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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning 10/01 , 2015, and ending 09/30, 20 16

Name of foundation: THE MARY A HARRISON FOUNDATION Q12673002

A Employer identification number: 26-0433030

Number and street (or P O. box number if mail is not delivered to street address): 10 S DEARBORN IL1-0111

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 ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 12,730,841.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	229,478.	229,478.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-96,863.			
	b Gross sales price for all assets on line 6a 1,973,404.				
	7 Capital gain net income (from Part IV, line 2)				
	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)	387,582.	332,322.		STMT 1
	12 **Total.** Add lines 1 through 11	520,197.	561,800.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	25,000.			25,000.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	305.	NONE	NONE	305.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 3	32,601.	32,601.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	4,985.	3,985.		
	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) STMT 5	33,513.			33,513.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	96,404.	36,586.	NONE	58,818.
	25 Contributions, gifts, grants paid	602,800.			602,800.
	26 **Total expenses and disbursements** Add lines 24 and 25	699,204.	36,586.	NONE	661,618.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-179,007.			
	b **Net investment income** (if negative, enter -0-)		525,214.		
	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	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	842,193.	462,088.	462,088.
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)	6,602,719.	5,866,613.	6,164,753.
c	Investments - corporate bonds (attach schedule)	2,293,940.	3,181,653.	3,198,747.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	2,375,278.	1,732,324.	2,245,982.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)		658,009.	659,271.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	12,114,130.	11,900,687.	12,730,841.
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	12,114,130.	11,900,687.	
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)	12,114,130.	11,900,687.	
31	**Total liabilities and net assets/fund balances** (see instructions)	12,114,130.	11,900,687.	

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	12,114,130.
2	Enter amount from Part I, line 27a	2	-179,007.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	11,935,123.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	34,436.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,900,687.

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	1,973,404.		2,070,267.	-96,863.
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				-96,863.
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 -96,863.

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))
2014	695,416.	13,546,258.	0.051336
2013	620,877.	13,511,954.	0.045950
2012	600,150.	12,912,884.	0.046477
2011	720,413.	12,532,976.	0.057481
2010	623,643.	13,007,860.	0.047944

2	Total of line 1, column (d)	2	0.249188
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	0.049838
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	12,753,135.
5	Multiply line 4 by line 3	5	635,591.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,252.
7	Add lines 5 and 6	7	640,843.
8	Enter qualifying distributions from Part XII, line 4	8	661,618.

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	5,252.
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	5,252.
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	5,252.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 9,410.		
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	9,410.
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	4,158.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 4,158. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
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) ▶ VA			
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 2015 or the taxable year beginning in 2015 (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 ▶ JPMORGAN CHASE BANK, NA 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 2015, 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 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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ 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		
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 2015 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 2015.)*	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 2015?	4b		X

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) . . . . . . [ ] Yes [X] 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 [X] 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 [X] No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] 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
GEORGE ANDERSON HARRISON 10 S DEARBORN ST; MC: IL1-0117, CHICAGO, IL 60603	PRESIDENT 5	20,000.	-0-	-0-
GEORGE AUGUSTAS HARRISON 10 S DEARBORN ST; MC: IL1-0117, CHICAGO, IL 60603	VICE PRESIDENT 5	2,500.	-0-	-0-
THOMAS HUNGERFORD HARRISON 10 S DEARBORN ST; MC: IL1-0117, CHICAGO, IL 60603	TREASURER 5	2,500.	-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	12,050,474.
b	Average of monthly cash balances	1b	896,871.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,947,345.
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	12,947,345.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	194,210.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,753,135.
6	**Minimum investment return.** Enter 5% of line 5	6	637,657.

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	637,657.
2a	Tax on investment income for 2015 from Part VI, line 5 — 2a: 5,252.		
b	Income tax for 2015. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	5,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	632,405.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	632,405.
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	632,405.

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	661,618.
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	661,618.
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	5,252.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	656,366.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				632,405.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			602,773.	
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010 NONE				
b From 2011 NONE				
c From 2012 NONE				
d From 2013 NONE				
e From 2014 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 661,618.				
a Applied to 2014, but not more than line 2a			602,773.	
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 2015 distributable amount				58,845.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 *(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 2014. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				573,560.
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 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2016.** *Subtract lines 7 and 8 from line 6a*	NONE			
10 Analysis of line 9				
a Excess from 2011 NONE				
b Excess from 2012 NONE				
c Excess from 2013 NONE				
d Excess from 2014 NONE				
e Excess from 2015 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 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				602,800.
Total ▶ **3a**				602,800.
b *Approved for future payment*				
Total ▶ **3b**				

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	229,478.	
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	-96,863.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b TAX REFUND			14	407.	
c OFF-SHORE LPS			14	334,807.	
d ON-SHORE LPS			14	52,368.	
e					
12 Subtotal. Add columns (b), (d), and (e)				520,197.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 520,197.

(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 of officer or trustee: [signature] Date: 8/2/17 Title: President

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
KELLY NEUGEBAUER	[signature]	07/19/2017		P01285591
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
TAX REFUND	407.	
OFF-SHORE PARTNERSHIP ACTIVITY	334,807.	300,368.
ON-SHORE PARTNERSHIP AACCTIVITY	52,368.	31,954.
TOTALS	387,582.	332,322.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	305.			305.
TOTALS	305.	NONE	NONE	305.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT FEES-SUBJECT T	32,601.	32,601.
TOTALS	32,601.	32,601.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES - PRINCIPAL	1,000.	
FOREIGN TAXES ON QUALIFIED FOR	3,437.	3,437.
FOREIGN TAXES ON NONQUALIFIED	548.	548.
TOTALS	4,985.	3,985.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PHILANTHROPIC SERVICES FEE	33,513.	33,513.
TOTALS	33,513.	33,513.

RECIPIENT NAME:
WORLD PEDIATRIC PROJECT
ADDRESS:
7201 GLEN FOREST DRIVE
RICHMOND, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 85,000.

RECIPIENT NAME:
MAYMONT FOUNDATION
ADDRESS:
1700 HAMPTON STREET
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 67,500.

RECIPIENT NAME:
ST CATHERINE'S SCHOOL
ADDRESS:
6001 GROVE AVENUE
RICHMOND, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
UNIVERISTY OF NORTH
CAROLINA CHAPEL HILL
ADDRESS:
220 E CAMERON AVENUE
CHAPEL HILL, NC 27514
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
ST CHRISTOPHER'S SCHOOL
ADDRESS:
711 ST CHRISTOPHER'S ROAD
RICHMOND, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 61,000.

RECIPIENT NAME:
JAMES RIVER ASSOCIATION
ADDRESS:
4833 OLD MAIN ST
RICHMOND, VA 23231
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
ANNA JULIA COOPER EPISCOPAL SCHOOL
ADDRESS:
2124 N 29TH ST
RICHMOND, VA 23223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
PRINCE GEORGE COUNTY POLICE DEPARTMENT
ADDRESS:
.
PRINCE GEORGE, VA 23875
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
BURROWSVILLE VOLUNTEER FIRE DEPARTMENT
ADDRESS:
.
DISPUTANTA, VA 23842
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,500.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PRINCE GEORGE COUNTY REGIONAL HERITAGE CENTER
ADDRESS:
.
PRINCE GEORGE, VA 23875
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,600.

RECIPIENT NAME:
BRAIN INJURY ALLIANCE OF COLORADO
ADDRESS:
.
DENVER, CO 80222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 14,000.

RECIPIENT NAME:
ST FRANCIS CENTER
ADDRESS:
.
FOLLANSBEE, WV 26037
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,100.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHESAPEAKE BAY FOUNDATION
ADDRESS:
*
ANNAPOLIS, MD 21403
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BREAKTHTOUGH SILICON VALLEY
ADDRESS:
*
SAN JOSE, CA 95126
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,050.

RECIPIENT NAME:
SANTA CLARA UNIVERSITY
ADDRESS:
*
SANTA CLARA, CA 95053
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,050.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BURROWSVILLE RURITAN CLUB
ADDRESS:
*
SPRING GROVE, VA 23881
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
RICHMOND FISHER HOUSE FOUNDATION
ADDRESS:
*
RICHMOND, VA 23236
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

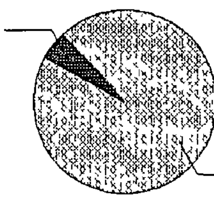
RECIPIENT NAME:
VIRGINIA COMMONWEALTH UNIVERSITY
RICE RIVERS CENTER
ADDRESS:
*
RICHMOND, VA 23284
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

TOTAL GRANTS PAID: 602,800.

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Alternative Assets	1,227,443 25	1,115,178.50	(112,264.75)		95%
Cash & Fixed Income	364,818 38	64,148.61	(300,669 77)	30 64	5%
Market Value	**$1,592,261.63**	**$1,179,327.11**	**($412,934.52)**	**$30.64**	**100%**
Accruals	3 17	2.16	(1.01)		
Market Value with Accruals	**$1,592,264.80**	**$1,179,329.27**	**($412,935.53)**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**1,592,261.63**	**1,540,656.48**
Contributions	301,532 95	352,771 38
Withdrawals & Fees	(601,618.56)	(670,457 01)
Securities Transferred In		226,424.00
Securities Transferred Out		(226,424 00)
Net Contributions/Withdrawals	**($300,085.61)**	**($317,685.63)**
Income & Distributions	19,529 38	312,021.81
Change In Investment Value	(132,378 29)	(355,665 55)
Ending Market Value	**$1,179,327.11**	**$1,179,327.11**
Accruals	2 16	2.16
Market Value with Accruals	**$1,179,329.27**	**$1,179,329.27**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	0 31	3.41
Interest Income	2 86	37 28
Taxable Income	**$3.17**	**$40.69**
Partnership/Alt Asset Distributions	19,526 21	311,981 12
Other Income & Receipts	**$19,526.21**	**$311,981.12**

Cost Summary	Cost
Cash & Fixed Income	64,148 61
Total	**$64,148.61**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Private Investments	1,227,443 25	1,115,178 50	(112,264 75)	95%

Alternative Assets Detail

Fund Strategy/Vintage	Capital Commitment Unfunded Commitment	(Net Capital Called Since Inception) Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value Estimated Profit/ (Loss)
Private Investments						
CLAYTON, DUBILIER & RICE (CD&R) FUND 8, LP (OFFSHORE INVESTORS) N/O Client 325691-93-9 LBO/2008	500,000.00 92,835 21	(407,164 79) 730,010.40	322,845 61	347,159 00 06/30/16	(37,103.00)	310,056 00 632,901 61
HIGHBRIDGE MEZZANINE PARTNERS, L.P (OFFSHORE) N/O Client 247993-93-4 Private Credit/2008	500,000 00 35,695 65	(464,304 35) 488,896 66	24,592 31	111,399 50 03/31/16	(9,877.50)	101,522.00 126,114 31
HPS MEZZANINE PRIVATE INVESTORS OFFSHORE II L P CLASS B N/O Client 412121-91-5 Private Credit/2012	250,000.00 84,649 47	(165,350.53) 60,504.63	(104,845.90)	176,913.50 03/31/16	(18,980.75)	157,932.75 53,086 85

Fund Strategy/Vintage	Capital Commitment Unfunded Commitment	(Net Capital Called Since Inception) Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value Estimated Profit/ (Loss)
Private Investments						
HPS MEZZANINE PRIVATE INVESTORS III LP OFFSHORE N/O Client 914264-91-6 Private Credit/2016	500,000.00 500,000 00			N/A		
KKR EUROPEAN FUND III PRIVATE INVESTORS OFFSHORE (USD) LP N/O Client 482491-95-8 LBO/2008	500,000 00 66,770.49	(433,229 51) 357,595 15	(75,634.36)	357,801 50 06/30/16	1,420 00	359,221 50 283,587.14
VINTAGE 2014 PRIVATE INVESTMENTS, OFFSHORE N/O Client 652855-91-7 Diversified Strategies (LBO/VC)/2014	250,000.00 141,667 04	(108,332 96) 6,161.63	(102,171 33)	87,632.25 03/31/16	21,589.00	109,221.25 7,049 92
Total Private Investments						**$1,037,953.50**

"Unfunded Commitment" is only available for Private Equity Funds denominated in USD. "Estimated Profit/(Loss)" is the comparison of your cash adjusted "Estimated Value" to your "(Net Capital Called)/Distributed Since Inception". This is an estimated value and is not intended to be used for the purposes of estimated taxable income nor as a substitute for Schedule K-1.
"Vintage Year" refers to the first year in which the private equity fund called capital
Amounts shown above under "Estimated Capital Account Balance" for private equity funds are estimates of your value in the fund and are based on the latest fund-level values provided by the relevant funds as of the date noted below the value, which values may be as of a date (underlying fund value date) prior to the period covered by this statement Therefore, such "Estimated Capital Account Balance" may not reflect the value of your interest for a specific private equity investment for the similar period For additional information, please contact your J P. Morgan representative.

Other Private Investments

	Original Commitment Amount	Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value
103,058 OLD WESTBURY PRIVATE EQUITY FUND VIII HELD @ BESSEMER IN ACCT# G111145 20% OF POSITION IS OWNED BY MARY ANDERSON HARRISON FOUNDATION Asset Held at Issuer 780895-91-8	1.00	104,838 00		77,225 00 12/31/15
196,743 OLD WESTBURY PRIVATE EQUITY FUND VII HELD @ BESSEMER IN ACCT# G111145 20% OF POSITION IS OWNED BY MARY ANDERSON HARRISON FOUNDATION Asset Held at Issuer 779875-91-3	1.00	185,015 00		N/A

	Original Commitment Amount	Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value
Other Private Investments				
9,097 OLD WESTBURY PRIVATE EQUITY FUND IX HELD @ BESSEMER IN ACCT# G111145 20% OF POSITION IS OWNED BY MARY ANDERSON HARRISON FOUNDATION Asset Held at Issuer 777899-91-5	1 00	11,991 00		N/A
Total Other Private Investments	**$3.00**	**$301,844.00**	**$0.00**	**$77,225.00**

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement. For additional information, please contact your J P. Morgan representative.

For private equity funds, amounts shown under "Estimated Value" are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e., "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market "Estimated Value" shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	364,818.38	64,148 61	(300,669 77)	5%

Market Value/Cost	Current Period Value
Market Value	64,148 61
Tax Cost	64,148.61
Estimated Annual Income	30 64
Accrued Interest	2 16
Yield	0.04 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Cash & Fixed Income
0-6 months[1]	64,148 61	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 Cash & Fixed Income
Cash	64,148 61	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.

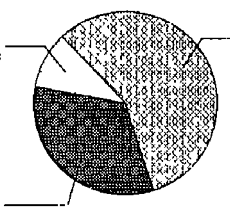
Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR	1 00	60,041.70	60,041 70	60,041 70		6 00 1.76	0.01 % [1]
JPM PRIME MM FD - PREMIER FUND 350 7-Day Annualized Yield .34%	1.0000	4,106.910	4,106 91	4,106.91		24 64 0.40	0.60%
Total Cash			**$64,148.61**	**$64,148.61**	**$0.00**	**$30.64** **$2.16**	**0.05%**

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	6,143,621.14	6,164,752.77	21,131.63	112,326.72	57%
Alternative Assets	1,126,763.51	1,130,803 96	4,040 45		10%
Cash & Fixed Income	3,778,644.80	3,491,375 62	(287,269.18)	109,186 58	33%
Market Value	**$11,049,029.45**	**$10,786,932.35**	**($262,097.10)**	**$221,513.30**	**100%**
Accruals	152 34	5,667 12	5,514 78		
Market Value with Accruals	**$11,049,181.79**	**$10,792,599.47**	**($256,582.32)**		

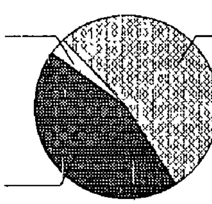
Asset Allocation



* **J.P. Morgan Managed** includes mutual funds, other registered funds and hedge funds managed by J P. Morgan and structured products issued by J P. Morgan **Third-Party Managed & Other** includes mutual funds, exchange traded funds, hedge funds, and separately managed accounts managed by parties other than J P Morgan, separately managed accounts managed by J.P. Morgan where a party other than J P Morgan is the appointed investment advisor, structured products and exchange traded notes issued by parties other than J P Morgan, investment conduits investing in non-J P Morgan managed hedge funds, where J P Morgan is solely administrator to the conduit, and other investments not managed or issued by J P. Morgan **J.P. Morgan Cash & Liquidity Funds** includes cash, J.P Morgan deposit sweeps and J P. Morgan money market mutual funds See Important information about investment principles and conflicts in the disclosures section

Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**11,049,029.45**	**10,413,927.28**
Withdrawals & Fees	(300,000 00)	(332,600.92)
Net Contributions/Withdrawals	**($300,000.00)**	**($332,600.92)**
Income & Distributions	11,597 19	214,263.43
Change In Investment Value	26,805.71	491,342 56
Ending Market Value	**$10,786,932.35**	**$10,786,932.35**
Accruals	5,667 12	5,667.12
Market Value with Accruals	**$10,792,599.47**	**$10,792,599.47**

Manager Allocation *



Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	11,444 89	213,753 52
Interest Income	152.30	509.91
Taxable Income	**$11,597.19**	**$214,263.43**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		103,686 90
ST Realized Gain/Loss		(16,019.93)
LT Realized Gain/Loss		(201,124 21)
Realized Gain/Loss		**($113,457.24)**

	To-Date Value
Unrealized Gain/Loss	**$315,233.70**

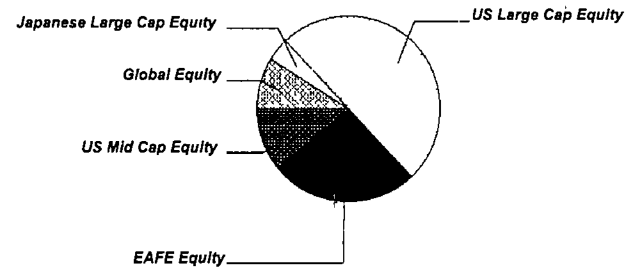
Cost Summary	Cost
Equity	5,866,613.21
Cash & Fixed Income	3,474,281.48
Total	**$9,340,894.69**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	3,153,885 44	3,149,510 87	(4,374.57)	29%
US Mid Cap Equity	614,971.50	614,478 00	(493.50)	6%
EAFE Equity	1,654,381 33	1,671,596.80	17,215 47	15%
Japanese Large Cap Equity	162,050.57	168,435 95	6,385 38	2%
Global Equity	558,332.30	560,731.15	2,398 85	5%
Total Value	**$6,143,621.14**	**$6,164,752.77**	**$21,131.63**	**57%**

Market Value/Cost	Current Period Value
Market Value	6,164,752 77
Tax Cost	5,866,613 21
Unrealized Gain/Loss	298,139 56
Estimated Annual Income	112,326 72
Accrued Dividends	5,565.08
Yield	1.82 %

Asset Categories



Equity as a percentage of your portfolio - 57 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est Annual Inc / Accrued Div	Yield
US Large Cap Equity							
JPM EQ INC FD - SEL FUND 3128 4812C0-49-8 HLIE X	14 43	20,345 880	293,591.05	200,000.00	93,591 05	5,676 50	1 93%
JPM US LARGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	27.98	26,162 405	732,024 09	692,551 83	39,472.26	1,622 06	0.22%
PARNASSUS CORE EQUITY FD-INS 701769-40-8 PRIL X	39.68	11,999 097	476,124.17	475,000 00	1,124 17	10,643.19	2.24%
PRIMECAP ODYSSEY STOCK FD 74160Q-30-1 POSK X	25 64	20,879 121	535,340 66	475,000 00	60,340 66	5,073 62	0 95%
SPDR S&P 500 ETF TRUST 78462F-10-3 SPY	216 30	5,143 000	1,112,430 90	965,604 57	146,826.33	22,742 34 5,565 08	2.04%
Total US Large Cap Equity			**$3,149,510.87**	**$2,808,156.40**	**$341,354.47**	**$45,757.71** **$5,565.08**	**1.45%**
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	174 32	3,525 000	614,478 00	570,540 63	43,937 37	10,236 60	1 67%
EAFE Equity							
ASTON/PICTET INTERNATIONAL-I 00080Y-43-9	9 96	46,690 874	465,041 11	411,346 60	53,694 51	1,961.01	0.42%

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
EAFE Equity							
CAPITAL GR NON US EQUITY 14042Y-60-1 CNUS X	11.59	19,189 259	222,403 51	231,717 74	(9,314 23)	2,552 17	1 15%
DODGE & COX INTL STOCK FD 256206-10-3 DODF X	38.21	11,654 030	445,300 49	541,736 72	(96,436 23)	9,789 38	2.20%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	59 13	9,113 000	538,851 69	549,683 88	(10,832 19)	15,337 17	2.85%
Total EAFE Equity			**$1,671,596.80**	**$1,734,484.94**	**($62,888.14)**	**$29,639.73**	**1.77%**
Japanese Large Cap Equity							
BROWN ADV JAPAN ALPHA OPP-IS 115233-57-9 BAFJ X	9 76	17,257.782	168,435.95	184,687 64	(16,251 69)	16,377 63	9.72%
Global Equity							
JPM GLBL RES ENH INDEX FD - SEL FUND 3457 46637K-51-3 JEIT X	18 70	29,985 623	560,731 15	568,743 60	(8,012 45)	10,315 05	1 84%

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,126,763.51	1,130,803.96	4,040 45	10%

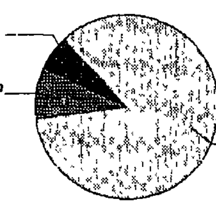
Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GLOBAL ACCESS HEDGE FUND LTD CLASS A LEAD SERIES 2009 N/O Client 47799K-91-1	1,201 67	941.029	1,130,803 96	1,000,000 00

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	581,031 16	292,628 35	(288,402 81)	3%
US Fixed Income	2,978,880 27	2,980,158.66	1,278 39	28%
Non-US Fixed Income	218,733.37	218,588 61	(144.76)	2%
Total Value	**$3,778,644.80**	**$3,491,375.62**	**($287,269.18)**	**33%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 33 %

Market Value/Cost	Current Period Value
Market Value	3,491,375.62
Tax Cost	3,474,281 48
Unrealized Gain/Loss	17,094 14
Estimated Annual Income	109,186 58
Accrued Interest	102.04
Yield	3 12%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Cash & Fixed Income
0-6 months[1]	3,491,375 62	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 Cash & Fixed Income
Cash	292,628.35	8%
Mutual Funds	3,198,747 27	92%
Total Value	**$3,491,375.62**	**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	1 00	292,496.01	292,496 01	292,496 01		877 48 102 00	0.30 % [1]
JPM PRIME MM FD - INSTL FUND 829 7-Day Annualized Yield 58%	1 0000	132 340	132.34	132 34		1.05 0 04	0 80 %
Total Cash			**$292,628.35**	**$292,628.35**	**$0.00**	**$878.53** **$102.04**	**0.30 %**
US Fixed Income							
JPM STRAT INC OPP FD - SEL FUND 3844 4812A4-35-1	11.60	26,102 52	302,789.26	305,628.55	(2,839.29)	12,398.69	4 09 %
JPM CORE BD FD - SEL FUND 3720 4812C0-38-1	11.97	36,381 46	435,486 11	431,653 13	3,832 98	10,259 57	2 36 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	7 35	76,513.15	562,371.65	549,301.84	13,069.81	31,752.95	5.65 %
JPM SHORT DURATION BD FD - SEL FUND 3133 4812C1-33-0	10 91	50,519.45	551,167.16	549,068.84	2,098.32	4,496 23	0.82 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM UNCONSTRAINED DEBT FD - SELECT FUND 2130 48121A-29-0	9 99	21,847.19	218,253.39	210,169 93	8,083 46	5,680 26	2 60%
DOUBLELINE TOTL RET BND-I 258620-10-3	10.92	83,341.68	910,091 09	918,834 59	(8,743 50)	33,920 06	3 73%
Total US Fixed Income			**$2,980,158.66**	**$2,964,656.88**	**$15,501.78**	**$98,507.76**	**3.31%**

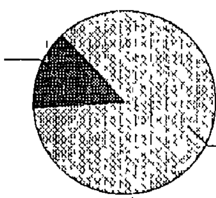
Non-US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
MFS EMERGING MKTS DEBT FD-I 55273E-64-0	15 10	14,476.07	218,588 61	216,996 25	1,592 36	9,800 29	4 48%

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Cash & Fixed Income	105,310 25	105,311.46	1.21	32 38	14%
Diversified Strategies	658,470 37	659,270 94	800.57	10,167 26	86%
Market Value	**$763,780.62**	**$764,582.40**	**$801.78**	**$10,199.64**	**100%**
Accruals	1 21	1,647.64	1,646 43		
Market Value with Accruals	**$763,781.83**	**$766,230.04**	**$2,448.21**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**763,780.62**	**716,204.44**
Income & Distributions	1.21	11,196.80
Change In Investment Value	800 57	37,181 16
Ending Market Value	**$764,582.40**	**$764,582.40**
Accruals	1,647 64	1,647 64
Market Value with Accruals	**$766,230.04**	**$766,230.04**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	0 28	11,185.82
Interest Income	0 93	10 98
Taxable Income	**$1.21**	**$11,196.80**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions		16,594 00
Realized Gain/Loss		**$16,594.00**

	To-Date Value
Unrealized Gain/Loss	**$1,262.25**

Cost Summary	Cost
Cash & Fixed Income	105,311.46
Diversified Strategies	658,008 69
Total	**$763,320.15**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	105,310 25	105,311 46	1.21	14%

Market Value/Cost	Current Period Value
Market Value	105,311 46
Tax Cost	105,311 46
Estimated Annual Income	32 38
Accrued Interest	1 26
Yield	0 03 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Cash & Fixed Income
0-6 months[1]	105,311.46	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 Cash & Fixed Income
Cash	105,311 46	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	1 00	101,608 02	101,608 02	101,608 02		10 16 0 90	0 01 % [1]
JPM PRIME MM FD - PREMIER FUND 350 7-Day Annualized Yield 34%	1 0000	3,703 440	3,703.44	3,703 44		22 22 0.36	0 60 %
Total Cash			**$105,311.46**	**$105,311.46**	**$0.00**	**$32.38** **$1.26**	**0.03 %**

Diversified Strategies Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Diversified Strategies	658,470 37	659,270 94	800.57	86%

Market Value/Cost	Current Period Value
Market Value	659,270.94
Tax Cost	658,008 69
Unrealized Gain/Loss	1,262 25
Estimated Annual Income	10,167 26
Accrued Dividends	1,646 38
Yield	1 54 %

Diversified Strategies Detail

	Price	Quantity	Value	Adjusted Tax Cost / Original Cost	Unrealized Gain/Loss	Est. Annual Inc. / Accrued Div.	Yield
Diversified Strategies							
JPM ACCESS GRWTH FD - SEL FUND 3233 48121A-78-7 JXGS X	16.47	40,028 594	659,270 94	658,008.69	1,262 25	10,167 26 1,646 38	1.54 %