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Return of Private Foundation

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning 10/01, 2013, and ending 09/30, 2014

Name of foundation
THE JCM FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O U.S. TRUST
730 15TH STREET, NW

City or town, state or province, country, and ZIP or foreign postal code
WASHINGTON, DC 20005-2013

A Employer identification number
61-1409457

B Telephone number (see instructions)
(202) 585-4100

C If exemption application is pending, check here

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 5,784,301.**

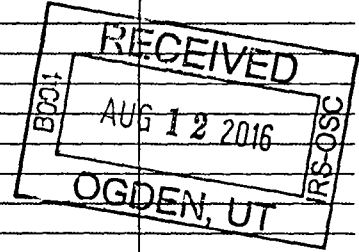
J Accounting method: Cash Accrual
 Other (specify) _____ (Part I, column (d) must be on cash basis.)

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

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

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

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) if the foundation is not required to attach Sch B <input type="checkbox"/>	54,102.			
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments	344.	253.		
	4 Dividends and interest from securities	126,498.	126,498.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a 327,633.	82,692.			
	7 Capital gain net income (from Part IV, line 2)		82,692.		
	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) ATCH 1	-1,319.	206.			
12 Total. Add lines 1 through 11	262,317.	209,649.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 2	6,700.	5,025.		1,675.
	c Other professional fees (attach schedule) *	35,893.	35,893.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 4	16,281.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 5	593.	41.		550.
	24 Total operating and administrative expenses. Add lines 13 through 23	59,467.	40,959.		2,225.
	25 Contributions, gifts, grants paid	237,500.			237,500.
26 Total expenses and disbursements. Add lines 24 and 25	296,967.	40,959.	0	239,725.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	-34,650.				
b Net investment income (if negative, enter -0-)		168,690.			
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	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	21,175.	30,144.	30,144.
	2	Savings and temporary cash investments	676,234.	178,154.	178,154.
	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			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	2,972,626.	3,289,904.	5,008,112.
	c	Investments - corporate bonds (attach schedule)	422,372.	522,372.	516,699.
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule) ATCH 6		36,043.	51,192.	
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)	4,092,407.	4,056,617.	5,784,301.	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. X				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	4,092,407.	4,056,617.	
30	Total net assets or fund balances (see instructions)	4,092,407.	4,056,617.		
31	Total liabilities and net assets/fund balances (see instructions)	4,092,407.	4,056,617.		

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 4,092,407.
2	Enter amount from Part I, line 27a	2 -34,650.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 4,057,757.
5	Decreases not included in line 2 (itemize) ATCH 7	5 1,140.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,056,617.

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 SEE PART IV SCHEDULE				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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				
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	82,691.
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	192,000.	5,255,723.	0.036532
2011	135,500.	4,293,049.	0.031563
2010	169,525.	2,815,140.	0.060219
2009	218,000.	2,707,537.	0.080516
2008	150,061.	2,748,603.	0.054595
2 Total of line 1, column (d)			2 0.263425
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 0.052685
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 5,741,616.
5 Multiply line 4 by line 3			5 302,497.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,687.
7 Add lines 5 and 6			7 304,184.
8 Enter qualifying distributions from Part XII, line 4 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.			8 239,725.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 6,586.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, expenditures, and state reporting. Includes a section for states with 'VA' listed.

Part VII-A Statements Regarding Activities (continued)

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 U.S. TRUST Telephone no. (202) 585-4100
Located at 600 15TH ST., N.W., WASHINGTON, DC ZIP+4 20005-2013
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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.

1a During the year did the foundation (either directly or indirectly). Yes No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 X 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 X 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)

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)? Yes No
 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? Yes No
 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? Yes No

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
ATCH 9		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				

Total number of other employees paid over \$50,000 Yes No 0

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

3 Five highest-paid independent contractors for professional services (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		

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	

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	
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	5,488,701.
b	Average of monthly cash balances	1b	340,351.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	5,829,052.
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	
3	Subtract line 2 from line 1d	3	5,829,052.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,436.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,741,616.
6	Minimum investment return. Enter 5% of line 5	6	287,081.

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	287,081.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,374.
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,374.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	283,707.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	283,707.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	283,707.

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	239,725.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	239,725.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	239,725.

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				283,707.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			187,117.	
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013.				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 239,725				
a Applied to 2012, but not more than line 2a			187,117.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				52,608.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
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				231,099.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) 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)

Table with 5 columns: (a) 2013, (b) 2012, (c) 2011, (d) 2010, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; 2b 85% of line 2a; 2c Qualifying distributions from Part XII, line 4 for each year listed; 2d Amounts included in line 2c not used directly for active conduct of exempt activities; 2e Qualifying distributions made directly for active conduct of exempt activities; 3 Complete 3a, b, or c for the alternative test relied upon; 3a 'Assets' alternative test; 3b 'Endowment' alternative test; 3c 'Support' alternative test.

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))

ATTACHMENT 10

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>ATCH 11</p>				
Total ▶ 3a				237,500.
<p>b <i>Approved for future payment</i></p>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, and Subtotal.

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

Table with 2 columns: Line No. and 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.)

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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' for (b) and (d).

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

Sign Here: Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 8/9/16, Title: President/Director.

May the IRS discuss this return with the preparer shown below (see instructions)? [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name: JOHN A REDDERSEN, Preparer's signature: [Signature], Date: 8.8.16, Check [] if self-employed, PTIN: P00358891, Firm's name: BOND BEEBE PC, Firm's EIN: 52-1044197, Firm's address: 4600 EAST-WEST HIGHWAY SUITE 900 BETHESDA, MD, Phone no: 20814-3423, 301-272-6000.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					37,143.	
40,605.		725 SHS COACH INC PROPERTY TYPE: SECURITIES 41,320.				P	-715.	12/13/2013
115,036.		6770.789 SHS TOUCHSTONE MID CAP VALUE FU PROPERTY TYPE: SECURITIES 75,000.				P	40,036.	06/06/2014
1,734.		11 SHS ALEXION PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 1,324.				P	410.	VARIOUS
12,035.		3548 SHS BOMBARDIER INC 16,240.					-4,205.	VARIOUS
600.		6 SHS CIE FINANCIERE RICHEMONT PROPERTY TYPE: SECURITIES 611.				P	-11.	03/05/2014
1,115.		92 SHS DOMINION DIAMOND CORP PROPERTY TYPE: SECURITIES 1,282.				P	-167.	VARIOUS
795.		5 SHS FANUC CORP PROPERTY TYPE: SECURITIES 760.				P	35.	VARIOUS
6,338.		220 SHS INDUSTRIA DE DISENO TEXTILE PROPERTY TYPE: SECURITIES 6,057.				P	281.	VARIOUS
14,594.		45 SHS FAST RETAILING CO LTD PROPERTY TYPE: SECURITIES 15,238.				P	-644.	VARIOUS
10,836.		24 SHS INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES 10,304.				P	532.	04/14/2014
10,442.		433 SHS JAPAN EXCHANGED GROUP LTD PROPERTY TYPE: SECURITIES 9,142.				P	1,300.	VARIOUS
		116 SHS LAS VEGAS SANDS CORP PROPERTY TYPE: SECURITIES				P		VARIOUS

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,771.		7,313.					1,458.	
		22 SHS MASTERCARD INC PROPERTY TYPE: SECURITIES				P		VARIOUS
1,682.		1,679.					3.	
		16 SHS MONSANTO CO PROPERTY TYPE: SECURITIES				P		VARIOUS
1,750.		1,820.					-70.	
		157 SHS QUESTCOR PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES				P		VARIOUS
12,159.		7,674.					4,485.	
		1298 SHS RAKUTEN INC PROPERTY TYPE: SECURITIES				P		VARIOUS
16,709.		16,933.					-224.	
		8 SHS REGENERON PHARMACEUTICALS PROPERTY TYPE: SECURITIES				P		VARIOUS
2,479.		2,250.					229.	
		97 SHS RHJ INTERNATIONAL PROPERTY TYPE: SECURITIES				P		VARIOUS
508.		493.					15.	
		1 SH ROCHE HOLDINGS AG-GENUSSSCHEIN PROPERTY TYPE: SECURITIES				P		11/05/2013
275.		251.					24.	
		14 SHS ROLLS ROYCE HLDGS PLC PROPERTY TYPE: SECURITIES				P		VARIOUS
1,141.		1,423.					-282.	
		32830 SHS ROLLS ROYCE HOLDINGS PLC PROPERTY TYPE: SECURITIES				P		07/08/2014
56.		55.					1.	
		542 SHS SENOMYX INC PROPERTY TYPE: SECURITIES				P		VARIOUS
4,873.		1,254.					3,619.	
		6974 SHS SHINSEI BANK LTD PROPERTY TYPE: SECURITIES				P		VARIOUS
14,637.		15,634.					-997.	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,313.		9 SHS SWATCH GROUP AG PROPERTY TYPE: SECURITIES 5,511.				P		06/05/2014
		83 SHS SYMRISE AG PROPERTY TYPE: SECURITIES 3,372.				P		VARIOUS
3,522.		20 SHS VALEANT PHARMACEUTICALS INTL INC PROPERTY TYPE: SECURITIES 2,002.				P		VARIOUS
2,485.							483.	
TOTAL GAIN (LOSS)							<u>82,691.</u>	

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

2013

▶ **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.

Name of the organization THE JCM FOUNDATION	Employer identification number 61-1409457
---	---

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 THE JCM FOUNDATION	Employer identification number 61-1409457
--	---

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	CHERYL MACGUIDWIN ----- 7725 CROSSOVER DRIVE ----- MCLEAN, VA 22102 -----	\$ 54,102.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization THE JCM FOUNDATION

Employer identification number
61-1409457

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 SECURITIES ----- ----- -----	\$ 54,102.	12/20/2013
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----
-----	----- ----- -----	\$ -----	-----

Name of organization **THE JCM FOUNDATION**

Employer identification number

61-1409457

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CIT GROUP PROCEEDS FROM SEC. LITIGATION	206.	206.
INCOME (LOSS) FROM PASS-THRU ENTITIES	-1,525.	
TOTALS	<u>-1,319.</u>	<u>206.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT ACCOUNTING AND FORM 990-PF PREPARATION	6,700.	5,025.		1,675.
TOTALS	<u>6,700.</u>	<u>5,025.</u>		<u>1,675.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY AND TRUST MANAGEMENT FEES	35,893.	35,893.
TOTALS	<u>35,893.</u>	<u>35,893.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
TAX DUE ON EXCISE TAX RETURN	6,321.
ESTIMATED EXCISE TAX PAYMENTS	9,960.
TOTALS	<u>16,281.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
VA REGISTRATION FEES	50.		50.
REGISTERED AGENT FEES	500.		500.
DEDUCTIONS FROM PASS-THRU ENTITIES	43.	41.	
TOTALS	<u>593.</u>	<u>41.</u>	<u>550.</u>

ATTACHMENT 6

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ENERGY TRANSFER PARTNERS LP		36,043.	51,192.
TOTALS		<u>36,043.</u>	<u>51,192.</u>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
SECURITY COST BASIS ADJUSTMENT	425.
LIMITED PARTNERSHIP DISTRIBUTION	715.
TOTAL	<u>1,140.</u>

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 8

NAME AND ADDRESS

CHERYL MACGUIDWIN
7725 CROSSOVER DRIVE
MCLEAN, VA 22102

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JAMES F. MACGUIDWIN C/O U.S. TRUST 730 15TH STREET, NW WASHINGTON, DC 20005-2013	DIRECTOR 1.00	0	0	0
CHERYL Y. MACGUIDWIN C/O U.S. TRUST 730 15TH STREET, NW WASHINGTON, DC 20005-2013	DIRECTOR 1.00	0	0	0
<u>GRAND TOTALS</u>		<u>0</u>	<u>0</u>	<u>0</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

JAMES F. MACGUIDWIN
CHERYL Y. MACGUIDWIN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
BROTHER RICE HIGH SCHOOL 7101 LAHSEY RD. BLOOMFIELD HILLS, MI 48301-4045	N/A PC		M. REID MACGUILDWIN SCHOLARSHIP	50,000.
THE SALVATION ARMY 2626 PENNSYLVANIA AVENUE WASHINGTON, DC 20037	N/A PC		GENERAL SUPPORT	10,000.
FIVE TALENTS INTERNATIONAL PO BOX 331 VIENNA, VA 22183	N/A PC		GENERAL SUPPORT	30,000.
JILL'S HOUSE 9011 LEESEBURG PIKE VIENNA, VA 22182	N/A PC		GENERAL SUPPORT	25,000.
FURMAN UNIVERSITY 3300 POINSETT HIGHWAY GREENVILLE, SC 29613	N/A PC		GENERAL SUPPORT	2,500.
ARCS FOUNDATION 10221 RIVER ROAD PO BOX 60868 POTOMAC, MD 20859	N/A PC		SCHOLARSHIP FUNDING	15,000.

THE JCM FOUNDATION

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY BIBLE SCHOOL 790 STOUT ROAD COLORADO SPRINGS, CO 80921	GENERAL SUPPORT	15,000.
UNIVERSITY OF MICHIGAN 3003 SOUTH STATE STREET, STE 9000 ANN ARBOR, MI 48109-1288	GENERAL SUPPORT	10,000.
UNIVERSITY OF MICHIGAN MOTT HOSPITAL 1540 E HOSPITAL DRIVE ANN ARBOR, MI 48109	GENERAL SUPPORT	5,000.
VILLANOVA UNIVERSITY 800 E. LANCASTER AVENUE VILLANOVA, PA 19085	GENERAL SUPPORT	5,000.
MCLEAN BIBLE CHURCH P.O. BOX 9300 MCLEAN, VA 22102	GENERAL SUPPORT	10,000.
HOLY NAME SEED FOUNDATION 630 HARMON STREET BIRMINGHAM, MI 48009	GENERAL SUPPORT	10,000.

THE JCM FOUNDATION

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DAYBREAK MINISTRIES PO BOX 9300 MCLEAN, VA 22102	GENERAL SUPPORT	10,000.
FLINT HILL SCHOOL 3320 JERMANTOWN ROAD OAKTON, VA 22124	GENERAL SUPPORT	5,000.
GEORGETOWN UNIVERSITY 37TH AND O STREETS, NW WASHINGTON, DC 20057	GENERAL SUPPORT	5,000.
KELLOGG SCHOOL OF MANAGEMENT 633 CLARK STREET EVANSTON, IL 60208	GENERAL SUPPORT	5,000.
SAMARITAN'S PURSE PO BOX 3000 BOONE, NC 28607	GENERAL SUPPORT	10,000.
SACRAMENTO ASIAN SPORTS FOUNDATION 9040 HIGH TECH COURT ELK GROVE, CA 95758	GENERAL SUPPORT	5,000.

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 11 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
ST. ALBANS SCHOOL MOUNT ST. ALBAN WASHINGTON, DC 20016	N/A FC	GENERAL SUPPORT	10,000.

TOTAL CONTRIBUTIONS PAID 237,500.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
CIT GROUP PROCEEDS FROM SEC. LITIGATION INCOME (LOSS) FROM PASS-THRU ENTITIES	523000	-1,525.	18	206.	
TOTALS		<u>-1,525.</u>		<u>206.</u>	

The JCM Foundation
EIN 61-1409457
Year Ended September 30, 2014

Form 990-PF, Part II - End of Year Investments

Description	Units or Shares	Book Value	Fair Market Value
ACCENTURE PLC	375.000	8,248 12	30,495.00
ACE LTD	679.000	29,988 76	71,206 73
ACTELION LTD	143.000	10,825 08	16,806.80
ALEXION PHARMACEUTICALS INC	117.000	12,154.44	19,400.94
ANHEUSER BUSCH INBEV SA/NV	117.000	11,408.48	12,969.45
AUTOMATIC DATA PROCESSING INC	700.000	23,123.96	58,156.00
AIR PRODS & CHEMS INC	500.000	41,540.55	65,090.00
ANADARKO PETE CORP	527.000	25,316.11	53,458 88
ASTON MONTAG & CALDWELL GROWTH FUND	85.106	1,402.55	2,482 54
BAXTER INTL INC	558 000	19,642 64	40,047 66
BERKSHIRE HATHAWAY CL B	609 000	37,341.16	84,127.26
BLACKROCK INC	200.000	40,236.00	65,664.00
BOEING	300.000	12,346 49	38,214 00
BRILLIANCE CHINA AUTOMOTIVE	3,612 000	5,768 74	6,307 53
CHEVRON	595.000	51,413.64	70,995.40
CHIPOTLE MEXICAN GRILL INC	24.000	13,162.31	15,998.16
CIE FINANCIERE RICHEMONT SA	142 000	13,285.17	11,643.85
CISCO SYS INC	2,400.000	40,871.50	60,408 00
CHUBB CORP	525.000	40,756.86	47,817.00
CME GROUP INC	164.000	12,672.21	13,112.62
COLUMBIA ACORN FUND	2,521.008	75,000.00	89,394.94
CONCUR TECHNOLOGIES INC	100.000	9,260 36	12,682.00
CONOCOPHILLIPS	1,000.000	26,795.32	76,520 00
DASSAULT SYSTEMES	182 000	11,247.02	11,693.30
DEERE & CO	500.000	43,009 50	40,995.00
ENERGY TRANSFER PARTNERS LP	800.000	41,084.64	51,192 00
ENSTAR GROUP LTD	76.000	10,497.37	10,360.32
EXPEDITORS INTL	1,500.000	61,677 00	60,870 00
EXPRESS SCRIPTS HOLDINGS CO	800 000	18,734 28	56,504.00
EXXON MOBIL CORP	143.000	13,262 87	13,449 15
FACEBOOK INC	204.000	12,858.80	16,124.16
FANUC CORP	47.000	7,217.57	8,487 81
FREEMPORT-MCMORAN COPPER & GOLD	1,620.000	53,179 05	52,893.00
GILEAD SCIENCES INC	167.000	11,096 82	17,777 15
GIVAUDAN AG	4.000	5,374 01	6,396.65
GEMALTO NV	94.000	9,225.24	8,630.42
GENERAL ELECTRIC CO	2,000 000	50,460 00	51,240.00
GOOGLE INC CL A	41.000	15,204.42	24,124 81
GOOGLE INC CL C	32.000	10,212.25	18,475.52
HARRIS CORP DEL	692.000	21,823.10	45,948 80
HEXCEL CORP NEW	304.000	12,304.99	12,068 80
HITACHI	1,586 000	12,059.76	12,108 79
HONEYWELL INTL INC	1,000.000	37,605.00	93,120.00
IBM	215 000	16,203.47	40,813.45
INTEL CORP	1,890.000	51,185.57	65,809.80
INTERNATIONAL FLAVORS&FRAGRANCE	59.000	4,751 46	5,656.92
ISHARES MSCI EAFE INDEX FUND	1,500 000	84,081.00	96,180.00

ISHARES MSCI EMERGING MKTS MIN	1,700.000	99,302.95	101,660.00
JP MORGAN CHASE & CO	807.000	29,478.73	48,613.68
JANUS INVT FUND	1,229.407	50,000.00	105,126.59
JARDINE STRATEGIC HLDGS LTD	550.000	19,284.84	19,167.50
JOHNSON & JOHNSON	700.000	44,599.66	74,613.00
KEYENCE CORP	38.000	13,286.31	16,511.87
KUKA AG	308.000	13,767.86	18,660.32
LAS VEGAS	199.000	10,579.83	12,379.79
LEUCADIA NATL CORP	289.000	7,717.51	6,889.76
LOCKHEED MARTIN CORP	875.000	50,637.69	159,932.50
LORILLARD INC	1,200.000	11,764.00	71,892.00
LOWES COS INC	1,400.000	25,742.50	74,088.00
MARKET VECTORS ETF TR AGRIBUSINESS ETF	725.000	38,956.21	38,345.25
MASTERCARD INC	1,418.000	40,424.01	104,818.56
MCDONALDS CORP	475.000	42,624.61	45,034.75
MICROSOFT CORP	1,800.000	55,129.32	83,448.00
MONDELEZ INTL INC	1,600.000	41,722.08	54,824.00
MONSANTO CO	132.000	13,660.42	14,851.32
NIDEC CORP	254.000	10,023.56	17,181.09
NOBLE GROUP LTD	9,386.000	7,615.37	9,567.71
NOVO-NORDISK A S	435.000	14,436.43	20,714.70
NOVOZYMES A/S	334.000	11,668.62	14,493.15
ONEX CORP	270.000	13,195.43	15,025.50
PEPSICO INC	600.000	26,081.28	55,854.00
PETSMART INC	700.000	51,217.25	49,063.00
PFIZER INC	1,602.000	35,712.54	47,371.14
PIMCO ALL ASSET FUND INSTL CL	5,385.253	65,000.00	66,130.91
PIMCO COMMODITY REAL RETURN STRATEGY F	9,872.326	65,000.00	51,533.54
PROCTOR & GAMBLE	450.000	29,864.25	37,683.00
QUALCOMM INC	678.000	50,626.37	50,544.52
REGENERON PHARMACEUTICALS	50.000	12,578.80	18,026.00
RENAISSANCERE HOLDINGS LTD	111.000	9,843.14	11,098.89
ROCHE HOLDING	2,447.000	47,657.41	102,811.78
ROCKWELL AUTOMATION INC	128.000	12,199.58	14,064.64
ROLLS-ROYCE HLDGS PLC	245.000	4,234.91	3,828.83
ROLLS-ROYCE HLDGS PLC SPONSORED ADR	134.000	12,313.23	10,476.12
SALVATORE FERRAGAMO ITALIA SPA	226.000	7,662.12	6,209.50
SCHLUMBERGER LTD	550.000	38,345.21	55,929.50
SHIP FIN INTL LTD	616.000	9,847.34	10,422.72
SOFTBANK CORP	172.000	12,179.50	12,056.23
STANLEY BLACK & DECKER	408.000	20,707.18	36,226.32
STARBUCKS CORP	500.000	38,900.50	37,730.00
STERICYCLE INC	300.000	6,990.30	34,968.00
TARGET CORP	1,000.000	32,216.60	62,680.00
THORNBURG INTL VALUE FUND	6,723.106	175,000.00	204,584.12
TJX COS INC NEW	1,099.000	13,394.06	65,027.83
TRANSOCEAN	699.000	18,573.51	22,347.03
TYCO INTL LTD	1,173.000	20,640.19	52,280.61
UNION PAC CORP	1,000.000	28,370.77	108,420.00
VALEANT PHARMACEUTICALS INTL INC	119.000	11,058.02	15,612.80
VANGUARD GLOBAL EX-US REAL ESTATE	1,300.000	72,824.12	70,785.00
VANGUARD INTL EQUITY INDEX	4,330.000	103,136.20	180,604.30
VANGUARD REIT EFT	1,200.000	78,541.57	86,220.00
VANGUARD SMALL-CAP ETF	3,000.000	249,386.25	331,890.00
VISA INC	211.000	16,188.47	45,021.07

WELLS FARGO & CO	1,200 000	40,107.48	62,244.00
WEYERHAEUSER CO	1,619.000	26,927.18	51,581 34
WHOLE FOODS MKT INC	2,000.000	45,130.07	76,220 00
Line 10b		<u>3,330,988 98</u>	<u>5,059,304 39</u>
COLUMBIA US GOVT MTG FUND	21,884.631	125,000 00	119,052.39
iSHARES IBOXX	825 000	75,112.13	75,858 75
PRINCIPAL PFD SECS FUND INSTL CL	5,617.978	60,000.00	58,314.61
VANGUARD INTERMEDIATE TERM	700 000	55,986.00	58,982.00
VANGUARD SHORT TERM BOND	1,325.000	106,273.88	106,092.75
FIDELITY ADVISOR FLOATING RATE	10,010.010	100,000.00	98,398 40
Line 10c		<u>522,372 01</u>	<u>516,698.90</u>
		<u>3,853,360 99</u>	<u>5,576,003 29</u>