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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, 20 14

Name of foundation: ADELINE & GEORGE MCQUEEN FOUNDATION R76921007

A Employer identification number: 75-6014459

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 23,705,619.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	411,248.	407,883.		
	5a Gross rents	827,389.	827,389.	NONE	
	b Net rental income or (loss) 727,624.				
	6a Net gain or (loss) from sale of assets not on line 10	432,154.			
	b Gross sales price for all assets on line 6a 8,650,208.				
	7 Capital gain net income (from Part IV, line 2)		432,154.		
	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)	-146.			STMT 1
	12 **Total.** Add lines 1 through 11	1,670,645.	1,667,426.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	212,677.	159,507.		53,169.
	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 2	33,762.	3,762.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	99,765.	99,765.		
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	346,204.	263,034.	NONE	53,169.
	25 Contributions, gifts, grants paid	455,000.			455,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	801,204.	263,034.	NONE	508,169.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	869,441.			
	b **Net investment income** (if negative, enter -0-)		1,404,392.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,600,431.	1,376,472.	1,376,472.
	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)	6,869,363.	7,352,686.	9,649,094.
	c Investments - corporate bonds (attach schedule)	5,576,793.	4,828,609.	4,945,725.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	3,695,181.	5,046,530.	5,540,791.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ MINERAL ASSETS)	40.	40.	2,193,537.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	17,741,808.	18,604,337.	23,705,619.
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, ▶ X **check here and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	17,741,808.	18,604,337.	
	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)	17,741,808.	18,604,337.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	17,741,808.	18,604,337.	

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	17,741,808.
2	Enter amount from Part I, line 27a	2	869,441.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,611,249.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	6,912.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,604,337.

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	8,650,208.		8,218,051.	432,157.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(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	
a				432,157.
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** 432,157.

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	478,814.	20,712,554.	0.023117
2011	433,109.	19,203,190.	0.022554
2010	793,642.	18,735,041.	0.042361
2009	866,322.	18,079,575.	0.047917
2008	847,983.	17,707,812.	0.047888

2	**Total** of line 1, column (d)	2	0.183837
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	0.036767
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	22,429,431.
5	Multiply line 4 by line 3	5	824,663.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	14,044.
7	Add lines 5 and 6	7	838,707.
8	Enter qualifying distributions from Part XII, line 4	8	508,169.

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	28,088.
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	28,088.
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	28,088.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 30,285.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 13,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	43,285.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	26.
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	15,171.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 15,171. **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) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

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

Located at ▶ 10 S DEARBORN IL1-0117, CHCAGO, IL ZIP+4 ▶ 60603

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

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

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

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

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

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

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

			Yes	No
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes	[X] 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	[X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes	[X] 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	[X] 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	[X] 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? *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*	[ ] Yes	[ ] No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes	[X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*			6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes	[X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?			7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, NA 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 3	212,677.	-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	19,290,966.
b	Average of monthly cash balances	1b	1,286,493.
c	Fair market value of all other assets (see instructions)	1c	2,193,537.
d	**Total** (add lines 1a, b, and c)	1d	22,770,996.
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	22,770,996.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	341,565.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,429,431.
6	**Minimum investment return.** Enter 5% of line 5	6	1,121,472.

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	1,121,472.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	28,088.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	28,088.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,093,384.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,093,384.
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	1,093,384.

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	508,169.
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	508,169.
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	508,169.

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					1,093,384.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				453,425.	
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 ▶ $ 508,169.					
a Applied to 2012, but not more than line 2a				453,425.	
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					54,744.
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					1,038,640.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 3

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

N/A

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 7				455,000.
Total . . . . . ▶ **3a**				455,000.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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	411,248.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			15	727,624.	
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	432,154.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED INCOME			14	-146.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,570,880.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 1,570,880.

(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] VICE PRESIDENT | 05/07/2015 | ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	05/07/2015		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

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
ADELINE & GEORGE MCQUEEN FOUNDATION R76921007	75-6014459

DESCRIPTION OF PROPERTY
MINERAL ACTIVITY

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

TYPE OF PROPERTY: 4 - COMMERCIAL

RENTAL INCOME		-647.	
OTHER INCOME:			
NON-MINERAL ROYALTIES		5,916.	
TOTAL GROSS INCOME			5,269.
OTHER EXPENSES:			
DEPRECIATION (SHOWN BELOW)			
LESS. Beneficiary's Portion			
AMORTIZATION			
LESS· Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			
TOTAL RENT OR ROYALTY INCOME (LOSS)			5,269.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			5,269.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

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

JSA

3E7000 1 000

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=======================================

OTHER INCOME

NON-MINERAL ROYALTIES	5,916.
	5,916.

ADELINE & GEORGE MCQUEEN FOUNDATION R76921007 75-6014459

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME	-146.
TOTALS	-146.

STATEMENT 1

ADELINE & GEORGE MCQUEEN FOUNDATION R76921007 75-6014459

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES PAID	30,000.	
FOREIGN TAX WITHHELD	3,762.	3,762.
TOTALS	33,762.	3,762.

ADELINE & GEORGE MCQUEEN FOUNDATION R76921007 75-6014459
FORM 990PF, PART XV - LINES 2a - 2d
====================================

RECIPIENT NAME:
JPMORGAN CHASE BANK, N.A.
ADDRESS:
PO BOX 2050
FORT WORTH, TX 76113
RECIPIENT'S PHONE NUMBER: 817-884-4772
FORM, INFORMATION AND MATERIALS:
WRITTEN-NAME OF ORGANIZATION, PURPOSE, AMOUNT, REASON FOR REQUEST,
LIST OF DIRECTORS, AND VERIFICATION OF TAX-EXEMPT STATUS

ADELINE & GEORGE MCQUEEN FOUNDATION R76921007 75-6014459

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

RECIPIENT NAME:
THE NATIONAL COWGIRL MUSEUM
ADDRESS:
1720 GENDY ST
FORT WORTH, TX 76107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

RECIPIENT NAME:
THE JAMES L. WEST PRESBYTERIAN
SPECIAL CARE CENTER
ADDRESS:
1111 SUMMIT AVE
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 125,000.

RECIPIENT NAME:
PERFORMING ARTS FORT WORTH
MADDOX-MUSE CENTER
ADDRESS:
330 EAST 4TH STREET, SUITE 300
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 100,000.

ADELINE & GEORGE MCQUEEN FOUNDATION R76921007 75-6014459
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
==

RECIPIENT NAME:
COMMUNITIES IN SCHOOLS OF
GREATER TARRANT COUNTY
ADDRESS:
6707 BRENTWOOD STAIR RD, STE 510
FORT WORTH, TX 76112
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FORT WORTH ZOOLOGICAL ASSOCIATION, INC
ADDRESS:
1989 COLONIAL PKWY
FORT WORTH, TX 76110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
SCORE A GOAL IN THE CLASSROOM
ADDRESS:
575 DIAMOND BAR TRAIL
ALEDO, TX 76008
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

STATEMENT 5

ADELINE & GEORGE MCQUEEN FOUNDATION R76921007 75-6014459

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

RECIPIENT NAME:
CAMP FIRE FIRST TEXAS
ADDRESS:
2700 MEACHUM BLVD
FORT WORTH, TX 76137
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
GIRLS INCORPORATED OF TARRANT COUNTY
ADDRESS:
2820 MATLOCK RD
ARLINGTON, TX 76015
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MAYFEST, INC
ADDRESS:
1110 PENN ST
FORT WORTH, TX 76102
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

STATEMENT 6

ADELINE & GEORGE MCQUEEN FOUNDATION R76921007 75-6014459
FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MISSION CENTRAL METROPLEX
ADDRESS:
740 E PIPELINE RD, STE A
HURST, TX 76053
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HARBOR CLUB INCORPORATED
ADDRESS:
3000 W 5TH ST
FORT WORTH, TX 76107
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
KEY SCHOOL OF FORT WORTH
ADDRESS:
3947 E LOOP 820 S
FORT WORTH, TX 76119
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

TOTAL GRANTS PAID: 455,000.

STATEMENT 7

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
MINERAL ACTIVITY	5,269.			5,269.
TOTALS	5,269.			5,269.

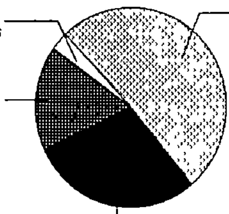
STATEMENT 8

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	9,488,963 90	9,649,094 24	160,130.34	153,303 05	53%
Alternative Assets	5,460,252 83	5,540,791 04	80,538 21		29%
Cash & Fixed Income	2,971,966 37	3,267,681 80	295,715 43	94,293 87	17%
Specialty Assets	40 00	40 00	0 00		1%
Market Value	**$17,921,223.10**	**$18,457,607.08**	**$536,383.98**	**$247,596.92**	**100%**

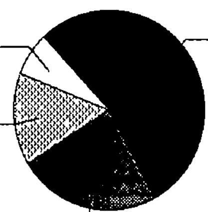
Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	262,150 49	26,015 64	(236,134 85)
Accruals	7,453 67	4,617 47	(2,836 20)
Market Value	**$269,604.16**	**$30,633.11**	**($238,971.05)**

Manager Allocation *



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

Account Summary CONTINUED

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**17,921,223.10**	**16,067,219.80**	**262,150.49**	**19,579.79**
Additions	299,538 64	299,538 64	3,516 42	115,180 34
Withdrawals & Fees	10,278 56	124,691 76	(345,204 57)	(1,221,770 32)
Net Additions/Withdrawals	**$309,817.20**	**$424,230.40**	**($341,688.15)**	**($1,106,589.98)**
Income		1,641 54	105,553.30	1,113,025 78
Change In Investment Value	226,566 78	1,964,515 34		0 05
Ending Market Value	**$18,457,607.08**	**$18,457,607.08**	**$26,015.64**	**$26,015.64**
Accruals	--	--	4,617 47	4,617 47
Market Value with Accruals	--	--	**$30,633.11**	**$30,633.11**

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	21,965 95	281,525 47
Foreign Dividends	288 12	3,671 43
Interest Income	31 29	439 97
Original Issue Discount		1,641 54
Taxable Income	**$22,285.36**	**$287,278.41**
Specialty Asset Income	83,267 94	827,388 91
Other Income & Receipts	**$83,267.94**	**$827,388.91**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		73,705 02
ST Realized Gain/Loss	1,927 08	(13,664 49)
LT Realized Gain/Loss	7,910 94	384,055 30
Realized Gain/Loss	**$9,838.02**	**$444,095.83**

	To-Date Value
Unrealized Gain/Loss	**$2,399,220.09**

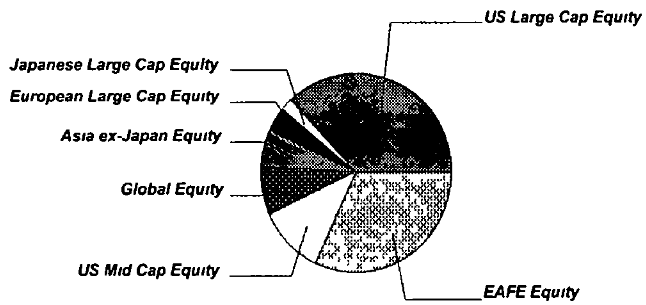
Account Summary CONTINUED

Cost Summary	Cost
Equity	7,352,686 00
Cash & Fixed Income	3,183,439 45
Total	**$10,536,125.45**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	3,619,974.24	3,710,706 89	90,732 65	20%
US Mid Cap Equity	1,053,795.64	1,084,192 20	30,396 56	6%
EAFE Equity	3,079,555 80	3,092,425.53	12,869 73	17%
European Large Cap Equity	428,994 30	421,748 25	(7,246 05)	2%
Japanese Large Cap Equity	207,919 63	218,763 99	10,844 36	1%
Asia ex-Japan Equity	452,352.37	463,082 75	10,730 38	3%
Global Equity	646,371 92	658,174 63	11,802 71	4%
Total Value	**$9,488,963.90**	**$9,649,094.24**	**$160,130.34**	**53%**

Asset Categories



Equity as a percentage of your portfolio - 53 %

Market Value/Cost	Current Period Value
Market Value	9,649,094 24
Tax Cost	7,352,686 00
Unrealized Gain/Loss	2,296,408 24
Estimated Annual Income	153,303 05
Accrued Dividends	2,479 53
Yield	1 58%

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	252 000	20,371 68	20,494 02	(122 34)	468 72	2 30%
ACE LTD NEW H0023R-10-5 ACE	103 70	357 000	37,020 90	20,650 42	16,370 48	928 20	2 51%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	72.36	318 000	23,010 48	11,200 55	11,809 93		
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	156 25	87 000	13,593 75	8,645 16	4,948 59		
ALLERGAN INC 018490-10-2 AGN	169.22	62 000	10,491 64	5,190 29	5,301.35	12 40	0 12%
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	281 25	53 000	14,906 25	9,359 09	5,547 16		
AMAZON COM INC 023135-10-6 AMZN	324 78	79 000	25,657 62	14,818 41	10,839 21		
ANADARKO PETROLEUM CORP 032511-10-7 APC	109 47	315 000	34,483 05	23,312 56	11,170 49	340.20	0 99%
APPLE INC. 037833-10-0 AAPL	92 93	1,127 000	104,732 11	26,485 61	78,246 50	2,118 76	2.02%
ARCHER DANIELS MIDLAND CO 039483-10-2 ADM	44 11	359 000	15,835 49	13,445 06	2,390 43	344 64	2 18%
AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	72 07	751 000	54,124.57	25,403.70	28,720 87	871.16	1 61%
BANK OF AMERICA CORP 060505-10-4 BAC	15 37	3,423 000	52,611 51	39,270.78	13,340 73	136 92	0 26%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
BIOGEN IDEC INC 09062X-10-3 BIIB	315 31	112 000	35,314 72	10,009 99	25,304 73		
BOSTON SCIENTIFIC CORP 101137-10-7 BSX	12 77	1,568 000	20,023 36	20,697 32	(673 96)		
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	48 51	951 000	46,133 01	38,854 41	7,278 60	1,369 44	2 97%
CAPITAL ONE FINANCIAL CORP 14040H-10-5 COF	82 60	313 000	25,853 80	16,884 97	8,968 83	375 60	1 45%
CELGENE CORPORATION 151020-10-4 CELG	85 88	342 000	29,370 96	11,308 60	18,062 36		
CERNER CORP 156782-10-4 CERN	51 58	263 000	13,565 54	11,527 31	2,038.23		
CHENIERE ENERGY INC 16411R-20-8 LNG	71 70	192 000	13,766 40	3,000 69	10,765 71		
CISCO SYSTEMS INC 17275R-10-2 CSCO	24 85	1,291 000	32,081 35	21,966 58	10,114 77	981 16	3 06%
CITIGROUP INC NEW 172967-42-4 C	47 10	932 000	43,897.20	33,101 13	10,796 07	37 28	0 08%
COLGATE PALMOLIVE CO 194162-10-3 CL	68 18	328 000	22,363 04	20,243 38	2,119 66	472.32	2 11%
COMCAST CORP CL A 20030N-10-1 CMCS A	53 68	1,000 000	53,680 00	21,580 46	32,099 54	900 00 450.00	1 68%
COSTCO WHOLESALE CORP 22160K-10-5 COST	115 16	106 000	12,206 96	12,878 11	(671.15)	150 52	1 23%
CSX CORP 126408-10-3 CSX	30 81	791 000	24,370 71	17,104.95	7,265 76	506 24	2 08%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
CVS CAREMARK CORPORATION 126650-10-0 CVS	75.37	313 000	23,590 81	19,740 75	3,850.06	344.30	1 46 %
DISH NETWORK CORP CL A 25470M-10-9 DISH	65 08	371 000	24,144 68	13,830 15	10,314 53		
DOMINION RESOURCES INC VA 25746U-10-9 D	71 52	218 000	15,591 36	15,276 34	315 02	523 20	3 36 %
DOW CHEMICAL CO 260543-10-3 DOW	51 46	571 000	29,383 66	17,461 94	11,921 72	845 08 211 27	2 88 %
EATON CORP PLC G29183-10-3 ETN	77 18	350 000	27,013.00	25,605 29	1,407 71	686.00	2 54 %
EBAY INC 278642-10-3 EBAY	50 06	573 000	28,684 38	31,207 44	(2,523 06)		
EMERSON ELECTRIC CO 291011-10-4 EMR	66 36	307 000	20,372 52	14,843 87	5,528 65	528.04	2 59 %
EOG RESOURCES INC 26875P-10-1 EOG	116 86	166 000	19,398 76	8,877 36	10,521 40	83 00	0 43 %
EXXON MOBIL CORP 30231G-10-2 XOM	100 68	621 000	62,522 28	31,827 83	30,694 45	1,713 96	2 74 %
FLOWSERVE CORP 34354P-10-5 FLS	74 35	183 000	13,606 05	14,077 59	(471 54)	117 12 29 28	0 86 %
FLUOR CORP 343412-10-2 FLR	76 90	389 000	29,914 10	19,682.61	10,231 49	326 76 120.33	1 09 %
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	36 50	489 000	17,848 50	15,872 12	1,976 38	611 25	3 42 %

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
GENERAL MILLS INC 370334-10-4 GIS	52 54	349 000	18,336 46	11,436.39	6,900 07	572 36	3 12%
GENERAL MOTORS CO 37045V-10-0 GM	36 30	990 000	35,937 00	29,207 41	6,729 59	1,188 00	3 31%
GOOGLE INC CLASS C 38259P-70-6 GOOG	575 28	86 000	49,474 08	32,512 99	16,961 09		
GOOGLE INC CLASS A 38259P-50-8 GOOG L	584 67	66 000	38,588 22	22,044 77	16,543 45		
GS CYCLICAL SECT REL PERF NT 3/4/15 1 08 XLEV BASKET UPSIDE- UNCAPPED 1 1 SPX DOWNSIDE 2/14/14 SPX 1838 63 BSKT IXM 215 86 IXI 513 97 IXT 360 81 38147Q-NP-7	105 34	210,000 000	221,207 70	207,900 00	13,307 70		
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	35 81	464 000	16,615 84	14,006 72	2,609 12	278 40 69.60	1 68%
HOME DEPOT INC 437076-10-2 HD	80 96	492 000	39,832 32	22,262 04	17,570 28	924.96	2 32%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	92 95	632 000	58,744 40	33,931 73	24,812 67	1,137 60	1 94%
HUMANA INC 444859-10-2 HUM	127 72	182 000	23,245 04	13,308 38	9,936 66	203 84 50.96	0 88%
INTERCONTINENTAL EXCHANGE, INC 45866F-10-4 ICE	188 90	83 000	15,678.70	13,348 25	2,330 45	215 80	1 38%
INVESCO LTD G491BT-10-8 IVZ	37 75	220 000	8,305 00	4,029 62	4,275 38	220 00	2 65%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div	Yield
US Large Cap Equity							
JOHNSON & JOHNSON 478160-10-4 JNJ	104 62	911 000	95,308 82	69,897 54	25,411 28	2,550 80	2 68%
JOHNSON CONTROLS INC 478366-10-7 JCI	49 93	469 000	23,417.17	9,013 53	14,403 64	412 72 103 18	1 76%
KLA-TENCOR CORP 482480-10-0 KLAC	72 64	311 000	22,591 04	20,025 02	2,566 02	559 80	2 48%
LAM RESEARCH CORP 512807-10-8 LRCX	67 58	211 000	14,259.38	8,846 01	5,413.37	151 92 37 98	1 07%
LOWES COMPANIES INC 548661-10-7 LOW	47 99	765 000	36,712 35	15,460 81	21,251 54	703 80	1 92%
MARATHON OIL CORP 565849-10-6 MRO	39 92	572 000	22,834 24	20,970 22	1,864 02	434.72	1 90%
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	51 82	562 000	29,122 84	26,175 99	2,946 85	629.44	2 16%
MASCO CORP 574599-10-6 MAS	22 20	1,178 000	26,151 60	17,150 91	9,000 69	424 08 106 02	1 62%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	73.47	500 000	36,735 00	13,917 45	22,817 55	220 00	0 60%
MERCK AND CO INC 58933Y-10-5 MRK	57 85	469 000	27,131 65	16,541 79	10,589 86	825 44 206 36	3 04%
METLIFE INC 59156R-10-8 MET	55 56	856 000	47,559 36	26,883 08	20,676 28	1,198 40	2 52%
MICROSOFT CORP 594918-10-4 MSFT	41 70	1,460 000	60,882 00	27,927 14	32,954 86	1,635 20	2 69%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	37 61	592 000	22,265 12	13,236 82	9,028 30	331 52 82 88	1 49%

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

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
MONSANTO CO 61166W-10-1 MON	124 74	232 000	28,939 68	25,009 42	3,930.26	399 04	1 38%
MORGAN STANLEY 617446-44-8 MS	32 33	1,102 000	35,627 66	24,232 66	11,395 00	440 80	1 24%
NEXTERA ENERGY INC 65339F-10-1 NEE	102 48	214 000	21,930 72	16,697 89	5,232 83	620 60	2 83%
NISOURCE INC 65473P-10-5 NI	39.34	426 000	16,758 84	11,955 55	4,803 29	443 04	2 64%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	102 63	401 000	41,154 63	29,229 05	11,925 58	1,154 88 288 72	2 81%
ORACLE CORP 68389X-10-5 ORCL	40 53	687 000	27,844 11	14,405 50	13,438 61	329 76	1 18%
PACCAR INC 693718-10-8 PCAR	62 83	557 000	34,996 31	18,928 49	16,067 82	490 16	1 40%
PERRIGO CO LTD G97822-10-3 PRGO	145 76	146 000	21,280 96	22,679 58	(1,398 62)	61 32	0 29%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	84 31	272 000	22,932 32	22,378 13	554 19	1,022 72 255 68	4 46%
PHILLIPS 66 718546-10-4 PSX	80 43	258 000	20,750.94	11,952 76	8,798 18	516 00	2 49%
PROCTER & GAMBLE CO 742718-10-9 PG	78 59	516 000	40,552 44	29,914 51	10,637 93	1,328 18	3 28%
QUALCOMM INC 747525-10-3 QCOM	79 20	618 000	48,945.60	28,305 66	20,639 94	1,038 24	2 12%
SCHLUMBERGER LTD 806857-10-8 SLB	117 95	696 000	82,093.20	57,867 48	24,225 72	1,113 60 278 40	1 36%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
SG REN SPX 10/16/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-09/27/13 SPX 1691 75 83368W-EU-1	112 80	200,000 000	225,600 00	198,000 00	27,600 00		
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	195 72	2,000.000	391,440 00	294,152 94	97,287 06	7,158 00	1 83%
STATE STREET CORP 857477-10-3 STT	67 26	298 000	20,043.48	17,637 14	2,406 34	357 60 89 40	1 78%
STRYKER CORP 863667-10-1 SYK	84 32	165 000	13,912 80	13,841 93	70 87	201.30 50 33	1 45%
THE MOSAIC COMPANY NEW 61945C-10-3 MOS	49 45	277 000	13,697 65	13,645 38	52 27	277 00	2 02%
THE PRICELINE GROUP INC. 741503-40-3 PCLN	1,203 00	17 000	20,451.00	11,844 74	8,606.26		
TIME WARNER INC NEW 887317-30-3 TWX	70 25	1,063 000	74,675 75	25,480 90	49,194 85	1,350 01	1 81%
TIME WARNER CABLE INC 88732J-20-7 TWC	147 30	105 000	15,466 50	11,909 84	3,556 66	315 00	2 04%
TJX COMPANIES INC 872540-10-9 TJX	53 15	233 000	12,383 95	13,025 37	(641 42)	163 10	1 32%
TWENTY FIRST CENTY FOX INC CL A 90130A-10-1 FOXA	35 15	664 000	23,339 60	21,581 53	1,758 07	166 00	0 71%
UNION PACIFIC CORP 907818-10-8 UNP	99.75	139 000	13,865 25	14,155 24	(289 99)	252 98 49 14	1 82%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	81.75	698 000	57,061 50	37,314 56	19,746 94	1,047 00	1 83%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	115 45	593 000	68,461 85	33,784 47	34,677 38	1,399 48	2 04%
UNITED CONTINENTAL HOLDINGS INC. 910047-10-9 UAL	41 07	570 000	23,409 90	23,970 03	(560 13)		
VALERO ENERGY CORP 91913Y-10-0 VLO	50 10	250 000	12,525 00	14,061 62	(1,536 62)	250.00	2 00%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	48 93	904 000	44,232.72	36,805 46	7,427 26	1,916 48	4 33%
VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	94 68	157 000	14,864 76	5,828 36	9,036.40		
WALT DISNEY CO 254687-10-6 DIS	85 74	336 000	28,808 64	22,340 00	6,468 64	288 96	1 00%
WELLS FARGO & CO 949746-10-1 WFC	52 56	1,480 000	77,788 80	35,418 87	42,369 93	2,072 00	2 66%
YUM BRANDS INC 988498-10-1 YUM	81 20	399 000	32,398 80	13,743 51	18,655 29	590.52	1 82%
Total US Large Cap Equity			**$3,710,706.89**	**$2,547,870.02**	**$1,162,836.87**	**$57,374.84** **$2,479.53**	**1.55%**
US Mid Cap Equity							
ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X	13 98	35,692 146	498,976 20	433,000 00	65,976 20	13,027 63	2 61%

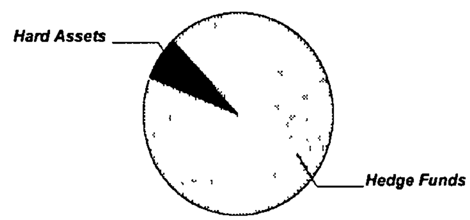
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	162 56	3,600 000	585,216 00	357,123 17	228,092 83	7,520 40	1 29%
Total US Mid Cap Equity			**$1,084,192.20**	**$790,123.17**	**$294,069.03**	**$20,548.03**	**1.90%**
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	39 13	5,555.369	217,381 59	130,440 06	86,941 53	5,127 60	2 36%
CAUSEWAY INTERNATL VALUE-INS 14949P-20-8 CIVI X	16 50	38,225 746	630,724 81	614,000 00	16,724 81	6,269 02	0 99%
DB REN MXEA 08/06/14 2 XLEV- 11 15%CAP- 22.30%MAXPYMT INITIAL LEVEL-07/19/13 MXEA 1733 470 25152R-DW-0	120 11	210,000 000	252,231 00	207,900 00	44,331 00		
DODGE & COX INTL STOCK FUND 256206-10-3 DODF X	46 44	6,199 827	287,919 97	187,296 77	100,623 20	4,308 87	1 50%
HSBC REN MXEA 10/16/14 2 XLEV- 10%CAP- 20%MAXPYMT INITIAL LEVEL-09/27/13 MXEA 1835 850 40432X-LA-7	110 26	200,000 000	220,520 00	198,000 00	22,520 00		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	68.37	7,200 000	492,264 00	436,456 10	55,807 90	16,041 60	3 26%
MFS INTL VALUE-I 55273E-82-2 MINI X	37 15	26,685 980	991,384.16	733,837 83	257,546 33	17,639 43	1 78%
Total EAFE Equity			**$3,092,425.53**	**$2,507,930.76**	**$584,494.77**	**$49,386.52**	**1.60%**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	59 95	7,035 000	421,748 25	406,028 39	15,719 86	16,201 60	3.84 %
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10 49	20,854 527	218,763 99	205,000 00	13,763 99		
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER FD-IS 577130-83-4 MIPT X	27 62	16,766 211	463,082 75	339,483 66	123,599 09	3,370 00	0 73 %
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18.96	34,713 852	658,174 63	556,250 00	101,924 63	6,422 06	0 98 %

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	5,124,827 33	5,200,691 54	75,864 21	27%
Hard Assets	335,425 50	340,099 50	4,674 00	2%
Total Value	**$5,460,252.83**	**$5,540,791.04**	**$80,538.21**	**29%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 29 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
BLACKSTONE PARTNERS OFFSHORE FUND LTD CLASS H2 - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS - LEAD SERIES N/O Client 092911-96-5	1,365 00 5/30/14	685 590	935,830 35	750,000 00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
JPM ACCESS MULTI-STRATEGY FUND II RIC ENDOWMENTS & FOUNDATIONS & OTHER - AUTOMATIC REINVESTMENT N/O Client HFGAPB-WF-1	16 55 5/30/14	197,311 317	3,265,502 30	3,225,000 00
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD CLASS G PRIME - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS N/O Client 986903-92-0	163 85 5/30/14	6,099 352	999,358 89	750,000 00
Total Hedge Funds			**$5,200,691.54**	**$4,725,000.00**

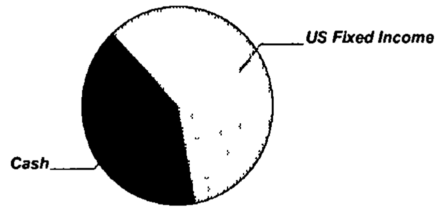
	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
BARC BEN BRENT 09/29/14 LNKD TO CO1 85% BARRIER- 5 47%CPN 15%CAP INITIAL LEVEL-09/13/13 112 63 06741T-K8-9	105 13	105,000 000	110,386 50	103,950.00	

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
Hard Assets					
BARC BREN PLDMLNPM 2/17/15 10% BUFFER-1 21%XLEV 12 10%MAX-10%CAP PLDMLNPM 726 20 06741T-4X-2	107 43	110,000 000	118,173 00	108,900 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	110,000 000	111,540 00	108,680 00	
Total Hard Assets			**$340,099.50**	**$321,530.00**	

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	1,055,710 21	1,344,709 55	288,999 34	7%
US Fixed Income	1,916,256 16	1,922,972 25	6,716 09	10%
Total Value	**$2,971,966.37**	**$3,267,681.80**	**$295,715.43**	**17%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	3,267,681 80
Tax Cost	3,183,439 45
Unrealized Gain/Loss	84,242 35
Estimated Annual Income	94,293 87
Accrued Interest	2,137 94
Yield	2 88 %

Cash & Fixed Income as a percentage of your portfolio - 17 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	3,267,681 80	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	1,344,709 55	41%
Mutual Funds	1,922,972 25	59%
Total Value	**$3,267,681.80**	**100%**

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	1,344,709 55	1,344,709 55	1,344,709.55		403 41	0.03% [1]
US Fixed Income							
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 99	33,903 56	372,600 12	378,105 79	(5,505 67)	19,053 80	5 11%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 17	43,053 74	351,749 08	325,330 19	26,418 89	20,321 36 1,592.99	5.78%
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 63	30,274 95	321,822 68	323,941 92	(2,119 24)	4,026 56 544 95	1 25%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 44	103,886 30	876,800.37	811,352 00	65,448 37	50,488 74	5 76%
Total US Fixed Income			**$1,922,972.25**	**$1,838,729.90**	**$84,242.35**	**$93,890.46** **$2,137.94**	**4.88%**

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	40 00	40 00	0 00	1%

Specialty Assets Detail

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
BS&F RR CO SVY SUTTON CO TX BS&F 1055 SUTTON, TEXAS CERTIFICATE NO 1/554, PATENT NO MINERAL INTEREST Bearer 997723-17-9	1 00 1 00	52 89	(3 55)	(5 77)	43.57	(14 54)	29 03
440024028 GRANGER BLUFF 1101&1102 SEC 12, BS&F RR CO SVY, A-1105 SEC 11, BS&F RR CO SVY, A-14		52 89	(3 55)	(5 77)	43 57	(14 54)	29 03
BS&F RR CO SVY SUTTON CO TX BS&F 14 SUTTON, TEXAS NO 1/554, PATENT NO. 47 VOL 32 MINERAL INTEREST Bearer 997723-36-7	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
C ANDERSON SVY SUTTON CO TX ANDERSON, MRS C 2 SUTTON, TEXAS CERTIFICATE NO 852, PATENT NO MINERAL INTEREST Bearer 997723-46-2	1 00 1 00						
C ANDERSON SVY SUTTON CO TX ANDERSON, MRS C 2 SUTTON, TEXAS CERTIFICATE NO. 852, PATENT NO MINERAL INTEREST Bearer 997723-64-2	1 00 1 00						
C HARDWICK SVY KENT CO TX KENT CO TX MINERAL INTEREST Bearer 997735-41-6	1 00 1 00						
ECTOR CO TX SEC AND SVYS IN BLK 45, T1N & BLK A LOCATED IN ECTOR CO, TEXAS MINERAL INTEREST Bearer 997721-69-6	1 00 1 00	19,287 06	(1,028 03)	(64 53)	18,194 50	(5,736 23)	12,458 27
440023851 CUMMINS P 67 1/2% OF 105/1024 M I IN		661 36	(32 69)	(3 29)	625 38	(181 87)	443 51
440023853 H E CUMMINS SEC 14 BLK 45 T&P RR SVY 67 1/2% OF 35/1024 MI IN 327 6 ACS		718 99	(38 41)		680 58	(197 73)	482 85

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
440023854 GOLDSMITH-CUMMINS SEC 9 SW/4 SE/4 CONTAINING 40 ACS BLK 45 T1S T&P RR SVY							
440023862 GOLDSMITH-ANDECTOR VARIOUS TRACTS IN THE GOLDSMITH-ANDECTOR UNIT, BLK 45, T2N, T&P		669 07	(46 77)		622 30	(622 30)	
440023863 CUMMINS A SEC 9 BLK A PSL SVY ECTOR CO, TX		801.75	(43 35)		758 40	(220 48)	537 92
440029444 CHEYENNE CUMMINS #2 NW/4 SEC 16 BLK 45, T1N, T&P RR CO SVY							
4402557 CUMMINS 11 ECTOR COUNTY TEXAS 67 1/2% OF 105/4096 M I IN 640 ACRES SEC 11		13,448 91	(710 54)	(54 27)	12,684 10	(3,698 45)	8,985 65
4402558 CUMMINS 12 1/2% OF 35/1024 M I IN 655 3 ACRES, SEC 12 BLK 45 T1N		628 00	(29 07)		598 93	(172 70)	426 23
4402559 CUMMINS 13 BLK 45 T1N T&P RR 340 SEC 13 BLK 45, T1N, T&P RY CO		27 71	(1 47)		26 24		26 24
4402562 CUMMINS V BLK 45 T&P RR CO 805 ECTOR COUNTY, TEXAS							
4402563 H E CUMMINS "B" SEC 14 BLK 45 T&P RY CO SUR ECTOR COUNTY, TEXAS		11 02	(0 77)		10 25	(4 63)	5 62
4402564 CUMMINS "J" 67 1/2% OF 315/4096 MI IN 640 ACS SEC 15 BLK 45 T1N T&P SVY		981 39	(58 62)	(6 16)	916 61	(269 88)	646.73
4402565 CUMMINS 15,16 67 1/2% OF 315/2048 MI IN 655 3 ACS		797 94	(39.61)	(0 81)	757 52	(219 44)	538 08

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
4402566 HORACE "B" TEXAS 67 1/2% OF 525 4096 M I IN							
4402567 CUMMINS "C" NW/4 SE/4, E/2 SW/4 SEC 9 BLK A PSL SVY 67 1/2% OF 525 4096 MI		381.06	(18 75)		362.31	(104 79)	257.52
4415215 GOLDSMITH NDU SECTION 10 BLOCK 4 T&P RR CO SURVEY ECTOR COUNTY TEXAS		150 91	(7 64)		143 27	(41 50)	101 77
530000045 CHEYENNE CUMMINS #1 T&P RR CO SEC 16, BLK 45, A - 806 TEXAS, ECTOR							
530000046 CUMMINS BATT #11 TEXAS, ECTOR		8 95	(0 34)		8 61	(2 46)	6 15
Total Value		**$19,287.06**	**($1,028.03)**	**($64.53)**	**$18,194.50**	**($5,736.23)**	**$12,458.27**
EL&RR CO SVY SUTTON CO TX EL&RR RR CO 1056 SUTTON, TEXAS SEC 9, ABST #83, BLK CC, EL&RR LEASEHOLD Bearer 997722-46-4	1 00 1 00	173 58	(5 58)	(40 09)	127 91	(47 73)	80 18
440023882 JACK W BROWN "A" COUNTY, TEXAS 67 1/2% OF 1/32 M I IN		167 52	(5.18)	(38 70)	123 64	(46 07)	77.57
4407115 AMOCO PRODUCTION - BROWN, /D/ SURVEY 9, A-83, BLK CC, EL & RR CO GRANTEE SUTTON COUNTY, TEXAS		6 06	(0 40)	(1 39)	4 27	(1 66)	2 61

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
4407116 JACK W BROWN "B" S PURLEIN, MA/HUDSPETH R 1651 575 60 ACRES BEING N PART N/2 OF							
Total Value		**$173.58**	**($5.58)**	**($40.09)**	**$127.91**	**($47.73)**	**$80.18**
F FENTSCH SVY SUTTON CO TX FENTSCH, F 89 SUTTON, TEXAS MINERAL INTEREST Bearer 997722-82-5	1 00 1 00	52 45	(2.82)	(7 53)	42 10	(14 43)	27 67
4407117 BROWN "A" #139 SECTION 1, A-90, CLEMENLINE FRUGER		33 02	(2.07)	(7 53)	23 42	(9 08)	14 34
4407119 WHITEHEAD # 2 320ACS SVY # 1, FERNDINAND FERTSCH		19 43	(0 75)		18 68	(5 35)	13 33
Total Value		**$52 45**	**($2.82)**	**($7.53)**	**$42.10**	**($14.43)**	**$27.67**
G&MMB&A SVY WARD CO TX G&MMB&A - WARD, TEXAS & A SUR. MINERAL INTEREST Bearer 997723-54-0	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
GC&SF RY CO SVY PECOS CO TX GC&SF RR CO - PECOS, TEXAS MINERAL INTEREST Bearer 997722-73-4	1 00 1 00						
GC&SF RY CO SVY VAL VERDE TX GC&SF RR CO - VAL VERDE, TEXAS RY CO SUR MINERAL INTEREST Bearer 997722-85-0	1 00 1 00						
GC&SF RY CO SVY PECOS CO TX GC&SF R CO - PECOS, TEXAS MINERAL INTEREST Bearer 997722-92-7	1 00 1 00						
GC&SF RY CO SVY VALVEROE CO TX GC&SF RR CO - VAL VERDE, TEXAS MINERAL INTEREST Bearer 997723-05-6	1 00 1 00						
GC&SF RY CO SVY PECOS CO TX GC&SF RR CO - PECOS, TEXAS MINERAL INTEREST Bearer 997723-13-5	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
GC&SF RY CO SVY PECOS CO TX	1 00						
GC&SF RR CO -	1 00						
PECOS, TEXAS							
MINERAL INTEREST							
Bearer							
997723-32-1							
GC&SF RY CO SVY PECOS CO TX	1 00						
GC&SF RR CO -	1 00						
PECOS, TEXAS							
MINERAL INTEREST							
Bearer							
997723-77-5							
GC&SF RY CO SVY SUTTON CO TX	1 00						
GC&SF RR CO 198	1 00						
SUTTON, TEXAS							
CERTIFICATE NO 4/1397, PATENT NO							
MINERAL INTEREST							
Bearer							
997723-84-7							
H&GN RR CO SVY PECOS CO TX	1 00	31 58	4 74		36 32	(8 69)	27 63
H&GN RR CO -	1 00						
PECOS, TEXAS							
MINERAL INTEREST							
Bearer							
997721-69-9							
4405822 RANKIN OIL CO - J.O. SMITH		31 58	4 74		36 32	(8.69)	27 63
7, 8, 9, 10, SECTION 24, BLK 9, H&							
GN RR CO SURVEY PECOS COUNTY,							

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
H&GN RR CO SVY HENDERSON CO TX	1 00						
H&GN RR CO -	1 00						
GARZA, TEXAS							
H & GN RR CO. SUR							
MINERAL INTEREST							
Bearer							
997722-28-6							
H&GN RY CO SVY GARZA CO TX	1 00						
H&GN RR CO -	1 00						
GARZA, TEXAS							
MINERAL INTEREST							
Bearer							
997723-44-1							
H&GN RY CO SVY GARZA CO TX	1 00						
H&GN RR CO -	1 00						
GARZA, TEXAS							
SUR							
MINERAL INTEREST							
Bearer							
997723-64-0							
HT&B RR CO SVY KENT CO TX	1 00						
HT&B RR CO 152	1 00						
KENT, TEXAS							
MINERAL INTEREST							
Bearer							
997735-41-1							

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
HUNT CSL WISE CO TX HUNT CSL 360 WISE, TEXAS MINERAL INTEREST Bearer 997721-46-2	1 00 1 00	21,055 54	(1,252.49)	(1,196 01)	18,607 04	(5,790 27)	12,816 77
4408487 T. G. ROGERS GAS UNIT #1 247 ACS OUT OF BLK 7 &14, LEAGUE		135 89	(7 89)		128.00	(37 37)	90.63
530012415 MCQUEEN UNIT 1H HUNT CSL, A - 360 WISE, TEXAS		20,919 65	(1,244.60)	(1,196 01)	18,479 04	(5,752 90)	12,726 14
Total Value		**$21,055.54**	**($1,252.49)**	**($1,196.01)**	**$18,607.04**	**($5,790.27)**	**$12,816.77**
JH GIBSON SVY YOAKUM CO TX GIBSON, J H - YOAKUM, TEXAS MINERAL INTEREST Bearer 997723-13-6	1 00 1 00						
JH GIBSON SVY YOAKUM CO TX GIBSON, J H - YOAKUM, TEXAS MINERAL INTEREST Bearer 997723-32-2	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
KENT CO TX M I IN 7,609 25 ACRES BEING IN 12 TRACTS OUT OF THE YORK RANCH MINERAL INTEREST Bearer 997723-00-5	1 00 1 00						
KENT COUNTY, TEXAS 67 1/2% OF 100/1202 25 M I IN THE 1202 25 ACRE JONES RANCH MINERAL INTEREST Bearer 997723-64-1	1 00 1 00						
MATAGORDA CSL SVY WISE CO TX MATAGORDA CSL - WISE, TEXAS MINERAL INTEREST Bearer 997723-22-4	1 00 1 00						
MCMULLEN CSL SUTTON CO TX MC MULLEN CSL 504 SUTTON, TEXAS CERTIFICATE NO 1, MCMULLEN MINERAL INTEREST Bearer 997721-46-1	1 00 1 00	1,347 90	(73 13)	(139 35)	1,135 42	(370 68)	764 74
440001631 BROWN WHITEHEAD #2-7 MCCULLEN CSL 504 SUTTON CO TX							
440001934 BROWN WHITEHEAD ALL OF SEC ALL OF SEC 2 MCMULLEN COUNTY SCHOOL		899 80	(49 75)	(31 94)	818 11	(247 45)	570 66

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
440023886 WHITEHEAD #9-2,9-3,9-4 320 AC MCMULLEN COUNTY SCHOOL LAND SUR LEAGUE		82 86	(4 03)	(20 10)	58 73	(22 79)	35 94
440023889 WHITEHEAD #10-2, #10-3, #1 #10-3,#10-4,10-5 SEC 2, LOCATED IN		74 83	(3 56)	(17.93)	53 34	(20 58)	32 76
440023894 WHITEHEAD 8-3, 8-4, 8-5, 8 SEC 2 MCMULLEN CO, SCHOOL LAND SVY A-504 SUTTON CO,		20 22	(1 04)	(4 86)	14 32	(5 56)	8 76
440028314 WHITEHEAD 6-4, 6-5, 6-6, 6 1540 0 N / 1560 0 E, TT RR CO A-761 SEC 41		68 92	(3 73)	(15 70)	49 49	(18 95)	30 54
4407118 WHITEHEAD #1 67 1/2% OF 1/32 M I IN 4,428 ACRES, MC MULLEN COUNTY SCHOOL		201 27	(11 02)	(48 82)	141 43	(55 35)	86 08
Total Value		**$1,347.90**	**($73.13)**	**($139.35)**	**$1,135.42**	**($370.68)**	**$764.74**
MCMULLEN CSL SUTTON CO TX MC MULLEN CSL 504 SUTTON, TEXAS CERTIFICATE NO 1, MCMULLEN MINERAL INTEREST Bearer 997721-49-9	1 00 1 00						
P BROWN SVY VAL VERDE CO TX BROWN, P - VAL VERDE, TEXAS MINERAL INTEREST Bearer 997723-24-6	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
PSL SVY GAINES CO TX PSL - GAINES, TEXAS MINERAL INTEREST Bearer 997721-69-8	1 00 1 00	14,349 76	(554 63)	(5 04)	13,790 09	(3,946 18)	9,843 91
440023864 WASSON 48 1/2% OF 3/128 M I IN 384 ACRES, SECS 37,38,41,48,49,50,51,52&53							
4403358 DENVER UNIT 67 1/2% OF 3/128 M I IN 384 ACRES, SEC. 48, 49, 50, 51, 52 &		10,217 61	(466 73)	(4 10)	9,746 78	(2,809 84)	6,936 94
4403359 SOUTH WASSON CLEARFORK UNI COUNTY, TEXAS 67 1/2% OF 3/128 M I IN 384 ACRES, SEC 48, 49,		4,132 15	(87 90)	(0 94)	4,043 31	(1,136 34)	2,906 97
530000049 DENVER U TR Y 106 #2 BLK AR B S ANDERSON 998 TEXAS, GAINES							
530000050 DU TRX0106 EXXON NO TEXAS, GAINES							
Total Value		**$14,349.76**	**($554.63)**	**($5.04)**	**$13,790.09**	**($3,946.18)**	**$9,843.91**
SEC 14 17S 38E LEA CO NM 17S 38E 14 LEA, NEW MEXICO MINERAL INTEREST Bearer 997709-87-2	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
SEC 17 21S 37E LEA CO NM 21S 37E 17 LEA, NEW MEXICO SECTION 17, SURFACE TO 4,000' & LEASEHOLD Bearer 997709-90-9	1 00 1 00						
T TAP RR CO SVY SUTTON CO TX TT RR CO 761 SUTTON, TEXAS 291 15 ACRES W/2 SECTION 42 A-1609, MINERAL INTEREST Bearer 997721-46-0	1 00 1 00	111 61	(7 33)	(3 61)	100 67	(30 70)	69 97
440023883 GRANGER BLUFF 4201 & 02 E/2 SECTION 42, ABST 1609, TT RR CO SURVEY 42		33 03	(2 21)	(3 61)	27 21	(9 09)	18 12
440023885 BROWN WHITE 41-1 & 2 SEC 41 A-761 TTRR CO SVY SUTTON CO TX		78 58	(5.12)		73 46	(21 61)	51 85
Total Value		**$111.61**	**($7.33)**	**($3.61)**	**$100.67**	**($30.70)**	**$69.97**
T TAP RR CO SVY SUTTON CO TX TT RR CO 761 SUTTON, TEXAS 291 15 ACRES W/2 SECTION 42 A-1609, MINERAL INTEREST Bearer 997721-49-8	1 00 1 00						

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
T&P RR CO SVY ETC PARKER CO TX T&P RR CO 1511 PARKER, TEXAS 4 BLK 1 A1816, T&P RR CO SVY 5 BLK MINERAL INTEREST Bearer 997719-74-1	1 00 1 00	3,360 86	(139 61)	(295 08)	2,926 17	(924 24)	2,001 93
440001622 LITTLE BEAR RANCH #5 BLK 1 I&GN RR CO 1799 PARKER CTY, TX							
440001623 LITTLE BEAR RANCH #2 BLK 1 I&GN RR CO 1799 PARKER CTY, TEXAS		128 50	(7 29)	(18.00)	103 21	(35 34)	67.87
440003086 SMELLEY #2H 650' FNL & 650 FWL WILLIAM MANN SVY A-925		1,300 44	(34 32)	(165 47)	1,100 65	(357 62)	743 03
440004782 SMELLEY #3H TONCARY SVY A-1337 PARKER COUNTY, TEXAS		1,931 92	(98 00)	(111 61)	1,722 31	(531 28)	1,191 03
530008691 LITTLE BEAR RANCH #2 I&GN RR CO SVY A- 1799 PARKER, TEXAS							
Total Value		**$3,360.86**	**($139.61)**	**($295.08)**	**$2,926.17**	**($924.24)**	**$2,001.93**
T&P RY CO SVY REAGAN CO TX T&P RR CO - REAGAN, TEXAS CO, TEXAS MINERAL INTEREST Bearer 997721-70-0	1 00 1 00	4,020 96	(242 97)		3,777 99	(1,105 76)	2,672 23

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
4405969 COLA PETROLEUM - HOLT 112 SEC 112, BLK 2, T&P RY CO SURVEY, REAGAN COUNTY, TX REAGAN		148.92	(11 19)		137 73	(40 95)	96 78
530003877 HOLT "112" #2-D T&P RR CO/HILBUN, CF A 204 REAGAN, TEXAS		3,872 04	(231 78)		3,640 26	(1,064 81)	2,575 45
Total Value		**$4,020.96**	**($242.97)**		**$3,777.99**	**($1,105.76)**	**$2,672.23**
T33N 9W & 10 W LA PLATA CO CO SECTIONS AND SVYS IN T33N, R9W & R10W LOCATED IN LA PLATA CO, CO MINERAL INTEREST Bearer 997706-30-1	1 00 / 1 00	8,360 63	(95 91)	(205 86)	8,058 86	(2,299 17)	5,759 69
060000031 BONDAD T33N R9W SEC23 640 ACRES BONDAD 33-9 #9A DK DUAL		313 35	(12 20)	(11.49)	289 66	(86 18)	203.48
060000037 COYOTE CANYON W/2 OF SEC 20 LOCATED IN LA PLATA, CO							
060000040 GAINES UTE 3 DK 033N 009W 29 LA PLATA, CO							
060000276 LADD PETROLEUM - ANIMAS 2- SECTION 2, T-33-N, R-10-W, LA PLATA, CO 0 00194530 RI LA PLATA							
060000277 WEST ANIMAS TOWNSHIP 33 NORTH, RANGE 10 WEST, N1/2 SEC 3 LA PLATA CO CO 1/8 MI		63 73		(0 51)	63 22	(17 53)	45 69
060000278 CRAIG GAS UNIT COUNTY, COLORADO 1/8 M I IN LOTS		13 04	(0 10)	(0 65)	12 29	(3 59)	8 70

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion

Oil & Gas

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
060000279 SOUTHERN UTE W/2 SEC 24 T3N R10W NMPM 1/8 MI IN LOTS 3 & 4 & SE/4 NW/4		2,360 33	(16 14)	(59 56)	2,284 63	(649 09)	1,635 54
060000280 DOME - JACQUEZ #1 AND #2 W T33N, R10W, N/2 SEC 4 LA PLATA COUNTY, COLORADO 1/8 M I IN LOTS		41 67		(0 23)	41.44	(11 46)	29 98
060000281 DAVIS #1 320 ACS MOL BEING N/2 SEC 26 T33N R9W 1/8 MI IN LOTS 3 & 4 &		1,588 07	(23 84)	(11 02)	1,553 21	(436 72)	1,116 49
060000282 DOME PETRO - INDIAN SPRING #2 LA PLATA COUNTY, COLORADO 1/8 M I IN 240 ACRES, W/2 NW/4 SEC		868 73	(8 96)	(0 10)	859 67	(238 90)	620.77
060000283 FLORIDA GAS UNIT 1/16 MI 600AC, E2 NW4 & W2 NE4 SEC 17 & W2 SW4 SEC 20 SE4 SE4 SEC 19							
060000285 KOON GAS UNIT ALL SEC 198 T33N R9W FROM THE DAKOTA FORMATION		396 60	(6 72)	(18 21)	371 67	(109 06)	262.61
060000286 ROY BROWN GAS UNIT COLORADO GAS RIGHTS FROM THE FRUITLAND COAL FROMATION		466 88	(2 79)	(21 84)	442 25	(128 39)	313.86
060000287 MCCARVILLE UNIT W/2 SEC 23 T33N R9N LA PLATA COUNTY COLORADO		890 63	(7 69)	(19 87)	863 07	(244.92)	618 15
060000288 FRANK DAVIS GU T33N R10W SEC 2 E/2-320 62 ACRS LAPLATA CO CO		766 93	(10 90)	(35 36)	720 67	(210 90)	509 77
060000289 ARGENTA 33-10 SEC'S 3 & 4 T33N R10W UNIT N 1/2 LA PLATA CO CO		192 77	(0 12)	(7 93)	184 72	(53 01)	131 71
060000290 ALVA SHORT GU B#1 (FRCS) N/2 SECTION 18, 33N, 9W LA PLATA CO, CO		367 98	(5 26)	(18 00)	344 72	(101 19)	243 53

ADELINE & GEO MCQUEEN FD OF 1960 TR ACCT R76921007
For the Period 6/1/14 to 6/30/14

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
060000291 CARR W/2 SECTION 20, T3N, R9W LA PLATA COUNTY, CO		29 92	(1 19)	(1 09)	27 64	(8 23)	19 41
Total Value		**$8,360.63**	**($95.91)**	**($205.86)**	**$8,058.86**	**($2,299.17)**	**$5,759.69**
UINTA CO WY SECTIONS AND SVYS IN LOCATED IN UINT CO, WYOMING MINERAL INTEREST Bearer 997731-34-5	1 00 1 00						
US DOLLAR INCOME							
Total Oil & Gas	**$40.00** **$40.00**	**$72,204.82**	**($3,401.31)**	**($1,962.87)**	**$66,840.64**	**($20,288.62)**	**$46,552.02**