	0 03 % [1]
COST OF PENDING PURCHASES	1 00	(1,265 83)	(1,265.83)	(1,265.83)			
PROCEEDS FROM PENDING SALES	1 00	846 78	846 78	846 78			
Total Cash			**$425,801.71**	**$425,801.71**	**$0.00**	**$127.86**	**0.03 %**
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	11 01	13,771 79	151,627 37	153,233 23	(1,605 86)	7,753 51	5 11 %
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11 90	7,325 64	87,175 06	83,102 42	4,072 64	1,809 43 102.56	2 08 %
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11 74	28,694 48	336,873 17	329,978 74	6,894 43	8,895 28 717 36	2 64 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	10,804 44	87,948 12	85,714 56	2,233 56	5,153.71 378 16	5 86 %
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 93	11,914 93	130,230 14	128,297.73	1,932 41	1,120 00 47 66	0 86 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM MULTI SECTOR INC FD - SEL FUND 2130 48121A-29-0	10 36	8,398.71	87,010 67	86,095 43	915 24	2,225 65 151 18	2 56 %
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 60	8,371 05	88,733.12	88,505 11	228 01	1,079 86 159 05	1 22 %
Total US Fixed Income			**$969,597.65**	**$954,927.22**	**$14,670.43**	**$28,037.44** **$1,555.97**	**2.89 %**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Real Estate	213,991 00	213,991 00	0 00	4%
Oil & Gas	63 00	63 00	0 00	1%
Total Value	**$214,054.00**	**$214,054.00**	**$0.00**	**5%**

Asset Categories



Specialty Assets as a percentage of your portfolio - 5 %

Specialty Assets Detail

	Interest Type	Percentage of Ownership	Estimated Value	Estimated Cost
Real Estate				
Moleen, Pecos Co., TX 66 66% undivied interest in 603 46 a Sec 34, Blk 140 Texas &St Louis Ry Co , Surv, Pecos RANGE/PASTURE Bearer 997020-51-6	SURFACE-REAL ESTATE	66 66 %	89,991 00	8,000.00
1.1644 ACRES A PORTION OF SEC 10 BL 80 TWN 1 T& PR SURVEYS EL PASO COUNTY, TEXAS AEG-LAND Bearer 997101-83-0	SURFACE-REAL ESTATE	100 00 %	124,000 00	65,985 00
Total Real Estate			**$213,991.00**	**$73,985.00**