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 JUL 1, 2013 **, and ending** JUN 30, 2014

Name of foundation: CHILDREN'S CARE FOUNDATION

A Employer identification number: 36-6088708

Number and street (or P O box number if mail is not delivered to street address): 333 N. MICHIGAN AVENUE

Room/suite: 2131

B Telephone number: (312)201-0540

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60601

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)* ▶$ 53,638,537.

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	632,081.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	997,685.	997,685.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	4,850,829.			
	b	Gross sales price for all assets on line 6a 58,395,193.				
	7	Capital gain net income (from Part IV, line 2)		4,850,829.		
	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	585.	0.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	6,481,180.	5,848,514.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	249,515.	0.		249,515.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	22,820.	0.		22,820.
	c	Other professional fees STMT 4	150,032.	150,032.		0.
	17	Interest				
	18	Taxes STMT 5	162,968.	0.		16,768.
	19	Depreciation and depletion	944.	0.		
	20	Occupancy	15,771.	0.		15,771.
	21	Travel, conferences, and meetings	3,557.	0.		3,557.
	22	Printing and publications				
	23	Other expenses STMT 6	25,014.	0.		25,014.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	630,621.	150,032.		333,445.
	25	Contributions, gifts, grants paid	1,244,747.			2,074,747.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,875,368.	150,032.		2,408,192.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	4,605,812.			
	b	**Net investment income** (if negative, enter -0-)		5,698,482.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

323501
10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Form **990-PF** (2013)

12

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	1,030.	55,083.	55,083.
	2	Savings and temporary cash investments	428,106.	948,365.	948,365.
	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 STMT 8	15,233,202.	19,994,809.	19,994,809.
	b	Investments - corporate stock STMT 9	26,479,636.	25,852,395.	25,852,395.
	c	Investments - corporate bonds STMT 10	1,988,354.	2,080,296.	2,080,296.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	4,068,884.	4,587,660.	4,587,660.
	14	Land, buildings, and equipment: basis ▶ 7,332.			
		Less accumulated depreciation ▶ 3,840.	2,109.	3,492.	3,492.
	15	Other assets (describe ▶ STATEMENT 12)	154,989.	116,437.	116,437.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	48,356,310.	53,638,537.	53,638,537.
Liabilities	17	Accounts payable and accrued expenses	38,898.	35,287.	
	18	Grants payable	830,000.		
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 13)	147,000.	181,500.	
	23	**Total liabilities** (add lines 17 through 22)	1,015,898.	216,787.	
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	40,208,421.	46,333,401.	
	25	Temporarily restricted			
	26	Permanently restricted	7,131,991.	7,088,349.	
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	47,340,412.	53,421,750.	
	31	**Total liabilities and net assets/fund balances**	48,356,310.	53,638,537.	

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	47,340,412.
2	Enter amount from Part I, line 27a	2	4,605,812.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	1,475,526.
4	Add lines 1, 2, and 3	4	53,421,750.
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	53,421,750.

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	58,395,193.		53,544,364.	4,850,829.
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				4,850,829.
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 4,850,829.

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	2,308,459.	49,822,817.	.046333
2011	2,072,942.	44,160,595.	.046941
2010	2,021,409.	43,029,096.	.046978
2009	1,822,955.	39,586,107.	.046050
2008	2,338,748.	37,379,138.	.062568

2	**Total** of line 1, column (d)	2	.248870
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	.049774
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	56,592,153.
5	Multiply line 4 by line 3	5	2,816,818.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	56,985.
7	Add lines 5 and 6	7	2,873,803.
8	Enter qualifying distributions from Part XII, line 4	8	2,408,192.

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	113,970.
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	113,970.
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	113,970.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	116,516.		
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	116,516.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,546.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	2,546.	**Refunded** ▶	11	0.

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) ▶ IL			
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 ▶ WWW.CHILDRENSCAREFOUNDATION.ORG

14 The books are in care of ▶ ROXANNE WARBLE Telephone no.▶(312)201-0540

Located at ▶333 N. MICHIGAN AVENUE, CHICAGO, IL ZIP+4 ▶60601

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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.) 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			
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

Form **990-PF** (2013)

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) *Provide a grant to an individual for travel, study, or other similar purposes?* ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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 14		244,515.	5,000.	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

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
CHICAGO EQUITY PARTNERS 180 N. LASALLE ST, CHICAGO, IL 60601	PROFESSIONAL FEES	125,681.

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 NOT APPLICABLE	0.
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.

Form **990-PF** (2013)

323561
10-10-13

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	56,637,679.
b	Average of monthly cash balances	1b	812,791.
c	Fair market value of all other assets	1c	3,492.
d	**Total** (add lines 1a, b, and c)	1d	57,453,962.
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	57,453,962.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	861,809.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	56,592,153.
6	**Minimum investment return.** Enter 5% of line 5	6	2,829,608.

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	2,829,608.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 113,970.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	113,970.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,715,638.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,715,638.
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	2,715,638.

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	2,408,192.
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	2,408,192.
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	2,408,192.

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				2,715,638.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,384,548.	
b Total for prior years: _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,408,192.				
a Applied to 2012, but not more than line 2a			2,384,548.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	23,644.			
d Applied to 2013 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
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	23,644.			
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				2,715,638.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	23,644.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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:

ROBERT CAMPBELL, (312)201-0540
333 N. MICHIGAN AVENUE STE 2131, CHICAGO, IL 60601

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

SEE STATEMENT ATTACHED

c Any submission deadlines:

NOT APPLICABLE

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

CHARITABLE GRANTS ARE LIMITED FOR THE BENEFIT OF POOR AND NEEDY CHILDREN IN METROPOLITAN CHICAGO.

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 ATTACHED				2,074,747.
Total			▶ 3a	2,074,747.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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
	(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	997,685.	
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	4,850,829.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a COMMISSION RECAPTURE			01	585.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		5,849,099.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,849,099.

(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).
	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
		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

Signature of officer or trustee | Date 2/4/15 | Title PRESIDENT

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
LARRY SOPHIAN	LARRY SOPHIAN	02/04/15		P00079652

Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD.

Firm's EIN ▶ 36-2938874

Firm's address ▶ 455 N CITYFRONT PLAZA DR, SUITE 1500
CHICAGO, IL 60611

Phone no. 312-670-7444

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs gov/form990* .

OMB No 1545-0047

2013

Name of the organization
CHILDREN'S CARE FOUNDATION

Employer identification number
36-6088708

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

CHILDREN'S CARE FOUNDATION

Employer identification number

36-6088708

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	AVA W. FARWELL TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 33,524.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	CAROLINE WILLIAMS CHARITABLE TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 6,189.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	GEORGE J WILLIAMS CHARITABLE TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 7,362.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	HOBART W. WILLIAMS CHARITABLE TRUST BANK OF AMERICA, 231 S. LASALLE ST. CHICAGO, IL 60697	$ 131,060.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	LOUISE MAY WHITEHOUSE TRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	$ 7,777.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
6	LYDIA C. FREDERICK TRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	$ 12,839.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
CHILDREN'S CARE FOUNDATION	36-6088708

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	MARY L. MEDLOCK TRUST CHASE, ONE FIRST NATIONAL PLAZA CHICAGO, IL 60670	$ 82,648.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
8	THE CHICAGO COMMUNITY TRUST 111 EAST WACKER DR #1400 CHICAGO, IL 60601	$ 12,844.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
9	WILLIAM J. WATSON TRUST CHASE, ONE FIRST NATIONAL PLAZA CHICAGO, IL 60670	$ 40,367.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
10	FRED W. DOBE CHARITABLE FUND NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	$ 229,335.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
11	CLARA E. EDDY TRUST JP MORGAN CHASE 270 PARK AVENUE NEW YORK, NY 10017	$ 66,430.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
CHILDREN'S CARE FOUNDATION	36-6088708

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
CHILDREN'S CARE FOUNDATION	36-6088708

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
BANK OF AMERICA	997,685.	0.	997,685.	997,685.	
TO PART I, LINE 4	997,685.	0.	997,685.	997,685.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
COMMISSION RECAPTURE	585.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	585.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OSTROW, REISIN, BERK & ABRAMS	22,820.	0.		22,820.
TO FORM 990-PF, PG 1, LN 16B	22,820.	0.		22,820.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHICAGO EQUITY PARTNERS	125,681.	125,681.		0.
BANK OF AMERICA N.A.	24,351.	24,351.		0.
TO FORM 990-PF, PG 1, LN 16C	150,032.	150,032.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEFERRED FEDERAL EXCISE TAX	29,500.	0.		0.
PAYROLL TAXES	16,768.	0.		16,768.
FEDERAL EXCISE TAX	116,700.	0.		0.
TO FORM 990-PF, PG 1, LN 18	162,968.	0.		16,768.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	6,628.	0.		6,628.
ASSOCIATION MEMBERSHIPS	750.	0.		750.
COMPUTER EXPENSE	95.	0.		95.
BANK FEES	35.	0.		35.
INSURANCE	17,506.	0.		17,506.
TO FORM 990-PF, PG 1, LN 23	25,014.	0.		25,014.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
FASB ADJUSTMENT FOR UNREALIZED GAIN	1,475,526.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,475,526.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INV @ BANK OF AMERICA N.A.	X		19,994,809.	19,994,809.
TOTAL U.S. GOVERNMENT OBLIGATIONS			19,994,809.	19,994,809.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			19,994,809.	19,994,809.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INV @ BANK OF AMERICA N.A.	25,852,395.	25,852,395.
TOTAL TO FORM 990-PF, PART II, LINE 10B	25,852,395.	25,852,395.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INV @ BANK OF AMERICA N.A.	2,080,296.	2,080,296.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,080,296.	2,080,296.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
EQUITY MUTUAL FUNDS	FMV	3,416,488.	3,416,488.
REITS	FMV	84,296.	84,296.
EXCHANGE TRADED FUNDS	FMV	1,086,876.	1,086,876.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,587,660.	4,587,660.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INVESTMENT INCOME	152,904.	113,852.	113,852.
SECURITY DEPOSIT	2,085.	2,085.	2,085.
PREPAID EXCISE TAX	0.	500.	500.
TO FORM 990-PF, PART II, LINE 15	154,989.	116,437.	116,437.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAX	102,000.	131,500.
DEFERRED COMPENSATION PAYABLE	45,000.	50,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	147,000.	181,500.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MR. ROBERT L. CAMPBELL 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	EXEC. DIRECTOR 40.00	132,600.	5,000.	0.
MR. JOSEPH S. JOHNSON 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	PRESIDENT 1.00	0.	0.	0.
MR. BRUCE E. HUEY 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRESIDENT 1.00	0.	0.	0.
MS. ROXANNE M. WARBLE 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRES./ASSIST. EXEC. D 40.00	111,915.	0.	0.
MR. MARVIN KAMENSKY 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	ASST. SECRETARY 1.00	0.	0.	0.
MR. ANTHONY PERTILE 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	CHAIRMAN OF THE BOARD 1.00	0.	0.	0.
MR. GEORGE S. TREES, JR. 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRESIDENT 1.00	0.	0.	0.
MR. JUSTIN A. STANLEY, JR. 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	SECRETARY/TREASURER 1.00	0.	0.	0.

MR. EDWARD X. CLINTON 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	VICE PRESIDENT 1.00	0.	0.	0.
MR. SAMUEL H. YOUNG 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	ASST SECRETARY 1.00	0.	0.	0.
MR. MICHAEL REED 333 NORTH MICHIGAN AVENUE SUITE 2131 CHICAGO, IL 60601	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		244,515.	5,000.	0.

FEDERAL ELECTION
CHILDREN'S CARE FOUNDATION
EIN: 36-6088708
JUNE 30, 2014

DESCRIPTION: DISTRIBUTIONS OUT OF CORPUS

FORM & LINE/ INSTRUCTION REFERENCE: FORM 990-PF, PART XIII, LINE 4C, COL (A)

REGULATION REFERENCE: 53.4942(A)-3(D) (2)

ELECTION:
PURSUANT TO INCOME TAX REGULATION SECTION 53.4942(A)- 3(D)(2), THE FOUNDATION ELECTS TO TREAT QUALIFYING DISTRIBUTIONS FOR 2013 OF $23,644 AS DISTRIBUTIONS OUT OF CORPUS.

JOSEPH S. JOHNSON
PRESIDENT

Mission
History
Funding Priorities
Guidelines
Application Process
Contact Us
Home

CHILDREN'S CARE FOUNDATION

Application Process

Grant proposals are evaluated in the context of the Foundation's mission, priorities, interests and available resources. **No electronic submissions are accepted.**

Please begin the application process by contacting the Children's Care Foundation with a brief inquiry letter showing program intent and a copy of your most recent IRS Form 990. The Foundation will notify you within 30 days if a full proposal should be submitted.

If a full grant proposal is requested, the following information will be required:

- An executive summary of your specific proposal
- The specific problem to be addressed, plan for its solution and constituency it will serve
- Why your organization should undertake the proposed project and how it fits with existing programs
- Results to be achieved and how they will be measured and monitored
- Why you believe your proposal is worthy of a grant and anything else material to your request
- A brief description of your organization, staff, present programs, past major accomplishments, and a list of officers and directors
- A full listing of corporate and foundation donors with their level of support
- Promotional brochures, catalogues or printed releases regarding your organization and its programs
- Detailed financial information that includes.
  - The specific amount of money requested and a projected budget for grant use
  - Copies (audited, if available) of the organization's financial reports for the past three years
  - Per annum cost for administration and fundraising
  - A copy of your most recent IRS Form 990 and IRS non-profit status determination letter (dated after 1969).

Applications are accepted year-round, and considered at periodic meetings of the Board of Directors. A site visit or interview may be scheduled by the Foundation as part of the review process.

Requests must be made in writing Electronic submissions, including faxes and email, are not accepted.

Further inquiries concerning the grant-making process are welcome at any time and should be addressed to:

Grant Administrator
Children's Care Foundation
333 North Michigan Avenue, Suite 2131
Chicago, Illinois 60601-4110
Tel: (312) 201-0540

THE CHILDREN'S CARE FOUNDATION
SCHEDULE OF GRANTS PAID DURING FISCAL YEAR ENDING 2014
PAGE 1, PART 1 (a), LINE 25

36-6088708

	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOYOLA UNIVERSITY MEDICAL CENTER CHILDREN'S HOSPITAL 2160 SOUTH FIRST AVENUE, MAYWOOD, IL 60153	NONE	PUBLIC CHARITY	GENERAL SUPPORT	300,000.00
ST. BERNARD HOSPITAL & HEALTH CARE CENTER 326 WEST 64TH STREET, CHICAGO, IL 60621	NONE	PUBLIC CHARITY	GENERAL SUPPORT	530,000.00
Boy Scouts of America Chicago Council 1218 W. Adams Street Chicago, IL 60607	NONE	PUBLIC CHARITY	GENERAL SUPPORT	11,330.00
Camp of Dreams 1235A North Clyboum Ave Suite #362 Chicago, IL 60610	NONE	PUBLIC CHARITY	GENERAL SUPPORT	7,500.00
Chicago Chamber Musicians 180 N. Stetson Ave, Suite 1330 Chicago, IL 60601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.00
Chicago Hope Academy 2189 W. Bowler St Chicago, IL 60612	NONE	PUBLIC CHARITY	GENERAL SUPPORT	17,700.00
Corazon a Corazon 8235 S. Shore Drive Chicago, IL 60617	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.00
Good News Partners 1600 W. Jonquil Terrace Chicago, IL 60626	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000 00
Jesse White Foundation 1360 North Sedgwick Street Chicago, IL 60610	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000 00
Oak-Leyden Development Services 411 Chicago Ave Oak Park, IL 60302	NONE	PUBLIC CHARITY	GENERAL SUPPORT	26,000.00
Peace Comer 5022 W. Madison Street Chicago, IL 60644	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000.00
Rehabilitation Institute of Chicago 345 E Superior Street Chicago, IL 60611	NONE	PUBLIC CHARITY	GENERAL SUPPORT	100,000.00
Saint Mary of the Lake School 1026 W. Buena Ave. Chicago, Illinois 60613	NONE	PUBLIC CHARITY	GENERAL SUPPORT	25,000.00
Chicago Jesuit Academy	NONE	PUBLIC CHARITY	GENERAL SUPPORT	72,000.00

5058 W. Jackson Boulevard Chicago, IL 60644				
Chicago Shakespeare Theatre 800 E. Grand Ave on Navy Pier Chicago, IL 60611	NONE	PUBLIC CHARITY	GENERAL SUPPORT	90,000 00
Harold Colbert Jones Memorial Community Center 220 E 15th Street Chicago, IL 60411	NONE	PUBLIC CHARITY	GENERAL SUPPORT	15,000.00
Lyric Opera of Chicago 20 N Wacker Drive Chicago, IL 60606	NONE	PUBLIC CHARITY	GENERAL SUPPORT	90,000.00
New Mt. Calvary Missionary Baptist Church 1850 W. Marquette Road Chicago, IL 60636	NONE	PUBLIC CHARITY	GENERAL SUPPORT	118,500.00
Norwegian American Hospital 1044 N Francisco Ave Chicago, IL 60622	NONE	PUBLIC CHARITY	GENERAL SUPPORT	251,717.00
Reading in Motion 65 E. Wacker Drive Chicago, IL 60601	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.00
River North Dance Chicago 1016 N Dearborn Parkway Chicago, IL 60610	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000 00
Roseland Community Hospital and Mobile C.A.R.E. Foundation 45 W. 111th Street Chicago, IL 60628	NONE	PUBLIC CHARITY	GENERAL SUPPORT	250,000.00
St. Joseph Services 1501 North Oakley Boulevard Chicago, IL 60622	NONE	PUBLIC CHARITY	GENERAL SUPPORT	20,000.00
Street-Level Youth Media 1637 N Ashland Ave Chicago, IL 60622	NONE	PUBLIC CHARITY	GENERAL SUPPORT	10,000.00
Working in Schools 27 E. Monroe Suite 1400 Chicago, IL 60603	NONE	PUBLIC CHARITY	GENERAL SUPPORT	40,000.00
	TOTAL GRANTS PAID DURING THE FISCAL YEAR ENDED JUNE 30, 2014			2,074,747.00

CHILDREN'S CARE FOUNDATION **36-6088708**
SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT
PAGE 1, PART 1 (a), LINE 25

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS APPROVED IN FISCAL YEAR ENDING 2014 FOR FUTURE PAYMENT				
TOTAL GRANTS APPROVED IN FISCAL YEAR ENDING 2014 FOR FUTURE PAYMENT				-
Grant payable at 6/30/2013				
Grants paid during FYE 6/30/2014				(2,074,747.00)
Grants payable at 6/30/2014				-
Grants expense per financial statements for FYE 6/30/2014				(2,074,747.00)

TRANSACTION SUMMARY *(continued)*

DESCRIPTION	CASH	COST	MARKET VALUE INCLUDING CASH
CASH RECEIPTS	48,449.11		48,449.11
CASH DISBURSEMENTS	-1,930,000.00		-1,930,000.00
ASSETS PURCHASED	-2,053,982.22	2,053,982.22	
ASSETS SOLD	3,849,545.02	-3,497,230.23	
REALIZED GAIN/LOSS			352,314.79
ENDING BALANCE	**4,871.26**	**27,659,810.06**	**34,391,021.34**

STATEMENT *of* INVESTMENT POSITION

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
EQUITIES							
	COMMON STOCK						
800	3M COMPANY COMMON STOCK CUSIP 88579Y101 TKR: MMM	103,707.61 129.635	0.33%	114,592.00 143.240	0.00	2,736.00	2.39
2,025	ABBVIE INC COMMON STOCK CUSIP 00287Y109 TKR: ABBV	66,599.62 32.889	0.33%	114,291.00 56.440	0.00	3,402.00	2.98
175	ACTAVIS PLC COMMON STOCK IRELAND CUSIP G0083B108 TKR: ACT	36,824.92 210.428	0.11%	39,033.75 223.050	0.00		
2,650	ACTIVISION BLIZZARD INC COMMON STOCK CUSIP 00507V109 TKR: ATVI	45,128.78 17.030	0.17%	59,095.00 22.300	0.00	530.00	0.90
425	ADVANCED AUTO PARTS INCORPORATED COMMON STOCK CUSIP 00751Y106 TKR: AAP	53,255.01 125.306	0.17%	57,341.00 134.920	25.50	102.00	0.18

STATEMENT of INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
500	AETNA U S HEALTHCARE INC COMMON STOCK CUSIP 00817Y108 TKR: AET	22,000.15 44.000	0.12%	40,540.00 81.080	0.00	450.00	1.11
6,000	ALCOA INCORPORATED COMMON STOCK CUSIP 013817101 TKR: AA	79,906.80 13.318	0.26%	89,340.00 14.890	0.00	720.00	0.81
925	ALTRIA GROUP INC COMMON STOCK CUSIP 02209S103 TKR: MO	34,613.78 37.420	0.11%	38,794.50 41.940	444.00	1,776.00	4.58
2,200	AMEREN CORPORATION COMMON STOCK CUSIP 023608102 TKR: AEE	63,874.95 29.034	0.26%	89,936.00 40.880	0.00	3,520.00	3.91
1,075	AMERICAN AIRLINES GROUP INC COMMON STOCK CUSIP 02376R102 TKR: AAL	40,933.07 38.077	0 13%	46,182.00 42.960	0.00		
925	AMERICAN WATER WORKS CO INC COMMON STOCK CUSIP 030420103 TKR: AWK	34,538.11 37.338	0.13%	45,741.25 49.450	0.00	1,147.00	2.51
1,400	AMERISOURCEBERGEN CORP COMMON STOCK CUSIP 03073E105 TKR: ABC	90,012.57 64.295	0.30%	101,724.00 72.660	0.00	1,316.00	1.29
5,705	APPLE, INC. CUSIP 037833100 TKR: AAPL	387,199.63 67.870	1.54%	530,165.65 92.930	0.00	75,077.80	14.16
5,700	ARCHER DANIELS MIDLAND COMPANY COMMON STOCK CUSIP 039483102 TKR: ADM	233,275.44 40.926	0.73%	251,427.00 44.110	0.00	5,472.00	2.18
4,950	AT&T, INC. CUSIP 00206R102 TKR: T	177,772.26 35.914	0.51%	175,032.00 35.360	0.00	9,108.00	5.20

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
815	ATMOS ENERGY CORPORATION COMMON STOCK CUSIP 049560105 TKR: ATO	36,093.17 44.286	0.13%	43,521.00 53.400	0.00	1,206.20	2.77
1,700	BAKER HUGHES INCORPORATED COMMON STOCK CUSIP 057224107 TKR. BHI	93,268.31 54.864	0.37%	126,565.00 74.450	0.00	1,156.00	0.91
1,050	BERKSHIRE HATHAWAY INC-CL B COMMON STOCK CUSIP 084670702 TKR: BRK B	85,145.64 81.091	0.39%	132,888.00 126.560	0.00		
6,300	BEST BUY INCORPORATED COMMON STOCK CUSIP 086516101 TKR: BBY	221,739.19 35.197	0.57%	195,363.00 31.010	1,071.00	4,284.00	2.19
1,275	BIG LOTS INC COM CUSIP 089302103 TKR: BIG	56,506.85 44.319	0.17%	58,267.50 45.700	0.00	867.00	1.49
1,140	BOEING COMPANY COMMON STOCK CUSIP 097023105 TKR: BA	150,200.83 131.755	0.42%	145,042.20 127.230	0.00	3,328.80	2.30
7,575	BRANDYWINE REALTY TRUST COMMON STOCK CUSIP 105368203 TKR: BDN	101,692.68 13.425	0.34%	118,170.00 15.600	0.00	4,545.00	3.85
11,475	CABLEVISION SYSTEMS CORP CLASS A COMMON STOCK CUSIP 12686C109 TKR: CVC	199,561.95 17.391	0.59%	202,533.75 17.650	0.00	6,885.00	3.40
1,590	CAPITAL ONE FINANCIAL CORPORATION COMMON STOCK CUSIP 14040H105 TKR: COF	122,240.25 76.881	0.38%	131,334.00 82.600	0.00	1,908.00	1.45

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,475	CARDINAL HEALTH INC COMMON STOCK CUSIP 14149Y108 TKR: CAH	68,788.40 46.636	0.29%	101,126.00 68.560	505.19	2,020.75	2.00
2,590	CATERPILLAR INCORPORATED COMMON STOCK CUSIP 149123101 TKR: CAT	273,173.35 105.472	0.82%	281,455.30 108.670	0.00	6,216.00	2.21
	CBS CORP CL B COMMON STOCK CUSIP 124857202 TKR: CBS	0.00	0.00%	0.00	171.00		
2,525	CHESAPEAKE ENERGY CORP OKLAHOMA COMMON STOCK CUSIP 165167107 TKR: CHK	68,275.49 27.040	0.23%	78,477.00 31.080	0.00	883.75	1.13
1,705	CHEVRON CORPORATION COMMON STOCK CUSIP 166764100 TKR: CVX	127,808.32 74.961	0.65%	222,587.75 130.550	0.00	7,297.40	3.28
4,125	CIGNA CORPORATION COMMON STOCK CUSIP 125509109 TKR: CI	256,376.87 62.152	1.10%	379,376.25 91.970	0.00	165.00	0.04
4,230	CITIGROUP INCORPORATED COMMON STOCK CUSIP 172967424 TKR: C	197,460.27 46.681	0.58%	199,233.00 47.100	0.00	169.20	0.08
1,970	COCA COLA COMPANY COMMON STOCK CUSIP 191216100 TKR: KO	82,930.14 42.097	0.24%	83,449.20 42.360	600.85	2,403.40	2.88
1,800	COMCAST CORPORATION CLASS A CUSIP 20030N101 TKR: CMCS A	96,105.42 53.392	0.28%	96,624.00 53.680	405.00	1,620.00	1.68

STATEMENT*of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
4,475	COMPUTER SCIENCES CORPORATION COMMON STOCK CUSIP 205363104 TKR: CSC	174,709.73 39.041	0.82%	282,820.00 63.200	1,127.00	4,117.00	1.46
975	CONOCOPHILLIPS COMMON STOCK CUSIP 20825C104 TKR: COP	64,553.09 66.208	0.24%	83,586.75 85.730	0.00	2,691.00	3.22
600	CONSTELLATION BRANDS INCORPORATED CLASS A COMMON STOCK CUSIP 21036P108 TKR: STZ	32,750.28 54.584	0.15%	52,878.00 88.130	0.00		
1,170	CORRECTIONS CORP AMER NEW COM NEW CUSIP 22025Y407 TKR: CXW	39,512.65 33.771	0.11%	38,434.50 32.850	596.70	2,386.80	6.21
3,960	COVIDIEN PLC COMMON STOCK CUSIP G2554F113 TKR: COV	280,677.98 70.878	1.04%	357,112.80 90.180	0.00	5,068.80	1.42
1,025	DELPHI AUTOMOTIVE PLC COMMON STOCK JERSEY CUSIP G27823106 TKR: DLPH	68,172.46 66.510	0.21%	70,458.50 68.740	0.00	1,025.00	1.45
6,155	DELTA AIR LINES INC COMMON STOCK CUSIP 247361702 TKR: DAL	56,387.19 9.161	0.69%	238,321.60 38.720	0.00	1,477.20	0.62
1,900	DIRECTV COMMON STOCK CUSIP 25490A309 TKR: DTV	160,091.32 84.259	0.47%	161,519.00 85.010	0.00		
3,175	DISCOVER FINANCIAL SERVICES COMMON STOCK CUSIP 254709108 TKR: DFS	83,564.13 26.319	0.57%	196,786.50 61.980	0.00	3,048.00	1,55

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
4,425	DISNEY WALT COMPANY(HOLDING COMPANY) COMMON STOCK CUSIP 254687106 TKR: DIS	351,071.83 79.338	1.11%	379,399.50 85 740	0.00	3,805.50	1.00
1,175	DOW CHEMICAL COMPANY COMMON STOCK CUSIP 260543103 TKR: DOW	62,014.74 52.779	0.18%	60,465.50 51.460	434.75	1,739.00	2.88
3,200	DR PEPPER SNAPPLE GROUP INC COMMON STOCK CUSIP 26138E109 TKR: DPS	144,329.27 45.103	0.55%	187,456.00 58.580	1,312.00	5,248.00	2.80
2,275	DU PONT E I DE NEMOURS & COMPANY COMMON STOCK CUSIP 263534109 TKR: DD	137,772.54 60.559	0.43%	148,876.00 65.440	0.00	4,095.00	2.75
500	DUN & BRADSTREET CORPORATION COMMON STOCK CUSIP 26483E100 TKR: DNB	51,564.20 103.128	0.16%	55,100.00 110.200	0.00	880.00	1.60
2,775	E TRADE GROUP INC COMMON STOCK CUSIP 269246401 TKR: ETFC	61,338.90 22.104	0.17%	58,996.50 21.260	0.00		
6,450	ELECTRONIC ARTS INC COMMON STOCK CUSIP 285512109 TKR: EA	193,213.61 29.956	0.67%	231,361.50 35.870	0.00		
1,610	ENTERGY CORPORATION COMMON STOCK NEW CUSIP 29364G103 TKR: ETR	122,865.31 76.314	0.39%	132,164.90 82.090	0.00	5,345.20	4.04
2,200	EOG RESOURCES INCORPORATED COMMON STOCK CUSIP 26875P101 TKR: EOG	182,719.70 83.054	0.75%	257,092.00 116.860	0.00	1,100.00	0.43

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,320	EQT CORPORATION COMMON STOCK CUSIP 26884L109 TKR: EQT	136,823.01 103.654	0.41%	141,108.00 106.900	0.00	158.40	0.11
1,700	EVEREST RE GROUP LTD. COMMON STOCK CUSIP G3223R108 TKR: RE	219,182.02 128.931	0.79%	272,833.00 160.490	0.00	5,100.00	1.87
500	EXPRESS SCRIPTS HOLDING CO COMMON STOCK CUSIP 30219G108 TKR: ESRX	35,652.50 71.305	0.10%	34,665.00 69.330	0.00		
6,033	EXXON MOBIL CORP COMMON STOCK CUSIP 30231G102 TKR: XOM	496,116.79 82.234	1.77%	607,402.44 100.680	0.00	16,651.08	2.74
6,430	FACEBOOK INC-A COMMON STOCK CUSIP 30303M102 TKR: FB	349,499.15 54.354	1.26%	432,674.70 67.290	0.00		
1,850	GAMESTOP CORP. CLASS A NEW CUSIP 36467W109 TKR: GME	91,262.40 49.331	0.22%	74,869.50 40.470	0.00	2,442.00	3.26
975	GARMIN LTD COMMON STOCK SWITZERLAND CUSIP H2906T109 TKR: GRMN	58,655.96 60.160	0.17%	59,377.50 60.900	0.00	1,755.00	2.96
14,350	GENERAL ELECTRIC COMPANY COMMON STOCK CUSIP 369604103 TKR: GE	266,804.90 18.593	1.10%	377,118.00 26.280	3,157.00	12,628.00	3.35
6,490	GILEAD SCIENCES INCORPORATED COMMON STOCK CUSIP 375558103 TKR: GILD	507,215.47 78.153	1.57%	538,085.90 82.910	0.00		

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,625	GOLDMAN SACHS GROUP INCORPORATED COMMON STOCK CUSIP 38141G104 TKR: GS	253,734.54 156.144	0.79%	272,090.00 167.440	0.00	3,575.00	1.31
225	GOOGLE INC CLASS A COMMON STOCK CUSIP 38259P508 TKR: GOOG L	115,449.64 513.110	0.38%	131,550.75 584.670	0.00		
100	GOOGLE INC-CL C -W/I COMMON STOCK CUSIP 38259P706 TKR: GOOG	51,417.29 514.173	0.17%	57,528.00 575.280	0.00		
2,025	HANESBRANDS INC COMMON STOCK CUSIP 410345102 TKR: HBI	115,957.73 57.263	0.58%	199,341.00 98.440	0.00	2,430.00	1.22
925	HARLEY DAVIDSON INCORPORATED COMMON STOCK CUSIP 412822108 TKR: HOG	67,342.53 72.803	0 19%	64,611.25 69.850	0.00	1,017.50	1.57
670	HARMAN INTERNATIONAL COMMON STOCK CUSIP 413086109 TKR: HAR	71,155.22 106.202	0.21%	71,978.10 107.430	0.00	804.00	1.12
4,100	HARRIS CORPORATION DELAWARE COMMON STOCK CUSIP 413875105 TKR: HRS	250,881.68 61.191	0.90%	310,575.00 75.750	0.00	6,888.00	2.22
1,600	HELMERICH & PAYNE INCORPORATED COMMON STOCK CUSIP 423452101 TKR: HP	108,330.88 67.707	0.54%	185,776.00 116.110	0.00	4,000.00	2.15
12,690	HEWLETT PACKARD COMPANY COMMON STOCK CUSIP 428236103 TKR: HPQ	319,584.78 25.184	1.25%	427,399.20 33.680	2,158.40	8,121.60	1.90

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
3,725	HOME DEPOT INCORPORATED COMMON STOCK CUSIP 437076102 TKR: HD	277,228.36 74.424	0.88%	301,576.00 80.960	0.00	7,003.00	2.32
1,480	HONEYWELL INTERNATIONAL INC COMMON STOCK CUSIP 438516106 TKR: HON	103,268.66 69.776	0.40%	137,566.00 92.950	0.00	2,664.00	1.94
2,875	HOSPITALITY PROPERTIES TRUST COMMON STOCK CUSIP 44106M102 TKR: HPT	75,423.28 26.234	0.25%	87,400.00 30.400	0.00	5,635.00	6.45
750	IDEX CORPORATION COMMON STOCK CUSIP 45167R104 TKR: IEX	54,844.67 73.126	0.18%	60,555.00 80.740	0.00	840.00	1.39
2,030	INTUIT INCORPORATED COMMON STOCK CUSIP 461202103 TKR: INTU	150,849.86 74.310	0.48%	163,475.90 80.530	0.00	1,542.80	0.94
2,625	ITT CORPORATION CUSIP 450911201 TKR: ITT	121,046.71 46.113	0.37%	126,262.50 48.100	0.00	1,155.00	0.91
5,225	JOHNSON & JOHNSON COMMON STOCK CUSIP 478160104 TKR: JNJ	490,780.89 93.929	1.59%	546,639.50 104.620	0.00	14,630.00	2.68
5,961	JPMORGAN CHASE & CO COMMON STOCK CUSIP 46625H100 TKR: JPM	241,819 80 40.567	1 00%	343,472.82 57.620	0.00	9,537.60	2.78
12,225	KEYCORP NEW COMMON STOCK CUSIP 493267108 TKR: KEY	166,597.24 13.628	0.51%	175,184.25 14.330	0.00	3,178.50	1.81
1,625	KIMBERLY CLARK CORPORATION COMMON STOCK CUSIP 494368103 TKR: KMB	170,194.48 104.735	0.53%	180,732.50 111.220	1,176.00	5,460.00	3.02

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
7,275	KROGER COMPANY COMMON STOCK CUSIP 501044101 TKR: KR	171,086.51 23.517	1.05%	359,603.25 49.430	0.00	4,801.50	1.34
1,700	LAS VEGAS SANDS CORP COMMON STOCK CUSIP 517834107 TKR: LVS	124,621.50 73.307	0.38%	129,574.00 76.220	0.00	3,400.00	2.62
1,200	LEAR CORP COMMON STOCK CUSIP 521865204 TKR: LEA	86,957.76 72.465	0.31%	107,184.00 89.320	0.00	960.00	0.90
500	LENNOX INTERNATIONAL INC COMMON STOCK CUSIP 526107107 TKR: LII	35,099.65 70.199	0.13%	44,785.00 89.570	150.00	600.00	1.34
2,425	LEVEL 3 COMMUNICATNS INC COM NEW COMMON STOCK CUSIP 52729N308 TKR: LVLT	106,232.61 43.807	0.31%	106,481.75 43.910	0.00		
1,100	LIBERTY MEDIA-STARZ SERIES A COMMON STOCK CUSIP 53071M880 TKR: LVNT A	76,523.26 69.567	0.24%	81,180.00 73.800	0.00		
7,405	LINCOLN NATIONAL CORPORATION INDIANA COMMON STOCK CUSIP 534187109 TKR: LNC	356,251.65 48 110	1.11%	380,913.20 51.440	0.00	4,739.20	1.24
2,875	LINEAR TECHNOLOGY INCORPORATED COMMON STOCK CUSIP 535678106 TKR: LLTC	108,354.94 37.689	0.39%	135,326.25 47.070	918.00	3,105.00	2.29
925	LOCKHEED MARTIN CORPORATION COMMON STOCK CUSIP 539830109 TKR: LMT	82,157.44 88.819	0.43%	148,675.25 160.730	0.00	4,921.00	3.31

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
4,245	LORILLARD CORPORATION COMMON STOCK CUSIP 544147101 TKR: LO	203,467.13 47.931	0.75%	258,817.65 60.970	0.00	10,442.70	4 03
850	LOWES COMPANIES INCORPORATED COMMON STOCK CUSIP 548661107 TKR: LOW	40,018.00 47.080	0.12%	40,791.50 47.990	0.00	782.00	1.92
2,875	LYONDELLBASELL INDU-CL A-W/I COMMON STOCK CUSIP N53745100 TKR: LYB	164,782.92 57.316	0.82%	280,743.75 97.650	0.00	8,050.00	2.87
2,950	MACY¢S, INC. COMMON STOCK CUSIP 55616P104 TKR: M	158,837.01 53.843	0.50%	171,159.00 58.020	921.88	3,687.50	2.15
3,660	MANPOWER INCORPORATED WISCONSIN COMMON STOCK CUSIP 56418H100 TKR: MAN	258,959.84 70.754	0.90%	310,551.00 84.850	0.00	3,586.80	1.15
1,095	MARRIOTT INTERNATIONAL CLASS A CUSIP 571903202 TKR: MAR	59,174.94 54.041	0.20%	70,189.50 64.100	0.00	876.00	1.25
1,075	MASTERCARD INC COMMON STOCK CUSIP 57636Q104 TKR: MA	78,172.81 72.719	0,23%	78,980.25 73.470	0.00	473.00	0.60
1,280	MCGRAW HILL COMPANIES INCORPORATED COMMON STOCK CUSIP 580645109 TKR: MHFI	94,589.80 73.898	0.31%	106,278.40 83 030	0.00	1,536.00	1.45
1,100	MCKESSON CORPORATION COMMON STOCK CUSIP 58155Q103 TKR: MCK	135,968.05 123.607	0.60%	204,831.00 186.210	342,00	1,056.00	0.52

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,175	MEDTRONIC INCORPORATED COMMON STOCK CUSIP 585055106 TKR: MDT	53,698.92 45.701	0.22%	74,918.00 63.760	0.00	1,316.00	1.76
10,725	MICROSOFT CORPORATION COMMON STOCK CUSIP 594918104 TKR: MSFT	372,772.75 34.757	1.30%	447,232.50 41.700	0.00	12,012.00	2.69
2,350	MORGAN STANLEY COMMON STOCK CUSIP 617446448 TKR: MS	69,278.00 29.480	0.22%	75,975.50 32.330	0.00	940.00	1.24
2,200	MYRIAD GENETICS INC COMMON STOCK CUSIP 62855J104 TKR: MYGN	73,909.94 33.595	0.25%	85,624.00 38.920	0.00		
1,700	NATIONAL FUEL GAS COMPANY NEW JERSEY COMMON STOCK CUSIP 636180101 TKR: NFG	105,092.64 61.819	0.39%	133,110.00 78.300	654.50	2,550.00	1.92
310	NETFLIX COM INC COMMON STOCK CUSIP 64110L106 TKR: NFLX	101,874.33 328.627	0.40%	136,586.00 440.600	0.00		
2,475	NORTHROP GRUMMAN CORP COMMON STOCK CUSIP 666807102 TKR: NOC	143,254.83 57.881	0 86%	296,084.25 119.630	0.00	6,930.00	2.34
6,200	NRG ENERGY INC COMMON STOCK CUSIP 629377508 TKR: NRG	225,236.90 36.329	0.67%	230,640.00 37.200	0.00	3,472.00	1.51
425	NU SKIN ENTERPRISES INCORPORATED CLASS A COMMON STOCK CUSIP 67018T105 TKR: NUS	37,149.12 87.410	0.09%	31,433.00 73.960	0.00	586.50	1.87

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG. UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
935	OCCIDENTAL PETROLEUM CORPORATION COMMON STOCK CUSIP 674599105 TKR: OXY	90,887.54 97.206	0.28%	95,959.05 102.630	907.20	2,692.80	2.81
4,125	OMEGA HEALTHCARE INVESTORS INC. COMMON STOCK CUSIP 681936100 TKR: OHI	116,820.00 28.320	0.44%	152,047.50 36.860	0.00	8,250.00	5.43
2,775	ORACLE CORPORATION COMMON STOCK CUSIP 68389X105 TKR. ORCL	97,318.42 35.070	0.33%	112,470.75 40.530	0.00	1,332.00	1.18
675	PARTNERRE LTD BERMUDA COMMON STOCK CUSIP G6852T105 TKR: PRE	68,056.51 100.824	0.21%	73,716.75 109.210	0.00	1,809.00	2.45
5,475	PATTERSON-UTI ENERGY INCORPORATED COMMON STOCK CUSIP 703481101 TKR: PTEN	159,776.21 29.183	0.56%	191,296.50 34.940	0.00	2,190.00	1.14
750	PEPSICO INCORPORATED COMMON STOCK CUSIP 713448108 TKR: PEP	57,363.52 76.485	0.20%	67,005.00 89.340	0.00	1,965.00	2.93
16,805	PFIZER INC COMMON STOCK CUSIP 717081103 TKR: PFE	350,578.19 20.862	1.45%	498,772.40 29.680	0.00	17,477.20	3.50
575	PHILIP MORRIS INTERNATIONAL COMMON STOCK CUSIP 718172109 TKR: PM	49,601.11 86.263	0.14%	48,478.25 84.310	540.50	2,162.00	4.46
3,050	PHILLIPS 66 COMMON STOCK CUSIP 718546104 TKR: PSX	174,861.21 57.332	0.71%	245,311.50 80.430	0.00	6,100.00	2.49

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
9,695	PITNEY BOWES INCORPORATED COMMON STOCK CUSIP 724479100 TKR: PBI	243,581.54 25.124	0.78%	267,775.90 27.620	0.00	7,271.25	2.72
625	PNC FINANCIAL SERVICES GROUP INC COMMON STOCK CUSIP 693475105 TKR: PNC	46,319.56 74.111	0.16%	55,656.25 89.050	0.00	1,200.00	2.16
1,175	PPG INDUSTRIES INCORPORATED COMMON STOCK CUSIP 693506107 TKR: PPG	180,546.20 153.656	0.72%	246,926.25 210.150	0.00	3,149.00	1.28
50	PRICELINE.COM INC COMMON STOCK CUSIP 741503403 TKR: PCLN	57,977.29 1,159.546	0.18%	60,150.00 1,203.000	0.00		
2,425	PROCTER & GAMBLE CO COMMON STOCK CUSIP 742718109 TKR: PG	183,932.50 75.848	0.56%	190,580.75 78.590	0.00	6,241.95	3.28
4,900	PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED COMMON STOCK CUSIP 744573106 TKR: PEG	172,591.81 35.223	0.58%	199,871.00 40.790	0.00	7,252.00	3.63
1,500	PUBLIC STORAGE COMMON STOCK CUSIP 74460D109 TKR: PSA	150,666.06 100.444	0.75%	257,025.00 171.350	0.00	8,400.00	3.27
2,550	QUALCOMM INCORPORATED COMMON STOCK CUSIP 747525103 TKR: QCOM	195,786.70 76.779	0.59%	201,960.00 79.200	0.00	4,284.00	2.12
1,600	ROYAL CARIBBEAN CRUISES LIMITED COMMON STOCK LIBERIA CUSIP V7780T103 TKR: RCL	81,963.10 51.227	0.26%	88,960.00 55.600	0.00	1,600.00	1.80

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,260	SANDISK CORPORATION COMMON STOCK CUSIP 80004C101 TKR: SNDK	84,861.13 67.350	0.38%	131,581.80 104.430	0.00	1,134.00	0.86
925	SCHLUMBERGER LIMITED NETHERLANDS ANTILLES COMMON STOCK CUSIP 806857108 TKR: SLB	76,561.05 82.769	0.32%	109,103.75 117.950	370.00	1,480.00	1.36
980	SKYWORKS SOLUTIONS INC COMMON STOCK CUSIP 83088M102 TKR: SWKS	41,873.57 42.728	0.13%	46,020.80 46.960	0.00	431.20	0.94
600	SNAP-ON INC COMMON STOCK CUSIP 833034101 TKR: SNA	46,400.85 77.335	0.21%	71,112.00 118.520	0.00	1,056 00	1.48
2,875	SOUTHWEST AIRLINES COMPANY COMMON STOCK CUSIP 844741108 TKR: LUV	69,581.04 24.202	0.23%	77,222.50 26.860	0.00	690.00	0.89
675	SVB FINANCIAL GROUP COMMON STOCK CUSIP 78486Q101 TKR: SIVB	74,037.54 109.685	0.23%	78,718.50 116.620	0.00		
3,170	T-MOBILE US INC COMMON STOCK CUSIP 872590104 TKR: TMUS	99,951.90 31.531	0 31%	106,575.40 33.620	0.00		
3,800	TD AMERITRADE HOLDING CORP COMMON STOCK CUSIP 87236Y108 TKR: AMTD	124,149.98 32.671	0.35%	119,130.00 31.350	0.00	1,824 00	1.53
2,025	TIME WARNER INC. COMMON STOCK CUSIP 887317303 TKR: TWX	138,567.20 68.428	0.41%	142,256.25 70.250	0.00	2,571.75	1.81

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
3,775	TRAVELERS COS INC/THE COMMON STOCK CUSIP 89417E109 TKR: TRV	329,505.13 87.286	1.03%	355,114.25 94.070	0.00	8,305.00	2.34
7,950	TRINITY INDUSTRIES INCORPORATED COMMON STOCK CUSIP 896522109 TKR: TRN	266,692.67 33.546	1.01%	347,574.00 43.720	0.00	6,360.00	1.83
725	TUPPERWARE BRANDS CORPORATION CUSIP 899896104 TKR: TUP	60,473.03 83.411	0.18%	60,682.50 83.700	289.00	1,972.00	3.25
5,900	TYSON FOODS INCORPORATED CLASS A COMMON STOCK CUSIP 902494103 TKR: TSN	162,920.29 27.614	0.65%	221,486.00 37.540	0.00	1,770.00	0.80
2,350	UNION PACIFIC CORPORATION COMMON STOCK CUSIP 907818108 TKR: UNP	156,923.55 66 776	0.68%	234,412.50 99.750	1,069.25	8,554.00	3.65
4,900	UNITED STATES STL CORP NEW COM CUSIP 912909108 TKR: X	127,932.66 26.109	0.37%	127,596.00 26.040	0.00	980.00	0.77
1,560	UNITED THERAPEUTICS CORP DEL COM CUSIP 91307C102 TKR: UTHR	101,749.32 65.224	0.40%	138,044.40 88.490	0.00		
1,580	VALERO ENERGY CORPORATION COMMON STOCK CUSIP 91913Y100 TKR: VLO	85,381.32 54.039	0.23%	79,158.00 50.100	0.00	1,580.00	2.00
4,175	VERISIGN INCORPORATED COMMON STOCK CUSIP 92343E102 TKR: VRSN	224,814.46 53.848	0.59%	203,781.75 48.810	0.00		
3,640	VERIZON COMMUNICATIONS COMMON STOCK CUSIP 92343V104 TKR: VZ	165,637.71 45.505	0.52%	178,105.20 48.930	0.00	7,716.80	4.33

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,065	VISA INC-CLASS A SHARES COMMON STOCK CUSIP 92826C839 TKR: V	185,261.38 173.954	0.65%	224,406.15 210.710	0.00	1,704.00	0.76
1,700	WAL-MART STORES INCORPORATED COMMON STOCK CUSIP 931142103 TKR: WMT	120,657.63 70.975	0.37%	127,619.00 75.070	0.00	3,264.00	2.56
1,415	WELLPOINT INC COMMON STOCK CUSIP 94973V107 TKR: WLP	138,518.61 97.893	0.44%	152,268.15 107.610	0.00	2,476.25	1.63
13,750	WELLS FARGO COMPANY COMMON STOCK CUSIP 949746101 TKR: WFC	527,687.34 38.377	2.11%	722,700.00 52.560	0.00	19,250.00	2.66
10,375	WENDY'S CO/THE COMMON STOCK CUSIP 95058W100 TKR: WEN	101,732.20 9.806	0.26%	88,498.75 8.530	0.00	2,075.00	2.34
1,100	WHIRLPOOL CORPORATION COMMON STOCK CUSIP 963320106 TKR: WHR	107,490.13 97.718	0.45%	153,142.00 139.220	0.00	3,300.00	2.15
4,450	XILINX INCORPORATED COMMON STOCK CUSIP 983919101 TKR: XLNX	201,182.57 45.210	0.61%	210,529.50 47.310	0.00	5,162.00	2.45
	TOTAL COMMON STOCK	**21,164,134.18**	**75.25%**	**25,852,395.46**	**19,346.72**	**557,410.68**	

EQUITY MUTUAL FUND - OPEN END

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,630.476	VANGUARD 500 INDEX FUND INVESTOR SHARES CUSIP 922908108 TKR: VFINX	133,671.41 81.983	0.86%	294,838.98 180.830	0.00	4,968.06	1.69

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
48,479.46	VANGUARD MID CAP INDEX-INV SHRS FUND CUSIP 922908843 TKR: VIMS X	625,746.93 12.907	4.57%	1,569,280.12 32.370	0.00	15,028.63	0.96
43,374.371	VANGUARD SMALL-CAP GROWTH INDEX FUND CUSIP 922908827 TKR: VISG X	685,955.23 15.815	4.53%	1,552,368.74 35.790	0.00	7,200.15	0.46
	TOTAL EQUITY MUTUAL FUND - OPEN END	**1,445,373.57**	**9.96%**	**3,416,487.84**	**0.00**	**27,196.84**	
	EXCHANGE TRADED FUNDS						
25,200	VANGUARD MSCI EMERGING MARKETS ETF CUSIP 922042858 TKR: VWO	1,056,334.24 41.918	3.17%	1,086,876.00 43.130	0.00	29,534.40	2.72
	TOTAL EXCHANGE TRADED FUNDS	**1,056,334.24**	**3.17%**	**1,086,876.00**	**0.00**	**29,534.40**	
	REITS						
7,375	ANNALY CAPITAL MANAGEMENT, INC. CUSIP 035710409 TKR: NLY	82,746.76 11.220	0.25%	84,296.25 11.430	2,212.50	8,850.00	10.50
22,776	COMMONWEALTHREIT FRACTIONAL CUSIP REITS **PRICE IS UNAVAILABLE** CUSIP CAD233107	0.00	0.00%	0.00	0.00		
	TOTAL REITS	**82,746.76**	**0.25%**	**84,296.25**	**2,212.50**	**8,850.00**	
	EQUITIES	**23,748,588.75**	**88.63%**	**30,440,055.55**	**21,559 22**	**622,991.92**	

FIXED INCOME

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
	US TREASURY NOTES						
40,000	US TREAS NT DTD 02/15/12 2.000% DUE 02/15/2022 CUSIP 912828SF8	41,565.79 103.914	0.11%	39,378.00 98.445	300.55	800.00	2.22

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
90,000	US TREAS NT DTD 05/15/12 1.750% DUE 05/15/2022 CUSIP 912828SV3	85,957.39 95.508	0.25%	86,632.20 96.258	201.15	1,575.00	2.27
170,000	US TREAS NT DTD 11/15/2012 1.625% DUE 11/15/2022 CUSIP 912828TY6	158,837.79 93.434	0.47%	160,663.60 94.508	352.82	2,762.50	2.35
85,000	US TREAS NT DTD 12/31/12 0 750% DUE 12/31/2017 CUSIP 912828UE8	82,642.86 97.227	0 24%	83,923.90 98.734	1.73	637.50	1.12
195,000	US TREAS NT DTD 04/01/13 0.750% DUE 03/31/2018 CUSIP 912828UU2	190,338.28 97.609	0.56%	191,587.50 98.250	369.60	1,462.50	1.23
160,000	US TREAS NT DTD 07/01/13 1.375% DUE 06/30/2018 CUSIP 912828VK3	159,406.79 99.629	0.47%	160,363.20 100.227	5.98	2,200.00	1.32
185,000	US TREAS NT DTD 08/15/13 2.625% DUE 08/15/2023 CUSIP 912828VS6	182,010.30 98.384	0.54%	186,098.90 100.594	1,824.45	4,856.25	2.55
245,000	US TREASURY NOTE DTD 02/16/10 3.625% DUE 02/15/2020 CUSIP 912828MP2	270,236.74 110.301	0.79%	269,480.40 109.992	3,336.60	8,881.25	1.74
130,000	US TREASURY NOTE DTD 08/15/10 2.625% DUE 08/15/2020 CUSIP 912828NT3	133,611.06 102.778	0.39%	135,281.90 104.063	1,282.04	3,412.50	1.92
135,000	US TREASURY NOTE DTD 05/15/13 1.750% DUE 05/15/2023 CUSIP 912828VB3	122,190.19 90.511	0.37%	127,870.65 94.719	301.73	2,362.50	2.41

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
150,000	US TREASURY NOTE DTD 05/15/14 2.500% DUE 05/15/2024 CUSIP 912828WJ5	149,408.80 99.606	0.44%	149,788.50 99.859	478.94	3,750.00	2.52
220,000	US TREASURY NOTE DTD 06/02/14 1.500% DUE 05/31/2019 CUSIP 912828WL0	218,746.05 99.430	0.64%	218,900.00 99.500	277.99	3,300.00	1.61
	TOTAL US TREASURY NOTES	**1,794,952.04**	**5.27%**	**1,809,968.75**	**8,733.58**	**36,000.00**	
	US AGENCY FIXED RATE NOTES & BONDS						
270,000	FED HOME LN MTG CORP DTD 07/14/05 4.375% DUE 07/17/2015 CUSIP 3134A4VC5	295,884.90 109.587	0.82%	281,793.60 104.368	5,381.25	11,812.50	0.20
165,000	FED HOME LOAN MTG CORP DTD 01/21/14 0.875% DUE 02/22/2017 CUSIP 3137EADT3	165,648.47 100.393	0.48%	165,275.55 100.167	641.67	1,443.75	0.81
250,000	FED NATL MTG ASSN DTD 06/15/06 5.375% DUE 07/15/2016 CUSIP 31359MS61	282,742.50 113.097	0.80%	274,535.00 109.814	6,196.18	13,437.50	0.54
95,000	FED NATL MTG ASSN DTD 04/16/07 5 000% DUE 05/11/2017 CUSIP 31359M7X5	112,746 95 118.681	0.31%	106,014.30 111.594	659.72	4,750.00	0.89
160,000	FED NATL MTG ASSN DTD 11/16/12 0.375% DUE 12/21/2015 CUSIP 3135G0SB0	159,660.80 99.788	0.47%	160,174.40 100.109	16.67	600.00	0.30
60,000	FED NATL MTG ASSN DTD 04/15/13 0.875% DUE 05/21/2018 CUSIP 3135G0WJ8	58,219.80 97.033	0.17%	58,993.20 98.322	58.33	525.00	1.32
	TOTAL US AGENCY FIXED RATE NOTES & BONDS	**1,074,903.42**	**3.05%**	**1,046,786.05**	**12,953.82**	**32,568.75**	

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
	CORPORATE BONDS - FIXED						
20,000	AMER EXPRESS CR NOTES DATED 09/13/2010 2.750% DUE 09/15/2015 CUSIP 0258M0DA4	20,661.00 103.305	0.06%	20,523.80 102.619	161.94	550.00	0.57
15,000	BP CAPITAL MARKETS PLC NOTES DATED 10/01/2010 3.125% DUE 10/01/2015 CUSIP 05565QBN7	15,754.20 105.028	0.05%	15,501.75 103.345	117.19	468.75	0.44
10,000	CATERPILLAR FINANCIAL SE SENIOR UNSECURED NOTES DATED 11/26/2013 1.000% DUE 11/25/2016 CUSIP 14912L5W7	10,058.30 100.583	0.03%	10,041.60 100.416	10.00	100.00	0.82
5,000	CELGENE CORP SENIOR UNSECURED NOTES DATED 05/15/2014 2.250% DUE 05/15/2019 CUSIP 151020AN4	4,987.55 99 751	0.01%	5,013.80 100.276	14.38	112.50	2.19
20,000	CHUBB CORP SENIOR NOTES DATED 05/06/2008 5.750% DUE 05/15/2018 CUSIP 171232AR2	24,527.80 122.639	0.07%	22,931.80 114.659	146.94	1,150.00	1.81
15,000	CONOCOPHILLIPS NOTES DATED 05/21/2009 4.600% DUE 01/15/2015 CUSIP 20825CAT1	16,571.85 110.479	0.04%	15,334.95 102.233	318.17	690.00	0.47

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
5,000	DOMINION RESOURCES INC SENIOR UNSECURED NOTE DATED 03/07/2011 4.450% DUE 03/15/2021 CUSIP 25746UBL2	5,508.45 110.169	0.02%	5,495.50 109.910	65.51	222.50	2.82
15,000	EXXON MOBIL CORPORATION SENIOR UNSECURED NOTES DATED 03/20/2014 0.921% DUE 03/15/2017 CUSIP 30231GAA0	15,009.70 100.065	0.04%	15,015.75 100.105	38.76	138.15	0.88
10,000	GENERAL ELEC CAP CORP SENIOR UNSECURED NOTES DATED 01/08/2013 1.000% DUE 01/08/2016 CUSIP 36962G6R0	10,082.80 100.828	0.03%	10,071.70 100.717	48.06	100,00	0.53
10,000	GENERAL ELECTRIC CAPITAL CORP SENIOR UNSECURED NOTES DATED 01/09/2012 2,900% DUE 01/09/2017 CUSIP 36962G5N0	10,473.60 104.736	0.03%	10,460.40 104.604	138.56	290.00	1.05
10,000	GENERAL MILLS INC SENIOR UNSECURED NOTE DATED 02/03/2009 5.650% DUE 02/15/2019 CUSIP 370334BH6	11,994.00 119.940	0.03%	11,600.40 116.004	213.44	565.00	2.01
10,000	KIMBERLY CLARK CORP NOTES DATED 07/30/2007 6.125% DUE 08/01/2017 CUSIP 494368BB8	11,550.00 115.500	0.03%	11,496.40 114.964	255.21	612.50	1,17
40,000	LOCKHEED MARTIN CORP DATED 05/01/1996 7.650% DUE 05/01/2016 CUSIP 539830AE9	46,000.00 115.000	0.13%	45,106.40 112.766	510.00	3,060.00	0.64

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
10,000	MEDTRONIC INC SENIOR UNSECURED NOTES DATED 02/27/2014 0.875% DUE 02/27/2017 CUSIP 585055BB1	9,988.30 99.883	0.03%	9,963.40 99.634	30.14	87.50	1 01
55,000	MERCK & CO INC NOTES DTD 02/17/2005 4.750% DUE 03/01/2015 CUSIP 589331AK3	55,310.75 100.565	0.17%	56,614.25 102.935	870.83	2,612.50	0.36
15,000	PEPSICO INCORPORATED SENIOR NOTES DATED 05/10/2011 2.500% DUE 05/10/2016 CUSIP 713448BT4	15,642.00 104.280	0.05%	15,523.80 103.492	53.13	375.00	0.61
10,000	PFIZER INC SENIOR UNSECURED NOTES DATED 03/24/2009 6 200% DUE 03/15/2019 CUSIP 717081DB6	12,508.50 125.085	0.03%	11,871.00 118.710	182.56	620.00	2.01
10,000	PHILIP MORRIS INTL INC NOTES DATED 05/16/2008 5.650% DUE 05/16/2018 CUSIP 718172AA7	11,985.00 119.850	0.03%	11,480.20 114.802	70.63	565.00	1.69
7,000	PROGRESS ENERGY CAROLINA 1ST MORTGAGE DATED 09/15/2011 3.000% DUE 09/15/2021 CUSIP 144141DA3	6,987.96 99.828	0.02%	7,138.25 101.975	61.83	210.00	2.70
60,000	SBC COMMUNICATIONS INC NOTES DATED 11/03/2004 5.100% DUE 09/15/2014 CUSIP 78387GAP8	59,610.90 99.352	0.18%	60,522.60 100.871	901.00	3,060.00	0.90

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
20,000	TRANSCANADA PIPELINES LTD NOTE DATED 10/07/2004 4.875% DUE 01/15/2015 CUSIP 893526DG5	19,635.00 98.175	0.06%	20,485.00 102.425	449.58	975.00	0.39
5,000	UNION PACIFIC CORP SENIOR UNSECURED NOTES DATED 01/16/2014 3.646% DUE 02/15/2024 CUSIP 907818DR6	4,988.80 99.776	0.02%	5,205.60 104.112	68.87	182.30	3.15
55,000	US BANK NA SUBORDINATED NOTES DATED 10/14/2004 4.950% DUE 10/30/2014 CUSIP 90331HKP7	54,023.20 98.224	0.16%	55,838.75 101.525	461.31	2,722.50	0.37
15,000	VERIZON COMMUNICATIONS SENIOR UNSECURED NOTES DATED 09/18/2013 2.500% DUE 09/15/2016 CUSIP 92343VBN3	15,568.95 103.793	0.05%	15,461.10 103.074	110.42	375.00	1.09
25,000	WAL MART STORES INC SENIOR UNSECURED NOTES DATED 10/25/2010 1.500% DUE 10/25/2015 CUSIP 931142CX9	25,406.50 101.626	0 07%	25,386.50 101.546	68.75	375.00	0.32
10,000	WALT DISNEY COMPANY SENIOR UNSECURED NOTE DATED 08/22/2011 1.350% DUE 08/16/2016 CUSIP 25468PCM6	10,170.80 101.708	0.03%	10,129.40 101.294	50.63	135.00	0.74
15,000	WELLS FARGO & COMPANY SENIOR UNSECURED NOTES DATED 07/29/2013 1.250% DUE 07/20/2016 CUSIP 94974BFL9	15,129.30 100.862	0.04%	15,129.45 100.863	83.85	187.50	0.83
	TOTAL CORPORATE BONDS - FIXED	**520,135.21**	**1.51%**	**519,343.55**	**5,501.69**	**20,541.70**	

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
	FIXED INCOME	3,389,990.67	9 83%	3,376,098.35	27,189.09	89,110 45	
CASH AND EQUIVALENTS							
521,230.64	DREYFUS GOVERNMENT CASH MGMT #289 TRUST	521,230.64	1.53%	521,230.64	17.23	52.13	
	CASH	4,871.26	0.01%	4,871.26	0.00		
	CASH AND EQUIVALENTS	526,101.90	1 54%	526,101.90	17.23	52 13	
	TOTAL ASSETS	27,664,681.32	100.00%	34,342,255.80	48,765.54	712,154.50	
	TOTAL ACCRUED INCOME			48,765.54			
	TOTAL ASSETS AND ACCRUED INCOME			34,391,021.34			

Collective Trust Fund Disclosure:
If you are a participant in a Collective Trust Fund, a full copy of the most recent audited annual report is available upon request without charge. Please call your Administrative Officer for a copy.

Statement Content Disclosure:
This statement was prepared to provide you with a detailed record of information for the period covered by this report. The gain/loss and income figures presented are preliminary and approximate and should not be used for tax preparation. Estimated annual income may differ from actual income received and should not be used for tax preparation. If you have any questions regarding this statement or your account, please call your Administrative Officer.

Affiliate Disclosures:
Affiliates of Bank of America may provide services relating to certain investments in your account. These services may, where appropriate, include underwriting or participating in the syndication of securities purchased for your account and executing brokerage transactions for your account. Bank of America will, where appropriate, invest your account in mutual funds for which affiliates provide investment advice and other services, or in Bank depository vehicles for which the Bank receives a financial benefit. Affiliates are compensated for these services and transactions in accordance with applicable law.

The overall investment activities of Bank of America and its affiliates may limit the investment opportunities for accounts under its management (collectively, the "Accounts") in certain markets in which limitations are imposed by regulators upon the amount of investment by affiliated investors, in the aggregate or in individual issuers. From time to time, the Account's activities also may be restricted because of regulatory restrictions applicable to Bank of America and its affiliates, and/or its internal policies.

Securities and other investment products obtained or offered through Bank of America and its affiliates are not obligations of deposits of, nor guaranteed by them, or any other banks; nor are they insured by the FDIC. All securities and investment products are subject to investment risks, including the possible loss of principal invested.

For Securities traded on a major exchange, market values are priced as of the statement date as provided by various pricing services or exchanges. The method and frequency of pricing assets not traded on a major exchange varies depending upon the type of asset; therefore, the price shown on your statement may not be a current value as of the statement date. Although prices shown are believed to be accurate, Bank of America and its affiliates do not guarantee the accuracy of such prices.

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	MARKET VALUE	% OF MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD

To holders of Auction Rate Securities: Due to the recent, unprecedented conditions in the Auction Rate Securities market, the pricing of Auction Rate Securities as reflected on your statement may not be indicative of readily available pricing if you desired to and could liquidate these holdings. Additionally, some Auction Rate Securities may not be priced and will reflect a valuation of unavailable or zero. Thus, these securities will not be included in the account's market valuation total.

ACCRUED INCOME SCHEDULE

QUANTITY	PORTFOLIO	DESCRIPTION	ACCRUED INCOME	EX-DATE/ RECORD/ PAYABLE	RATE/ FX RATE
EQUITIES					
		COMMON STOCK			
425	600082.2	ADVANCED AUTO PARTS INCORPORATED COMMON STOCK CUSIP 00751Y106 TKR: AAP	25.50	06/16/14 06/18/14 07/02/14	0.060
925	600082.2	ALTRIA GROUP INC COMMON STOCK CUSIP 02209S103 TKR: MO	444.00	06/12/14 06/16/14 07/10/14	0.480
6,300	600082.2	BEST BUY INCORPORATED COMMON STOCK CUSIP 086516101 TKR: BBY	1,071.00	06/10/14 06/12/14 07/03/14	0.170
1,475	600082.2	CARDINAL HEALTH INC COMMON STOCK CUSIP 14149Y108 TKR: CAH	505.19	06/27/14 07/01/14 07/15/14	0.343
1,425	600082.2	CBS CORP CL B COMMON STOCK CUSIP 124857202 TKR: CBS	171.00	06/06/14 06/10/14 07/01/14	0.120
1,970	600082.2	COCA COLA COMPANY COMMON STOCK CUSIP 191216100 TKR: KO	600.85	06/12/14 06/16/14 07/01/14	0.305
1,800	600082.2	COMCAST CORPORATION CLASS A CUSIP 20030N101 TKR: CMCS A	405.00	06/30/14 07/02/14 07/23/14	0.225

STATEMENT *of* INVESTMENT POSITION

FIXED INCOME

US TREASURY NOTES

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
530,000	US TREAS NT DTD 09/30/11 1.000% DUE 09/30/2016 CUSIP 912828RJ1	535,406.85 101.020	4.44%	535,135.70 100.969	1,332.24	5,300.00	0.57
1,190,000	US TREAS NT DTD 11/15/2012 0.375% DUE 11/15/2015 CUSIP 912828TX8	1,190,719.22 100.060	9.89%	1,192,701.30 100.227	569.94	4,462.50	0.21
770,000	US TREAS NT DTD 04/15/13 0.250% DUE 04/15/2016 CUSIP 912828UW8	765,971.72 99.477	6.37%	768,221.30 99.769	404.99	1,925.00	0.38
375,000	US TREAS NT DTD 06/17/13 0.500% DUE 06/15/2016 CUSIP 912828VG2	373,771.82 99.672	3.11%	375,468.75 100.125	81.97	1,875.00	0.44
570,000	US TREAS NT DTD 08/15/13 0.625% DUE 08/15/2016 CUSIP 912828VR8	570,275.74 100.048	4.74%	571,379.40 100.242	1,338.40	3,562.50	0.51
745,000	US TREASURY NOTE DTD 09/30/10 1.250% DUE 09/30/2015 CUSIP 912828NZ9	757,375.35 101.661	6.26%	755,012.80 101.344	2,340.85	9,312.50	0.17
1,105,000	US TREASURY NOTE DTD 10/15/13 0.500% DUE 10/15/2016 CUSIP 912828WA4	1,106,587.10 100.144	9.17%	1,106,127.10 100.102	1,162.36	5,525.00	0.46
505,000	US TREASURY NOTE DTD 12/16/13 0 625% DUE 12/15/2016 CUSIP 912828A59	503,610.68 99.725	4.18%	504,722.25 99.945	137.98	3,156.25	0.65

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
1,200,000	US TREASURY NOTE DTD 01/15/14 0.750% DUE 01/15/2017 CUSIP 912828A91	1,203,715.35 100.310	9.96%	1,201,968.00 100.164	4,151.93	9,000.00	0.68
850,000	US TREASURY NT DTD 02/18/14 0.625% DUE 02/15/2017 CUSIP 912828B74	848,682.92 99.845	7.03%	847,875.00 99.750	1,995.86	5,312.50	0.72
475,000	US TREASURY NT DTD 04/15/14 0.875% DUE 04/15/2017 CUSIP 912828C73	474,741.44 99.946	3.95%	476,149.50 100.242	874.40	4,156.25	0.79
460,000	US TREASURY NT DTD 05/15/14 0.875% DUE 05/15/2017 CUSIP 912828WH9	460,720.29 100.157	3.82%	460,611.80 100.133	514.06	4,025.00	0.83
	TOTAL US TREASURY NOTES	**8,791,578.48**	**72.92%**	**8,795,372.90**	**14,904.98**	**57,612.50**	

US AGENCY FIXED RATE NOTES & BONDS

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
570,000	FED HOME LN MTG CORP DTD 01/07/10 2.875% DUE 02/09/2015 CUSIP 3137EACH0	590,417.40 103.582	4.80%	579,547.50 101.675	6,463.96	16,387.50	0.12
180,000	FED NATL MTG ASSN DTD 06/15/06 5.375% DUE 07/15/2016 CUSIP 31359MS61	202,364.55 112.425	1.64%	197,665.20 109.814	4,461.25	9,675.00	0.54
490,000	FED NATL MTG ASSN DTD 02/06/12 0.375% DUE 03/16/2015 CUSIP 3135G0HG1	491,131.90 100.231	4.07%	490,837.90 100.171	535 94	1,837.50	0.13
350,000	FED NATL MTG ASSN DTD 05/21/12 0.500% DUE 07/02/2015 CUSIP 3135G0LN1	351,361.50 100.389	2.91%	351,134.00 100.324	870.14	1,750.00	0.18

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
35,000	FED NATL MTG ASSN DTD 07/18/11 0.875% DUE 08/28/2014 CUSIP 3135G0BY8	35,370.30 101.058	0.29%	35,043.05 100.123	104.64	306.25	0.14
395,000	FED NATL MTG ASSN DTD 05/17/13 0.375% DUE 07/05/2016 CUSIP 3135G0XP3	392,812.00 99.446	3.25%	393,139.55 99.529	724.17	1,481.25	0.61
	TOTAL US AGENCY FIXED RATE NOTES & BONDS	**2,063,457.65**	**16.96%**	**2,047,367.20**	**13,160.10**	**31,437.50**	
	CORPORATE BONDS - FIXED						
40,000	3M COMPANY SENIOR UNSECURED NOTES DATED 09/29/2011 1.375% DUE 09/29/2016 CUSIP 88579YAD3	40,812.70 102.032	0.34%	40,703.20 101.758	140.56	550.00	0.59
65,000	AMERICAN EXPRESS CREDIT SENIOR UNSECURED NOTES DATED 06/12/2012 1.750% DUE 06/12/2015 CUSIP 0258M0DE6	66,201.85 101.849	0.55%	65,824.20 101.268	60.03	1,137.50	0.41
25,000	ANHEUSER BUSCH COS INC NOTES DATED 10/14/2003 5.050% DUE 10/15/2016 CUSIP 035229CV3	27,735.20 110.941	0.23%	27,309.50 109.238	266.53	1,262.50	0.96
45,000	ANHEUSER-BUSCH INBEV WOR NOTES DATED 07/14/2011 1.500% DUE 07/14/2014 CUSIP 03523TBL1	45,422.10 100.938	0.37%	45,020.70 100.046	313.13	675.00	0.31
15,000	BERKSHIRE HATHAWAY INC SENIOR UNSECURED NOTES DATED 02/11/2010 3.200% DUE 02/11/2015 CUSIP 084670AV0	15,565.05 103.767	0.13%	15,264.30 101.762	186.67	480.00	0.32

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
50,000	BOEING COMPANY SENIOR NOTES DATED 11/20/2009 3.750% DUE 11/20/2016 CUSIP 097023BC8	53,701.50 107.403	0.44%	53,396.00 106.792	213.54	1,875.00	0.87
70,000	BP CAPITAL MARKETS PLC NOTES DATED 10/01/2010 3.125% DUE 10/01/2015 CUSIP 05565QBN7	73,129.15 104.470	0.60%	72,341.50 103.345	546.88	2,187.50	0.44
40,000	CATERPILLAR FINANCIAL SE SENIOR UNSECURED NOTES DATED 11/26/2013 1.000% DUE 11/25/2016 CUSIP 14912L5W7	40,234.40 100.586	0.33%	40,166.40 100.416	40.00	400,00	0.82
45,000	CONOCOPHILLIPS NOTES DATED 05/21/2009 4.600% DUE 01/15/2015 CUSIP 20825CAT1	47,138.85 104.753	0.38%	46,004.85 102.233	954.50	2,070 00	0.47
35,000	EXXON MOBIL CORPORATION SENIOR UNSECURED NOTES DATED 03/20/2014 0.921% DUE 03/15/2017 CUSIP 30231GAA0	35,024.25 100.069	0.29%	35,036.75 100.105	90.44	322.35	0.88
30,000	GENERAL ELEC CAP CORP SENIOR UNSECURED NOTES DATED 01/08/2013 1.000% DUE 01/08/2016 CUSIP 36962G6R0	30,249.60 100.832	0.25%	30,215.10 100.717	144.17	300.00	0.53
35,000	GENERAL ELECTRIC CAPITAL CORP SENIOR UNSECURED NOTES DATED 01/09/2012 2.900% DUE 01/09/2017 CUSIP 36962G5N0	36,679.30 104.798	0.30%	36,611.40 104.604	484.94	1,015.00	1.05

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
25,000	MEDTRONIC INC SENIOR UNSECURED NOTES DATED 02/27/2014 0.875% DUE 02/27/2017 CUSIP 585055BB1	24,979.85 99.919	0.21%	24,908.50 99.634	75.35	218.75	1.01
30,000	PEPSICO INC SENIOR UNSECURED NOTES DATED 02/28/2013 0.700% DUE 02/26/2016 CUSIP 713448CE6	30,051.90 100.173	0.25%	30,071.70 100.239	72.92	210.00	0.55
25,000	SOUTHERN CAL EDISON SECURED NOTES DATED 05/09/2014 1.125% DUE 05/01/2017 CUSIP 842400GB3	25,028.10 100.112	0.21%	25,037.00 100.148	40.63	281.25	1.07
25,000	ST PAUL TRAVELERS COS INC SENIOR NOTES DATED 06/20/2006 6.250% DUE 06/20/2016 CUSIP 792860AJ7	28,279.75 113.119	0.23%	27,651.00 110.604	47.74	1,562.50	0.82
45,000	US BANK NA SUBORDINATED NOTES DATED 10/14/2004 4.950% DUE 10/30/2014 CUSIP 90331HKP7	44,200.80 98.224	0.38%	45,686 25 101.525	377.44	2,227.50	0.37
65,000	VERIZON COMMUNICATIONS SENIOR UNSECURED NOTES DATED 09/18/2013 2.500% DUE 09/15/2016 CUSIP 92343VBN3	67,419.05 103.722	0.55%	66,998.10 103.074	478.47	1,625.00	1.09
70,000	WAL MART STORES INC SENIOR UNSECURED NOTES DATED 10/25/2010 1.500% DUE 10/25/2015 CUSIP 931142CX9	71,214.70 101.735	0.59%	71,082.20 101.546	192.50	1,050.00	0.32

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
55,000	WALT DISNEY COMPANY SENIOR UNSECURED NOTE DATED 08/22/2011 1.350% DUE 08/16/2016 CUSIP 25468PCM6	55,977.10 101.777	0 46%	55,711.70 101.294	278.44	742.50	0.74
60,000	WALT DISNEY COMPANY/THE SENIOR UNSECURED NOTES DATED 06/02/2014 0.875% DUE 05/30/2017 CUSIP 25468PCZ7	59,918.00 99.863	0.49%	59,782.80 99.638	42.29	525.00	1.00
55,000	WELLS FARGO & COMPANY SENIOR UNSECURED NOTES DATED 07/29/2013 1.250% DUE 07/20/2016 CUSIP 94974BFL9	55,504.55 100.917	0.46%	55,474.65 100.863	307.47	687.50	0.83
	TOTAL CORPORATE BONDS - FIXED	974,467.75	8.04%	970,297.80	5,354.64	21,404.85	
	FIXED INCOME	11,829,503.88	97.92%	11,813,037.90	33,419.72	110,454.85	
CASH AND EQUIVALENTS							
251,549.21	DREYFUS GOVERNMENT CASH MGMT #289 TRUST	251,549.21	2.08%	251,549.21	0.99	25.16	
	CASH AND EQUIVALENTS	251,549.21	2.08%	251,549.21	0.99	25 16	
	TOTAL ASSETS	12,081,053.09	100.00%	12,064,587.11	33,420.71	110,480.01	
	TOTAL ACCRUED INCOME			33,420.71			
	TOTAL ASSETS AND ACCRUED INCOME			12,098,007.82			

Bank of America
Merrill Lynch

STATEMENT *of* INVESTMENT POSITION

PORTFOLIO: 600082.1
PORTFOLIO NAME: CHILDREN'S CARE FDN-ENDOWMENT PRI USD

FIXED INCOME

US TREASURY NOTES

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
140,000	US TREAS NT DTD 02/15/12 2.000% DUE 02/15/2022 CUSIP 912828SF8	137,688.06 98.349	1.95%	137,823.00 98.445	1,051.93	2,800.00	2.22
220,000	US TREAS NT DTD 05/15/12 1.750% DUE 05/15/2022 CUSIP 912828SV3	210,118.07 95.508	3.00%	211,767.60 96.258	491.71	3,850.00	2.27
160,000	US TREAS NT DTD 08/31/12 0 625% DUE 08/31/2017 CUSIP 912828TM2	156,744.29 97.965	2.24%	158,249.60 98.906	334.24	1,000.00	0.98
70,000	US TREAS NT DTD 11/15/2012 1.625% DUE 11/15/2022 CUSIP 912828TY6	68,575.67 97.965	0.94%	66,155.60 94.508	145.28	1,137.50	2.35
450,000	US TREAS NT DTD 12/31/12 0.750% DUE 12/31/2017 CUSIP 912828UE8	438,827.17 97.517	6.30%	444,303.00 98.734	9.17	3,375.00	1.12
300,000	US TREAS NT DTD 04/01/13 0.750% DUE 03/31/2018 CUSIP 912828UU2	291,141.13 97.047	4.18%	294,750.00 98.250	568.61	2,250.00	1.23
245,000	US TREAS NT DTD 06/17/13 0.500% DUE 06/15/2016 CUSIP 912828VG2	243,717.58 99.477	3.48%	245,306.25 100.125	53.55	1,225.00	0.44
260,000	US TREAS NT DTD 07/01/13 1.375% DUE 06/30/2018 CUSIP 912828VK3	259,036.03 99.629	3.69%	260,590.20 100.227	9.71	3,575.00	1.32

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG. UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
260,000	US TREAS NT DTD 08/15/13 2.625% DUE 08/15/2023 CUSIP 912828VS6	255,673.70 98.336	3.71%	261,544.40 100.594	2,564.09	6,825.00	2.55
500,000	US TREASURY NOTE DTD 02/16/10 3.625% DUE 02/15/2020 CUSIP 912828MP2	556,718.75 111.344	7.79%	549,960.00 109.992	6,809.39	18,125.00	1.74
225,000	US TREASURY NOTE DTD 08/15/10 2.625% DUE 08/15/2020 CUSIP 912828NT3	231,249.93 102.778	3.32%	234,141.75 104.063	2,218.92	5,906.25	1.92
40,000	US TREASURY NOTE DTD 11/30/10 1.375% DUE 11/30/2015 CUSIP 912828PJ3	40,867.32 102.168	0.58%	40,646.80 101.617	46.58	550.00	0.23
315,000	US TREASURY NOTE DTD 02/28/11 2.125% DUE 02/29/2016 CUSIP 912828QJ2	325,811.21 103.432	4.60%	324,450.00 103.000	2,237.31	6,693.75	0.32
320,000	US TREASURY NOTE DTD 05/16/11 3.125% DUE 05/15/2021 CUSIP 912828QN3	350,181.91 109.432	4.84%	341,625.60 106.758	1,277.17	10,000.00	2.07
230,000	US TREASURY NOTE DTD 05/15/13 1.750% DUE 05/15/2023 CUSIP 912828VB3	214,509.51 93.265	3.09%	217,853.70 94.719	514.06	4,025.00	2.41
310,000	US TREASURY NOTE DTD 05/15/14 2.500% DUE 05/15/2024 CUSIP 912828WJ5	308,778.19 99.606	4.39%	309,562.90 99.859	989.81	7,750.00	2.52
160,000	US TREASURY NOTE DTD 06/02/14 1.500% DUE 05/31/2019 CUSIP 912828WL0	159,088.04 99.430	2.26%	159,200.00 99.500	202.17	2,400.00	1.61
	TOTAL US TREASURY NOTES	**4,248,726.56**	**60.36%**	**4,257,930.40**	**19,523.70**	**81,487.50**	

STATEMENT*of* INVESTMENT POSITION *(continued)*

US AGENCY FIXED RATE NOTES & BONDS

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
380,000	FANNIE MAE DTD 06/08/07 5.375% DUE 06/12/2017 CUSIP 31398ADM1	452,079.20 118.968	6.08%	429,263.20 112.964	1,077.99	20,425.00	0.91
285,000	FED HOME LN BK DTD 05/03/2006 5.375% DUE 05/18/2016 CUSIP 3133XFJF4	324,116.18 113.725	4.41%	311,100.30 109.158	1,829.74	15,318.75	0.48
390,000	FED HOME LN MTG CORP DTD 10/21/05 4.750% DUE 11/17/2015 CUSIP 3134A4VG6	431,537.55 110.651	5.86%	413,766.60 106.094	2,264.17	18,525.00	0.32
15,000	FED NATL MTG ASSN DTD 06/15/06 5 375% DUE 07/15/2016 CUSIP 31359MS61	18,014.70 120.098	0.23%	16,472.10 109.814	371.77	806.25	0.54
60,000	FED NATL MTG ASSN DTD 11/17/11 0.750% DUE 12/19/2014 CUSIP 3135G0FY4	60,337.80 100.563	0.85%	60,177.60 100.296	15.00	450.00	0.12
470,000	FED NATL MTG ASSN DTD 11/16/12 0.375% DUE 12/21/2015 CUSIP 3135G0SB0	469,486.00 99.891	6.66%	470,512.30 100.109	48.96	1,762.50	0.30
100,000	FED NATL MTG ASSN DTD 04/15/13 0 875% DUE 05/21/2018 CUSIP 3135G0WJ8	96,944.00 96.944	1.39%	98,322.00 98.322	97.22	875.00	1.32
140,000	FED NATL MTG ASSN DTD 01/13/14 1.875% DUE 02/19/2019 CUSIP 3135G0ZA4	141,047.20 100.748	2.01%	141,870.40 101.336	962.50	2,625.00	1.57
85,000	FEDERAL HOME LOAN BANK DTD 10/19/07 5.000% DUE 11/17/2017 CUSIP 3133XMQ87	92,592.20 108.932	1.36%	95,898.70 112.822	519.44	4,250.00	1.12
	TOTAL US AGENCY FIXED RATE NOTES & BONDS	**2,086,154.83**	**28.85%**	**2,037,383.20**	**7,186.79**	**65,037.50**	

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
	CORPORATE BONDS - FIXED						
40,000	AMER EXPRESS CR NOTES DATED 09/13/2010 2.750% DUE 09/15/2015 CUSIP 0258M0DA4	41,322.00 103.305	0.58%	41,047.60 102.619	323.89	1,100.00	0.57
40,000	BP CAPITAL MARKETS PLC NOTES DATED 10/01/2010 3.125% DUE 10/01/2015 CUSIP 05565QBN7	42,011.20 105.028	0.59%	41,338.00 103.345	312.50	1,250.00	0.44
20,000	CATERPILLAR FINANCIAL SE SENIOR UNSECURED NOTES DATED 11/26/2013 1.000% DUE 11/25/2016 CUSIP 14912L5W7	20,116.60 100.583	0.28%	20,083.20 100.416	20.00	200.00	0.82
10,000	CELGENE CORP SENIOR UNSECURED NOTES DATED 05/15/2014 2.250% DUE 05/15/2019 CUSIP 151020AN4	9,975.10 99.751	0.14%	10,027.60 100.276	28.75	225.00	2.19
35,000	CHUBB CORP SENIOR NOTES DATED 05/06/2008 5.750% DUE 05/15/2018 CUSIP 171232AR2	42,923.65 122.639	0.57%	40,130.65 114.659	257.15	2,012.50	1.81
30,000	CONOCOPHILLIPS NOTES DATED 05/21/2009 4.600% DUE 01/15/2015 CUSIP 20825CAT1	33,143.70 110.479	0.43%	30,669.90 102.233	636.33	1,380.00	0.47

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
10,000	DOMINION RESOURCES INC SENIOR UNSECURED NOTE DATED 03/07/2011 4.450% DUE 03/15/2021 CUSIP 25746UBL2	11,016.90 110.169	0.16%	10,991.00 109.910	131.03	445.00	2.82
30,000	EXXON MOBIL CORPORATION SENIOR UNSECURED NOTES DATED 03/20/2014 0.921% DUE 03/15/2017 CUSIP 30231GAA0	30,019.40 100.065	0.43%	30,031.50 100.105	77.52	276.30	0.88
15,000	GENERAL ELEC CAP CORP SENIOR UNSECURED NOTES DATED 01/08/2013 1.000% DUE 01/08/2016 CUSIP 36962G6R0	15,124.20 100.828	0.21%	15,107.55 100.717	72.08	150.00	0.53
20,000	GENERAL ELECTRIC CAPITAL CORP SENIOR UNSECURED NOTES DATED 01/09/2012 2.900% DUE 01/09/2017 CUSIP 36962G5N0	20,947.20 104.736	0.30%	20,920.80 104.604	277.11	580 00	1.05
20,000	GENERAL MILLS INC SENIOR UNSECURED NOTE DATED 02/03/2009 5.650% DUE 02/15/2019 CUSIP 370334BH6	23,988.00 119.940	0.33%	23,200.80 116.004	426.89	1,130.00	2.01
25,000	KIMBERLY CLARK CORP NOTES DATED 07/30/2007 6.125% DUE 08/01/2017 CUSIP 494368BB8	28,875 00 115.500	0.41%	28,741.00 114.964	638.02	1,531.25	1.17
15,000	MEDTRONIC INC SENIOR UNSECURED NOTES DATED 02/27/2014 0.875% DUE 02/27/2017 CUSIP 585055BB1	14,982.45 99.883	0.21%	14,945.10 99.634	45.21	131.25	1.01

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
35,000	PEPSICO INCORPORATED SENIOR NOTES DATED 05/10/2011 2.500% DUE 05/10/2016 CUSIP 713448BT4	36,498.00 104.280	0.51%	36,222.20 103.492	123.96	875.00	0.61
20,000	PFIZER INC SENIOR UNSECURED NOTES DATED 03/24/2009 6.200% DUE 03/15/2019 CUSIP 717081DB6	25,017.00 125.085	0.34%	23,742.00 118.710	365.11	1,240.00	2.01
20,000	PHILIP MORRIS INTL INC NOTES DATED 05/16/2008 5.650% DUE 05/16/2018 CUSIP 718172AA7	23,970.00 119.850	0.33%	22,960.40 114.802	141.25	1,130.00	1.69
22,000	PROGRESS ENERGY CAROLINA 1ST MORTGAGE DATED 09/15/2011 3.000% DUE 09/15/2021 CUSIP 144141DA3	21,992.04 99.964	0.32%	22,434.50 101.975	194,33	660.00	2.70
15,000	UNION PACIFIC CORP SENIOR UNSECURED NOTES DATED 01/16/2014 3.646% DUE 02/15/2024 CUSIP 907818DR6	14,966.40 99.776	0 22%	15,616.80 104.112	206.61	546.90	3.15
35,000	VERIZON COMMUNICATIONS SENIOR UNSECURED NOTES DATED 09/18/2013 2.500% DUE 09/15/2016 CUSIP 92343VBN3	36,327.55 103.793	0.51%	36,075.90 103.074	257.64	875.00	1.09
55,000	WAL MART STORES INC SENIOR UNSECURED NOTES DATED 10/25/2010 1.500% DUE 10/25/2015 CUSIP 931142CX9	55,894.30 101.626	0.79%	55,850.30 101.546	151.25	825.00	0.32

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
20,000	WALT DISNEY COMPANY SENIOR UNSECURED NOTE DATED 08/22/2011 1.350% DUE 08/16/2016 CUSIP 25468PCM6	20,341.60 101.708	0.29%	20,258.80 101.294	101.25	270.00	0.74
30,000	WELLS FARGO & COMPANY SENIOR UNSECURED NOTES DATED 07/29/2013 1.250% DUE 07/20/2016 CUSIP 94974BFL9	30,258.60 100.862	0 43%	30,258.90 100.863	167.71	375.00	0.83
	TOTAL CORPORATE BONDS - FIXED	599,710.89	8.38%	590,654.50	4,955.59	17,208.20	
	FIXED INCOME	6,934,592.28	97.59%	6,885,968.10	31,666.08	163,733.20	

CASH AND EQUIVALENTS

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
89,048.22	DREYFUS GOVERNMENT CASH MGMT #289 TRUST	89,048.22	1.26%	89,048.22	0.36	8.91	
	CASH AND EQUIVALENTS	89,048.22	1.26%	89,048.22	0.36	8.91	
	TOTAL ASSETS	7,023,640.50	98.85%	6,975,016.32	31,666.44	163,742.11	
	TOTAL ACCRUED INCOME			31,666.44			
	TOTAL ASSETS AND ACCRUED INCOME			7,006,682.76			

PORTFOLIO: 6000823
PORTFOLIO NAME: CHILDREN'S CARE FDN ENDOWMENT INC USD

CASH AND EQUIVALENTS

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
81,666.43	DREYFUS GOVERNMENT CASH MGMT #289 TRUST	81,666.43	1.15%	81,666.43	0.61	8.17	
	CASH AND EQUIVALENTS	81,666.43	1.15%	81,666.43	0.61	8 17	
	TOTAL ASSETS	81,666.43	1.15%	81,666.43	0.61	8.17	
	TOTAL ACCRUED INCOME			0.61			
	TOTAL ASSETS AND ACCRUED INCOME			81,667.04			

STATEMENT *of* INVESTMENT POSITION *(continued)*

QUANTITY	DESCRIPTION	COST/ AVG UNIT COST	% OF MARKET VALUE	MARKET VALUE/ PRICE	ACCRUED INCOME	PROJECTED ANNUAL INCOME	YIELD
GRAND TOTAL							
	TOTAL ASSETS		100.00%	7,056,682.75			
	ACCRUED INCOME			31,667.05			
	ASSETS & ACCRUED INCOME			7,088,349.80			

Collective Trust Fund Disclosure:
If you are a participant in a Collective Trust Fund, a full copy of the most recent audited annual report is available upon request without charge. Please call your Administrative Officer for a copy.

Statement Content Disclosure:
This statement was prepared to provide you with a detailed record of information for the period covered by this report. The gain/loss and income figures presented are preliminary and approximate and should not be used for tax preparation. Estimated annual income may differ from actual income received and should not be used for tax preparation. If you have any questions regarding this statement or your account, please call your Administrative Officer.

Affiliate Disclosures:
Affiliates of Bank of America may provide services relating to certain investments in your account. These services may, where appropriate, include underwriting or participating in the syndication of securities purchased for your account and executing brokerage transactions for your account. Bank of America will, where appropriate, invest your account in mutual funds for which affiliates provide investment advice and other services, or in Bank depository vehicles for which the Bank receives a financial benefit. Affiliates are compensated for these services and transactions in accordance with applicable law.

The overall investment activities of Bank of America and its affiliates may limit the investment opportunities for accounts under its management (collectively, the "Accounts") in certain markets in which limitations are imposed by regulators upon the amount of investment by affiliated investors, in the aggregate or in individual issuers. From time to time, the Account's activities also may be restricted because of regulatory restrictions applicable to Bank of America and its affiliates, and/or its internal policies.

Securities and other investment products obtained or offered through Bank of America and its affiliates are not obligations or deposits of, nor guaranteed by them, or any other banks; nor are they insured by the FDIC. All securities and investment products are subject to investment risks, including the possible loss of principal invested.

For Securities traded on a major exchange, market values are priced as of the statement date as provided by various pricing services or exchanges. The method and frequency of pricing assets not traded on a major exchange varies depending upon the type of asset; therefore, the price shown on your statement may not be a current value as of the statement date. Although prices shown are believed to be accurate, Bank of America and its affiliates do not guarantee the accuracy of such prices.

To holders of Auction Rate Securities: Due to the recent, unprecedented conditions in the Auction Rate Securities market, the pricing of Auction Rate Securities as reflected on your statement may not be indicative of readily available pricing if you desired to and could liquidate these holdings. Additionally, some Auction Rate Securities may not be priced and will reflect a valuation of unavailable or zero. Thus, these securities will not be included in the account's market valuation total.

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CHILDREN'S CARE FOUNDATION	**Enter filer's identifying number** Employer identification number (EIN) or 36-6088708
	Number, street, and room or suite no. If a P.O. box, see instructions. 333 N. MICHIGAN AVENUE, NO. 2131	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60601	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ROXANNE WARBLE
  333 N. MICHIGAN AVENUE, NO. 2131 - CHICAGO, IL 60601
  Telephone No. ▶ (312)201-0540 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _______. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year ______ or
▶ ☒ tax year beginning JUL 1, 2013 , and ending JUN 30, 2014 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 113,970.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 116,516.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.