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**Return of Private Foundation**

**2014**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

Open to Public Inspection

For calendar year **2014** or tax year beginning **2014**, and ending **20**

Name of foundation **39-C07072405002 JEROME E TOFFLER PRIVATE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address) **PO BOX 6008**

Room/suite

City or town, state or province, country, and ZIP or foreign postal code **SIOUX FALLS, SD 57117**

**A Employer identification number**  
35-7012223

**B Telephone number (see instructions)**

**C If exemption application is pending, check here**  **X**

**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**

**G Check all that apply:**

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

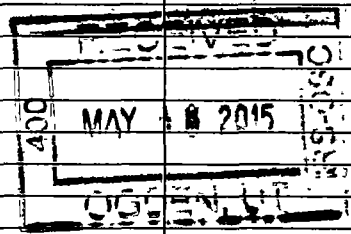
**I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$** 3,616,930.

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

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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input checked="" type="checkbox"/> <b>X</b> if the foundation is not required to attach Sch B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	79,419.	73,930.		STMT 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	4,279.			
<b>b</b>	Gross sales price for all assets on line 6a	520,573			
<b>7</b>	Capital gain net income (from Part IV, line 2)		4,278.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	1.			STMT 2
<b>12</b>	<b>Total.</b> Add lines 1 through 11	83,699.	78,208.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	51,080.	25,540.		25,540.
<b>14</b>	Other employee salaries and wages		NONE	NONE	
<b>15</b>	Pension plans, employee benefits		NONE	NONE	
<b>16a</b>	Legal fees (attach schedule)				
<b>b</b>	Accounting fees (attach schedule)				
<b>c</b>	Other professional fees (attach schedule)				
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) <b>STMT 3</b>	5,241.	2,181.		
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy				
<b>21</b>	Travel, conferences, and meetings		NONE	NONE	
<b>22</b>	Printing and publications		NONE	NONE	
<b>23</b>	Other expenses (attach schedule) <b>STMT 4</b>	850.			850.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	57,171.	27,721.	NONE	26,390.
<b>25</b>	Contributions, gifts, grants paid	50,000.			50,000.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	107,171.	27,721.	NONE	76,390.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	Excess of revenue over expenses and disbursements	-23,472.			
<b>b</b>	Net investment income (if negative, enter -0-)		50,487.		
<b>c</b>	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing . . . . .			
	2	Savings and temporary cash investments . . . . .	130,696.	134,464.	134,464.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10 a	Investments - U S and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . . . . .			
	c	Investments - corporate bonds (attach schedule) . . . . .			
	11	Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	3,239,396.	3,212,156.	3,482,466.
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	3,370,092.	3,346,620.	3,616,930.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	3,308,614.	3,234,269.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .	61,478.	112,351.		
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	3,370,092.	3,346,620.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	3,370,092.	3,346,620.		

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 3,370,092.
2	Enter amount from Part I, line 27a . . . . .	2 -23,472.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3 . . . . .	4 3,346,620.
5	Decreases not included in line 2 (itemize) ▶	5
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6 3,346,620.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
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 520,573.		516,295.	4,278.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			4,278.			
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	4,278.	
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		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		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))
2013	129,805.	3,370,014.	0.038518
2012			
2011			
2010			
2009			
2 Total of line 1, column (d)			0.038518
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			0.038518
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			3,623,605.
5 Multiply line 4 by line 3			139,574.
6 Enter 1% of net investment income (1% of Part I, line 27b)			505.
7 Add lines 5 and 6			140,079.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			76,390.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 1,648.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, unrelated business income, and substantial contributors. Includes handwritten 'SD' and 'N/A'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A 13 X
14 The books are in care of CITIBANK, N.A. Telephone no. (800) 770-8444 Located at PO BOX 6008, SIOUX FALLS, SD ZIP+4 57117
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 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 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 N/A X
Organizations relying on a current notice regarding disaster assistance check here N/A
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 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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No X
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 X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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 N/A
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 2014? 4b X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here **N/A**

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? **N/A**  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CITIBANK, N.A. PO BOX 6008, SIOUX FALLS, SD 57117	TRUSTEE, AS REQ'	51,080.	-0-	-0-
-----				
-----				
-----				

**2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE
-----				
-----				
-----				

**Total number of other employees paid over \$50,000**  **NONE**

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services . . . . .		NONE

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments (see instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	3,539,472.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	139,315.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	3,678,787.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	3,678,787.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	55,182.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	3,623,605.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	181,180.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	181,180.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	1,010.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	1,010.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	180,170.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	180,170.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	180,170.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	76,390.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	76,390.
<b>5</b>	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) . . . . .	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	76,390.

**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 . . . . .				180,170.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only . . . . .			36,653.	
b Total for prior years. 20 <u>12</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 . . . . .	NONE			
b From 2010 . . . . .	NONE			
c From 2011 . . . . .	NONE			
d From 2012 . . . . .	NONE			
e From 2013 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ► \$ <u>76,390.</u>				
a Applied to 2013, but not more than line 2a . . . . .			36,653.	
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 2014 distributable amount . . . . .				39,737.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2014 . . . . . (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 2013. Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				140,433.
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) . . . . .	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2010 . . . . .	NONE			
b Excess from 2011 . . . . .	NONE			
c Excess from 2012 . . . . .	NONE			
d Excess from 2013 . . . . .	NONE			
e Excess from 2014 . . . . .	NONE			

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

NOT APPLICABLE

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

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

	Tax year	Prior 3 years			(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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**

**1 Information Regarding Foundation Managers:**

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

NONE

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.

NONE

**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:

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
FRIENDS OF THE ARAVA INSTITUTE, LTD ATTN: BRANWEN CALE BOSTON MA 02215-3033	NONE	N/A	UNRESTRICTED GIFT	10,000.
AMERICAN RED CROSS 2025 E STREET NW WASHINGTON DC 20006-5009	NONE	N/A	UNRESTRICTED GIFT	10,000.
THE NATURE CONSERVANCY ATTN: BETH MCNALLY ARLINGTON VA 22203-1637	NONE	N/A	UNRESTRICTED GIFT	10,000.
NATIONAL JEWISH HEALTH EILEEN DANAHY- DIR, NATL CORP / FDT DENVER CO	NONE	N/A	UNRESTRICTED GIFT	10,000.
LOS ANGELES JEWISH HOSP FOR THE AGED ATTN: AARON LEVINSON RODEDA CA 95335	NONE	N/A	UNRESTRICTED GIFT	10,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				<b>50,000.</b>
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ▶ <b>3b</b>				





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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	79,419.	73,930.
TOTAL	79,419.	73,930.

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
2009 TAX REFUND	1.
TOTALS	----- 1. =====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES		
PRIOR YEAR BAL DUE	2,961.	2,181.
2009 ADDITIONAL BALANCE DUE	654.	
CURRENT YEAR ESTIMATES	1,626.	
TOTALS	5,241.	2,181.

-----  
=====

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----
1023 USER FILING FEE	850.	850.
TOTALS	850.	850.
	=====	=====

39-C07072405002 JEROME E TOFFLER PRIVATE

35-7012223

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	3,239,396.	3,212,156.	3,482,466.
TOTALS		3,239,396.	3,212,156.	3,482,466.

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.  
▶ Information about Schedule D and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041)

OMB No. 1545-0092

**2014**

Name of estate or trust <b>39-C07072405002 JEROME E TOFFLER PRIVATE</b>	Employer identification number <b>35-7012223</b>
--	---

Note: Form 5227 filers need to complete **only Parts I and II.**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.  
This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>1a</b> Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b .				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	505,862.	503,284.		2,578.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .				<b>4</b>
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>5</b>
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet . . . . .				<b>6</b> ( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ▶				<b>7</b> 2,578.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

See instructions for how to figure the amounts to enter on the lines below.  
This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
<b>8a</b> Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b .				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	12,145.	13,011.		-866.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .				<b>11</b>
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .				<b>12</b>
<b>13</b> Capital gain distributions . . . . .				<b>13</b> 2,566.
<b>14</b> Gain from Form 4797, Part I . . . . .				<b>14</b>
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet . . . . .				<b>15</b> ( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ▶				<b>16</b> 1,700.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. Schedule D (Form 1041) 2014

JSA  
4F1210 1 000

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>17</b> Net short-term gain or (loss)	<b>17</b>			2,578.
<b>18</b> Net long-term gain or (loss):				
<b>a</b> Total for year	<b>18a</b>			1,700.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrksht.)	<b>18b</b>			
<b>c</b> 28% rate gain	<b>18c</b>			
<b>19</b> Total net gain or (loss). Combine lines 17 and 18a	<b>19</b>			4,278.

**Note:** If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>20</b> Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	<b>20</b>	( )
<b>a</b> The loss on line 19, column (3) or <b>b</b> \$3,000		

**Note:** If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

<b>21</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>21</b>		
<b>22</b> Enter the smaller of line 18a or 19 in column (2) but not less than zero	<b>22</b>		
<b>23</b> Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	<b>23</b>		
<b>24</b> Add lines 22 and 23	<b>24</b>		
<b>25</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	<b>25</b>		
<b>26</b> Subtract line 25 from line 24. If zero or less, enter -0-	<b>26</b>		
<b>27</b> Subtract line 26 from line 21. If zero or less, enter -0-	<b>27</b>		
<b>28</b> Enter the smaller of the amount on line 21 or \$2,500	<b>28</b>		
<b>29</b> Enter the smaller of the amount on line 27 or line 28	<b>29</b>		
<b>30</b> Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0%	<b>30</b>		
<b>31</b> Enter the smaller of line 21 or line 26	<b>31</b>		
<b>32</b> Subtract line 30 from line 26	<b>32</b>		
<b>33</b> Enter the smaller of line 21 or \$12,150	<b>33</b>		
<b>34</b> Add lines 27 and 30	<b>34</b>		
<b>35</b> Subtract line 34 from line 33. If zero or less, enter -0-	<b>35</b>		
<b>36</b> Enter the smaller of line 32 or line 35	<b>36</b>		
<b>37</b> Multiply line 36 by 15%	<b>37</b>		
<b>38</b> Enter the amount from line 31	<b>38</b>		
<b>39</b> Add lines 30 and 36	<b>39</b>		
<b>40</b> Subtract line 39 from line 38. If zero or less, enter -0-	<b>40</b>		
<b>41</b> Multiply line 40 by 20%	<b>41</b>		
<b>42</b> Figure the tax on the amount on line 27. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>42</b>		
<b>43</b> Add lines 37, 41, and 42	<b>43</b>		
<b>44</b> Figure the tax on the amount on line 21. Use the 2014 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>44</b>		
<b>45</b> Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	<b>45</b>		

► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).

Department of the Treasury  
Internal Revenue Service

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

39-C07072405002 JEROME B TOFFLER PRIVATE

Social security number or taxpayer identification number

35-7012223

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

**Part I Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

**Note.** You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

**You must check Box A, B, or C below. Check only one box.** If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
158.	ISHARES TIPS BOND ETF	06/05/2013	02/07/2014	17,727.00	18,371.00			-644.00
517.	ISHARES TRUST RUSSELL INDEX FUND	02/07/2014	12/01/2014	53,641.00	47,184.00			6,457.00
597.	ISHARES TRUST RUSSELL INDEX FUND	02/07/2014	12/01/2014	57,366.00	50,229.00			7,137.00
824.	ISHARES TRUST RUSSELL INDEX FUND	06/18/2013	02/07/2014	77,390.00	69,577.00			7,813.00
623.	ISHARES TRUST RUSSELL INDEX FD	05/23/2013	02/07/2014	81,837.00	67,013.00			14,824.00
2.	ISHARES JPM USD EMERGIN	05/15/2013	02/07/2014	216.00	234.00			-18.00
320.	ISHARES SHORT TREASUR	07/24/2013	02/07/2014	35,279.00	35,280.00			-1.00
281.	SPDR NUVEEN BARCLAYS BOND	05/15/2013	02/07/2014	6,486.00	6,736.00			-250.00
121.	SPDR BARCLAYS INTERNA TREASURY	05/15/2013	02/07/2014	7,048.00	7,273.00			-225.00
4399.	VANGUARD FTSE EMERGI ETF	02/09/2013	02/07/2014	168,872.00	201,387.00			-32,515.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				505,862.	503,284.			2,578.

**Note.** If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side

Social security number or taxpayer identification number

39-C07072405002 JEROME B TOFFLER PRIVATE

35-7012223

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

**Part II Long-Term.** Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

**Note.** You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
8.	ISHARES TRUST RUSSELL 2 INDEX FUND	02/22/2013	12/01/2014	788.00	650.00			138.00
4.	ISHARES TRUST RUSSELL 2 INDEX FD	02/22/2013	12/01/2014	546.00	412.00			134.00
261.	VANGUARD FTSE EMERGIN ETF	02/09/2013	12/01/2014	10,811.00	11,949.00			-1,138.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								
				12,145.	13,011.			-866.

**Note.** If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

FEDERAL CAPITAL GAIN DISTRIBUTIONS

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LONG-TERM CAPITAL GAIN DISTRIBUTIONS

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15% RATE CAPITAL GAIN DISTRIBUTIONS

SPDR BARCLAYS HIGH YIELD BOND ETF	2.00
SPDR BARCLAYS INTERNATIONAL TREASURY	2,564.00

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TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS	2,566.00
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TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS	2,566.00
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**FD ETF Model 3 (Ex Ait, w/Munis) — C07072405002**

Statement Period 01 Dec 2014 — 31 Dec 2014

Reference Currency: USD

**INVESTMENT POSITIONS — PRINCIPAL**

**CASH 0.63% SORTED BY LIQUIDITY**

Description	Quantity	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
<b>Investment Cash and Cash Equivalents (USD)</b>									
USD	0	—	0.00	—	0.00	0.00	0.00	—	0.00
WESTERN ASSET/ CITI INST LIQUID RESERVE Rate .001% CUSIP 52470G882 Yield .07%	22,112.82	100	22,112.82	1	22,112.82	2.12	22,114.94	0.00	14.99
<b>Total Cash</b>			<b>22,112.82</b>		<b>22,112.82</b>	<b>2.12</b>	<b>22,114.94</b>	<b>0.00</b>	<b>14.99</b>

**EQUITIES 67.76% SORTED ALPHABETICALLY**

Description	Quantity Acquisition Date	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
<b>US Large Cap Equities (USD)</b>									
ISHARES RUSSELL 1000 VALUE Ticker/CUSIP : IWD/464287598 Yield 2% Sector : Financials	5,295 Multiple	81.7413	432,820.01	104.4 31DEC14	552,798.00	0.00	552,798.00	119,977.99	11,059.94
ISHARES RUSSELL 1000GROWTH Ticker/CUSIP : IMF/464287614 Yield 1.33% Sector : Financials	5,721 Multiple	72.0243	412,051.20	95.61 31DEC14	546,984.81	0.00	546,984.81	134,933.61	7,250.89
<b>US SMID Cap Equities (USD)</b>									
ISHARES RUSSELL 2000 VALUE Ticker/CUSIP : IWN/464287630 Yield 1.88% Sector : Financials	822 Multiple	81.1608	66,714.21	101.68 31DEC14	83,580.96	0.00	83,580.96	16,866.75	1,573.17



**FD ETF Model 3 (Ex Alt, w/Munis) — C07072405002**

Statement Period 01 Dec 2014 — 31 Dec 2014

Reference Currency: USD

**INVESTMENT POSITIONS — PRINCIPAL**

**EQUITIES CONTINUED**

Description	Quantity	Acquisition Date	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Dividend	Total Value	Unrealized Gain/(Loss)	Est Annual Income
<b>US SMID Cap Equities (USD) CONTINUED</b>										
ISHARES RUSSELL 2000 Ticker/CUSIP : IVO/464287648 Yield 73% Sector : Financials	593 Multiple		103.1106	61,144.60	142.38 31DEC14	84,431.34	0.00	84,431.34	23,286.74	612.62
<b>Developed Equities (ex-US) (USD)</b>										
VANGUARD TAX-MANAGED INTL FD FTSE DEV MKTS ETF Ticker/CUSIP : VEA/921943858 Yield 3.68% Sector : Other	22,362 Multiple		37.3322	834,822.11	37.88 31DEC14	847,072.56	0.00	847,072.56	12,250.45	31,172.63
<b>Emerging Market Equities (USD)</b>										
VANGUARD FTSE EMERGING Ticker/CUSIP : VWO/922042858 Yield 2.86% Sector : Other	6,528 Multiple		42.5066	277,482.82	40.02 31DEC14	261,250.56	0.00	261,250.56	(16,232.26)	7,461.50
<b>Total Equities</b>				<b>2,085,034.95</b>		<b>2,376,118.23</b>	<b>0.00</b>	<b>2,376,118.23</b>	<b>291,083.28</b>	<b>59,130.75</b>

**FIXED INCOME 31.61% SORTED BY CALL DATE/MATURITY DATE**

Description	Quantity	Acquisition Date	Average/ Unit Cost	Adjusted Cost Original Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est Annual Income
<b>Municipal Bonds (USD)</b>										
SPDR NUVEEN BARCLAYS MUNICIPAL Rate 5.73% CUSIP 78464AA58 Yield 2.37%	16,187 Multiple		23.8451	385,980.29	24.16 31DEC14	391,077.92	757.55	391,835.47	5,097.63	9,281.33
<b>US Investment Grade Bonds (USD)</b>										
ETF ISHARES SHORT Rate 8.75% CUSIP 464288679 Yield 0%	981 Multiple		110.2489	108,154.18	110.25 31DEC14	108,155.25	0.00	108,155.25	1.07	0.86



**FD ETF Model 3 (Ex Alt, w/Munis) — C07072405002**

Statement Period 01 Dec 2014 — 31 Dec 2014

**INVESTMENT POSITIONS — PRINCIPAL**

Reference Currency USD

**FIXED INCOME CONTINUED**

Description	Quantity	Acquisition Date	Average/ Unit Cost	Adjusted Cost Original Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
<b>US Investment Grade Bonds (USD) CONTINUED</b>										
ISHARES TIPS BOND ETF Rate 1.866% CUSIP 464287176 Yield 1.67%	159 Multiple		115.4348	18,354.13	112.01 31DEC14	17,809.59	0.00	17,809.59	(544.54)	296.72
<b>Emerging Market Bonds (USD)</b>										
ETF ISHARES JPM USD EMERGING Rate 5.003% CUSIP 464288281 Yield 4.56%	160 15MAY13		117.1788	18,748.61	109.71 31DEC14	17,553.60	0.00	17,553.60	(1,195.01)	800.45
<b>High Yield Bonds (USD)</b>										
SPDR BARCLAYS HIGH YIELD BOND Rate 2.314% CUSIP 784644417 Yield 5.99%	2,295 Multiple		40.0225	91,851.68	38.61 31DEC14	88,609.95	424.48	89,034.43	(3,241.73)	5,311.70
<b>Other Fixed Income (USD)</b>										
SPDR BARCLAYS INTERNATIONAL Rate .654% CUSIP 784644516 Yield 1.18%	8,732 Multiple		57.7224	504,031.83	55.33 31DEC14	483,141.56	1,137.69	484,279.25	(20,890.27)	5,709.12
<b>Total Fixed Income</b>				<b>1,127,120.72</b>		<b>1,106,347.87</b>	<b>2,319.72</b>	<b>1,108,667.59</b>	<b>(20,772.85)</b>	<b>21,400.18</b>
<b>TOTAL INVESTMENT POSITIONS — PRINCIPAL</b>										
				<b>3,234,268.49</b>		<b>3,504,578.92</b>	<b>2,321.84</b>	<b>3,506,900.76</b>	<b>270,310.43</b>	<b>80,545.92</b>

**FD ETF Model 3 (Ex Alt, w/Munis) — C07072405002**

Statement Period 01 Dec 2014 — 31 Dec 2014



**INVESTMENT POSITIONS — INCOME**

Reference Currency: USD

**CASH 100% SORTED BY LIQUIDITY**

Description	Quantity	Average/ Unit Cost	Adjusted Cost	Market Price As of Date	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
<b>Investment Cash and Cash Equivalents (USD)</b>									
USD	0	—	0.00	—	0.00	0.00	0.00	—	0.00
<b>WESTERN ASSET/ CITI INST LIQUID RESERVE</b>									
Rate .001%	112,351.44	100	112,351.44	1	112,351.44	4.61	112,356.05	0.00	76.18
CUSIP 52470G882 Yield 07%									
<b>Total Cash</b>			<b>112,351.44</b>		<b>112,351.44</b>	<b>4.61</b>	<b>112,356.05</b>	<b>0.00</b>	<b>76.18</b>

**TOTAL INVESTMENT POSITIONS — INCOME**

Adjusted Cost	Market Value	Accrued Interest	Total Value	Unrealized Gain/(Loss)	Est. Annual Income
112,351.44	112,351.44	4.61	112,356.05	0.00	76.18
<b>Adjusted Cost</b>	<b>Market Value</b>	<b>Accrued Interest</b>	<b>Total Value</b>	<b>Unrealized Gain/(Loss)</b>	<b>Est. Annual Income</b>
<b>3,346,619.93</b>	<b>3,616,930.36</b>	<b>2,326.45</b>	<b>3,619,256.81</b>	<b>270,310.43</b>	<b>80,622.10</b>

**TOTAL INVESTMENT POSITIONS - PRINCIPAL AND INCOME**

"Multiple" in reference to an Acquisition Date, indicates that there is more than one acquisition date for a position  
 "Original Cost" is the amount paid for an investment excluding any accrued interest. Original Cost represents positions' par amount times the acquisition price. It remains constant over the life of an investment  
 "Adjusted Cost" is the Original Cost of acquisition plus or minus any accretion or amortization amounts. Accretion and amortization calculations adjust the Original Cost basis over the life of the investment to the expected redemption amount or face value