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2014

Open to Public Inspection

Form 990-PF

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be public.

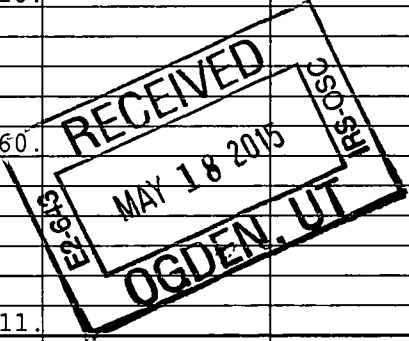
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Department of the Treasury Internal Revenue Service

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

Name of foundation: THE MCWETHY FOUNDATION
Employer identification number: 36-3912789
Telephone number: 888-866-3275
City or town, state or province, country, and ZIP or foreign postal code: PROVIDENCE, RI 02901-1802

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26).



ENVELOPE POSTMARK DATE MAY 15 2015

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	249,639.	329,892.	329,892.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations(attach schedule)			
	b	Investments - corporate stock (attach schedule)	5,360,002.	5,360,766.	7,032,165.
	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)				
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,609,641.	5,690,658.	7,362,057.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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	5,609,641.	5,690,658.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	5,609,641.	5,690,658.		
31	Total liabilities and net assets/fund balances (see instructions)	5,609,641.	5,690,658.		

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 5,609,641.
2	Enter amount from Part I, line 27a	2 77,833.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3 4,458.
4	Add lines 1, 2, and 3	4 5,691,932.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5 1,274.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 5,690,658.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired: P - Purchase, D - Donation; (c) Date acquired (mo., day, yr.); (d) Date sold (mo., day, yr.)

1a PUBLICLY TRADED SECURITIES

Table with 4 columns: (a) Description, (b) How acquired, (c) Date acquired, (d) Date sold. Rows b, c, d, e.

Table with 4 columns: (e) Gross sales price, (f) Depreciation allowed, (g) Cost or other basis plus expense of sale, (h) Gain or (loss) (e) plus (f) minus (g). Rows a, b, c, d, e.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

Table with 4 columns: (i) F.M.V. as of 12/31/69, (j) Adjusted basis as of 12/31/69, (k) Excess of col. (i) over col. (j), if any, (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)). Rows a, b, c, d, e.

Summary rows: 2 Capital gain net income or (net capital loss); 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).

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 [X] No

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

Table with 4 columns: (a) Base period years, (b) Adjusted qualifying distributions, (c) Net value of noncharitable-use assets, (d) Distribution ratio (col (b) divided by col. (c)). Rows 2013, 2012, 2011, 2010, 2009.

Summary rows: 2 Total of line 1, column (d); 3 Average distribution ratio for the 5-year base period; 4 Enter the net value of noncharitable-use assets for 2014; 5 Multiply line 4 by line 3; 6 Enter 1% of net investment income; 7 Add lines 5 and 6; 8 Enter qualifying distributions from Part XII, line 4.

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 4,896. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 4,896. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 4,896. Row 6: Credits/Payments. Row 7: Total credits and payments... 8,744. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 3,848. Row 11: Enter the amount of line 10 to be Credited to 2015 estimated tax... 3,848. Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... X. Row 1b: Did it spend more than \$100 during the year... X. Row 1c: Did the foundation file Form 1120-POL for this year? X. Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? X. Row 3: Has the foundation made any changes, not previously reported to the IRS... X. Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? X. Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? X. Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? X. Row 6: Are the requirements of section 508(e) satisfied either... X. Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? X. Row 8a: Enter the states to which the foundation reports or with which it is registered... IL. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... X. Row 9: Is the foundation claiming status as a private operating foundation... X. Row 10: Did any persons become substantial contributors during the tax year? X.

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** Yes 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** Yes No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address Yes No **13** Yes No
 N/A

14 The books are in care of Yes No **14** Yes No
 Located at Yes No **14** Yes No
 US TRUST FIDUCIARY TAX SERVICES Telephone no. Yes No (888) 866-3275
 PO BOX 1802, PROVIDENCE, RI ZIP+4 Yes No 02901-1802

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here Yes No **15** Yes No
 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** Yes No
 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 Yes No

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

(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** Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

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** Yes 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 Yes No

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** Yes No

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
 Yes No

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** Yes No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? **4a** Yes 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** Yes 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
James B McWethy 8701 Washington St, Downers Grove, IL 60516	Director 1	-0-	-0-	-0-
Susan McWethy 8701 Washington St, Downers Grove, IL 60516	Director 1	-0-	-0-	-0-
Karen A Hagnell 20 S Clark Street, Suite 1620, Chicago, IL 60603	Asst. Secretary 1	-0-	-0-	-0-
BANK OF AMERICA, N.A. 231 SOUTH LASALLE STREET, CHICAGO, IL 60604	AGENT FOR FIDUCI 1	58,257.	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	-----	

2	-----	

3	-----	

4	-----	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1 NONE	-----	

2	-----	

All other program-related investments See instructions		
3 NONE	-----	

Total. Add lines 1 through 3 ▶		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	7,199,755.
b	Average of monthly cash balances	1b	233,426.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	7,433,181.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	7,433,181.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	111,498.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,321,683.
6	Minimum investment return. Enter 5% of line 5	6	366,084.

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	366,084.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,896.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,896.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	361,188.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	361,188.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	361,188.

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	404,078.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	404,078.
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	4,896.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	399,182.

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				361,188.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			174,740.	
b Total for prior years 20____, 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 ▶ \$ 404,078.				
a Applied to 2013, but not more than line 2a			174,740.	
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				229,338.
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				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				131,850.
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)

Table with 5 columns: (a) 2014, (b) 2013, (c) 2012, (d) 2011, (e) Total. Rows include: 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed; 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, (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).)

JAMES B MCWETHY

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: SEE STATEMENT 8

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors. SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p>	N/A	PC	UNRESTRICTED GENERAL SUPPORT	379,500.
Total ▶ 3a				379,500.
<i>b Approved for future payment</i>				
Total ▶ 3b				

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	16,680.	16,680.
TOTALS	16,680.	16,680.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,170.	2,170.
EXCISE TAX - PRIOR YEAR	813.	
EXCISE TAX ESTIMATES	8,744.	
FOREIGN TAXES ON QUALIFIED FOR	1,290.	1,290.
FOREIGN TAXES ON NONQUALIFIED	374.	374.
TOTALS	13,391.	3,834.

THE MCWETHY FOUNDATION

36-3912789

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	10.		10.
OTHER CHARITABLE EXPENSES	15.		15.
OTHER INVESTMENT FEE	583.	583.	
TOTALS	608.	583.	25.

THE MCWETHY FOUNDATION

36-3912789

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	5,360,002.	5,360,766.	7,032,165.
TOTALS	5,360,002.	5,360,766.	7,032,165.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
TYE SALES ADJ	3,970.
T/C ADJ	488.

TOTAL	4,458.
	=====

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

DESCRIPTION -----	AMOUNT -----
INCOME ADJ	343.
CARRYING VALUE ADJ	928.
ROUNDING	3.

TOTAL	1,274.
	=====

THE MCWETHY FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

36-3912789

RECIPIENT NAME:
THE MCWETHY FOUNDATION
ADDRESS:
C/O BANK OF AMERICA, N.A., 231 S. LASALLE ST.
CHICAGO, IL 60697
RECIPIENT'S PHONE NUMBER: 312-828-2055
FORM, INFORMATION AND MATERIALS:
NO FORMAL APPLICATION REQUIRED
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

STATEMENT 8

RECIPIENT NAME	AMOUNT PAID	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR	PURPOSE OF GRANT	FOUNDATION STATUS OF RECIPIENT
STUDENTS FOR LIBERTY INC	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
FOUNDATION FOR BALANCED	\$ 2,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
UNIVERSITY OF CHICAGO	\$ 20,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
DUPAGE COMMUNITY FOUNDATION	\$ 3,500 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
STUDENTS FOR LIBERTY INC	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
GOLDWATER INSTITUTE	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
CORNELL COLLEGE	\$ 57,500 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
FIRST TEE OF CHICAGO FOUNDATION	\$ 1,500 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
MEDIA RESEARCH CENTER INC	\$ 25,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
TURNING POINT USA	\$ 2,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
ALZHEIMER'S ASSOCIATION	\$ 10,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
AMERICAN HEART ASSOCIATION	\$ 2,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
AUGUSTANA COLLEGE/EDUCATION DEPT	\$ 2,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
CATO INSTITUTE	\$ 10,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
CENTER FOR COMPETITIVE POLITICS	\$ 10,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
CHILDREN'S BRITTLE BONE FDN	\$ 4,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
LURIE CHILDREN'S HOSPITAL	\$ 3,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
CORNELL COLLEGE	\$ 40,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
CORNELL COLLEGE	\$ 15,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
DISABLED AMERICAN VETERANS	\$ 2,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
DUPAGE EASTER SEALS	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
FUND FOR AMERICAN STUDIES	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
FOUNDATION FOR TEACHING ECONOMIC	\$ 3,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
FREEDOMWORKS FOUNDATION	\$ 2,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
HEARTLAND INSTITUTE	\$ 10,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
HERITAGE FOUNDATION	\$ 20,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
ILLINOIS POLICY INSTITUTE	\$ 20,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
LEUKEMIA & LYMPHOMA SOCIETY	\$ 3,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
MACKINAC CENTER PUBLIC POLICY	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
MAKE A WISH FOUNDATION	\$ 3,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
THE MORTON ARBORETUM	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
SUNY/COBLESKILL	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
SMILE TRAIN, INC	\$ 1,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC
CORNELL COLLEGE	\$ 100,000 00	N/A	UNRESTRICTED GENERAL SUPPORT	PC

TOTAL GRANTS PAID \$ 379,500 00

THE MCWETHY FOUNDATION
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Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	329892 420	329,892 42	329,892 42
00287Y109	ABBVIE INC	581 000	5,629.85	38,020 64
00404A109	ACADIA HEALTHCARE CO INC	373 000	17,436 94	22,831 33
004498101	ACI WORLDWIDE INC	1071 000	13,733 20	21,602 07
00507G102	ACTELION LTD	130 000	3,920.97	3,771 17
00508Y102	ACUITY BRANDS INC	156 000	11,495 05	21,850 92
008252108	AFFILIATED MANAGERS GROUP	94 000	8,954 49	19,950 56
009279100	AIRBUS GROUP	478.000	8,356 92	5,979.30
009728106	AKORN INC	952 000	13,792.42	34,462.40
015351109	ALEXION PHARMACEUTICALS INC	282.000	53,233.98	52,178 46
016255101	ALIGN TECHNOLOGY INC	336 000	18,497.52	18,785.76
01741R102	ALLEGHENY TECHNOLOGIES INC	292 000	9,862 32	10,152 84
018490102	ALLERGAN INC	319 000	33,252.22	67,816 21
02209S103	ALTRIA GROUP INC	903 000	23,039 55	44,490 81
023135106	AMAZON COM INC	165 000	44,952 43	51,207 75
025537101	AMERICAN ELEC PWR INC	279 000	8,635 97	16,940 88
025816109	AMERICAN EXPRESS CO	262 000	9,690.88	24,376 48
03027X100	AMERICAN TOWER CORP	1248.000	85,750 33	123,364 80
031162100	AMGEN INC	431 000	30,874.48	68,653 99
03485P201	ANGLO AMERN PLC	336 000	3,819.14	3,144.96
03524A108	ANHEUSER BUSCH INBEV SA/NV	192 000	20,048 10	21,565 44
037833100	APPLE INC	631 000	51,662 24	69,649 78
042068106	ARM HLDGS PLC	1540 000	64,366 33	71,302 00
045055100	ASHTED GROUP PLC	107 000	6,772 76	7,688 06
045387107	ASSA ABLOY AB	460 000	11,647 20	12,187 24
045519402	ASSOCIATED BRIT FOODS LTD	139 000	6,916 64	6,833 80
04685W103	ATHENAHEALTH INC	544 000	63,491 45	79,260 80
048173108	ATLANTIA SPA	657.000	8,577 83	7,683 61
053015103	AUTOMATIC DATA PROCESSING INC	345 000	10,747 89	28,762 65
055434203	BG GROUP PLC	382.000	7,068.87	5,152.42
055622104	BP P L C	280 000	13,258.00	10,673.60
05565A202	BNP PARIBAS	375 000	11,924 42	11,176 50
059692103	BANCORPSOUTH INC	447.000	10,570 24	10,061 97
072730302	BAYER A G	131 000	13,269 84	17,912 42

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Cusip	Asset	Units	Basis	Market Value
072743206	BAYERISCHE MOTOREN WERKE A G	151 000	5,621.73	5,467.56
073302101	BE AEROSPACE INC	214 000	7,934.74	12,416 28
077454106	BELDEN INC	261.000	7,842 01	20,569.41
088606108	BHP BILLITON LTD	156 000	10,680 35	7,381.92
09061G101	BIOMARIN PHARMACEUTICAL INC	802 000	50,399 29	72,500 80
09247X101	BLACKROCK INC	115.000	23,111.59	41,119.40
097023105	BOEING CO	235 000	15,541 71	30,545 30
110448107	BRITISH AMERN TOB PLC	132.000	14,678 39	14,232 24
12508E101	CDK GLOBAL INC	115.000	1,555 09	4,687 40
12572Q105	CME GROUP INC	409.000	24,952 34	36,257 85
125896100	CMS ENERGY CORP	355 000	7,648 44	12,336 25
126650100	CVS HEALTH CORP	460 000	35,643 13	44,302 60
142795202	CARLSBERG AS	263 000	5,352 05	4,092 54
151020104	CELGENE CORP	870 000	58,064 06	97,318.20
156782104	CERNER CORP	1709.000	81,906.90	110,503.94
166764100	CHEVRON CORP	365 000	27,588 50	40,945.70
169656105	CHIPOTLE MEXICAN GRILL INC	93.000	50,321 01	63,659.43
171232101	CHUBB CORP	270 000	18,124.65	27,936.90
171779309	CIENA CORP	739 000	9,352 33	14,343.99
17275R102	CISCO SYS INC	1267 000	27,789 10	35,241.61
197199813	COLUMBIA ACORN INTERNATIONAL	4222.394	164,386 81	176,200.50
19765Y886	COLUMBIA BOND FUND	25398 816	215,075.93	225,033.51
20030N101	COMCAST CORP	1136.000	60,104 98	65,899.36
200340107	COMERICA INC	203.000	5,679 80	9,508.52
204319107	COMPAGNIE FINANCIERE RICHEMONT	814 000	8,041.01	7,274.72
20825C104	CONOCOPHILLIPS	345.000	23,665 52	23,825.70
22160K105	COSTCO WHSL CORP NEW	462 000	51,909.72	65,488.50
23381B106	DAIKIN INDS LTD	91 000	10,851.46	11,855 57
234062206	DAIWA HOUSE IND LTD	590 000	11,063.39	11,283 75
243537107	DECKERS OUTDOOR CORP	233 000	22,395.55	21,212.32
252131107	DEXCOM INC COM	370.000	15,231 59	20,368 50
25278X109	DIAMONDBACK ENERGY INC	136.000	9,455 90	8,130.08
25746U109	DOMINION RES INC VA NEW	155.000	7,857.61	11,919 50
260003108	DOVER CORP	291.000	10,821.19	20,870.52

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Cusip	Asset	Units	Basis	Market Value
263534109	DU PONT E I DE NEMOURS & CO	459 000	21,273 60	33,938.46
26441C204	DUKE ENERGY CORP	133 000	8,641.37	11,110.82
268648102	EMC CORP	959.000	24,354 96	28,520.66
269246401	E TRADE FINL CORP	921 000	13,742.86	22,338.85
29444U502	EQUINIX INC	326 000	54,781 77	73,913.98
298736109	EURONET WORLDWIDE INC	379 000	19,261 02	20,807.10
30063P105	EXACT SCIENCES CORP	643 000	15,977.26	17,643.92
30231G102	EXXON MOBIL CORP	507 000	33,045.94	46,872.15
30303M102	FACEBOOK INC	944 000	70,661.24	73,650 88
311900104	FASTENAL CO	859 000	38,076 55	40,854 04
315616102	F5 NETWORKS INC	160.000	18,380.59	20,874 40
34959E109	FORTINET INC	687.000	18,463.88	21,063.42
35804M105	FRESENIUS SE & CO KGAA	654 000	8,158 24	8,539.28
364730101	GANNETT INC	672 000	22,272.43	21,456 96
369604103	GENERAL ELEC CO	938.000	24,237.41	23,703.26
370334104	GENERAL MLS INC	390 000	19,906 69	20,798 70
38259P706	GOOGLE INC	226 000	100,856 48	118,966 40
40650V100	HALYARD HEALTH INC	35 000	826 00	1,591 45
410345102	HANESBRANDS INC	162 000	13,297 24	18,082.44
421906108	HEALTHCARE SVCS GROUP INC	470.000	14,232 78	14,537.10
428291108	HEXCEL CORP NEW	357 000	8,303.53	14,811.93
431571108	HILLENBRAND INC	626 000	19,333 14	21,597 00
437076102	HOME DEPOT INC	593 000	11,539 52	62,247.21
438516106	HONEYWELL INTL INC	444.000	22,630 91	44,364 48
452327109	ILLUMINA INC	442.000	63,488 12	81,584 36
45672B305	INFORMA PLC	600.000	10,002.00	8,809 20
458140100	INTEL CORP	1268 000	22,246 56	46,015 72
459200101	INTERNATIONAL BUSINESS MACHS	181 000	15,256 14	29,039 64
464287234	ISHARES MSCI EMERGING MARKETS	9559 000	349,487 28	375,573 11
46625H100	J P MORGAN CHASE & CO	1085.000	51,345 40	67,899 30
471105205	JAPAN TOB INC	434 000	7,141.27	5,958 82
478160104	JOHNSON & JOHNSON	602 000	40,247.74	62,951 14
48020Q107	JONES LANG LASALLE INC	157 000	17,431.35	23,539 01
482480100	KLA-TENCOR CORP	315 000	17,786.65	22,150 80

THE MCWETHY FOUNDATION
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Cusip	Asset	Units	Basis	Market Value
485865109	KATE SPADE & CO	238 000	3,095 24	7,618.38
48667L106	KDDI CORP	860 000	11,472 66	13,694.64
494368103	KIMBERLY CLARK CORP	282 000	19,203 83	32,582.28
497266106	KIRBY CORP	201.000	10,149 27	16,228.74
500458401	KOMATSU LTD	306.000	6,669 67	6,850.12
50420D108	LA QUINTA HLDGS INC	934.000	18,969 13	20,604.04
53578A108	LINKEDIN CORP	321 000	71,663.96	73,736 91
536797103	LITHIA MTRS INC	112 000	9,310 30	9,709 28
539439109	LLOYDS BANKING GROUP PLC	2565 000	14,037 76	11,901 60
539830109	LOCKHEED MARTIN CORP	155 000	29,434 24	29,848.35
55402X105	MWI VETERINARY SUPPLY INC	133 000	15,405 35	22,598.03
55616P104	MACYS INC	382 000	16,755 73	25,116.50
560877300	MAKITA CORP	166 000	8,613.74	7,587 36
571748102	MARSH & MCLENNAN COS INC	496.000	17,048 57	28,391.04
573284106	MARTIN MARIETTA MATLS INC	159.000	18,800 81	17,540 88
576485205	MATADOR RES CO	682 000	18,033.89	13,796 86
580135101	MCDONALDS CORP	335.000	21,235 68	31,389.50
582839106	MEAD JOHNSON NUTRITION CO	723 000	56,009.26	72,690 42
58502L104	MEDIOLANUM SPA	475.000	8,633 73	6,080 95
58605Q109	MEMORIAL RES DEV CORP	798 000	18,638 11	14,387.94
58933Y105	MERCK & CO INC	1050.000	41,379 83	59,629 50
59156R108	METLIFE INC	311 000	15,644 10	16,821 99
594918104	MICROSOFT CORP	1491.000	40,927 72	69,256 95
596278101	MIDDLEBY CORP	234.000	7,902 88	23,189 40
65339F101	NEXTERA ENERGY INC	175.000	9,169.49	18,600 75
66987V109	NOVARTIS A G	277.000	20,581.55	25,666 82
670100205	NOVO-NORDISK A S	264 000	12,325 29	11,172 48
674599105	OCCIDENTAL PETE CORP DEL	333 000	25,706.77	26,843.13
675232102	OCEANEERING INTL INC	618 000	47,912 25	36,344.58
693475105	PNC FINL SVCS GROUP INC	344 000	22,519 45	31,383.12
69354N106	PRA GROUP INC	289 000	18,209 68	16,741.77
701094104	PARKER HANNIFIN CORP	130 000	5,426 11	16,763.50
714046109	PERKINELMER INC	408.000	18,373 85	17,841.84
717081103	PFIZER INC	2173.000	37,386 07	67,688.95

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Cusip	Asset	Units	Basis	Market Value
718172109	PHILIP MORRIS INTL INC	717 000	12,212 05	58,399 65
731068102	POLARIS INDS INC	139 000	12,236 38	21,022 36
73179P106	POLYONE CORP	392 000	10,323 68	14,860 72
73278L105	POOL CORP	253.000	13,412.36	16,050.32
740189105	PRECISION CASTPARTS CORP	371.000	56,740.74	89,366 48
74144T108	PRICE T ROWE GROUP INC	212 000	5,136 40	18,202.32
741503403	PRICELINE GROUP INC	85.000	48,495 15	96,917.85
742718109	PROCTER & GAMBLE CO	455 000	29,516 12	41,445 95
74435K204	PRUDENTIAL PLC	416 000	13,976 40	19,206.72
74460D109	PUBLIC STORAGE INC	108 000	13,683 06	19,963.80
747525103	QUALCOMM INC	1038.000	69,385 63	77,154.54
750917106	RAMBUS INC DEL	1654.000	19,975 18	18,342 86
754730109	RAYMOND JAMES FINL INC	334.000	17,663 79	19,134.86
755111507	RAYTHEON CO	414 000	19,952.34	44,782.38
756568101	RED ELECTRICA CORPORACION SA	337 000	5,371 78	5,970 97
761655604	REXAM PLC	259 000	11,853.11	9,163 42
771195104	ROCHE HLDG LTD	1147 000	41,378 15	38,944 09
775109200	ROGERS COMMUNICATIONS INC	242 000	9,454 28	9,404 12
775781206	ROLLS-ROYCE HLDGS PLC	126.000	11,222.81	8,546 33
780259206	ROYAL DUTCH SHELL PLC	517 000	34,901 22	34,613.15
780641205	ROYAL KPN NV	1650 000	5,563 47	5,247 00
783513104	RYANAIR HLDGS PLC	147 000	8,217 50	10,476 69
78392U105	RYOHIN KEIKAKU CO LTD	184 000	4,110 43	4,554.00
79466L302	SALESFORCE COM INC	2248 000	98,389.35	133,328 88
79588J102	SAMPO OYJ	408 000	10,208 16	9,582.70
80007R105	SANDS CHINA LTD	125.000	8,688 64	6,149.38
806857108	SCHLUMBERGER LTD	1075.000	85,031.59	91,815 75
808513105	SCHWAB CHARLES CORP NEW	1791 000	38,484 11	54,070.29
816851109	SEMPRA ENERGY	140 000	7,841 53	15,590.40
81762P102	SERVICENOW INC	1136 000	67,909 47	77,077 60
81783H105	SEVEN & I HLDGS CO LTD	628.000	12,049.75	11,414 53
824348106	SHERWIN WILLIAMS CO	119 000	9,990 56	31,301 76
82481R106	SHIRE PLC	40 000	7,726.22	8,501 60
828806109	SIMON PPTY GROUP INC NEW	115 000	17,400.86	20,942 65

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Cusip	Asset	Units	Basis	Market Value
83404D109	SOFTBANK CORP	408 000	15,241.59	12,267 74
84610H108	SOVRAN SELF STORAGE INC	214 000	18,657.45	18,665 08
848637104	SPLUNK INC	925 000	45,345 03	54,528.75
855244109	STARBUCKS CORP	1308 000	66,358.67	107,321.40
86562M209	SUMITOMO MITSUI FINL GROUP INC	1724 000	15,713.94	12,550.72
86562X106	SUMITOMO MITSUI TR HLDGS INC	993.000	4,647 24	3,835.96
870123106	SWATCH GROUP AG	195 000	6,325.80	4,358.64
870195104	SWEDBANK A B	487 000	13,331 60	12,162 34
874054109	TAKE-TWO INTERACTIVE SOFTWARE	600 000	13,820.38	16,818.00
87817A107	TEAM HEALTH HOLDINGS INC	431 000	9,533 98	24,795 43
879360105	TELEDYNE TECHNOLOGIES INC	237 000	21,534 35	24,349 38
881624209	TEVA PHARMACEUTICAL INDS LTD	284 000	14,806 14	16,332.84
88224Q107	TEXAS CAP BANCSHARES INC	264 000	10,421.70	14,343.12
882508104	TEXAS INSTRS INC	547 000	17,500.26	29,245 35
886547108	TIFFANY & CO NEW	590.000	47,235 63	63,047 40
892356106	TRACTOR SUPPLY CO	164 000	7,047.86	12,926 48
896239100	TRIMBLE NAVIGATION LTD	437 000	9,795 44	11,597 98
902973304	US BANCORP DEL	860 000	27,515 36	38,657 00
90384S303	ULTA SALON COSMETICS &	94 000	9,242.76	12,016 96
904767704	UNILEVER PLC	166.000	6,636.23	6,719 68
911312106	UNITED PARCEL SVC INC	327.000	28,685 04	36,352 59
913017109	UNITED TECHNOLOGIES CORP	324 000	29,036.89	37,260 00
918204108	V F CORP	198 000	8,364.64	14,830 20
919134304	VALEO	148.000	10,043 35	9,276 79
92343V104	VERIZON COMMUNICATIONS INC	1320.000	45,797.94	61,749.60
92826C839	VISA INC	446 000	46,924.91	116,941 20
928563402	VMWARE INC	306 000	25,647.12	25,251 12
931142103	WAL-MART STORES INC	404 000	30,806.34	34,695 52
94106L109	WASTE MGMT INC DEL	285 000	8,801 35	14,626.20
949746101	WELLS FARGO & CO	1077.000	34,942 64	59,041.14
966244105	WHITEWAVE FOODS CO	566 000	16,220.03	19,804.34
976657106	WISCONSIN ENERGY CORP	225 000	7,690.79	11,866.50
977868306	WOLSELEY PLC JERSEY	1527 000	8,791.70	8,775 67
977874205	WOLTERS KLUWER N V	207 000	5,876.63	6,349 73

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<u>Cusip</u>	<u>Asset</u>	<u>Units</u>	<u>Basis</u>	<u>Market Value</u>
989701107	ZIONS BANCORPORATION	330.000	8,562.71	9,408.30
G81276100	SIGNET JEWELERS LTD	52 000	5,064 02	6,841.64
H0023R105	ACE LTD	1087 000	95,498 05	124,874.56
N6596X109	NXP SEMICONDUCTORS NV	76.000	5,565.34	5,806 40
		Totals	5,690,657 82	7,362,056 84