Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2014

Open to Public Inspection

ENVELOPE POSTMARK DATE FEB 09 2016

For calendar year 2014 or tax year beginning 10/01, 2014, and ending 09/30, 2015

Name of foundation: ANNA W THORNTON & ALEXANDER P THORNTON CHARITABLE TRUST R77776004

A Employer identification number: 75-6496915

Number and street (or P O box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117

Room/suite:

B Telephone number (see instructions): 866-888-5157

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,925,063.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	48,584.	48,313.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	34,443.			
	b Gross sales price for all assets on line 6a 438,257.				
	7 Capital gain net income (from Part IV, line 2)		34,443.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	16.	13.		STMT 1
	12 **Total.** Add lines 1 through 11	83,043.	82,769.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	37,756.	28,317.		9,439.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	399.	399.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	38,155.	28,716.	NONE	9,439.
	25 Contributions, gifts, grants paid	97,000.			97,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	135,155.	28,716.	NONE	106,439.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-52,112.			
	b **Net investment income** (if negative, enter -0-)		54,053.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	3,104.	1,532.	1,532.
2	Savings and temporary cash investments	192,640.	24,210.	24,210.
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)	907,988.	1,005,263.	1,126,111.
c	Investments - corporate bonds (attach schedule)	476,079.	512,952.	511,013.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	301,044.	288,505.	262,197.
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)	1,880,855.	1,832,462.	1,925,063.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, ▶ ☒ check here and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	1,880,855.	1,832,462.	
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)	1,880,855.	1,832,462.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,880,855.	1,832,462.	

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	1,880,855.
2	Enter amount from Part I, line 27a	2	-52,112.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	3,719.
4	Add lines 1, 2, and 3	4	1,832,462.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,832,462.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	438,257.		403,814.	34,443.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				34,443.
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	34,443.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	97,017.	2,143,492.	0.045261
2012	101,162.	2,042,393.	0.049531
2011	86,338.	1,958,127.	0.044092
2010	99,133.	1,855,215.	0.053435
2009	92,303.	1,966,178.	0.046945

2	**Total** of line 1, column (d)	2	0.239264
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047853
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,112,303.
5	Multiply line 4 by line 3	5	101,080.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	541.
7	Add lines 5 and 6	7	101,621.
8	Enter qualifying distributions from Part XII, line 4	8	106,439.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	541.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	541.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	541.
6	Credits/Payments		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 1,791.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,791.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,250.
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 1,250. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JP MORGAN CHASE BANK, N.A. Telephone no. ▶ (866) 888-5157

Located at ▶ 10 S DEARBORN ST; MC; IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603

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

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

			Yes	No
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	1c		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			
	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			
b	If "Yes," did it have excess business holdings in 2014 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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)*

			Yes	No
5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JP MORGAN CHASE BANK, N A. 10 S DEARBORN ST;MC;IL1-0117, CHICAGO, IL 60603	TRUSTEE 2	37,756.	-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	1,973,003.
b	Average of monthly cash balances	1b	171,467.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,144,470.
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	2,144,470.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	32,167.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,112,303.
6	**Minimum investment return.** Enter 5% of line 5	6	105,615.

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	105,615.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	541.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	541.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	105,074.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	105,074.
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	105,074.

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	106,439.
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	106,439.
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	541.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	105,898.

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				105,074.
2	Undistributed income, if any, as of the end of 2014				
a	Enter amount for 2013 only			96,717.	
b	Total for prior years 20 12 ,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 ▶ $ 106,439.				
a	Applied to 2013, but not more than line 2a			96,717.	
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				9,722.
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				95,352.
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			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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).)

N/A

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

N/A

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

Check here ▶ ☐ 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 3

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
a Paid during the year				
THE PARENTING CENTER 2928 WEST 5TH STREET FORT WORTH TX 76107	NONE	PC	GENERAL	25,000.
ST. ANDREW'S EPISCOPAL CHURCH 6110 N.W. LOOP 410 SAN ANTONIO TX 78238	NONE	PC	GENERAL	30,000.
RECOVERY RESOURCE COUNCIL 2700 AIRPORT FWY FORT WORTH TX 76111	NONE	PC	GENERAL	27,000.
CASSATA HIGH SCHOOL 1400 HEMPHILL ST FORT WORTH TX 76104	NONE	PC	GENERAL	15,000.
Total . . . . ▶ **3a**				97,000.
b Approved for future payment				
Total . . . . ▶ **3b**				

75-6496915

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	48,584.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	34,443.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b OTHER INCOME			14	13.	
c DEFERRED INCOME			14	3.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				83,043.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 83,043.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of.			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] VICE PRESIDENT | 01/29/2016 | ▶

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
CAROLYN J. SECHEL	Carolyn J. Sechel	01/29/2016		P01256399
Firm's name ▶ DELOITTE TAX LLP			Firm's EIN ▶ 86-1065772	
Firm's address ▶ 127 PUBLIC SQUARE CLEVELAND, OH 44114			Phone no 312-486-9652	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEFERRED INCOME	3.	
OTHER INCMOE	13.	13.
TOTALS	16.	13.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	14.	14.
FOREIGN TAXES ON QUALIFIED FOR	308.	308.
FOREIGN TAXES ON NONQUALIFIED	77.	77.
TOTALS	399.	399.

FORM 990PF, PART XV - LINES 2a - 2d

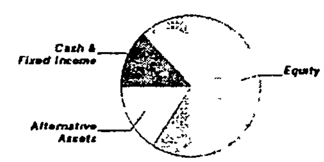
RECIPIENT NAME:
KONNIE DARROW, C/O JP MORGAN CHASE BANK, NA
ADDRESS:
420 THROCKMORTON, FL 3
FORT WORTH, TX 76102
RECIPIENT'S PHONE NUMBER: 817-884-4772
FORM, INFORMATION AND MATERIALS:
NONE
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
ORGANIZATIONS PROVIDING WOMEN'S AND CHILDREN'S
CHILDREN'S SERVICES IN TARRANT COUNTY
RECEIVE FIRST PRIORITY

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1 140,717 41	1,126,111 44	(14,605 97)	23,916 50	71%
Alternative Assets	302,043 89	262 196 69	(39,847 20)	7,009 37	16%
Cash & Fixed Income	337,087 94	196,667 01	(140,420 93)	7,324 22	13%
Market Value	**$1,779,849.24**	**$1,584,975.14**	**($194,874.10)**	**$38,250.09**	**100%**

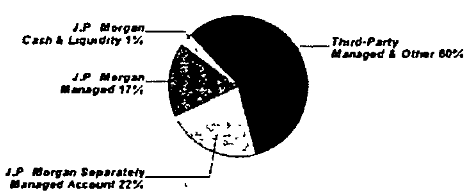
Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	3,104 30	1,531 85	(1,572 45)
Accruals	787 42	1,272 78	485 36
Market Value	**$3,891.72**	**$2,804.63**	**($1,087.09)**

Manager Allocation *



* **J.P. Morgan Managed** includes (to the extent permitted under applicable law) mutual funds other registered funds and hedge funds managed by J P Morgan and structured products issued by J P, Morgan **J.P. Morgan Separately Managed Account** includes fixed income, equity, and alternative separately managed accounts managed by J P Morgan
J.P. Morgan Cash & Liquidity Funds includes cash, J P Morgan deposit sweeps and J P Morgan money market mutual funds **Third-Party Managed & Other** includes mutual funds exchange traded funds, hedge funds and separately managed accounts managed by parties other than J P Morgan structured products and exchange traded notes issued by parties other than J P Morgan and other investments not managed or issued by J P Morgan See important information about investment principles and conflicts in the disclosures section

Account Summary CONTINUED

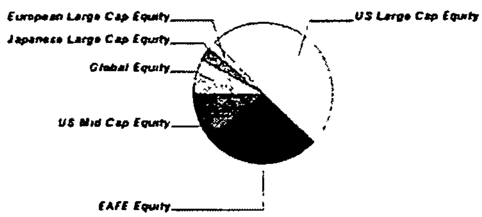
Cost Summary	Cost
Equity	1,005 263 36
Cash & Fixed Income	208 285.27
Total	$1,213,548.63

001262 0546 of 0620 NSPOONS XL NNYYNOW

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	442,804 91	547,890 16	105,085.25	35%
US Mid Cap Equity	131,094 43	122 420 19	(8,574 24)	8%
EAFE Equity	326.029.04	301,527 26	(24,501.78)	19%
European Large Cap Equity	40,862 80	18,934 30	(21,928 50)	1%
Japanese Large Cap Equity	24,172 43	36,755 70	12,583 27	2%
Asia ex-Japan Equity	42,689 44	0 00	(42,689 44)	
Global Equity	67 847 50	98,583 83	30,736 33	6%
Concentrated & Other Equity	65,216 86	0 00	(65,216 86)	
Total Value	**$1,140,717.41**	**$1,126,111.44**	**($14,605.97)**	**71%**

Asset Categories



Equity as a percentage of your portfolio - 71 %

Market Value/Cost	Current Period Value
Market Value	1,126,111 44
Tax Cost	1,005 263 36
Unrealized Gain/Loss	120,848 08
Estimated Annual Income	23,916 50
Accrued Dividends	1,272 78
Yield	2 12%

Note P indicates position adjusted for Pending Trade Activity

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Large Cap Equity							
ABBOTT LABORATORIES 002824-10-0 ABT	40 22	67 000	2 694 74	2,982 96	(288 22)	64 32	2 39%
ACCENTURE PLC-CL A G1151C-10-1 ACN	98 26	31 000	3,046 06	2 519 97	526 09	68 20	2 24%
ACE LTD NEW H0023R-10-5 ACE	103 40	44 000	4,549 60	2,306 36	2,243 24	117 92 25 06	2 59%
ADOBE SYSTEMS INC 00724F-10-1 ADBE	82 22	40 000	3,288 80	1 355 34	1,933 46		
AETNA INC 00817Y-10-8 AET	109 41	32 000	3,501 12	3,297 84	203 28	32 00	0 91%
ALEXION PHARMACEUTICALS INC 015351-10-9 ALXN	156 39	16 000	2,502 24	2 306 75	195 49		
P **ALLERGAN PLC** G0177J-10-8 AGN	271 81	25 000	6 795 25	6 643 16	152,09		
ALLIANCE DATA SYSTEMS CORP 018581-10-8 ADS	258 98	7 000	1 812 86	1,236 85	576 01		
AMAZON COM INC 023135 10-6 AMZN	511 89	11 000	5 630 79	4,194 11	1,436 68		
ANADARKO PETROLEUM CORP 032511-10-7 APC	60 39	53 000	3,200 67	4,002.31	(801 64)	57 24	1 79%
APPLE INC. 037833-10-0 AAPL	110 30	140 000	15,442 00	2,471 77	12,970 23	291 20	1 89%

US Large Cap Equity

		Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc. / Accrued Div.	Yield
	AT&T INC 00206R-10-2 T	32 58	110 000	3,583 80	3,793 43	(209 63)	206 80	5 77%
	AVAGO TECHNOLOGIES LTD Y0486S-10-4 AVGO	125 01	73 000	9 125 73	2,430 71	6,695 02	122 64	1 34%
	BANK OF AMERICA CORP 060505-10-4 BAC	15 58	455.000	7,088 90	5,139 83	1 949 07	91 00	1 28%
	BIOGEN INC 09062X-10-3 BIIB	291 81	10 000	2,918 10	498 83	2,419 27		
P	**BIOMARIN PHARMACEUTICAL INC** 09061G-10-1 BMRN	105 32			0 00			
	BLACKROCK INC 09247X-10-1 BLK	297.47	7 000	2,082 29	2,328 35	(246 06)	61 04	2.93%
	BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	59 20	72 000	4,262 40	2,832 17	1 430 23	106 56 26 64	2 50%
	BROADCOM CORP CL A 111320-10-7 BRCM	51 43	53 000	2,725 79	2,014 35	711 44	29 68	1 09%
	CARNIVAL CORPORATION 143658-30-0 CCL	49 70	53 000	2,634 10	2,766 03	(131 93)	63 60	2.41%
	CBS CORP CLASS B W/I 124857-20-2 CBS	39 90	54 000	2,154 60	3 139 70	(985 10)	32 40 8 10	1 50%
	CELGENE CORPORATION 151020-10-4 CELG	108 17	43 000	4,651 31	2,279 22	2,372 09		
P	**CHARTER COMMUNICATIONS INC** 16117M-30-5 CHTR	175 85			0 00			

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
CHEVRON CORP 166764-10-0 CVX	78 88	49 000	3 865 12	4 154 57	(289 45)	209 72	5 43%
CITIGROUP INC NEW 172967-42-4 C	49 61	110 000	5 457 10	4 121 03	1,336 07	22 00	0 40%
COCA-COLA CO 191216-10-0 KO	40 12	78 000	3,129 36	3,430 01	(300.65)	102 96 25 74	3.29%
COLGATE PALMOLIVE CO 194162-10-3 CL	63 46	25,000	1,586 50	1 537 17	49 33	38 00	2.40%
COLUMBIA PIPELINE GROUP -W/I 198280-10-9 CPGX	18 29	130 000	2,377 70	3,210 52	(832 82)	65.00	2 73%
COMCAST CORP CL A 20030N-10-1 CMCS A	56 88	52,000	2 957 76	883 11	2,074.65	52 00	1 76%
COSTCO WHOLESALE CORP 22160K-10-5 COST	144 57	19 000	2,746 83	2 449 21	297.62	30 40	1 11%
CROWN HOLDINGS INC 228368-10-6 CCK	45 75	47 000	2,150 25	2,405 62	(255 37)		
CVS HEALTH CORPORATION 126650-10-0 CVS	96 48	28 000	2,701 44	1 621 91	1 079 53	39 20	1 45%
P DISCOVER FINANCIAL SERVICES 254709-10-8 DFS	51 99	58 000	3,015 42	3,167 04	(151 62)	64.96	2 15%
DISH NETWORK CORP CL A 25470M-10-9 DISH	58 34	46 000	2,683 64	1,717 29	966 35		
DOW CHEMICAL CO 260543-10-3 DOW	42 40	61 000	2,586 40	3,245 30	(658 90)	102 48 25 62	3 96%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
E I DU PONT DE NEMOURS & CO 263534-10-9 DD	48 20	37 000	1,783 40	2,277 00	(493 60)	56 24	3 15%
ELI LILLY & CO 532457-10-8 LLY	83 69	61 000	5,105 09	5,185 56	(80 47)	122 00	2.39%
EQT CORPORATION 26884L-10-9 EQT	64 77	27,000	1,748 79	2,050 72	(301 93)	3 24	0 19%
FACEBOOK INC-A 30303M-10-2 FB	89 90	88 000	7 911 20	6 735 70	1,175 50		
FIDELITY NATIONAL INFORMATION SERVICES 31620M-10-6 FIS	67 08	52 000	3,488 16	3 295 74	192 42	54 08	1 55%
GENERAL MOTORS CO 37045V-10-0 GM	30 02	125 000	3,752 50	3,498 29	254 21	180 00	4 80%
P **GENERAL ELECTRIC CO** 369604-10 3 GE	25 22	205 000	5,170 10	5,108 84	61 26	188 60 / 40 02	3 65%
GILEAD SCIENCES INC 375558-10-3 GILD	98 19	32 000	3 142 08	3 471 49	(329.41)	55 04	1 75%
GOOGLE INC CLASS C 38259P-70-6 GOOG	608 42	15 000	9,126 30	6,296 00	2,830 30		
GOOGLE INC CLASS A 38259P-50-8 GOOG L	638 37	4 000	2,553 48	1,142 44	1,411 04		
HARMAN INTERNATIONAL INDUSTRY INC 413086-10-9 HAR	95 99	31 000	2 975 69	3 044 12	(68 43)	43 40	1 46%
HARTFORD FINANCIAL SERVICES GROUP INC 416515-10-4 HIG	45 78	58 000	2,655.24	1,751.60	903 64	48 72 / 12.18	1 83%

US Large Cap Equity

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
HOME DEPOT INC 437076-10-2 HD	115 49	61 000	7,044 89	2 786 01	4,258 88	143 96	2 04%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	94 69	79 000	7,480 51	4,255 97	3,224 54	163 53	2 19%
HUMANA INC 444859-10-2 HUM	179 00	31 000	5,549 00	2 811 39	2,737 61	35 96 8 99	0 65%
P ILLUMINA INC 452327-10-9 ILMN	175 82	12 000	2,109 84	2,370 02	(260 18)		
INVESCO LTD G491BT-10-8 IVZ	31 23	56 000	1,748 88	1,593 16	155 72	60 48	3 46%
JPM EQ INC FD - SEL FUND 3128 4812C0-49-8 HLIE X	13 05	3,353 092	43,757 85	34,704 50	9,053 35	979 10	2 24%
JPM LARGE CAP GRWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	34 65	927 223	32,128 28	20 686 34	11,441 94		
L-3 COMMUNICATIONS HOLDINGS INC 502424-10-4 LLL	104 52	17 000	1 776 84	2,171 17	(394 33)	44 20	2 49%
LAM RESEARCH CORP 512807-10-8 LRCX	65 33	61 000	3,985 13	3 796 96	188.17	73 20	1 84%
LENNOX INTERNATIONAL INC 526107-10-7 LII	113 33	18 000	2,039 94	2,206 69	(166 75)	25 92 6 48	1 27%
LOWES COMPANIES INC 548661-10-7 LOW	68 92	96 000	6 616 32	1,911 31	4,705 01	107 52	1 63%
MARSH & MCLENNAN COMPANIES INC 571748-10-2 MMC	52 22	70 000	3,655 40	3,250 48	404 92	86 80	2 37%

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	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc Accrued Div	Yield
US Large Cap Equity							
MARTIN MARIETTA MATERIALS INC 573284-10-6 MLM	151.95	12 000	1 823 40	2,089 75	(266 35)	19 20	1 05%
MASCO CORP 574599-10-6 MAS	25 18	147 000	3,701 46	1,926 30	1,775 16	55 86	1 51%
MASTERCARD INC - CLASS A 57636Q-10-4 MA	90 12	70 000	6,308 40	2,674 26	3,634.14	44 80	0 71%
MCKESSON CORP 58155Q-10-3 MCK	185 03	26 000	4,810 78	5,977 84	(1,167 06)	29 12 7.28	0 61%
METLIFE INC 59156R-10-8 MET	47 15	78 000	3,677 70	2,356 49	1,321 21	117 00	3 18%
MICROSOFT CORP 594918-10-4 MSFT	44 26	213 000	9,427 38	4,431 21	4,996 17	306 72	3 25%
MOLSON COORS BREWING CO CL B 60871R-20-9 TAP	83 02	33 000	2,739 66	2,428 70	310 96	54 12	1 98%
MONDELEZ INTERNATIONAL-W/I 609207-10-5 MDLZ	41 87	88 000	3,684 56	2,153 87	1,530 69	59 84 14 96	1 62%
MORGAN STANLEY 617446-44-8 MS	31 50	185 000	5,827 50	4 794 85	1,032 65	111 00	1 90%
NEXTERA ENERGY INC 65339F-10-1 NEE	97 55	34 000	3,316 70	2,858 29	458 41	104 72	3 16%
NISOURCE INC 65473P-10-5 NI	18 55	85 000	1,576.75	1 024 63	552 12	52 70	3 34%
NXP SEMICONDUCTORS NV N6596X-10-9 NXPI	87 07	29 000	2,525 03	3,085 61	(560 58)		
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	66 15	111 000	7,342 65	8,071.22	(728 57)	333 00 83 25	4 54%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc / Accrued Div	Yield
US Large Cap Equity							
ORACLE CORP 68389X-10-5 ORCL	36 12	69 000	2,492 28	1,446 84	1,045 44	41 40	1 66%
PACCAR INC 693718-10-8 PCAR	52 17	61 000	3,182 37	2,065 90	1,116 47	58 56	1 84%
PEPSICO INC 713448-10-8 PEP	94 30	30 000	2 829 00	2 825 91	3 09	84 30	2 98%
PFIZER INC 717081-10-3 PFE	31 41	196 000	6,156 36	6,800 93	(644 57)	219 52	3 57%
PHILLIPS 66 718546-10-4 PSX	76 84	33 000	2,535 72	1 875 81	659 91	73 92	2 92%
PROCTER & GAMBLE CO 742718-10-9 PG	71 94	55 000	3,956 70	2 948 37	1,008 33	145 86	3 69%
SBA COMMUNICATIONS CORP 78388J-10-6 SBAC	104 74	19 000	1,990 06	2 281 04	(290 98)		
SCHLUMBERGER LTD 806857-10-8 SLB	68 97	52 000	3,586.44	4,238 03	(651 59)	104 00 / 26 00	2 90%
SCHWAB CHARLES CORP 808513-10-5 SCHW	28 56	74 000	2,113 44	2 152 43	(38 99)	17 76	0 84%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	191 63	565 000	108,270 95	100,025 22	8,245 73	2,332 88 / 583 89	2 15%
STATE STREET CORP 857477-10-3 STT	67 21	37 000	2,486 77	2,191 28	295 49	50 32 / 12 58	2 02%
SVB FINANCIAL GROUP 78486Q-10-1 SIVB	115 54	16 000	1,848 64	2 008 45	(159 81)		
TE CONNECTIVITY LTD H84989-10-4 TEL	59 89	40 000	2,395 60	2,871 90	(476 30)	52 80	2 20%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
THE HERSHEY COMPANY 427866-10-8 HSY	91 88	14 000	1,286 32	1,457.49	(171.17)	32 64	2 54%
THE MOSAIC COMPANY NEW 61945C-10-3 MOS	31 11	54 000	1,679 94	2,527 94	(848 00)	59 40	3 54%
TIME WARNER INC NEW 887317-30-3 TWX	68 75	112 000	7,700 00	2,139 47	5,560 53	156 80	2 04%
TJX COMPANIES INC 872540-10-9 TJX	71 42	36 000	2,571 12	2,056 87	514 25	30 24	1 18%
TWENTY FIRST CENTY FOX INC CL A 90130A-10-1 FOXA	26 98	98 000	2,644 04	3,208 03	(563 99)	29 40 14 70	1 11%
P UNION PACIFIC CORP 907818-10-8 UNP	88 41	38 000	3,359 58	3,750 46	(390 88)	83 60	2 49%
UNITEDHEALTH GROUP INC 91324P-10-2 UNH	116 01	54 000	6,264 54	2,333 60	3,930 94	108.00	1 72%
UNITED CONTINENTAL HOLDINGS INC 910047-10-9 UAL	53 05	56 000	2,970 80	2,258 51	712 29		
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	88 99	41 000	3,648 59	2,210 07	1,438 52	104 96	2 88%
P VERTEX PHARMACEUTICALS INC 92532F-10-0 VRTX	104 14	32 000	3,332.48	2,487 70	844 78		
WABCO HOLDINGS INC 92927K-10-2 WBC	104 83	14 000	1,467 62	1,792 37	(324 75)		
WALT DISNEY CO 254687-10-6 DIS	102 20	32 000	3,270 40	2,104.87	1,165 53	42 24	1 29%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
WELLS FARGO & CO 949746-10-1 WFC	51 35	211 000	10,834 85	5,205 75	5 629 10	316 50	2 92%
Total US Large Cap Equity			**$547,890.16**	**$430,022.58**	**$117,867.58**	**$9,976.49** **$921.49**	**1.82%**
US Mid Cap Equity							
ASTON RIVER RD DIV ALL CAP-I 00080Y-87-6 ARID X	11 88	4,555 151	54,115 19	55 572 84	(1 457 65)	1,525 97	2 82%
ISHARES CORE S&P MID-CAP ETF 464287-50-7 IJH	136 61	500 000	68,305 00	53 097 70	15,207 30	1 075 50 264 66	1 57%
Total US Mid Cap Equity			**$122,420 19**	**$108,670.54**	**$13,749.65**	**$2,601.47** **$264 66**	**2 12%**
EAFE Equity							
ARTISAN INTL VALUE FUND - ADV 04314H-66-7 APDK X	32 66	1 284 101	41,938 74	32,680 02	9,258 72		
DEUTSCHE XTRAC MSCI EAFE HEDGE FD 233051-20-0 DBEF	26 08	1 365 000	35,599 20	40,451 65	(4,852 45)	2 431 06	6 83%
GS EAFE REN MAT 02/18/16 2X LEV, 10 57% CAP, 21 14% MAX INITIAL LEVEL-01/30/15 SX5E 3351 44 UKX 6749 40 TPX 1415 07 38147Q-SY-3	94 56	40,000 000	37,822 00	39 600 00	(1,778 00)		
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	57 32	990 000	56,746 80	58,605 40	(1 858 60)	1,679 04	2 96%

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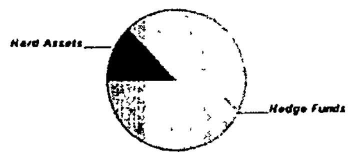
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
EAFE Equity							
OAKMARK INTERNATIONAL FD-I 413838-20-2 OAKI X	21 34	4 128 082	88,093 27	105,150 00	(17,056 73)	2,084 68	2 37%
T ROWE PRICE OVERSEAS STOCK 77956H-75-7 TROS X	8 99	4,597 024	41,327 25	37,912 31	3,414 94	1,241 19	3 00%
Total EAFE Equity			**$301,527.26**	**$314,399.38**	**($12,872.12)**	**$7,435.97**	**2.47%**
European Large Cap Equity							
VANGUARD FTSE EUROPE ETF 922042-87-4 VGK	49 18	385 000	18,934 30	21,320 86	(2,386 56)	658 73 / 86 63	3 48%
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	11 10	3 311 324	36,755 70	35,950 00	805 70	1,685 46	4 59%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	17 27	5,708 386	98,583 83	94,900 00	3,683 83	1,558 38	1 58%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
Concentrated & Other Equity							
P VALEANT PHARMACEUTICALS INTE 91911K-10-2 VRX	178 38			0 00			

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	241,590.97	229,124 42	(12,466 55)	14%
Hard Assets	60,452 92	33,072 27	(27,380 65)	2%
Total Value	**$302,043.89**	**$262,196.69**	**($39,847.20)**	**16%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 16 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EQUINOX FDS TR EQNX CB STGY I 29446A-81-9 EBSI X	11 22	2,991 988	33,570 11	31,426 15
GATEWAY FUND-Y 367829-83-4 GTEY X	28 98	2,182 910	63,260 73	59,221 46

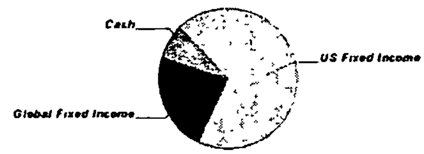
	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GOTHAM ABSOLUTE RETURN FUND 360873-13-7 GARI X	12 48	3,239 240	40,425 72	43,426 00
INV BALANCED-RISK ALLOC-Y 00141V-69-7 ABRY X	11 12	3,119 686	34,690 91	39,995 95
PIMCO UNCONSTRAINED BOND-P 72201M-45 3 PUCP X	10 63	5 378 829	57,176 95	62,011 53
Total Hedge Funds			**$229,124.42**	**$236,081.09**

	Price	Quantity	Estimated Value	Cost	Est. Annual Income Accrued Income
Hard Assets					
MS PALLADIUM BREN 12/09/15 LNKD TO PLDMLNPM 116 30% LEVERAGE, 10% BUFFER 11/20/14 INITIAL STRIKE 771 61762G-CM-4	91 95	10,000 000	9 195 00	9,900 00	
PIMCO COMMODITYPL STRAT-P 72201P-16-7 PCLP X	6 16	3,876 181	23 877 27	42,524 06	1,228 74
Total Hard Assets			**$33,072.27**	**$52,424.06**	**$1,228.74**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	190 471 15	17,603 33	(172,867 82)	1%
US Fixed Income	146,616 79	138,317.55	(8,299.24)	9%
Global Fixed Income	0 00	40 746 13	40,746 13	3%
Total Value	**$337,087.94**	**$196,667.01**	**($140,420.93)**	**13%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 13 %

Market Value/Cost	Current Period Value
Market Value	195,667 01
Tax Cost	208,285 27
Unrealized Gain/Loss	(11,618 26)
Estimated Annual Income	7,324 22
Yield	3 72%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	196,667 01	100%

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	17,603 33	8%
International Bonds	40,746 13	20%
Mutual Funds	138,317 55	72%
Total Value	**$196,667.01**	**100%**

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

Cash & Fixed Income Detail

Cash

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
US DOLLAR PRINCIPAL	1 00	17,765 20	17 765 20	17,765 20		5 32	0 03% '
COST OF PENDING PURCHASES	1 00	(4,253 05)	(4,253 05)	(4 253 05)			
PROCEEDS FROM PENDING SALES	1 00	4 091 18	4,091 18	4 091 18			
Total Cash			**$17,603.33**	**$17,603.33**	**$0.00**	**$5.32**	**0.03%**

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7 10	8,691 34	61,708 54	69 991 44	(8,282 90)	3 615 59	5 86%
JPM INFLATION MGD BD FD - SEL FUND 2037 48121A-56-3	10 11	3 703 70	37 444 38	39,185 11	(1,740 73)	533 33	1 42%
DOUBLELINE TOTAL RET BD-I 258620-10-3	10 94	3 579 95	39,164 63	40,505 39	(1,340 76)	1,646.77	4 20%
Total US Fixed Income			**$138,317.55**	**$149,681 94**	**($11,364.39)**	**$5,795.69**	**4.19%**

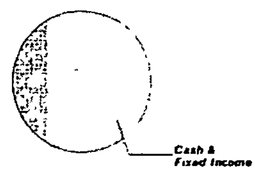
	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
Global Fixed Income							
JOHN HANCOCK INCOME FUND CLASS I 410227-83-9	6 42	6,346 75	40,746 13	41,000 00	(253 87)	1 523 21	3 74%

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Cash & Fixed Income	339,844 71	338 555 71	(1 289 00)	10 108 23	100%
Market Value	**$339,844.71**	**$338,555.71**	**($1,289.00)**	**$10,108.23**	**100%**

Asset Allocation

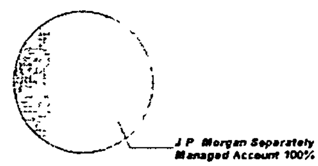


INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Accruals	2,826 79	2,676 69	(150 10)
Market Value	**$2,826.79**	**$2,676.69**	**($150.10)**

* **J P. Morgan Separately Managed Account** includes fixed income, equity, and alternative separately managed accounts managed by J P Morgan See important information about investment principles and conflicts in the disclosures section

Manager Allocation *



Account Summary CONTINUED

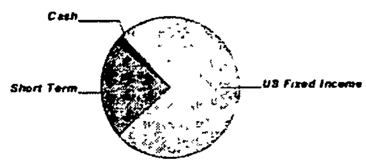
Cost Summary	Cost
Cash & Fixed Income	328 877 12
Total	**$328,877.12**

27540738880310262557
27740730400100065557

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	2,169 06	6,606 76	4,437 70	2%
Short Term	68,824 50	76,368 85	7,544.35	23%
US Fixed Income	268 851 15	255,580 10	(13,271 05)	75%
Total Value	**$339,844.71**	**$338,555.71**	**($1,289.00)**	**100%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 100%

Market Value/Cost	Current Period Value
Market Value	338,555 71
Tax Cost	328,877 12
Unrealized Gain/Loss	9,678 59
Estimated Annual Income	10 108 23
Accrued Interest	2 676 69
Yield	0 89%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	46,823 96	13%
6-12 months[1]	36,151 65	10%
1-5 years[1]	161,054 45	50%
5-10 years[1]	94,525 65	27%
Total Value	**$338,555.71**	**100%**

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	6 606 76	1%
Corporate Bonds	10,391 90	3%
Govt and Agency Bonds	321 557 05	96%
Total Value	**$338,555.71**	**100%**

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

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	6 606 76	6,606 76	6,606 76		1 98	0 03% [1]
Short Term							
US TREAS 4.5% 11/15/15 912828-EN-6 NR /AAA	100 54	40 000 00	40,217 20	37,845 31	2,371 89	1 800 00 679 88	0 15%
US TREAS 5.125% 05/15/16 912828-FF-2 NR /AAA	103 04	25,000 00	25,759 75	25,979 49	(219 74)	1 281 25 484 03	0 26%
FNMA 5.375% 07/15/16 31359M-S6-1 AA+ /AAA	103 92	10,000 00	10,391 90	10,184 13	207 77	537 50 113 47	0 39%
Total Short Term			**$76,368.85**	**$74,008.93**	**$2,359.92**	**$3,618.75** **$1,277.38**	**0.22%**
US Fixed Income							
FHLMC 0 875% 10/14/2016 DTD 08/16/2013 3137EA-DS-5 AAA /AAA	100 43	15,000 00	15,063.90	15,042 15	21 75	131 25 60 89	0 46%
FNMA 5% 02/13/17 31359M-4D-2 AA+ /AAA	106 05	15 000 00	15,908 10	14,370 61	1,537 49	750 00 99 99	0 55%
US TREAS 4.5% 05/15/17 912828-GS-3 NR /AAA	106 36	20 000 00	21,271 00	20,525 77	745 23	900 00 339 94	0 57%

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US TREAS 1.875% 08/31/17 912828-NW-6 NR /AAA	102 34	15,000 00	15,351 60	15,887 70	(536 10)	281 25 / 25 98	0 64%
FHLB 5% 11/17/17 3133XM-Q8-7 AA+ /AAA	108 86	10 000 00	10,886 40	10,157 37	729 03	500 00 / 186 11	0.79%
US TREAS 0.75% 02/28/18 912828-UR-9 NR /AAA	99 94	5,000 00	4,996 90	4 926 56	70 34	37 50 / 3 19	0 78%
US TREAS 1.5% 08/31/18 912828-RE-2 NR /AAA	101 71	40,000 00	40,684.40	41,306 25	(621 85)	600 00 / 51 08	0 90%
US TREAS 3.75% 11/15/18 912828-JR-2 NR /AAA	108 59	5,000 00	5,429 70	5,458 98	(29 28)	187 50 / 70 82	0 95%
US TREAS 2.75% 02/15/19 912828-KD-1 NR /AAA	105 59	5,000 00	5 279 30	5,298 24	(18 94)	137 50 / 17 56	1 06%
US TREAS 0.875% 07/31/19 912828-TH-3 NR /AAA	98 91	10,000 00	9,890 60	9 650 78	239 82	87 50 / 14 74	1 17%
US TREAS 3.375% 11/15/19 912828-LY-4 NR /AAA	108 62	15 000 00	16,292 55	14,635 61	1,656 94	506 25 / 191 25	1 23%
US TREAS 3.625% 02/15/21 912828-PX-2 NR /AAA	110 96	35,000 00	38,836 35	36,991 80	1,844 55	1 268 75 / 162 02	1 49%
US TREAS 2.125% 08/15/21 912828-RC-6 NR /AAA	102 95	5,000 00	5,147 25	5,103 32	43 93	106 25 / 13 57	1 60%
US TREAS 2% 11/15/21 912828-RR-3 NR /AAA	102 09	10,000 00	10,208 60	10,426 95	(218 35)	200 00 / 75 55	1 64%
US TREAS 2% 02/15/22 912828-SF-8 NR /AAA	102 06	25,000 00	25,513 75	24,093 75	1,420 00	500 00 / 63 85	1 66%
US TREAS 1.625% 08/15/22 912828-TJ-9 NR /AAA	99 18	5,000 00	4,959 00	4,662 89	296 11	81 25 / 10 38	1.75%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Income / Accrued Interest	Yield
US Fixed Income							
FHLB 2.125% 03/10/23 313382-AX-1 AA+ /AAA	98 61	10,000 00	9,860 70	9,722 70	138 00	212 50 12 39	2 33%
Total US Fixed Income			**$255,580 10**	**$248,261.43**	**$7,318.67**	**$6,487.50** **$1,399.31**	**1.12%**