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 08/01 , 2013, and ending 07/31, 2014

Name of foundation: THE MANAAKI FOUNDATION PASCALE KICHLER, WILLIAM A. GEE IV P18224009

A Employer identification number: 27-1371242

Number and street (or P O box number if mail is not delivered to street address): 807 FOREST AVE

Room/suite:

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

City or town, state or province, country, and ZIP or foreign postal code: RIVER FOREST, IL 60305

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 21,627,158.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ (Part I, column (d) must be on cash basis)

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(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)	7,899,519.			
	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	305,378.	304,435.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,109,848.			
	b	Gross sales price for all assets on line 6a 11,879,078.				
	7	Capital gain net income (from Part IV, line 2)		2,109,848.		
	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)	947.	63,883.		STMT 1
	12	**Total.** Add lines 1 through 11	10,315,692.	2,478,166.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	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) STMT 2	77,264.	77,264.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	13,402.	4,402.		
	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 4	135.	110.		25.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	90,801.	81,776.	NONE	25.
	25	Contributions, gifts, grants paid	540,912.			540,912.
	26	Total expenses and disbursements Add lines 24 and 25	631,713.	81,776.	NONE	540,937.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	9,683,979.			
	b	**Net investment income** (if negative, enter -0-)		2,396,390.		
	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			
	2 Savings and temporary cash investments	347,519.	441,333.	441,333.
	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)	4,192,436.	9,659,879.	11,200,081.
	c Investments - corporate bonds (attach schedule)	2,748,555.	3,883,326.	3,925,035.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	2,723,040.	5,682,803.	6,060,709.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,011,550.	19,667,341.	21,627,158.
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	10,011,550.	19,667,341.	
	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)	10,011,550.	19,667,341.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	10,011,550.	19,667,341.	

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	10,011,550.
2	Enter amount from Part I, line 27a	2	9,683,979.
3	Other increases not included in line 2 (itemize) ▶ RECOVERY OF QUALIFYING DISTRIBUTIONS	3	17,700.
4	Add lines 1, 2, and 3	4	19,713,229.
5	Decreases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	5	45,888.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,667,341.

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	11,879,078.		9,769,228.	2,109,850.
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				2,109,850.
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	2,109,850.
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	495,047.	10,794,756.	0.045860
2011	518,762.	10,319,168.	0.050272
2010	222,190.	10,527,019.	0.021107
2009	110,879.	9,806,081.	0.011307
2008			

2	**Total** of line 1, column (d)	2	0.128546
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	0.032137
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	14,674,977.
5	Multiply line 4 by line 3	5	471,610.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	23,964.
7	Add lines 5 and 6	7	495,574.
8	Enter qualifying distributions from Part XII, line 4	8	540,937.

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 ▶ [X] and enter 1% of Part I, line 27b			1	23,964.
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	23,964.
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	23,964.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,208.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	54,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	59,208.
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	35,244.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 35,244. **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) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 5	10	X	

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

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

Website address ▶ N/A

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

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

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

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

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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
WILLIAM A GEE, IV 807 FOREST AVENUE, RIVER FOREST, IL 60305	DIRECTOR, PRESID 2	-0-	-0-	-0-
SUSAN CROTHERS GEE 807 FOREST AVENUE, RIVER FOREST, IL 60305	DIRECTOR, SECRET 1	-0-	-0-	-0-
PASCALE KICHLER 807 FOREST AVENUE, RIVER FOREST, IL 60305	DIRECTOR 1	-0-	-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	13,970,246.
b	Average of monthly cash balances	1b	928,208.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	14,898,454.
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	14,898,454.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	223,477.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,674,977.
6	**Minimum investment return.** Enter 5% of line 5	6	733,749.

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	733,749.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	23,964.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	23,964.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	709,785.
4	Recoveries of amounts treated as qualifying distributions			4	17,700.
5	Add lines 3 and 4			5	727,485.
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	727,485.

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	540,937.
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	540,937.
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	23,964.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	516,973.

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				727,485.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			529,348.	
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 ▶ $ 540,937.				
a Applied to 2012, but not more than line 2a			529,348.	
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				11,589.
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				715,896.
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 (a) 2013	Prior 3 years (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 6

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.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 ATTACHED SCHEDULE FOR DETAILS	NONE	PC	PROGRAM SUPPORT	540,912.
Total . . . . . . ▶ 3a				540,912.
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	305,378.	
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	2,109,848.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			01	947.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,416,173.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 2,416,173.

(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

P18224009
990PF 7/14

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] | 01/31/15 | President

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	01/14/2015		P01256399
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no 216-589-1300	

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	Employer identification number
THE MANAAKI FOUNDATION PASCALE KICHLER,	27-1371242

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 MANAAKI FOUNDATION PASCALE KICHLER,	27-1371242

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	WILLIAM A GEE, IV 807 FOREST AVE RIVER FOREST, IL 60305	$ 9,644,393.	Person [X] 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: THE MANAAKI FOUNDATION PASCALE KICHLER,

Employer identification number: 27-1371242

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	$ 9,574,784.	04/28/2014
		$	
		$	
		$	
		$	
		$	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HMLP MULTI-STRATEGY PRIVATE INVESTORS		63,883.
FEDERAL TAX REFUND	947.	
TOTALS	947.	63,883.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	77,264.	77,264.
TOTALS	77,264.	77,264.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX PAID	9,000.	
FOREIGN TAX WITHHELD	4,402.	4,402.
TOTALS	13,402.	4,402.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ATTORNEY GENERAL FEE	15.		15.
OTHER EXPENSES	10.		10.
OTHER ALLOCABLE EXPENSES - 2%	110.	110.	
TOTALS	135.	110.	25.

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

NAME AND ADDRESS

WILLIAM A GEE, IV
807 FOREST AVE
RIVER FOREST, IL 60305

RECIPIENT NAME:
JP MORGAN CHASE BANK, NA
ADDRESS:
2200 ROSS AVENUE, 5TH FLOOR
DALLAS, TX 75201-2787
RECIPIENT'S PHONE NUMBER: 214-965-2910
FORM, INFORMATION AND MATERIALS:
CALL FOR APPLICATION FORM
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NO RESTRICTIONS, BUT INCLUDE A COPY OF IRS TAX
EXEMPT DETERMINATION LETTER

The Manaaki Foundation Grant Summary
8/1/2013 to 7/31/2014

ORGANIZATION	CATEGORY	PURPOSE	GRANT AMOUNT	ISSUE DATE	CHECK NUMBER	MULTI-YEAR PLEDGE	ANONYMOUS	DATE GRANT AKNOWLEDGMENT RECEIVED	DATE GRANT CHECK CASHED
Doctors Without Borders USA, Inc 333 7th Ave 2nd Floor New York NY 10001 5126	Healthcare and Medical Research	General operating support	$10 000 00	11/15/2013	2959441		No	1/2/2014	12/5/2013
Chicago Metro History Education Center 60 W Walton Street Chicago, IL 60610	Educational	To support the history fair school-coach partnership	$5 000 00	12/12/2013	2986679	3 of 3 $5 000 per grant Total grant committed $15,000 Year ending 2013	No	1/17/2014	4/16/2014
Institute of Cultural Affairs c/o Green Community Connections 168 N Humphrey 1N Oak Park IL 60302	Environment	$3,500 in support of the 2014 One Earth Film Festival $1 755 in support of the Young Filmmakers Contest	$5 255 00	12/12/2013	2986678	-	No	1/2/2014	1/2/2014
Seven Generations Ahead 842 S lombard Oak Park, IL 60304	Community Development	To support education policy development and best practices related to the use of non-toxic pesticides herbicides and cleaning products, to address better practices of Mosquito Abatement in River Forest and Oak Park as part of the PlanItGreen Sustainability Plan Open Space/Ecosystem implementation to support the collaboration with Midwest Pesticide Action Control in the creation of a full initiative for implementation	$5 000 00	12/13/2013	Cashier's check		No	1/31/2014	1/8/2014
Midwest Pesticide Action Center Nfp 4611 N Ravenswood, Suite 107 Chicago IL 60640	Environment	To support the Moving Toward More Sustainable Communities A Pesticide Reduction Campaign in Two Parts " $2 500 in support of pesticide use reduction at the institutional level $5 000 in support of Mosquito Abatement right-sizing community expectations	$7 500 00	3/7/2014	3077287	-	No	3/21/2014	4/4/2014
The Carter Center, Inc One Copenhill 453 Freedom Parkway Atlanta, GA 30307	Healthcare and Medical Research	$25 000 each for EA Development of MHS in Liberia (Hussman Foundation Challenge) and the Hilton Foundation Challenge for Elimination of Trachoma	$50 000 00	4/7/2014	3110215	3 of 3 $50 000 per grant Total grant committed $150 000 Year ending 2014	No	4/15/2014	4/16/2014
Planned Parenthood 18 S Michigan Avenue Chicago IL 60603	Women's Rights & Empowerment	General operating support	$25 000 00	4/7/2014	3110216	1 of 3 $25 000 per grant Total grant committed $75 000 Year ending 2016	No	5/14/2014	4/24/2014
Global Press Institute 1012 Torney Ave San Francisco CA 94127	Women's Rights & Empowerment	To support the reporter and editorial training program	$10,000 00	4/15/2014	3126202	-	No	10/12/2014	5/12/2014
Oak Park River Forest Food Pantry 848 Lake Street Oak Park IL 60305	Social Services	General operating support	$5 000 00	4/17/2014	3128925	-	No	5/15/2014	5/1/2014
Share Your Soles Foundation Inc 5823 W 115th St. Alsip IL 60803	Social Services	General operating support, reissued check from 4/25/2013	$5,000 00	4/18/2014	3129939		No	6/30/2014	5/7/2014
Art Institute of Chicago 111 S Michigan Avenue Chicago IL 60603-6110	Art & Culture	Charitable contribution reissued check from 5/31/2013	$5 000 00	4/18/2014	3129942	-	Yes	6/30/2014	5/9/2014
Naperville Sunrise Foundation 4005 Carey St. Plano IL 60545	Community Development	To support education costs for 53 children of the Tikondane Community Center Katete Zambia for the two remaining trimesters of 2014	$5 000 00	4/25/2014	3135517	-	No	8/18/2014	5/18/2014
Jane Goodall Institute for Wildlife Research Education and Conservation 1595 Spring Hill Road Suite 550 Vienna, VA 22182	Environment	General operating support	$10,000 00	5/15/2014	3155584	2 of 3 $10 000 per grant Total grant committed $30 000 Year ending 2015	No	6/7/2014	5/28/2014
Green America 1612 K Street NW, Suite 600 Washington DC 20006	Environment	General operating support	$5 000 00	5/15/2014	3155578	2 of 3 $10 000 initial grant $5,000 grant years 2 and 3 Total grant committed $20,000 Year ending 2015	No	6/5/2014	6/4/2014
Center for Science in the Public Interest 1220 Elle Street NW Washington DC 20005	Social Services	General operating support	$5 000 00	5/28/2014	3165909	-	Yes - Completely Anonymous	6/27/2014	6/13/2014
Art Institute of Chicago 111 S Michigan Avenue Chicago IL 60603-6110	Art & Culture	General operating support	$5 000 00	6/6/2014	3174929		Yes	6/30/2014	6/19/2014
Chicago History Museum 1601 N Clark Street Chicago IL 60614	Educational	General operating support	$5 000 00	6/6/2014	3174940	-	Yes	6/20/2014	6/17/2014
Dusable Museum of African American History, Inc 740 E 56th Pl. Chicago IL 60637	Educational	General operating support	$5 000 00	6/6/2014	3174939	-	Yes	6/25/2014	6/23/2014
Field Museum of Natural History Institutional Advancement Office 1400 South Lake Shore Drive Chicago IL 60605	Educational	General operating support	$5,000 00	6/6/2014	3174931		Yes	6/27/2014	6/20/2014
Garfield Park Conservatory Alliance 300 N Central Park Ave Chicago IL 60624-1945	Environment	General operating support	$5 000 00	6/6/2014	3174932	-	Yes	6/27/2014	7/1/2014

The Manaaki Foundation Grant Summary
8/1/2013 to 7/31/2014

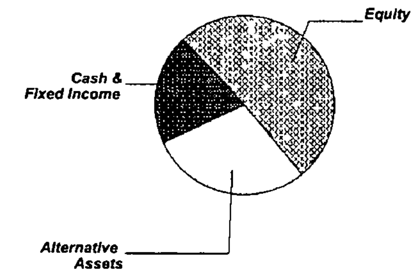
ORGANIZATION	CATEGORY	PURPOSE	GRANT AMOUNT	ISSUE DATE	CHECK NUMBER	MULTI-YEAR PLEDGE	ANONYMOUS	DATE GRANT AKNOWLEDGMENT RECEIVED	DATE GRANT CHECK CASHED
Morton Arboretum 4100 Illinois Rt 53 Lisle IL 60532	Environment	General operating support	$5,000 00	6/6/2014	3174933	-	Yes	6/23/2014	6/24/2014
Museum of Contemporary Art 220 E Chicago Ave Chicago IL 60611	Art & Culture	General operating support	$5 000 00	6/6/2014	3174934	-	Yes	6/25/2014	6/18/2014
Museum of Science and Industry 57th and Lake Shore Dr Chicago IL 60637	Educational	General operating support	$5 000 00	6/6/2014	3174935		Yes	6/30/2014	6/18/2014
Shedd Aquarium Society 1200 S Lake Shore Dr Chicago IL 60605	Educational	General operating support	$5 000 00	6/6/2014	3174936	-	Yes	6/20/2014	6/17/2014
Sierra Club Foundation 70 E Lake Street Suite 1500 Chicago IL 60601	Environment	General operating support	$5 000 00	6/6/2014	3174937	-	Yes	7/17/2014	7/18/2014
University of Chicago Office of Development & Alumni Relations 5801 South Ellis Ave Suite 402 Chicago, IL 60637	Educational	To support the Oriental Museum, specifically for general operating support	$5 000 00	6/6/2014	3174938		Yes	8/18/2014	7/22/2014
Window to the World Communications Inc 5400 N St Louis Ave Chicago IL 60625	Educational	General operating support	$5 000 00	6/6/2014	3174941	-	Yes	6/24/2014	6/20/2014
Adler Planetarium 1300 South Lake Shore Drive Chicago IL 60605	Educational	General operating support	$5 000 00	6/9/2014	3176081	-	Yes	7/17/2014	6/17/2014
Adaptive Adventures 2616 Wilmette Ave Wilmette IL 60091	Social Services	In Support of the Matching Grant Event held May 30th specifically for General Operations	$20 000 00	6/9/2014	3176082		No	8/8/2014	7/15/2014
LINK Unlimited 2221 South State Street Chicago IL 60616	Educational	Support the full four year education sponsorship of one student ($8 500 per year paid in one lump sum)	$34 000 00	6/25/2014	3194582		No	7/14/2014	8/13/2014
Third Coast International Audio Festival 848 E Grand Ave Suite 400 Chicago IL 60611	Art & Culture	To Support the Redesign and Revitalization of the Third Coast Festival Website	$20 000 00	7/9/2014	3208493	-	No	10/3/2014	7/21/2014
Foundation for National Progress 222 Sutter Street 6th Floor San Francisco CA 94108	Media	To support General Operations of Mother Jones	$50 000 00	7/9/2014	3208491	2 of 2 $50,000 per grant Total grant committed $100 000 Year ending 2014	No	7/21/2014	7/18/2014
WBEZ Alliance Inc 848 East Grand Avenue Chicago IL 60611	Media	In support of the access and distribution investment fund	$50 000 00	7/9/2014	3208492	2 of 5 $50 000 per grant Total grant committed $250 000 Year ending 2017	No	7/28/2014	7/22/2014
Momenta, Inc 605 Lake Street Oak Park IL 60302	Art & Culture	General operating support	$10 000 00	7/14/2014	3212393	-	No	8/18/2014	7/24/2014
The Girls Foundation of Tanzania P O Box 11224 Portland ME 04104	Women's Rights & Empowerment	To support the June and December Enrichment Program	$6 000 00	7/18/2014	3216804		No	9/2/2014	7/31/2014
Food and Water Watch 1616 P Street, NW Suite 300 Washington DC 20036	Social Services	To support the General Operations for the Food and Water Watch Water Program	$5,000 00	7/18/2014	3216805	-	No	8/28/2014	7/29/2014
Chicago Public Media Inc 848 East Grand Avenue Chicago IL 60611	Media	In support of General Operations for the Fiscal Year 2014 Year End Fundraising Effort	$15 000 00	7/21/2014	3219159		No	8/19/2014	8/5/2014
Oak Park River Forest Community Foundation 1049 Lake Street Suite 204 Oak Park IL 60305	Community Development	In support of creating a sustainable Kitchen	$1 157 25	7/25/2014	3224641	-	No	10/7/2014	8/5/2014
Green America 1612 K Street, NW Suite 600 Washington DC 20006	Environment	To support general operations of the End Smartphone Sweatshops Campaign	$7 000 00	7/28/2014 reissued 10/6/2014	3226189 reissued 3294831		No	10/14/2014	10/15/2014
Sugar Beet Food Store Cooperative 812 W Madison Street Oak Park IL 60302	Community Development	PRI Loan from Manaaki Foundation per Loan Documents signed 7/28/2014	$100,000 00	7/29/2014	3227225	-	No	Delivered	8/14/2014
		Total	$540,912.25						

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	11,356,497 85	11,200,081 47	(156,416 38)	117,658 28	51%
Alternative Assets	6,135,403 28	6,060,708 78	(74,694 50)	47,260 63	29%
Cash & Fixed Income	4,611,987 25	4,366,368 04	(245,619 21)	171,735 58	20%
Market Value	**$22,103,888.38**	**$21,627,158.29**	**($476,730.09)**	**$336,654.49**	**100%**

Asset Allocation

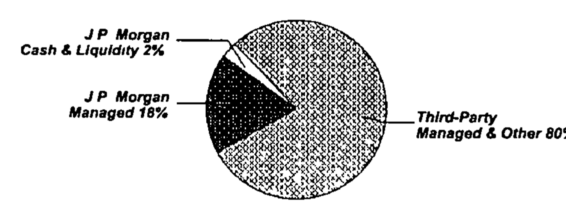


INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	41,157.14	1,439 03	(39,718 11)
Market Value	**$41,157.14**	**$1,439.03**	**($39,718.11)**

* **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 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	**22,103,888.38**	**11,058,659.72**	**0.00**	**0.00**
Additions		88,255 53		
Withdrawals & Fees	(275,095 28)	(629,822 57)		
Securities Transferred In		9,880,040 85	--	--
Net Additions/Withdrawals	**($275,095.28)**	**$9,338,473.81**	**$0.00**	**$0.00**
Income	64,335 80	304,206 65		
Change In Investment Value	(265,970 61)	925,818 11		
Ending Market Value	**$21,627,158.29**	**$21,627,158.29**	**$0.00**	**$0.00**
Accruals	--	--	1,439 03	1,439 03
Market Value with Accruals	**--**	**--**	**$1,439.03**	**$1,439.03**

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	24,682 69	206,262 40
Foreign Dividends	1,527 19	16,383 45
Currency Gain/Loss		(6 72)
Interest Income	38,125 92	81,339 97
Original Issue Discount		227 55
Taxable Income	**$64,335.80**	**$304,206 65**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		115,378 11
ST Realized Gain/Loss		10,386 71
LT Realized Gain/Loss		1,983,364 29
Realized Gain/Loss		**$2,109,129.11**

	To-Date Value
Unrealized Gain/Loss	**$1,665,940 00**

Account Summary CONTINUED

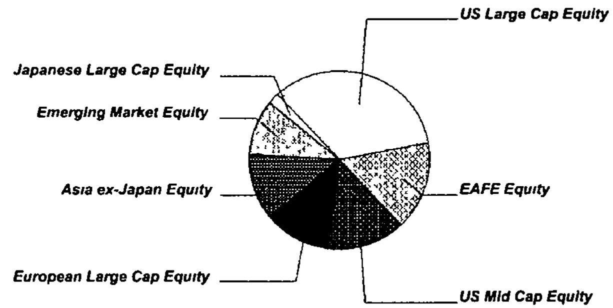
Cost Summary	Cost
Equity	9,659,879 07
Cash & Fixed Income	4,324,658 59
Total	**$13,984,537.66**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	4,012,983 42	3,947,627 95	(65,355 47)	18%
US Mid Cap Equity	1,603,997 99	1,554,907 20	(49,090 79)	7%
EAFE Equity	1,692,674 80	1,647,497 98	(45,176 82)	8%
European Large Cap Equity	1,318,159 65	1,293,401 52	(24,758 13)	6%
Japanese Large Cap Equity	227,231 45	228,097 92	866 47	1%
Asia ex-Japan Equity	1,349,282 87	1,373,817 68	24,534 81	6%
Emerging Market Equity	1,152,167 67	1,154,731 22	2,563 55	5%
Total Value	**$11,356,497.85**	**$11,200,081.47**	**($156,416.38)**	**51%**

Market Value/Cost	Current Period Value
Market Value	11,200,081.47
Tax Cost	9,659,879 07
Unrealized Gain/Loss	1,540,202 40
Estimated Annual Income	117,658 28
Yield	1 05%

Asset Categories



Equity as a percentage of your portfolio - 51 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
CALVERT EQUITY PORTFOLIO - I 131618-79-5 CEYI X	53 26	15,074 083	802,845 66	573,568 87	229,276 79	3,361 52	0 42%
HSBC MARKET PLUS SPX 05/16/17 50% CONTIN BARRIER- 0%CPN 1 45X LEV INITIAL LEVEL-05/11/12 SPX 1353 39 4042K1-M2-6	153 72	200,000 000	307,440 00	200,000 00	107,440 00		
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	29 40	24,121 296	709,166 10	700,000 00	9,166 10	2,773 94	0 39%
PARNASSUS EQTY INCOME FD-INS 701769-40-8 PRIL X	38 50	28,099 196	1,081,819 05	1,038,396 51	43,422 54	15,454 55	1 43%
SG REN SPX 10/16/14 2 XLEV- 8%CAP- 16%MAXPYMT INITIAL LEVEL-09/27/13 SPX 1691 75 83368W-EU-1	112 38	150,000 000	168,570 00	150,000 00	18,570 00		
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	193 09	4,546 000	877,787 14	654,618 21	223,168 93	16,270 13	1 85%
Total US Large Cap Equity			**$3,947,627.95**	**$3,316,583.59**	**$631,044.36**	**$37,860.14**	**0.96%**
US Mid Cap Equity							
ASTON/FAIRPOINTE MID CAP-I 00078H-15-8 ABMI X	48 34	18,600 393	899,143 00	848,472 20	50,670 80	1,134 62	0 13%

	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	136 76	4,795 000	655,764 20	427,154 99	228,609 21	8,448 79	1 29%
Total US Mid Cap Equity			**$1,554,907.20**	**$1,275,627.19**	**$279,280.01**	**$9,583.41**	**0 62%**
EAFE Equity							
ARTISAN INTL VALUE FUND-INV 04314H-88-1 ARTK X	37 89	9,790 571	370,964 74	239,024 75	131,939 99	9,036 69	2 44%
CAPITAL PRIVATE CLIENT SVCS CAP NON US EQT 14042Y-60-1 CNUS X	11 91	36,642 574	436,413 06	426,000.00	10,413 06	3,297 83	0 76%
CULLEN INTER HIGH DIVID-I 230001-70-3 CIHI X	11 27	24,331 602	274,217 15	253,472 20	20,744 95	11,411 52	4 16%
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	26 08	21,698 736	565,903 03	575,000 00	(9,096 97)	9,460 64	1 67%
Total EAFE Equity			**$1,647,497 98**	**$1,493,496 95**	**$154,001.03**	**$33,206.68**	**2 02%**
European Large Cap Equity							
SG MARKET PLUS SX5E 08/13/14 80% CONTIN BARRIER- 7%CPN ,UNCAPPED INITIAL LEVEL-02/08/13 SX5E 2630 30 78423E-FV-1	120 12	400,000 000	480,480 00	400,000 00	80,480.00		

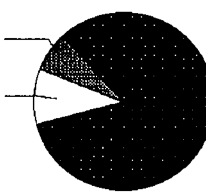
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
European Large Cap Equity							
SG MARKET PLUS SX5E 09/17/14 80% CONTIN BARRIER- 7 15%CPN ,UNCAPPED INITIAL LEVEL-03/15/13 SX5E 2725 72 78423E-GC-2	116 30	600,000 000	697,800 00	600,000 00	97,800 00		
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	57 36	2,007 000	115,121 52	116,607 31	(1,485 79)	4,622 12	4 01%
Total European Large Cap Equity			**$1,293,401.52**	**$1,116,607.31**	**$176,794.21**	**$4,622.12**	**0 36%**
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	10 53	21,661 721	228,097 92	219,000.00	9,097 92		
Asia ex-Japan Equity							
ABERDEEN ASIA-PAC XJ-INST EQUITY FUND - INSTITUTIONAL SERVICE SHARES 003021-69-8 AAPI X	12 55	69,922 624	877,528 93	825,000 00	52,528 93	10,488 39	1 20%
ISHARES MSCI ALL COUNTRY ASIA EX JAPAN INDEX FUND 464288-18-2 AAXJ	64 49	1,899 000	122,466 51	103,321 55	19,144 96	1,992 05	1 63%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND-INV 577125-10-7 MAPI X	16 45	22,724 756	373,822 24	285,860 73	87,961 51	10,612 46	2 84 %
Total Asia ex-Japan Equity			**$1,373,817.68**	**$1,214,182.28**	**$159,635.40**	**$23,092.90**	**1.68 %**
Emerging Market Equity							
ISHARES MSCI EMERGING MARKET INDEX 464287-23-4 EEM	43 82	8,651 000	379,086 82	326,291 50	52,795 32	6,107 60	1 61 %
OPPENHEIMER DEVELOPING MKT-Y 683974-50-5 ODVY X	39 69	19,542 565	775,644 40	698,090 25	77,554 15	3,185 43	0 41 %
Total Emerging Market Equity			**$1,154,731.22**	**$1,024,381.75**	**$130,349.47**	**$9,293.03**	**0.80 %**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	4,939,508 97	4,905,705 04	(33,803 93)	24%
Real Estate & Infrastructure	417,384 72	406,146 79	(11,237 93)	2%
Hard Assets	778,509 59	748,856 95	(29,652 64)	3%
Total Value	**$6,135,403.28**	**$6,060,708.78**	**($74,694.50)**	**29%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 29 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GATEWAY FUND-Y 367829-88-4 GTEY X	29 25	71,258 907	2,084,323 03	2,100,000 00
GLOBAL ACCESS HEDGE FUND LTD CLASS A 04-14 N/O Client HFGAPF-JP-5	1,011 62	1,000 000	1,011,623 26	1,000,000 00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GLOBAL ACCESS HEDGE FUND LTD CLASS A LEAD SERIES 2009 N/O Client 47799K-91-1	1,291 58	928 178	1,198,811 61	1,000,000 00
HMLP MULTI-STRATEGY PRIVATE INVESTORS LTD CLASS E NEW ISSUES INELIGIBLE N/O Client 43098A-99-3	1,296 99 6/30/14	471.050	610,947 14	527,504 60
Total Hedge Funds			**$4,905,705 04**	**$4,627,504.60**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND 464287-56-4 ICF	1,470 00	115,748 83		129,154 20	3,905 79	3 02 %
TORTOISE MLP & PIPELINE-INS 56166Y-40-4 TORI X	15,021 29	193,774 64		276,992 59	3,560 04	1 29 %
Total Real Estate & Infrastructure		**$309,523.47**	**$0.00**	**$406,146.79**	**$7,465 83**	

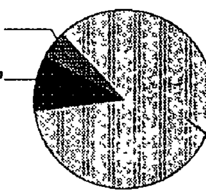
Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative
For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

	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	104 88	60,000 000	62,928 00	60,000 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	99 25	115,000 000	114,137 50	115,000 00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	11 00	51,981 041	571,791 45	570,775 15	6,445 64
Total Hard Assets			**$748,856.95**	**$745,775.15**	**$6,445.64**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	652,092 76	441,333 28	(210,759 48)	2%
US Fixed Income	3,737,084 46	3,706,339 55	(30,744 91)	17%
Foreign Exchange & Non-USD Fixed Income	222,810 03	218,695 21	(4,114 82)	1%
Total Value	**$4,611,987.25**	**$4,366,368.04**	**($245,619.21)**	**20%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 20 %

Market Value/Cost	Current Period Value
Market Value	4,366,368 04
Tax Cost	4,324,658 59
Unrealized Gain/Loss	41,709 45
Estimated Annual Income	171,735 58
Accrued Interest	1,439 03
Yield	3 93 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	4,366,368 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	441,333 28	10%
International Bonds	218,695 21	5%
Mutual Funds	3,706,339 55	85%
Total Value	**$4,366,368.04**	**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	441,333 28	441,333 28	441,333 28		132 39 14 81	0 03 % [1]
US Fixed Income							
DODGE & COX INCOME FUND 256210-10-5	13 86	52,555 80	728,423 33	730,000 00	(1,576 67)	22,336 21	3 07 %
HARBOR HIGH YIELD BOND-INST 411511-55-3	10 92	58,956 83	643,808 61	647,040 77	(3,232 16)	37,201 76	5 78 %
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 94	57,121 54	624,909 66	631,221 12	(6,311 46)	32,045 18	5 13 %
JPM FLOAT RATE INC FD - SEL FUND 2808 48121L-51-0	10 04	43,158 30	433,309 37	420,012 78	13,296 59	17,651 74 1,424 22	4 07 %
PRUDENTIAL TOTAL RETURN BD-Z 74440B-40-5	14 34	43,695 84	626,598 27	615,168 49	11,429 78	23,508 35	3 75 %
BLACKROCK HIGH YIELD BOND 091929-63-8	8 30	78,227 75	649,290 31	620,882 15	28,408 16	37,549 31	5 78 %
Total US Fixed Income			**$3,706,339.55**	**$3,664,325.31**	**$42,014.24**	**$170,292.55** **$1,424.22**	**4.59 %**

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Foreign Exchange & Non-USD Fixed Income							
DREYFUS EMG MKT DEBT LOC C-I 261980-49-4	14 35	15,240 08	218,695 21	219,000 00	(304 79)	1,310 64	0 60 %