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Form 990-PF

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.

OMB No 1545-0052

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

For calendar year 2013 or tax year beginning

10/01, 2013, and ending

09/30, 2014

Name of foundation

BIRDIE HARTSOUGH FREY MEMORIAL FUND R76942003

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

10 S DEARBORN IL1-0117

City or town, state or province, country, and ZIP or foreign postal code

866-888-5157

CHICAGO, IL 60603

G Check all that apply:

 Initial return Initial return of a former public charity Final return Amended return Address change Name changeH Check type of organization Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at Accounting method: Cash Accrualend of year (from Part II, col. (c), line Other (specify) (Part I, column (d) must be on cash basis.)

16) ► \$ 273,714.

A Employer identification number

75-6038684

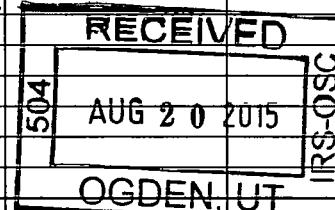
B Telephone number (see instructions)

866-888-5157

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	5,862.	5,862.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	10,020.			
b Gross sales price for all assets on line 6a	21,466.			
7 Capital gain net income (from Part IV, line 2)		10,020.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	15,882.	15,882.		
13 Compensation of officers, directors, trustees, etc.	3,296.	2,472.		824.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	31.	31.		STMT 2
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)	300.			STMT 3
24 Total operating and administrative expenses.				
Add lines 13 through 23	3,627.	2,503.	NONE	824.
25 Contributions, gifts, grants paid	13,247.			13,247.
26 Total expenses and disbursements. Add lines 24 and 25	16,874.	2,503.	NONE	14,071.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-992.			
b Net investment income (if negative, enter -0-)		13,379.		
c Adjusted net income (if negative, enter -0-)				



Assets	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	
1	Cash - non-interest-bearing		-10,992.	1.
2	Savings and temporary cash investments		11,625.	11,086.
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			
10a	Investments - U.S. and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)		246,874.	235,427.
c	Investments - corporate bonds (attach schedule)			262,627.
11	Investments - land, buildings, and equipment basis			
	Less accumulated depreciation ► (attach schedule)			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
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)		247,507.	246,514.
				273,714.
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				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
27	Capital stock, trust principal, or current funds		247,507.	246,514.
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)		247,507.	246,514.
31	Total liabilities and net assets/fund balances (see instructions)		247,507.	246,514.

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	247,507.
2	Enter amount from Part I, line 27a	2	-992.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	246,515.
5	Decreases not included in line 2 (itemize) ► PRIOR PERIOD ADJUSTMENT	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	246,514.

Form 990-PF (2013)

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 21,466.		11,446.	10,020.		
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			10,020.		
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	10,020.	
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	12,960.	273,110.	0.047453
2011	13,694.	267,518.	0.051189
2010	13,186.	285,945.	0.046114
2009	11,979.	277,443.	0.043176
2008	17,098.	258,896.	0.066042
2 Total of line 1, column (d)			2 0.253974
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 0.050795
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 282,994.
5 Multiply line 4 by line 3			5 14,375.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 134.
7 Add lines 5 and 6			7 14,509.
8 Enter qualifying distributions from Part XII, line 4			8 14,071.
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 ► <input type="checkbox"/> 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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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)	1	268.
3	Add lines 1 and 2	2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	3	268.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	NONE
6	Credits/Payments	5	268.
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	269.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	300.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	569.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ► 10	10	301.
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 301. Refunded ► 11	11	

Part VII-A Statements Regarding Activities

1a	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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.

1c Did the foundation file Form 1120-POL for this year?

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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

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.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	The books are in care of ► <u>JPMORGAN CHASE BANK, NA</u>	Telephone no. ► <u>(866) 888-5157</u>
	Located at ► <u>10 S DEARBORN IL 60603, CHICAGO, IL</u>	ZIP+4 ► <u>60603</u>
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. ► <u>15</u>	► <input type="checkbox"/>
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?						
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?					<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input type="checkbox"/> 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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?					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?		<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?					7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP Morgan Chase Bank N.A. 10 S DEARBORN IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	3,296.	-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**

Form 990-PF (2013)

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 ►

Form 990-PF (2013)

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	278,322.
b	Average of monthly cash balances	1b	8,982.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	287,304.
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	287,304.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,310.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	282,994.
6	Minimum investment return. Enter 5% of line 5	6	14,150.

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	14,150.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	268.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	268.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,882.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	13,882.
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	13,882.

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	14,071.
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	14,071.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	14,071.

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				13,882.
2 Undistributed income, if any, as of the end of 2013.			12,947.	
a Enter amount for 2012 only				
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 ► \$ 14,071				
a Applied to 2012, but not more than line 2a			12,947.	
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				1,124.
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				12,758.
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 XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
NEW BETHEL CME CHURCH 861 N MILLER ST STEPHENVILLE TX 76401	NONE	PC	GENERAL	150.
ERATH COUNTY SENIOR CITIZEN, INC. 1306 E WASHINGTON, STE.M STEPHENVILLE TX 764	NONE	PC	GENERAL	2,500.
OAKDALE UNITED METHODIST CHURCH 2675 W. OVERHILL DR. STEPHENVILLE TX 76401	NONE	PC	GENERAL	3,000.
STEPHENVILLE HISTORICAL HOUSE MUSEUM 525 E. WASHINGTON ST. STEPHENVILLE TX 76401	NONE	PC	GENERAL	3,797.
ERATH COUNTY HUMANE SOCIETY 891 E RD, STEPHENVILLE TX 76401	NONE	PC	GENERAL	1,500.
SAINT JOHNS BAPTIST CHURCH 1701 WEST JEFFERSON GRAND PRAIRIE TX 75051	NONE	PC	GENERAL	300.
CASA FOR THE CROSS TIMBERS 6556, STEPHENVILLE TX 76401	NONE	PC	GENERAL	2,000.
Total			► 3a	13,247.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part VI B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. _____ Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

	Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash	1a(1)	X
(2) Other assets	1a(2)	X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3) Rental of facilities, equipment, or other assets	1b(3)	X
(4) Reimbursement arrangements	1b(4)	X
(5) Loans or loan guarantees	1b(5)	X
(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

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

**Sign
Here**

Rev. R. R. Vice President
Signature of officer or trustee

08/05/2015

Date _____

1

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

Paid Preparer Use Only	Print/Type preparer's name CAROLYN J. SECHEL	Preparer's signature <i>Carolyn J. Sechel</i>	Date 08/05/2015	Check <input type="checkbox"/> if self-employed	PTIN P01256399
	Firm's name ► DELOITTE TAX LLP	Firm's EIN ► 86-1065772			
	Firm's address ► 127 PUBLIC SQUARE CLEVELAND, OH	44114	Phone no	312-486-9652	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST FROM SECURITIES	5,862.	5,862.
TOTAL	5,862.	5,862.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON QUALIFIED FOR FOREIGN TAXES ON NONQUALIFIED	6. 25.	6. 25.
TOTALS	31.	31.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION

CARE FOR DESIGNATED LOTS

300.

TOTALS

300.

REVENUE
AND
EXPENSES
PER BOOKS

=====

STATEMENT 3

BIRDIE HARTSOUGH FREY MEMORIAL FUND R76942003
FORM 990PF, PART XV - LINES 2a - 2d
=====

75-6038684

RECIPIENT NAME:

JPMORGAN CHASE BANK, NA ATTN ANNE MC
ADDRESS:

2200 ROSS AVENUE FLOOR 05
DALLAS, TX 75201

RECIPIENT'S PHONE NUMBER: 214-965-2908

FORM, INFORMATION AND MATERIALS:

NAME AND PURPOSE OF ORGANIZATION, PURPOSE OF REQUEST, LIST OF BOARD
MEMBERS

SUBMISSION DEADLINES:

SEPTEMBER 30

RESTRICTIONS OR LIMITATIONS ON AWARDS:

LIMITED TO ORGANIZATIONS OPERATING IN STRPHENVILLE, TEXAS

STATEMENT 4

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R76942003

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Account Summary

PRINCIPAL

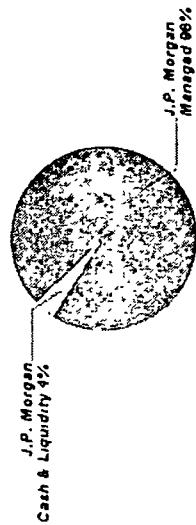
Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Cash & Fixed Income	11,625.01	11,085.93	(539.08)	3.32	4%
Diversified Strategies	274,428.98	262,627.46	(11,801.52)	3,795.72	96%
Market Value	\$286,053.99	\$273,713.39	(\$12,340.60)	\$3,799.04	100%

INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	(10,992.00)	1.31	10,993.31
Accruals	795.57	619.46	(176.11)
Market Value	(\$10,196.43)	\$620.77	\$10,817.20

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. See important information about investment principles and conflicts in the disclosures section.

Manager Allocation



J.P. Morgan
Managed 96%

J.P. Morgan
Cash & Liquidity 4%

J.P. Morgan





BIRDIE HARTSOUGH FREY MEMORIAL FUND ACCT. R76942003

As of 9/30/14

Account Summary CONTINUED

Cost Summary	Cost
Cash & Fixed Income	11,085.93
Diversified Strategies	235,427.31
Total	\$246,513.24



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Page 3 of 8

J.P.Morgan



Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	11,625.01	11,085.93	(539.08)	4%

Market Value/Cost	Current Period Value
Market Value	11,085.93
Tax Cost	11,085.93
Estimated Annual Income	3.32
Yield	0.03%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio	Market Value	% of Bond Portfolio
0-6 months ¹	11,085.93	100%	11,085.93	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	11,085.93	100%



BIRDIE HARTSOUGH FREY MEMORIAL FUND ACCT. R76942003
As of 9/30/14

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1.00	11,085.93	11,085.93	11,085.93		3.32	0.03% ¹



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BIRDIE HARRIS COUCH FREY MEMORIAL FUND ACC# R769420003

As of 9/30/14

Diversified Strategies Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Diversified Strategies	274,428.98	262,627.46	(11,801.52)	96%

Market Value/Cost	Current Period Value	Period Value
Market Value	262,627.46	
Tax Cost	235,427.31	
Unrealized Gain/Loss	27,200.15	
Estimated Annual Income	3,795.72	
Accrued Dividends	619.46	
Yield	1.44%	

Diversified Strategies Detail

Diversified Strategies	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
JPM ACCESS BALANCED FD - INSTL FUND 3231 48121A-76-1 JXB1 X	17.09	15,367.318	262,627.46	235,427.31	27,200.15	3,795.72 619.46	1.45%



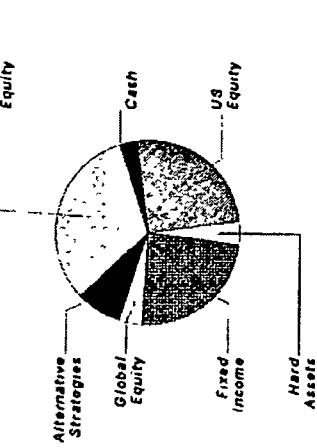
BIRDIE HARTSOUGH FREY MEMORIAL FUND
ACCT. R76942003
As of 9/30/14

J.P. Morgan Access Balanced Fund
Current asset allocation as a percentage of total net assets as of September 30, 2014

Asset Class	Implementation Vehicle	Allocation (%)*	Asset Class	Implementation Vehicle	Allocation (%)*
EQUITY			Delta One Notes (STOXX Europe 600)		0.9
Global		61.3	Basic Resources		1.6
US	JPM Global Research Enhanced Index Fund	4.3	Asia ex-Japan	Matthews Pacific Tiger Fund	1.6
Large Cap		25.2	Emerging Markets		2.3
Core	JPM US Large Cap Core Plus Fund	6.3	Oppenheimer Developing Markets Fund		2.3
Portfolio	JPMPI Tactical Equity Opportunities Portfolio	5.6	ALTERNATIVE ASSETS		11.7
SPDR S&P 500 ETF Trust (SPY)		4.2	Alternative Strategies		8.1
Delta One Notes (US Banks)		2.9	John Hancock Currency Strategies Fund		3.3
Mid Cap		6.2	Marshall Wace Developed Europe TOPS Fund		2.9
	iShares S&P MidCap 400 Index Fund (IJH)		Prudential Absolute Return Bond Fund		1.9
International	TimesSquare Mid Cap Growth Portfolio	3.8	Hard Assets		3.6
EAFE		2.4	iPath Dow Jones-UBS Commodity ETN (DJP)		1.7
	iShares MSCI Japan Index Fund (EWJ)	31.8	Delta One Note (DJ UBS)		1.0
	JPM Intrepid Europe Fund	4.6	Delta One Note (S&P GSCI Brent)		0.9
Manning and Napier International Equity Portfolio		27.9	FIXED INCOME & CASH		26.9
Delta One Notes (TOPIX)		4.6	Fixed Income		23.7
Capital Guardian International Equity Portfolio		4.6	Core		18.5
T Rowe Price Overseas Stock Portfolio		3.9	JPM Core Plus Bond Fund		9.8
Delta One Notes (German DAX)		3.6	JPM Core Bond Fund		8.7
		2.1	Credit		5.2
			JPM High Yield Fund		5.2



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"Other" contains asset classes with less than 3% of the fund's estimated total assets.

J.P. Morgan



BIRDIE HARTSOUCH FREY MEMORIAL FUND ACCT. R76942003
As of 9/30/14

J.P.Morgan Access Balanced Fund

CONTINUED
Current asset allocation as a percentage of total net assets as of September 30, 2014

Asset Class	Implementation Vehicle	Allocation (%)*	Asset Class	Implementation Vehicle	Allocation (%)*
Cash		3.2	Total Market Value		99.9
	JPM Prime Money Market Fund	3.2	Other Assets (Liabilities) Net		0.1
			Total Net Assets		100.0

*Allocation percentage represents the Implementation Vehicle market value as a percentage of the Fund's estimated total assets. Trades done on the last business day of the month are not included.

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NOT FDIC INSURED - NO BANK GUARANTEE - MAY LOSE VALUE