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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 07/01, 2013, and ending 06/30, 2014

Name of foundation: THE SIMON BROS FAMILY FDTN P03503003

A Employer identification number: 52-6839797

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,822,047.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	29,069.			
	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	67,619.	66,588.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	227,680.			
	b Gross sales price for all assets on line 6a 1,931,131.				
	7 Capital gain net income (from Part IV, line 2)		227,680.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	324,368.	294,268.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,195.	18,146.		6,049.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 1	13,382.	1,382.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 2	250.			250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	37,827.	19,528.	NONE	6,299.
	25 Contributions, gifts, grants paid	150,500.			150,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	188,327.	19,528.	NONE	156,799.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	136,041.			
	b **Net investment income** (if negative, enter -0-)		274,740.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	26,150.		
	2 Savings and temporary cash investments		111,051.	111,051.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	2,077,123.	2,309,420.	3,003,869.
	c Investments - corporate bonds (attach schedule)	563,189.	364,850.	366,076.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	314,208.	330,291.	341,051.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ PROCEEDS FROM UNSETTLED SALE)	318.		
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,980,988.	3,115,612.	3,822,047.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	2,980,988.	3,115,612.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	2,980,988.	3,115,612.	
	31 Total liabilities and net assets/fund balances (see instructions)	2,980,988.	3,115,612.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,980,988.
2	Enter amount from Part I, line 27a	2	136,041.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,117,029.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 3	5	1,417.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,115,612.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,931,131.		1,703,434.	227,697.
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				227,697.
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	227,697.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	143,120.	3,196,226.	0.044778
2011	136,382.	2,914,278.	0.046798
2010	131,465.	2,944,522.	0.044647
2009	132,763.	2,688,938.	0.049374
2008	155,400.	2,492,948.	0.062336

2	**Total** of line 1, column (d)	2	0.247933
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049587
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	3,649,698.
5	Multiply line 4 by line 3	5	180,978.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,747.
7	Add lines 5 and 6	7	183,725.
8	Enter qualifying distributions from Part XII, line 4	8	156,799.

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	5,495.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,495.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,495.
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 8,362.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 7,500.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	15,862.
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	10,367.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 10,367. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

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

Located at ▶ 10 S. DEARBORN, IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603-2003

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________, ________, ________, ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ________, ________, ________, ________			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, NA 10 S. DEARBORN, IL1-0117, CHICAGO, IL 60603-2003	TRUSTEE 40	24,195.	-0-	-0-

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,538,427.
b	Average of monthly cash balances	1b	166,850.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,705,277.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,705,277.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,579.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,649,698.
6	**Minimum investment return.** Enter 5% of line 5	6	182,485.

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	182,485.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,495.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,495.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	176,990.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	176,990.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	176,990.

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	156,799.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	156,799.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	156,799.

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				176,990.
2	Undistributed income, if any, as of the end of 2013				
a	Enter amount for 2012 only			150,474.	
b	Total for prior years 20 11 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2013				
a	From 2008 ..... NONE				
b	From 2009 ..... NONE				
c	From 2010 ..... NONE				
d	From 2011 ..... NONE				
e	From 2012 ..... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 156,799.				
a	Applied to 2012, but not more than line 2a			150,474.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2013 distributable amount				6,325.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e	Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				170,665.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9				
a	Excess from 2009 ... NONE				
b	Excess from 2010 ... NONE				
c	Excess from 2011 ... NONE				
d	Excess from 2012 ... NONE				
e	Excess from 2013 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
EDVESTORS 140 CLARENDON STREET SUITE 305 BOSTON MA 021	NONE	PC	GENERAL	85,000.
NEW VISIONS FOR PUBLIC SCHOOLS 320 W 13TH ST. SIXTH FLOOR NEW YORK NY 10014	NONE	PC	GENERAL	50,000.
BROOKLINE COMMUNITY 40 WEBSTER PL BROOKLINE MA 02445	NONE	PC	GENERAL	5,000.
ASSOCIATED GRANT MAKERS 133 FEDERAL STREET SUITE 802 BOSTON MA 02110	NONE	PC	GENERAL	500.
THE NEW 42ND STREET INC 229 WEST 42ND ST. 10TH FLOOR NEW YORK NY 100	NONE	PC	GENERAL	5,000.
NATIONAL MUSEUM OF MATHEMATICS 11 EAST 26TH STREET NEW YORK NY 10010	NONE	PC	PROGRAM SUPPORT	5,000.
Total . . . . ▶ **3a**				150,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	67,619.	
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	227,680.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				295,299.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 295,299.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 05/04/2015 Title:

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	05/04/2015		P01256399

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

Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114 Phone no 312-486-9652

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
THE SIMON BROS FAMILY FDTN P03503003

Employer identification number
52-6839797

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	Employer identification number
THE SIMON BROS FAMILY FDTN P03503003	52-6839797

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	ADAM J SIMON REVOCABLE TRUST 1373-1 MONUMENT STREET CONCORD, MA 01742	$ 50,049.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
THE SIMON BROS FAMILY FDTN P03503003	52-6839797

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
1	VARIOUS MARKETABLE SECURITIES	$ 50,049.	03/11/2014
		$	
		$	
		$	
		$	
		$	

THE SIMON BROS FAMILY FDTN P03503003 52-6839797

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	12.	12.
FEDERAL TAX PAYMENT - PRIOR YE	7,000.	
FEDERAL ESTIMATES - PRINCIPAL	5,000.	
FOREIGN TAXES ON QUALIFIED FOR	1,047.	1,047.
FOREIGN TAXES ON NONQUALIFIED	323.	323.
TOTALS	13,382.	1,382.

THE SIMON BROS FAMILY FDTN P03503003 52-6839797

FORM 990PF, PART I - OTHER EXPENSES

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

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

DESCRIPTION		AMOUNT
COST BASIS ADJUSTMENT		1,093.
PRIOR PERIOD ADJUSTMENT		324.
	TOTAL	1,417.

THE SIMON BROS FAMILY FDTN P03503003 52-6839797

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

ADAM J SIMON REVOCABLE TRUST
1373-1 MONUMENT STREET
CONCORD, MA 01742

Account Summary

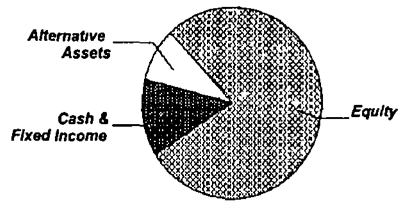
PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	3,048,022 52	3,003,868 50	(44,154 02)	47,347 00	78%
Alternative Assets	379,796 86	341,051 09	(38,745 77)	2,238 28	9%
Cash & Fixed Income	505,348 05	477,127 04	(28,221 01)	15,749 59	13%
Market Value	**$3,933,167.43**	**$3,822,046.63**	**($111,120.80)**	**$65,334.87**	**100%**

INCOME

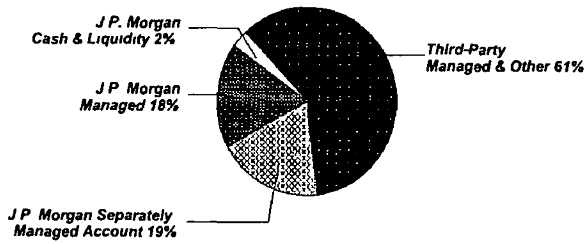
Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	1,914 47	1,274.78	(639 69)
Market Value	**$1,914.47**	**$1,274.78**	**($639.69)**

Asset Allocation



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

Manager Allocation *



Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**3,933,167.43**	**3,363,561.84**	**0.00**	**0.00**
Withdrawals & Fees	(156,936 88)	(186,973 09)		
Securities Transferred In		50,049 01	--	--
Net Additions/Withdrawals	**($156,936.88)**	**($136,924.08)**	**$0.00**	**$0.00**
Income	4,826 59	66,380.76		
Change In Investment Value	40,989 49	529,028 11		
Ending Market Value	**$3,822,046.63**	**$3,822,046.63**	**$0.00**	**$0.00**
Accruals	--	--	1,274 78	1,274 78
Market Value with Accruals	--	--	**$1,274.78**	**$1,274.78**

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	4,744 87	65,052 80
Foreign Dividends	78 65	987 96
Interest Income	3 07	50 93
Original Issue Discount		289 07
Taxable Income	**$4,826.59**	**$66,380.76**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		25,116 36
ST Realized Gain/Loss	3,453 04	13,188 53
LT Realized Gain/Loss	73,440 93	189,074 10
Realized Gain/Loss	**$76,893.97**	**$227,378.99**

	To-Date Value
Unrealized Gain/Loss	**$698,952.56**

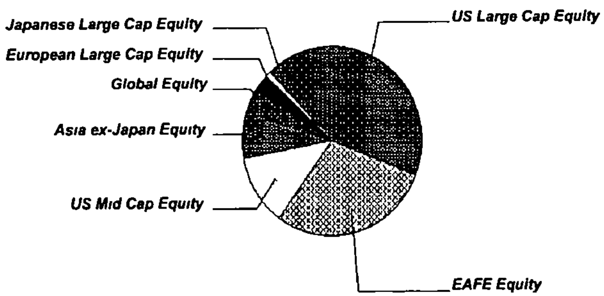
Account Summary CONTINUED

Cost Summary	Cost
Equity	2,309,420 33
Cash & Fixed Income	475,901 42
Total	**$2,785,321.75**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,349,647 22	1,333,756 30	(15,890 92)	34%
US Mid Cap Equity	321,807 48	331,157 18	9,349 70	9%
EAFE Equity	935,593 10	888,775 69	(46,817 41)	23%
European Large Cap Equity	77,546 42	77,742 74	196 32	2%
Japanese Large Cap Equity	37,955.84	39,935 48	1,979 64	1%
Asia ex-Japan Equity	206,242 88	211,094 41	4,851 53	6%
Global Equity	119,229 58	121,406.70	2,177 12	3%
Total Value	**$3,048,022.52**	**$3,003,868.50**	**($44,154.02)**	**78%**

Asset Categories



Equity as a percentage of your portfolio - 78 %

Market Value/Cost	Current Period Value
Market Value	3,003,868 50
Tax Cost	2,309,420 33
Unrealized Gain/Loss	686,967.11
Estimated Annual Income	47,347 00
Accrued Dividends	673 62
Yield	1 57%

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

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
ACCENTURE PLC-CL A G1151C-10-1 ACN	80 84	66 000	5,335 44	5,356 80	(21 36)	122 76	2 30%
ACE LTD NEW H0023R-10-5 ACE	103.70	94.000	9,747 80	3,966 62	5,781 18	244.40	2 51%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	72 36	83 000	6,005 88	3,048 18	2,957 70		
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	156 25	23 000	3,593 75	2,314.71	1,279 04		
ALLERGAN INC 018490-10-2 AGN	169 22	17 000	2,876 74	1,464.83	1,411 91	3 40	0.12%
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	281 25	14 000	3,937 50	2,476 54	1,460 96		
AMAZON COM INC 023135-10-6 AMZN	324 78	21 000	6,820 38	3,877.79	2,942.59		
ANADARKO PETROLEUM CORP 032511-10-7 APC	109 47	84 000	9,195 48	6,328 86	2,866 62	90 72	0 99%
APPLE INC. 037833-10-0 AAPL	92 93	297.000	27,600 21	5,057.92	22,542 29	558 36	2 02%
ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	44 11	95 000	4,190 45	3,407.91	782.54	91 20	2 18%
AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	72 07	197 000	14,197 79	6,744 97	7,452 82	228 52	1 61%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Large Cap Equity							
BANK OF AMERICA CORP 060505-10-4 BAC	15 37	903.000	13,879 11	5,485.32	8,393 79	36 12	0 26%
BBH CORE SELECT FUND-N 05528X-60-4 BBTE X	22 56	6,931 598	156,376 85	120,000 00	36,376 85	713 95	0 46%
BIOGEN IDEC INC 09062X-10-3 BIIB	315.31	29 000	9,143 99	2,132.64	7,011 35		
BOSTON SCIENTIFIC CORP 101137-10-7 BSX	12 77	414 000	5,286 78	5,454 10	(167 32)		
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	48 51	251 000	12,176 01	10,457 26	1,718 75	361 44	2 97%
CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	82 60	81 000	6,690 60	4,459 27	2,231 33	97 20	1 45%
CELGENE CORPORATION 151020-10-4 CELG	85 88	90 000	7,729 20	2,466.80	5,262 40		
CERNER CORP 156782-10-4 CERN	51.58	69 000	3,559 02	3,001.84	557 18		
CHENIERE ENERGY INC 16411R-20-8 LNG	71 70	50 000	3,585 00	778 69	2,806.31		
CISCO SYSTEMS INC 17275R-10-2 CSCO	24 85	339.000	8,424 15	2,449 56	5,974 59	257 64	3 06%
CITIGROUP INC NEW 172967-42-4 C	47 10	248 000	11,680 80	9,398.72	2,282 08	9 92	0.08%
COLGATE PALMOLIVE CO 194162-10-3 CL	68 18	88 000	5,999 84	5,429.76	570 08	126.72	2.11%
COMCAST CORP CL A 20030N-10-1 CMCS A	53.68	265 000	14,225.20	4,559.92	9,665 28	238 50 122.63	1.68%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
COSTCO WHOLESALE CORP 22160K-10-5 COST	115 16	29 000	3,339 64	3,528 60	(188 96)	41.18	1 23%
CS CYCLICAL SECT REL PERF NT 2/25/15 1 09 XLEV BASKET UPSIDE- UNCAPPED 1 1 SPX DOWNSIDE 2/7/14 SPX 1797.02 BSKT IXM 212 50 IXI 504 93 IXT 351 01 22547Q-HK-5	107 81	35,000 000	37,733 36	34,650 00	3,083 36		
CSX CORP 126408-10-3 CSX	30 81	209 000	6,439 29	4,607 99	1,831 30	133 76	2 08%
CVS CAREMARK CORPORATION 126650-10-0 CVS	75 37	83 000	6,255 71	5,212.21	1,043 50	91 30	1 46%
DISH NETWORK CORP CL A 25470M-10-9 DISH	65 08	98 000	6,377 84	3,657.74	2,720 10		
DOMINION RESOURCES INC VA 25746U-10-9 D	71 52	58 000	4,148 16	4,061 58	86 58	139 20	3 36%
DOW CHEMICAL CO 260543-10-3 DOW	51 46	150 000	7,719 00	4,629 28	3,089 72	222 00 55 50	2 88%
EATON CORP PLC G29183-10-3 ETN	77 18	92 000	7,100 56	6,715 03	385 53	180 32	2 54%
EBAY INC 278642-10-3 EBAY	50 06	148.000	7,408 88	8,039 69	(630 81)		
EMERSON ELECTRIC CO 291011-10-4 EMR	66 36	81 000	5,375 16	3,652 23	1,722 93	139 32	2.59%
EOG RESOURCES INC 26875P-10-1 EOG	116 86	44 000	5,141 84	1,400 36	3,741 48	22 00	0 43%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div.	Yield
EXXON MOBIL CORP 30231G-10-2 XOM	100 68	164.000	16,511 52	6,995 81	9,515 71	452 64	2 74%
FLOWSERVE CORP 34354P-10-5 FLS	74 35	50 000	3,717 50	3,845 96	(128 46)	32 00 8 00	0 86%
FLUOR CORP 343412-10-2 FLR	76 90	102 000	7,843 80	5,276.69	2,567 11	85 68 32 76	1 09%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	36 50	130 000	4,745 00	4,201 44	543.56	162 50	3 42%
GENERAL MILLS INC 370334-10-4 GIS	52 54	92.000	4,833 68	2,548.83	2,284 85	150 88	3.12%
GENERAL MOTORS CO 37045V-10-0 GM	36 30	264 000	9,583 20	7,568 24	2,014 96	316 80	3 31%
GOOGLE INC CLASS C 38259P-70-6 GOOG	575 28	23 000	13,231 44	8,827 37	4,404 07		
GOOGLE INC CLASS A 38259P-50-8 GOOG L	584 67	17 000	9,939 39	5,794 01	4,145 38		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	35 81	126 000	4,512 06	3,807 93	704 13	75 60 18 90	1 68%
HOME DEPOT INC 437076-10-2 HD	80 96	130 000	10,524 80	5,284 05	5,240 75	244 40	2 32%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	92 95	172 000	15,987 40	9,125 09	6,862 31	309 60	1 94%
HUMANA INC 444859-10-2 HUM	127.72	47 000	6,002 84	3,352 78	2,650 06	52.64 13 16	0.88%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Large Cap Equity							
INTERCONTINENTAL EXCHANGE, INC 45866F-10-4 ICE	188 90	22 000	4,155 80	3,354 20	801 60	57 20	1 38%
INVESCO LTD G491BT-10-8 IVZ	37 75	60 000	2,265 00	1,173 41	1,091 59	60 00	2 65%
JOHNSON & JOHNSON 478160-10-4 JNJ	104.62	239.000	25,004 18	18,638.72	6,365 46	669 20	2 68%
JOHNSON CONTROLS INC 478366-10-7 JCI	49 93	123.000	6,141 39	1,942 78	4,198 61	108 24 28 16	1 76%
JP MORGAN CHASE & CO 46625H-10-0 JPM	57 62	78 000	4,494 36	3,561 92	932 44	124 80	2 78%
KLA-TENCOR CORP 482480-10-0 KLAC	72 64	82 000	5,956 48	5,254 01	702 47	147 60	2 48%
LAM RESEARCH CORP 512807-10-8 LRCX	67 58	56 000	3,784 48	2,360 47	1,424 01	40 32 10 44	1 07%
LOWES COMPANIES INC 548661-10-7 LOW	47 99	203.000	9,741.97	4,043 25	5,698 72	186 76	1 92%
MARATHON OIL CORP 565849-10-6 MRO	39 92	153 000	6,107 76	5,603 23	504 53	116 28	1 90%
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	51.82	149.000	7,721.18	6,884 79	836.39	166.88	2.16%
MASCO CORP 574599-10-6 MAS	22.20	310 000	6,882 00	4,809.90	2,072 10	111.60 28 89	1 62%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	73 47	132 000	9,698 04	2,391 49	7,306 55	58 08	0 60%
MERCK AND CO INC 58933Y-10-5 MRK	57 85	125.000	7,231 25	4,808 82	2,422 43	220 00 56 76	3 04%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
METLIFE INC 59156R-10-8 MET	55.56	225 000	12,501 00	6,639.11	5,861 89	315 00	2 52%
MICROSOFT CORP 594918-10-4 MSFT	41 70	383.000	15,971 10	899 64	15,071 46	428 96	2 69%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	37 61	156 000	5,867 16	3,538.91	2,328 25	87 36 21 84	1 49%
MONSANTO CO 61166W-10-1 MON	124 74	63 000	7,858 62	6,795 12	1,063 50	108 36	1 38%
MORGAN STANLEY 617446-44-8 MS	32 33	290 000	9,375.70	6,532 63	2,843 07	116 00	1 24%
NEUBERGER BER MU/C OPP-INS 64122Q-30-9 NMUL X	16 02	10,979 068	175,884 67	120,000 00	55,884 67	1,185 73	0 67%
NEXTERA ENERGY INC 65339F-10-1 NEE	102 48	56 000	5,738 88	4,363 34	1,375 54	162 40	2 83%
NISOURCE INC 65473P-10-5 NI	39 34	112 000	4,406 08	3,137.95	1,268 13	116 48	2 64%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	102 63	107 000	10,981 41	5,234.18	5,747 23	308 16 78 48	2 81%
ORACLE CORP 68389X-10-5 ORCL	40 53	181.000	7,335 93	3,787.15	3,548 78	86 88	1.18%
PACCAR INC 693718-10-8 PCAR	62 83	148 000	9,298.84	4,770 46	4,528 38	130 24	1 40%
PERRIGO CO LTD G97822-10-3 PRGO	145 76	38 000	5,538 88	5,902 91	(364 03)	15.96	0.29%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	84 31	72 000	6,070 32	2,587.00	3,483.32	270.72 72 38	4 46%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div.	Yield
US Large Cap Equity							
PHILLIPS 66 718546-10-4 PSX	80 43	68 000	5,469 24	3,212.35	2,256 89	136 00	2 49%
PROCTER & GAMBLE CO 742718-10-9 PG	78 59	137.000	10,766 83	3,285 77 **	N/A	352 63	3 28%
QUALCOMM INC 747525-10-3 QCOM	79 20	163 000	12,909 60	6,454 85	6,454.75	273 84	2.12%
SCHLUMBERGER LTD 806857-10-8 SLB	117 95	186 000	21,938 70	15,041 60	6,897 10	297 60 76 00	1 36%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	195 72	1,020 000	199,634 40	196,680 07	2,954 33	3,650 58	1 83%
STATE STREET CORP 857477-10-3 STT	67 26	78 000	5,246 28	4,682 78	563 50	93 60 23 40	1 78%
STRYKER CORP 863667-10-1 SYK	84 32	43 000	3,625 76	3,606 27	19 49	52 46 13 12	1 45%
THE MOSAIC COMPANY NEW 61945C-10-3 MOS	49 45	73 000	3,609 85	3,592.54	17 31	73 00	2.02%
THE PRICELINE GROUP INC. 741503-40-3 PCLN	1,203 00	4 000	4,812.00	2,770 27	2,041 73		
TIME WARNER INC NEW 887317-30-3 TWX	70 25	280 000	19,670 00	4,758 81	14,911 19	355 60	1 81%
TIME WARNER CABLE INC 88732J-20-7 TWC	147 30	29 000	4,271 70	3,289.66	982 04	87 00	2 04%
TJX COMPANIES INC 872540-10-9 TJX	53.15	64 000	3,401 60	3,577 81	(176.21)	44 80	1 32%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
TWENTY FIRST CENTY FOX INC CL A 90130A-10-1 FOXA	35 15	176 000	6,186 40	5,700 83	485 57	44 00	0 71%
UNION PACIFIC CORP 907818-10-8 UNP	99 75	38 000	3,790 50	3,869 46	(78 96)	69 16 13 20	1 82%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	81 75	186 000	15,205 50	10,309 27	4,896 23	279 00	1 83%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	115 45	157 000	18,125 65	6,242 95	11,882 70	370 52	2 04%
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	41 07	153.000	6,283 71	6,410.53	(126 82)		
VALERO ENERGY CORP 91913Y-10-0 VLO	50 10	66 000	3,306 60	3,709 93	(403 33)	66 00	2 00%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	48 93	238.000	11,645 34	7,489 27	4,156 07	504 56	4 33%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	94 68	42 000	3,976 56	1,696.31	2,280 25		
WALT DISNEY CO 254687-10-6 DIS	85 74	90 000	7,716 60	5,982.46	1,734 14	77 40	1 00%
WELLS FARGO & CO 949746-10-1 WFC	52 56	396.000	20,813 76	7,359.93	13,453 83	554 40	2.66%
YUM BRANDS INC 988498-10-1 YUM	81 20	106.000	8,607 20	3,769 12	4,838 08	156 88	1 82%
Total US Large Cap Equity			**$1,333,756.30**	**$919,410.15**	**$406,865.09**	**$18,970.91** **$673.62**	**1.42%**

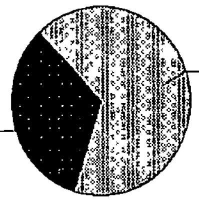
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Mid Cap Equity							
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	143 08	285 000	40,777 80	26,075 19	14,702 61	502 17	1 23%
JPM MID CAP VALUE FD - INSTL FUND 758 339128-10-0 FLMV X	37 99	7,643 574	290,379 38	164,129 43	126,249 95	2,338 93	0 81%
Total US Mid Cap Equity			**$331,157.18**	**$190,204.62**	**$140,952.56**	**$2,841.10**	**0.86%**
EAFE Equity							
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	68 37	4,347 000	297,204 39	270,865 34	26,339 05	9,685 11	3 26%
MFS INTL VALUE-I 55273E-82-2 MINI X	37 15	6,683 887	248,306 40	200,899 25	47,407 15	4,418 04	1 78%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26 90	12,760 777	343,264 90	323,122 05	20,142 85	5,563 69	1 62%
Total EAFE Equity			**$888,775.69**	**$794,886.64**	**$93,889.05**	**$19,666.84**	**2.21%**
European Large Cap Equity							
JPM INTREPID EUROPEAN FD - INSTL FUND 1300 4812A0-68-0 JFEI X	27.72	2,804 572	77,742.74	75,655 07	2,087 67	762 84	0 98%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10 49	3,807 005	39,935 48	38,070 05	1,865 43		
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INS 577130-75-0 MIPI X	16 28	5,512.356	89,741.16	88,693.80	1,047 36	2,679 00	2 99%
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	27 62	4,393 673	121,353 25	100,000 00	21,353 25	883 12	0 73%
Total Asia ex-Japan Equity			**$211,094.41**	**$188,693.80**	**$22,400.61**	**$3,562.12**	**1.69%**
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18 96	6,403 307	121,406.70	102,500.00	18,906 70	1,543 19	1 27%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	240,374 61	217,621 98	(22,752 63)	6%
Hard Assets	139,422.25	123,429 11	(15,993.14)	3%
Total Value	**$379,796.86**	**$341,051.09**	**($38,745.77)**	**9%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 9 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE GLOBAL MACRO-I 277923-72-8 EIGM X	9 31	4,086 593	38,046 18	39,803 81
FUNDVANTAGE TR ABS RTR INSTL 360873-13-7 GARI X	13 57	5,808 350	78,819 31	75,101 96

Hedge Funds

	Price	Quantity	Estimated Value	Cost
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	12 67	5,143 044	65,162 37	65,000 00
THE ARBITRAGE FUND-I 03875R-20-5 ARBN X	12.97	2,744 342	35,594 12	35,291.61
Total Hedge Funds			**$217,621.98**	**$215,197.38**

Hard Assets

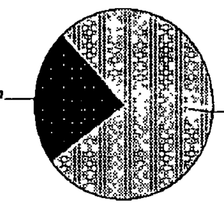
	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
BARC BEN BRENT 09/29/14 LNKD TO CO1 85% BARRIER- 5 47%CPN 15%CAP INITIAL LEVEL-09/13/13 .112 63 06741T-K8-9	105 13	20,000 000	21,026 00	19,800.00	
BARC BREN PLDMLNPM 2/17/15 10% BUFFER-1 21%XLEV 12 10%MAX-10%CAP PLDMLNPM 726.20 06741T-4X-2	107 43	20,000 000	21,486 00	19,800 00	
DB MARKET PLUS WTI 07/21/15 79 9% BARRIER- 6 5%CPN INITIAL LEVEL 05/23/14 CL1 104 35 25152R-KH-5	101 40	20,000 000	20,280 00	19,760 00	

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11 52	5,263 638	60,637 11	55,733 88	652 69
Total Hard Assets			**$123,429.11**	**$115,093.88**	**$652.69**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	104,888 27	111,051 37	6,163 10	3%
US Fixed Income	400,459 78	366,075 67	(34,384 11)	10%
Total Value	**$505,348.05**	**$477,127.04**	**($28,221.01)**	**13%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	477,127 04
Tax Cost	475,901 42
Unrealized Gain/Loss	1,225 62
Estimated Annual Income	15,749 59
Accrued Interest	601 16
Yield	3 30%

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

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	477,127 04	100%

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

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	111,051 37	23%
Mutual Funds	366,075.67	77%
Total Value	**$477,127.04**	**100%**

Note: [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR	1 00	111,051 37	111,051 37	111,051 37		33 31 3 25	0 03 % [1]
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 99	13,911 97	152,892 56	155,582 83	(2,690 27)	7,818 52	5 11 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.17	7,436 62	60,757.20	58,898 05	1,859 15	3,599 32 275 16	5 92 %
JPM MULTI SECTOR INC FD - SEL FUND 2130 48121A-29-0	10 39	14,670 44	152,425 91	150,369 17	2,056 74	4,298 44 322 75	2 82 %
Total US Fixed Income			**$366,075.67**	**$364,850.05**	**$1,225.62**	**$15,716.28** **$597.91**	**4.29 %**