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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 01-01-2014 , and ending 12-31-2014

Name of foundation
THE AUSTIN E KNOWLTON FOUNDATION INC

A Employer identification number
31-1044475

Number and street (or P O box number if mail is not delivered to street address) 414 WALNUT STREET NO 1205 | Room/suite

B Telephone number (see instructions)
(513) 381-2400

City or town, state or province, country, and ZIP or foreign postal code
CINCINNATI, OH 45202

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)*▶$ 177,060,311

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	37,245	37,245		
	4	Dividends and interest from securities	8,449,334	8,449,334		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	109,752			
	b	Gross sales price for all assets on line 6a 7,122,587				
	7	Capital gain net income (from Part IV, line 2)		109,752		
	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	8,596,331	8,596,331		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages	90,482	13,572		63,337
	15	Pension plans, employee benefits	10,994	1,649		7,696
	16a	Legal fees (attach schedule)	3,753	0		0
	b	Accounting fees (attach schedule)	12,020	6,010		6,010
	c	Other professional fees (attach schedule)	138,833	138,833		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	100,000	0		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	32,811	0		22,968
	21	Travel, conferences, and meetings	132,301	44,982		80,705
	22	Printing and publications				
	23	Other expenses (attach schedule)	35,923	0		25,387
	24	**Total operating and administrative expenses.** Add lines 13 through 23	557,117	205,046		206,103
	25	Contributions, gifts, grants paid	8,055,500			8,055,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	8,612,617	205,046		8,261,603
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-16,286			
	b	**Net investment income** (if negative, enter -0-)		8,391,285		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash—non-interest-bearing	38,121	18,342	18,342
2	Savings and temporary cash investments	29,759,579	28,600,132	28,600,132
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) ▶ 46,942,319			
	Less allowance for doubtful accounts ▶ 0	50,104,289	46,942,319	46,942,319
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	839,996		
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)	23,796,270		
11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	66,577,982	101,499,518	101,499,518
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	1,492	0	0
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	171,117,729	177,060,311	177,060,311
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.**			
27	Capital stock, trust principal, or current funds	0	0	
28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
29	Retained earnings, accumulated income, endowment, or other funds	171,117,729	177,060,311	
30	**Total net assets or fund balances** (see instructions)	171,117,729	177,060,311	
31	**Total liabilities and net assets/fund balances** (see instructions)	171,117,729	177,060,311	

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	171,117,729
2	Enter amount from Part I, line 27a	2	-16,286
3	Other increases not included in line 2 (itemize) ▶	3	5,958,868
4	Add lines 1, 2, and 3	4	177,060,311
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	177,060,311

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)
1 a	JPMORGAN CHASE BANK - PUBLICLY TRADED SECURITIES	P		
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	7,122,587		7,012,835	109,752
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				109,752
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	109,752
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 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))
2013	9,214,233	158,765,192	0 058037
2012	7,206,075	128,056,581	0 056273
2011	1,462,103	28,473,783	0 051349
2010	1,099,015	20,621,989	0 053293
2009	451,721	9,061,317	0 049852

2	**Total** of line 1, column (d).	2	0 268804
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 053761
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	163,264,670
5	Multiply line 4 by line 3.	5	8,777,272
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	83,913
7	Add lines 5 and 6.	7	8,861,185
8	Enter qualifying distributions from Part XII, line 4.	8	8,261,603

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	167,826
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3	Add lines 1 and 2		3	167,826
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	167,826
6	Credits/Payments			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 116,825		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 100,000		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	216,825
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	701
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	48,298
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 48,298 **Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11			No
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			No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13		Yes	

Website address ▶AEKFOUNDATION ORG

14 The books are in care of ▶THE FOUNDATION Telephone no ▶(513) 381-2400

Located at ▶414 WALNUT STREET NO 1205 CINCINNATI OH ZIP+4 ▶45202

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

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

			Yes	No
16	At any time during calendar year 2014, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		No
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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2014?	4b		No

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 4945(d)(4)(A)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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?	**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
JOHN C LINDBERG 414 WALNUT STREET SUITE 1205 CINCINNATI,OH 45202	PRESIDENT 0 50	0	0	0
ERIC V LINDBERG 414 WALNUT STREET SUITE 1205 CINCINNATI,OH 45202	VICE-PRESIDENT 0 50	0	0	0
ROBERT A PITCAIRN JR 414 WALNUT STREET SUITE 1205 CINCINNATI,OH 45202	SECRETARY 0 50	0	0	0
EDWARD D DILLER 414 WALNUT STREET SUITE 1205 CINCINNATI,OH 45202	TREASURER 0 50	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
SHERRI L CALK 414 WALNUT STREET SUITE 1205 CINCINNATI,OH 45202	CHIEF ADMINISTRATIVE 40 00	90,482	4,072	0

Total number of other employees paid over $50,000 ▶ 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	
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	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 . . . . ▶	0

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	94,199,835
b	Average of monthly cash balances	1b	24,608,780
c	Fair market value of all other assets (see instructions)	1c	46,942,319
d	**Total** (add lines 1a, b, and c)	1d	165,750,934
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	165,750,934
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,486,264
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	163,264,670
6	**Minimum investment return.** Enter 5% of line 5	6	8,163,234

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	8,163,234
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 167,826		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	167,826
3	Distributable amount before adjustments Subtract line 2c from line 1	3	7,995,408
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	7,995,408
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	7,995,408

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	8,261,603
b	Program-related investments—total from Part IX-B	1b	0
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	8,261,603
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	8,261,603

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					7,995,408
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2014					
a From 2009.					
b From 2010.	102,855				
c From 2011.	52,908				
d From 2012.	937,618				
e From 2013.	1,445,923				
f **Total** of lines 3a through e.		2,539,304			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $ 8,261,603					
a Applied to 2013, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2014 distributable amount.					7,995,408
e Remaining amount distributed out of corpus		266,195			
5 Excess distributions carryover applied to 2014 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		2,805,499			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
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.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a		2,805,499			
10 Analysis of line 9					
a Excess from 2010. . . .	102,855				
b Excess from 2011. . . .	52,908				
c Excess from 2012. . . .	937,618				
d Excess from 2013. . . .	1,445,923				
e Excess from 2014. . . .	266,195				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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))

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

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

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

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

SHERRI L CALK
414 WALNUT STREET SUITE 1205
CINCINNATI,OH 45202
(513) 381-2400

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

ANY FORM - ORGANIZATION MAY BE ASKED TO SUBMIT PROOF OF TAX-EXEMPT STATUS

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				8,055,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	37,245	
4 Dividends and interest from securities			14	8,449,334	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	109,752	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		8,596,331	0

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 8,596,331

(See worksheet in line 13 instructions to verify calculations)

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

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

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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

2015-11-11

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
KAREN O CRIM				P00368385

Firm's name ▶ RSM US LLP — Firm's EIN ▶ 42-0714325

Firm's address ▶ 2000 W DOROTHY LN DAYTON, OH 45439 — Phone no (937) 298-0201

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
AUGUSTANA COLLEGE 639 38TH STREET ROCK ISLAND,IL 61201		PC	ATHLETIC DEPARTMENT SUPPORT	2,000,000
AUGUSTANA COLLEGE 639 38TH STREET ROCK ISLAND,IL 61201		PC	EFFICIENCY IMPROVEMENTS FOR SCHOLARSHIP FUNDS	200,000
AUGUSTANA COLLEGE 639 38TH STREET ROCK ISLAND,IL 61201		PC	SCHOLARSHIPS	75,000
BIG BROTHERS AND BIG SISTERS OF GREATER CINCINNATI 2400 READING ROAD CINCINNATI,OH 45202		PC	BIG BROTHERS BIG SISTERS PROGRAM	5,000
BLUFFTON UNIVERSITY 1 UNIVERSITY DRIVE BLUFFTON,OH 45817		PC	ALUMNI FIELD PROJECT	10,000
BLUFFTON UNIVERSITY 1 UNIVERSITY DRIVE BLUFFTON,OH 45817		PC	SCHOLARSHIPS	200,000
BOYS AND GIRLS CLUBS OF GREATER CINCINNATI 600 DALTON AVENUE CINCINNATI,OH 45203		PC	BOYS AND GIRLS CLUBS	20,000
CAMPING AND EDUCATION FOUNDATION INC 3515 MICHIGAN AVENUE CINCINNATI,OH 45208		PC	URBAN WILDERNESS PROGRAM	10,000
CAPITAL UNIVERSITY 1 COLLEGE AND MAIN COLUMBUS,OH 43209		PC	SCHOLARSHIPS	200,000
CENTRE COLLEGE 600 W WALNUT STREET DANVILLE,KY 40422		PC	SCHOLARSHIPS	200,000
CHATFIELD COLLEGE 20918 STATE ROUTE 251 ST MARTIN,OH 45118		PC	SCHOLARSHIPS	100,000
COUNCIL FOR OLDER ADULTS 800 CHESHIRE ROAD DELAWARE,OH 43015		PC	MEALS ON WHEELS	5,000
DENISON UNIVERSITY 100 WEST COLLEGE STREET GRANVILLE,OH 43023		PC	SCHOLARSHIPS	200,000
GEORGETOWN COLLEGE 400 E COLLEGE STREET GEORGETOWN,KY 40324		PC	SCHOLARSHIPS	100,000
KALAMAZOO COLLEGE 1200 ACADEMY STREET KALAMAZOO,MI 49006		PC	SCHOLARSHIPS	100,000
Total . . . . ▶ **3a**				8,055,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
KENYON COLLEGE 106 COLLEGE PARK DRIVE GAMBIER, OH 43022		PC	SCHOLARSHIPS	200,000
LAKE ERIE COLLEGE 391 WEST WASHINGTON STREET PAINESVILLE, OH 44077		PC	SCHOLARSHIPS	100,000
LIGHTHOUSE YOUTH SERVICES INC 401 E MCMILLAN STREET CINCINNATI, OH 45206		PC	PROGRAM SUPPORT	5,000
MADISONVILLE EDUCATION AND ASSISTANCE CENTER INC 4600 ERIE AVENUE CINCINNATI, OH 45227		PC	PROGRAM SUPPORT	5,000
MARIETTA COLLEGE 215 FIFTH STREET MARIETTA, OH 45750		PC	SCHOLARSHIPS	200,000
MOST VALUABLE KIDS OF GREATER CINCINNATI 7530 FERNWOOD DRIVE CINCINNATI, OH 45237		PC	PROGRAM SUPPORT	10,000
NATIONAL INTERCOLLEGIATE FLYING ASSOCIATION 2160 WEST CASE ROAD BOX 7 COLUMBUS, OH 43235		PC	SAFECON	10,500
NORTHEASTERN STATE UNIVERSITY 812 N CEDAR AVENUE TAHLEQUAH, OK 74464		PC	SCHOLARSHIP	25,000
OBERLIN COLLEGE 173 W LORAIN STREET OBERLIN, OH 44074		PC	ATHLETIC DEPARTMENT SUPPORT	2,000,000
OHIO WESLEYAN UNIVERSITY 61 S SANDUSKY STREET DELAWARE, OH 43015		PC	SCHOLARSHIPS	200,000
OTTERBEIN UNIVERSITY 1 SOUTH GROVE STREET WESTERVILLE, OH 43081		PC	SCHOLARSHIPS	110,000
PANDORA-GILBOA ATHLETIC BOOSTERS 15052 ROAD 5 PANDORA, OH 45877		PC	ATHLETIC SUPPORT	5,000
PROKIDS 2605 BURNET AVENUE CINCINNATI, OH 45219		PC	PROGRAM SUPPORT	250,000
TALBERT HOUSE 2600 VICTORY PARKWAY CINCINNATI, OH 45206		PC	PROGRAM SUPPORT	5,000
TEN THOUSAND VILLAGES OF CINCINNATI 2011 MADISON ROAD CINCINNATI, OH 45208		PC	PROGRAM SUPPORT	35,000
Total . . . . ▶ **3a**				8,055,500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
THE CINCINNATI BALLET COMPANY INC 1555 CENTRAL PARKWAY CINCINNATI, OH 45214		PC	PROGRAM SUPPORT	40,000
THE COLLEGE OF WOOSTER 1189 BEALL AVENUE WOOSTER, OH 44691		PC	SCHOLARSHIPS	200,000
THE OHIO STATE UNIVERSITY CENTER FOR AVIATION STUDIES 2036 NEIL AVENUE COLUMBUS, OH 43210		PC	OHIO STATE AVIATION	30,000
THE OHIO STATE UNIVERSITY CENTER FOR AVIATION STUDIES 2036 NEIL AVENUE COLUMBUS, OH 43210		PC	PROGRAM SUPPORT	300,000
THE OHIO STATE UNIVERSITY KNOWLTON SCHOOL OF ARCHITECTURE 275 WEST WOODRUFF AVENUE COLUMBUS, OH 43210		PC	EQUIPMENT PROGRAM SUPPORT	500,000
THE UNIVERSITY OF FINDLAY 1000 N MAIN STREET FINDLAY, OH 45840		PC	SCHOLARSHIPS	200,000
WILMINGTON COLLEGE 1870 QUAKER WAY PYLE CENTER 1307 WILMINGTON, OH 45177		PC	SCHOLARSHIPS	200,000
Total . . . . ▶ **3a**				8,055,500

TY 2014 Accounting Fees Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	12,020	6,010		6,010

TY 2014 Investments - Other Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	AT COST	82,740,529	82,740,529
ALTERNATIVE INVESTMENTS	AT COST	18,758,989	18,758,989

TY 2014 Legal Fees Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,753	0		0

TY 2014 Other Assets Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
	1,492	0	0

TY 2014 Other Expenses Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INSURANCE	30,235	0		21,165
DUES	600	0		600
OHIO FILING FEE	200	0		200
OPERATIONS AND OFFICE EXPENSES	4,888	0		3,422

TY 2014 Other Increases Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Description	Amount
UNREALIZED GAIN ON INVESTMENTS	5,910,361
PRIOR PERIOD ADJUSTMENT	48,507

TY 2014 Other Professional Fees Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	138,833	138,833		0

TY 2014 Taxes Schedule

Name: THE AUSTIN E KNOWLTON FOUNDATION INC

EIN: 31-1044475

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL NII EXCISE TAX	100,000	0		0

Fidelity INVESTMENTS

FIDELITY
PREMIUM SERVICES℠

2014 Investment Report

January 1, 2014 - December 31, 2014

Fidelity Account ℠

AUSTIN E KNOWLTON FOUNDATION

Holdings (Symbol) as of 12/31	% of Holdings	Performance December 31, 2014	Income Earned	Quantity	Price per Unit	Total Cost Basis	Total Value
Stocks							
VANGUARD LONG TERM CORPORATE BOND ETF (VCLT)	8%		$195,585.51	49328.000	$92.420	$4,367,756.50	$4,558,893.76
Stock Funds							
SPRTN TOTAL MKT INDX FID ADVANTAGE CLASS (FSTVX)	70%		684,731 66	705996.269	59.870	26,877,193.49	42,267,996.63
Bond Funds							
VANGUARD INTERMED TRM INVST GR ADMIRAL (VFIDX)*	7%		176,639 83	435171.509	9 830	4,382,746.86	4,277,735.93
VANGUARD SHORT TERM INVMT GRADE ADMIRAL (VFSUX)*	7%		100,434.15	420822.980	10.660	4,535,501 73	4,485,972.96
Short-term Funds							
FIMM MMKT PORT INST CL (FNSXX)	0%	*7-day yield: 0.11%*	136.32	160000.000	1 000	not applicable	160,000.00
Core Account							
FIDELITY CASH RESERVES (FDRXX)	7%	*7-day yield: 0.01%*	358.56	4273968.400	1.000	not applicable	4,273,968.40
Total Market Value as of December 31, 2014							**$60,024,567.68**
2014 Income Earned			**$ 1,157,886.03**				

All positions held in cash account unless indicated otherwise.

Total Cost Basis does not include the cost basis on core, money market or other positions where cost basis is unknown or not applicable.
** This statement does not reflect the distribution for this fund that was declared in December and is payable in January As a result, the total value of this fund may appear lower than you expected. Please be assured that the distribution has been correctly credited to your account and the distribution will be reported on your next statement.*

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Cash and money balances may include available cash balances, UBS Bank USA deposit account balances, UBS AG Stamford Branch deposit account balances and money market mutual fund sweep balances.

UBS Bank USA deposit account balances are insured by the FDIC within applicable limits, but are not protected by SIPC UBS AG Stamford Branch deposit account balances are not insured by FDIC and are not protected by SIPC. Money market sweep balances are protected by SIPC but are not insured by the FDIC See the *Important information about your statement* at the end of this document for details about those balances.

Holding	Opening balance on Dec 1 ($)	Closing balance on Dec 31 ($)	Price per share on Dec 31 ($)	Average rate	Dividend/Interest period	Days in period	Cap amount ($)
Cash	0.00	-25,000 00					
UBS BANK USA BUS ACCT	250,000 00	250,000.00					250,000 00
UBS AG DEPOSIT ACCOUNT	8,007,129 75	18,050,141.75					
Total	**$8,257,129.75**	**$18,275,141.75**					

Fixed income

Closed end funds & Exchange traded products

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes

Unrealized (tax) gain or loss is the difference between the current value and the cost basis and would generally be your taxable gain or loss if the security was sold on this date The unrealized (tax) gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested It does not include shares that are not reflected on your statement, including shares that have been realized as either a gain or a loss It also does not include cash dividends that were not reinvested

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
ISHARES 7-10 YEAR TREAS BOND									
ETF									
Symbol: IEF									
Trade date. May 4, 11	17,710.000	94.851	1,679,821 87	1,679,821.87	105 990	1,877,082.90	197,261 03		LT

continued next page

Your assets › **Fixed income** › **Closed end funds & Exchange traded products** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date Jan 4, 12	5,590.000	104 778	585,710.46	585,710.46	105 990	592,484 10	6,773.64		LT
Trade date Feb 3, 12	5,565.000	105 289	585,936.99	585,936.99	105.990	589,834.35	3,897.36		LT
Trade date: Mar 1, 12	1,200 000	104.495	125,395 15	125,395.15	105.990	127,188 00	1,792.85		LT
Trade date: Apr 2, 12	2,515.000	103.511	260,331.74	260,331.74	105.990	266,564 85	6,233.11		LT
Trade date. May 3, 12	2,764.000	105 648	292,013 45	292,013.45	105.990	292,956 36	942 91		LT
Trade date: Jun 4, 12	3,120.000	108 880	339,707.82	339,707.82	105 990	330,688 80	-9,019 02		LT
Trade date: Jul 2, 12	3,009 000	108 640	326,899.41	326,899 41	105.990	318,923.91	-7,975.50		LT
Trade date Aug 2, 12	2,890 000	109 320	315,934.95	315,934.95	105.990	306,311.10	-9,623.85		LT
Trade date Sep 4, 12	2,666 000	108.930	290,409.80	290,409 80	105 990	282,569.34	-7,840.46		LT
Trade date Oct 2, 12	2,673 000	108.621	290,345 27	290,345 27	105 990	283,311.27	-7,034.00		LT
Trade date Nov 1, 12	2,881 000	107.717	310,334.81	310,334 81	105 990	305,357.19	-4,977.62		LT
Trade date Nov 26, 12	922.000	108.363	99,911 43	99,911 43	105 990	97,722.78	-2,188.65		LT
Trade date Jan 7, 13	4,081.000	106.747	435,636.14	435,636.14	105.990	432,545.19	-3,090.95		LT
Trade date. Feb 5, 13	6,619.000	105.916	701,063.31	701,063.31	105 990	701,547 81	484.50		LT
Trade date. Mar 6, 13	2,155.000	106.860	230,284.24	230,284.24	105.990	228,408.45	-1,875 79		LT
EAI $144,267 Current yie d 2.05%									
Security total	66,360.000	103 522	6,869,736.84	6,869,736.84		7,033,496.40	163,759.56	163,759.56	
ISHARES 3-7 YEAR TREAS BOND									
ETF									
Symbol IEI									
Trade date' Jun 15, 10	5,085 000	113.938	579,378 05	579,378.05	122.310	621,946.35	42,568.30		LT
Trade date: Jul 15, 10	3,710 000	115.591	428,844.62	428,844.62	122.310	453,770.10	24,925 48		LT
Trade date Sep 13, 10	2,700.000	116.598	314,816.71	314,816.71	122.310	330,237.00	15,420 29		LT
Trade date Oct 14, 10	2,642 000	118.854	314,014 18	314,014.18	122.310	323,143 02	9,128 84		LT
Trade date Jan 4, 12	4,810 000	121.800	585,859 50	585,859.50	122.310	588,311 10	2,451 60		LT
Trade date Feb 3, 12	4,785 000	122.437	585,863 75	585,863.75	122.310	585,253.35	-610.40		LT
Trade date: Mar 1, 12	2,650.000	121 731	322,589.57	322,589.57	122.310	324,121 50	1,531.93		LT
Trade date: Apr 2, 12	1,568.000	121.275	190,159.85	190,159.85	122.310	191,782.08	1,622.23		LT
Trade date May 3, 12	2,385.000	122.458	292,063.63	292,063.63	122.310	291,709.35	-354.28		LT
Trade date' Jun 4, 12	2,765 000	123 310	340,953 24	340,953 24	122.310	338,187.15	-2,766 09		LT
Trade date: Jul 2, 12	3,455.000	123.356	426,196.10	426,196.10	122.310	422,581.05	-3,615.05		LT
Trade date' Aug 2, 12	2,540.000	123 840	314,554.95	314,554 95	122.310	310,667 40	-3,887 55		LT

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Your assets › Fixed income › Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date. Sep 4, 12	2,344.000	123.842	290,286 08	290,286 08	122.310	286,694 64	-3,591.44		LT
Trade date: Oct 2, 12	2,345.000	123.824	290,368 83	290,368.83	122.310	286,816.95	-3,551.88		LT
Trade date. Nov 26, 12	1,294 000	123.532	159,850.58	159,850.58	122.310	158,269.14	-1,581.44		LT
Trade date Jan 7, 13	3,538.000	123.067	435,412.76	435,412.76	122 310	432,732 78	-2,679.98		LT
Trade date Feb 5, 13	5,705 000	122 836	700,784.63	700,784.63	122 310	697,778.55	-3,006 08		LT
Trade date: Mar 6, 13	1,866 000	123.348	230,168.89	230,168.89	122 310	228,230.46	-1,938.43		LT
EAI. $84,618 Current yield 1.23%									
Security total	56,187.000	121 063	6,802,165.92	6,802,165 92		6,872,231 97	70,066 05	70,066.05	
ISHARES 10-20 YEAR TREAS BOND									
ETF									
Symbol: TLH									
Trade date Jul 31, 09	1,395.000	109.113	152,213.80	152,213.80	135.170	188,562 15	36,348 35		LT
Trade date Aug 19, 09	955.000	110.270	105,307 85	105,307.85	135.170	129,087.35	23,779 50		LT
Trade date Aug 19, 09	400.000	110 243	44,097.35	44,097.35	135.170	54,068.00	9,970.65		LT
Trade date Aug 19, 09	25.000	110.220	2,755.50	2,755.50	135.170	3,379 25	623.75		LT
Trade date: Sep 18, 09	1,371 000	110.792	151,896 66	151,896.66	135 170	185,318.07	33,421.41		LT
Trade date Oct 26, 09	1,385.000	109.783	152,050.65	152,050.65	135 170	187,210.45	35,159.80		LT
Trade date: Nov 18, 09	1,365 000	111.303	151,929 17	151,929.17	135 170	184,507 05	32,577.88		LT
Trade date Dec 15, 09	1,490.000	109.008	162,422 80	162,422.80	135.170	201,403.30	38,980.50		LT
Trade date Jan 15, 10	1,494.000	108.771	162,505.04	162,505.04	135.170	201,943.98	39,438.94		LT
Trade date· Feb 16, 10	2,675 000	108 272	289,627.60	289,627.60	135.170	361,579.75	71,952.15		LT
Trade date. Mar 16, 10	2,660 000	108.965	289,848.26	289,848.26	135.170	359,552.20	69,703 94		LT
Trade date. Apr 15, 10	2,700 000	107.301	289,714.27	289,714.27	135 170	364,959.00	75,244 73		LT
Trade date May 14, 10	2,550.000	112.412	286,650 85	286,650 85	135.170	344,683.50	58,032.65		LT
Trade date· Mar 1, 12	3,300 000	130.042	429,140.32	429,140 32	135.170	446,061 00	16,920.68		LT
Trade date. Apr 2, 12	2,712.000	128.160	347,569.92	347,569.92	135.170	366,581 04	19,011 12		LT
Trade date: Apr 2, 12	100.000	128.263	12,826 35	12,826.35	135 170	13,517.00	690.65		LT
Trade date: May 3, 12	2,213.000	131.970	292,050.53	292,050 53	135.170	299,131.21	7,080 68		LT
Trade date. Jun 4, 12	1,725.000	139.314	240,316.76	240,316.76	135 170	233,168 25	-7,148.51		LT
Trade date. Jul 2, 12	2,065 000	137.983	284,935.21	284,935.21	135 170	279,126.05	-5,809 16		LT
Trade date. Aug 2, 12	2,266.000	139.479	316,060 14	316,060.14	135 170	306,295.22	-9,764.92		LT

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Your assets › **Fixed income** › **Closed end funds & Exchange traded products** (continued)

Holding	Number of shares	Purchase price/ Average price per share ($)	Client investment ($)	Cost basis ($)	Price per share on Dec 31 ($)	Value on Dec 31 ($)	Unrealized (tax) gain or loss ($)	Investment return ($)	Holding period
Trade date: Sep 4, 12	2,100.000	138.331	290,497.09	290,497.09	135.170	283,857.00	-6,640.09		LT
Trade date: Oct 2, 12	2,122.000	136.869	290,437.67	290,437.67	135.170	286,830.74	-3,606.93		LT
Trade date: Nov 1, 12	2,582.000	135.626	350,186.52	350,186.52	135.170	349,008.94	-1,177.58		LT
Trade date: Nov 26, 12	727.000	137.266	99,792.64	99,792.64	135.170	98,268.59	-1,524.05		LT
Trade date: Jan 7, 13	3,264.000	133.431	435,520 77	435,520.77	135.170	441,194.88	5,674.11		LT
Trade date: Feb 5, 13	5,328.000	131.566	700,988.90	700,988.90	135.170	720,185.76	19,196.86		LT
Trade date: Mar 6, 13	1,734 000	132.800	230,276.56	230,276.56	135.170	234,384.78	4,108.22		LT
EAI: $151,205 Current yield: 2.12%									
Security total	52,703.000	124.502	6,561,619.18	6,561,619.18		7,123,864.51	562,245.33	562,245.33	
Total			**$20,233,521.94**	**$20,233,521.94**		**$21,029,592.88**	**$796,070.94**	**$796,070.94**	

Total estimated annual income: $380,090

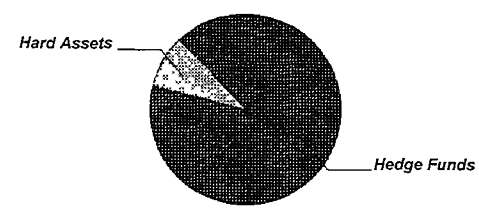
Your total assets

		Value on Dec 31 ($)	Percentage of your account	Cost basis ($)	Estimated annual income ($)	Unrealized gain or loss ($)
Cash	**Cash and money balances**	**18,275,141.75**	**46.50%**	**18,275,141.75**		
Fixed income	**Closed end funds & Exchange traded products**	**21,029,592.88**	**53.50%**	**20,233,521.94**	**380,090.00**	**796,070.94**
Total		**$39,304,734.63**	**100.00%**	**$38,508,663.69**	**$380,090.00**	**$796,070.94**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	15,900,955.12	16,170,141 84	269,186.72	84%
Hard Assets	1,661,080.82	1,510,749.84	(150,330.98)	8%
Total Value	**$17,562,035.94**	**$17,680,891.68**	**$118,855.74**	**92%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 92 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
ATLAS GLOBAL INVESTMENTS, LTD. CLASS D - NEW ISSUES INELIGIBLE 09-14 N/O Client HFBALA-UE-7	1,010.41 11/28/14	500.000	505,204.36	500,000.00

Hedge Funds

	Price	Quantity	Estimated Value	Cost
BRAHMAN PARTNERS II OFFSHORE, LTD. CLASS H - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 54321A-92-4	1,216.51 11/28/14	1,142.380	1,389,713.95	1,190,000 00
BRIDGEWATER PRIVATE INVESTORS OFFSHORE, LTD CLASS A 02-13 N/O Client HFBRDA-JS-1	105.30 11/28/14	6,004 966	632,318 12	600,496 60
BRIDGEWATER PRIVATE INVESTORS OFFSHORE, LTD CLASS A 04-13 N/O Client HFBRDA-KA-8	105 08 11/28/14	2,500 000	262,706 00	250,000 00
GAVEA FUND LTD. CLASS B - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 36807B-93-0	119.66 11/28/14	6,042.720	723,054.30	753,875 51
ICE GLOBAL CREDIT FUND (CAYMAN), LTD LUMP SUM REDEMPTION PAYMENTS - NEW ISSUES INELIGIBLE 05-13 N/O Client 987742-91-3	925.31 11/28/14	635.000	587,569.56	635,000 00
IMPALA SELECT FUND LTD. NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 465271-91-4	1,283.85 11/28/14	1,023.570	1,314,108.30	1,140,000 00
JANA OFFSHORE PARTNERS, LTD. CLASS A - NEW ISSUES INELIGIBLE 07-14 N/O Client HFJQPA-FK-3	971 34 11/28/14	1,325 000	1,287,031 60	1,325,000.00

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
MANIKAY OFFSHORE FUND, LTD. CLASS B SUB-CLASS 1N SHARES - NEW ISSUES INELIGIBLE - LEAD SERIES 2014 N/O Client 625397-91-4	1,805.62 11/28/14	734.128	1,325,556 81	1,190,000.00
OWL CREEK OVERSEAS FUND, LTD. NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 859500-91-0	939 67 11/28/14	1,100 000	1,033,631 50	1,100,000.00
PAULSON ENHANCED LTD. CLASS C - NEW ISSUES INELIGIBLE 05-14 N/O Client HFPAPA-UG-3	94.77 11/28/14	11,000 000	1,042,507 95	1,100,000.00
PAULSON ENHANCED LTD. CLASS C - NEW ISSUES INELIGIBLE 09-14 N/O Client HFPAPA-WQ-9	88 96 11/28/14	2,500.000	222,409.86	250,000.00
SHANNON RIVER PARTNERS LTD. CLASS N - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client HFSRCA-BQ-6	983.40 11/28/14	619 378	609,093.66	625,000.00
SHANNON RIVER PARTNERS LTD. CLASS N - NEW ISSUES INELIGIBLE 05-14 N/O Client HFSRCA-DK-7	987 01 11/28/14	500 000	493,506.32	500,000.00

Hedge Funds

	Price	Quantity	Estimated Value	Cost
SOUTHPAW CREDIT OPPORTUNITY FUND (FTE) LTD CLASS C - NEW ISSUE INELIGIBLE - LEAD SERIES N/O Client 844650-94-5	155 64 11/28/14	6,917.255	1,076,583 58	960,000 00
THIRD POINT OFFSHORE FUND, LTD. CLASS F - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 544411-92-9	333.56 11/28/14	3,860.460	1,287,681.24	1,056,316 30
WINTON FUTURES FUND, LTD. CLASS B - NEW ISSUES INELIGIBLE - LEAD SERIES N/O Client 976447-96-1	1,011 39 11/28/14	1,043 467	1,055,356 28	882,768 77
YORK CREDIT OPPORTUNITIES UNIT TRUST CLASS A - NEW ISSUES INELIGIBLE LEAD SERIES (MAR 31ST LIQUIDITY) N/O Client 525323-91-1	78 30 11/28/14	1,480.718	115,942.36	100,000.00
YORK CREDIT OPPORTUNITIES UNIT TRUST CLASS A - NEW ISSUES INELIGIBLE LEAD SERIES (JAN 31ST LIQUIDITY) N/O Client 545223-91-9	78.30 11/28/14	15,404.135	1,206,166.09	1,015,000 00
Total Hedge Funds			**$16,170,141.84**	**$15,173,457.18**

Hard Assets

	Price	Quantity	Estimated Value	Cost	Est Annual Income / Accrued Income
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	7.65	127,628.228	976,355 94	1,252,734.90	52,965 71
SPDR GOLD TRUST 78463V-10-7 GLD	113 58	4,705 000	534,393 90	771,285 01	
Total Hard Assets			**$1,510,749.84**	**$2,024,019.91**	**$52,965.71**

Fund Strategy/Vintage	Capital Commitment Unfunded Commitment	(Net Capital Called Since Inception) Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value Estimated Profit/ (Loss)
Private Investments						
AP VIII (APAX) PRIVATE INVESTORS OFFSHORE LP - CLASS A N/O Client 345162-91-1 LBO/2013	1,000,000.00 686,506.89	(313,493.11)	(313,493.11)	242,847 00 09/30/14	84,000 00	326,847 00 13,353 89
AREA EF IV PRIVATE INVESTORS OFFSHORE, L P. - CLASS A N/O Client 036582-91-4 Direct Real Estate/2013	1,000,000.00 882,760 31	(117,239.69)	(117,239.69)	N/A	117,240 00	117,240 00 0.31
BREP ASIA PRIVATE INVESTORS OFFSHORE , L.P N/O Client 268641-91-7 Direct Real Estate/2013	500,000.00 412,971.01	(87,028.99)	(87,028.99)	33,313 50 09/30/14	50,959.50	84,273.00 (2,755.99)
CAP IV PRIVATE INVESTORS OFFSHORE, L.P. - CLASS A N/O Client 384689-91-5 LBO/2013	500,000.00 409,950.30	(90,049 70)	(90,049.70)	48,079 50 09/30/14	27,600.50	75,680 00 (14,369.70)
CCMP III PRIVATE INVESTORS OFFSHORE, L P. - CLASS A N/O Client 576814-91-7 LBO/2013	500,000 00 290,683 85	(209,316 15)	(209,316.15)	110,052 00 06/30/14	90,848 00	200,900 00 (8,416 15)

Fund Strategy/Vintage	Capital Commitment Unfunded Commitment	(Net Capital Called Since Inception) Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value Estimated Profit/ (Loss)
Private Investments						
DFJ GROWTH 2013 PRIVATE INVESTORS OFFSHORE, L P. CLASS A N/O Client 468213-91-3 VC/2013	500,000.00 315,500.00	(184,500.00)	(184,500.00)	143,553 00 09/30/14	38,000.00	181,553.00 (2,947 00)
PROVIDENCE DEBT III PRIVATE INVESTORS OFFSHORE, L.P N/O Client 743774-91-1 Private Credit/2013	500,000.00 340,569.56	(159,430.44) 3,279 05	(156,151.39)	95,756.50 06/30/14	64,171.50	159,928 00 3,776.61
STARWOOD SOF IX PRIVATE INVESTORS OFFSHORE L.P. CLASS A N/O Client 811711-95-1 Direct Real Estate/2012	2,000,000.00 829,526 70	(1,170,473.30) 105,913 28	(1,064,560.02)	1,647,886.00 06/30/14	(224,960 00)	1,422,926.00 358,365 98
VINTAGE EUROPEAN OPPORTUNITY FUND OFFSHORE, LP N/O Client 445208-91-1 Diversified Strategies (LBO/VC)/2014	500,000.00 500,000.00			N/A		