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Form **990-PF**

**Return of Private Foundation**  
 or Section 4947(a)(1) Nonexempt Charitable Trust  
 Treated as a Private Foundation

OMB No 1545-0052

**2011**

Department of the Treasury  
 Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning , and ending

Name of foundation: **FELTON, OLIVER - CHARITABLE UNITRUST**  
 Number and street (or P O box number if mail is not delivered to street address): **Wells Fargo Bank N A. Trust - 1919 Douglas St 2nd FL MAC N8000-027**  
 Room/suite: \_\_\_\_\_  
 City or town, state, and ZIP code: **Omaha NE 68102-1317**

**A Employer identification number**  
 39-6792654

**B Telephone number (see instructions)**  
 (888) 730-4933

**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:  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) **\$ 1,126,835**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	32,671	32,211		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	14,523			
	b Gross sales price for all assets on line 6a	373,880			
	7 Capital gain net income (from Part IV, line 2)		14,523		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	47,194	46,734	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	14,154	10,615		3,538
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	985	0	0	985
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	718	473	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	2	2	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	15,859	11,090	0	4,523
	25 Contributions, gifts, grants paid	72,419			72,419
26 Total expenses and disbursements. Add lines 24 and 25	88,278	11,090	0	76,942	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-41,084				
b Net investment income (if negative, enter -0-)		35,644			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

(HTA)

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DEVELOPE YOUR DATE MAY 13 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing		587	587
	2	Savings and temporary cash investments	51,853	46,782	46,782
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use	0	0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,068,431	1,031,762	1,079,466	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe )	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	1,120,284	1,079,131	1,126,835	
Liabilities	17	Accounts payable and accrued expenses	0	0	
	18	Grants payable			
	19	Deferred revenue	0	0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe )	0	0	
23	<b>Total liabilities</b> (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,120,284	1,079,131	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see instructions)	1,120,284	1,079,131		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions)	1,120,284	1,079,131		

**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	1,120,284
2	Enter amount from Part I, line 27a	2	-41,084
3	Other increases not included in line 2 (itemize) <b>MUTUAL FUND AND CTF INCOME ADDITIONS</b>	3	1,378
4	Add lines 1, 2, and 3	4	1,080,578
5	Decreases not included in line 2 (itemize) <b>See Attached Statement</b>	5	1,447
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30	6	1,079,131

**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 See Attached Statement				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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 14,523
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 0

**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 nonchangible-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	75,800	1,124,706	0.067395
2009	69,337	1,046,867	0.066233
2008	88,865	1,221,566	0.072747
2007	1,085	551,436	0.001968
2006			0.000000
2 Total of line 1, column (d)			2 0.208343
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 0.052086
4 Enter the net value of nonchangible-use assets for 2011 from Part X, line 5			4 1,144,073
5 Multiply line 4 by line 3			5 59,590
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 356
7 Add lines 5 and 6			7 59,946
8 Enter qualifying distributions from Part XII, line 4			8 76,942

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)**

<b>1 a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	<b>1</b>	356	
<b>c</b> All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0	
<b>3</b> Add lines 1 and 2	<b>3</b>	356	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>		
<b>5</b> Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	<b>5</b>	356	
<b>6</b> Credits/Payments			
<b>a</b> 2011 estimated tax payments and 2010 overpayment credited to 2011	<b>6a</b>	356	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0	
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments Add lines 6a through 6d	<b>7</b>	356	
<b>8</b> Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0	
<b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	<b>9</b>	0	
<b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	<b>10</b>	0	
<b>11</b> Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 0 Refunded <input type="checkbox"/>	<b>11</b>	0	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1 a</b> 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?		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
<b>c</b> Did the foundation file Form 1120-POL for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4 a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
<b>6</b> 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?	X	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
<b>8 a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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)			X
<b>12</b>	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)			X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
<b>14</b>	The books are in care of ▶ WELLS FARGO BANK N A Telephone no ▶ 888-730-4933 Located at ▶ PO Box 53456 MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072-3456			
<b>15</b>	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 N/A			
<b>16</b>	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶		Yes	No
				X

**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
<b>1a</b>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		X
<b>c</b>	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 2011?		X
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
<b>b</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 )	N/A	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If "Yes," did it have excess business holdings in 2011 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 2011 )	N/A	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
<b>b</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 2011?		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No

Organizations relying on a current notice regarding disaster assistance check here

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No

If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

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

If "Yes" to 6b, file Form 8870

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

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

<b>5b</b>	N/A	
<b>6b</b>		X
<b>7b</b>	N/A	

**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
Wells Fargo Bank, N.A. PO Box 53456 MAC S4101-22G Phoenix AZ 85	Trustee 4 00	14,154	0	0
	.00	0	0	0
	.00	0	0	0
	.00	0	0	0

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

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

Total number of other employees paid over \$50,000  0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
Total number of others receiving over \$50,000 for professional services		0

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

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

1	Expenses
NONE	

**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

1	Amount
NONE	
All other program-related investments. See instructions	
3 NONE	0
	0
Total. Add lines 1 through 3	0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,119,516
<b>b</b>	Average of monthly cash balances	<b>1b</b>	41,979
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,161,495
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,161,495
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	17,422
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,144,073
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	57,204

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	57,204
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	356
<b>b</b>	Income tax for 2011 (This does not include the tax from Part VI)	<b>2b</b>	0
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	356
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	56,848
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	56,848
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	56,848

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	76,942
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	76,942
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	356
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	76,586

**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 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				56,848
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0	
<b>b</b> Total for prior years 20 ____, 20 ____, 20 ____		0		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006	0			
<b>b</b> From 2007	0			
<b>c</b> From 2008	1,942			
<b>d</b> From 2009	17,536			
<b>e</b> From 2010	20,081			
<b>f</b> Total of lines 3a through e	39,559			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 <b>▶</b> \$ <u>76,942</u>				
<b>a</b> Applied to 2010, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see instructions)	0			
<b>d</b> Applied to 2011 distributable amount				56,848
<b>e</b> Remaining amount distributed out of corpus	20,094			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	59,653			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions		0		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	59,653			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007	0			
<b>b</b> Excess from 2008	1,942			
<b>c</b> Excess from 2009	17,536			
<b>d</b> Excess from 2010	20,081			
<b>e</b> Excess from 2011	20,094			

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

**N/A**

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
0				0
<b>b</b> 85% of line 2a	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0			0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities				0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon				
<b>a</b> "Assets" alternative test—enter				
<b>(1)</b> Value of all assets				0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)				0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
<b>c</b> "Support" alternative test—enter				
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
<b>(3)</b> Largest amount of support from an exempt organization				0
<b>(4)</b> Gross investment income				0

**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

**a** The name, address, and telephone number of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> See Attached Statement				
<b>Total</b>			▶ <b>3a</b>	72,419
<b>b</b> <i>Approved for future payment</i> NONE				
<b>Total</b>			▶ <b>3b</b>	0





Account Name: FELTON, OLIVER- CHARITABLE UNITRUST

Account Number: 72390200

EIN: 39-6792654

Tax Year: 12/31/2012

On behalf of Wells Fargo Bank N.A., the trustee, we are amending the 990-PF to accurately disclose omissions on Part I of the 2011 tax return. The preparer had erroneously misreported the income and expenses. Please accept this Amendment as the 2011 form 990-PF filing as accurately reflecting those omissions.

FELTON, OLIVER - CHARITABLE UNITRUST

39-6792654 Page 1 of 2

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

OSF HEALTHCARE FOUNDATION

Street

3401 LUNDINGTON STREET

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,466

Name

DELTA CTY ASSOC FOR RETARDED CITIZENS

Street

PO BOX 651

City

ESCANABA

State

MI

Zip Code

49829-0651

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,233

Name

UNITED WAY OF DELTA COUNTY

Street

1100 LUNDINGTON ST SUITE 300

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,466

Name

WILLIAM BONIFAS FINE ART CENTER

Street

700 1ST AVE SOUTH

City

ESCANABA

State

MI

Zip Code

49829-3703

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,466

Name

ST JOSEPH &amp; ST PATRICK CHURCH

Street

709 1ST AVE SOUTH

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,466

Name

ESCANABA AREA PUBLIC SCHOOLS

Street

1500 LUNDINGTON ST

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,466

FELTON, OLIVER - CHARITABLE UNITRUST

39-6792654 Page 2 of 2

**Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

ESCANABA ROTARY TR FD FOR CHILDREN

Street

2500 S HILL RD

City

GLADSTONE

State

MI

Zip Code

49837

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,233

Name

BAY DE COMMUNITY COLLEGE FDN

Street

2001 N LINCOLN ROAD

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,699

Name

HOLY NAME ENDOWMENT FUND

Street

409 SOUTH 22ND ST

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

7,759

Name

HOLY NAME SCHOLARSHIP TRUST FUND

Street

409 SOUTH 22ND ST

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

9,699

Name

ST VINCENT DE PAUL SOCIETY

Street

1014 LUNDINGTON ST

City

ESCANABA

State

MI

Zip Code

49829

Foreign Country

Relationship

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,466

Name

Street

City

State

MI

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss	Totals	
															Gross Sales	Cost, Other Basis and Expenses
		Long Term CG Distributions	Amount	2,546												
		Short Term CG Distributions		0												
1	X	AFLAC INC	001055102			11/17/2009		2/9/2011	287	225					373,880	0
2	X	APPLE INC	037833100			1/25/2010		2/17/2011	357	204					359,357	0
3	X	APPLE INC	037833100			1/25/2010		9/28/2011	798	408						
4	X	BAKER HUGHES INC COM	057224107			10/6/2010		2/9/2011	332	220						
5	X	BANK NEW YORK MELLON CO	064058100			11/19/2010		2/4/2011	157	140						
6	X	BANK NEW YORK MELLON CO	064058100			2/10/2009		2/9/2011	64	56						
7	X	BANK NEW YORK MELLON CO	064058100			11/19/2010		2/9/2011	95	84						
8	X	BANK NEW YORK MELLON CO	064058100			10/12/2011		10/12/2011	606	855						
9	X	BANK NEW YORK MELLON CO	064058100			12/21/2009		10/12/2011	724	1,008						
10	X	CVS/CAREMARK CORPORATI	126650100			1/25/2010		2/4/2011	165	166						
11	X	CVS/CAREMARK CORPORATI	126650100			1/25/2010		2/9/2011	167	166						
12	X	CAPITAL ONE FINANCIAL CO	14040H105			11/17/2009		2/9/2011	255	199						
13	X	CARNIVAL CORP	143658300			1/25/2010		12/1/2011	1,222	1,243						
14	X	COMCAST CORP CLASS A	20030N101			7/21/2010		2/9/2011	118	94						
15	X	COMCAST CORP CLASS A	20030N101			7/21/2010		4/26/2011	51	38						
16	X	AFLAC INC	001055102			11/19/2010		2/4/2011	284	273						
17	X	AFLAC INC	001055102			11/17/2009		2/4/2011	284	225						
18	X	COMCAST CORP CLASS A	20030N101			11/17/2009		4/26/2011	102	63						
19	X	CONOCOPHILLIPS	20825C104			4/11/2007		9/2/2011	530	554						
20	X	CREDIT SUISSE COMM RT ST	22544R305			10/8/2010		2/4/2011	1,140	1,080						
21	X	CREDIT SUISSE COMM RT ST	22544R305			10/8/2010		2/9/2011	2,515	2,360						
22	X	CREDIT SUISSE COMM RT ST	22544R305			10/8/2010		4/26/2011	1,331	1,188						
23	X	DIAGEO PLC - ADR	25243Q205			11/17/2009		2/9/2011	402	346						
24	X	DIAGEO PLC - ADR	25243Q205			11/17/2009		9/2/2011	724	623						
25	X	WALT DISNEY CO	254687106			11/19/2010		2/4/2011	202	185						
26	X	WALT DISNEY CO	254687106			11/19/2010		2/9/2011	44	37						
27	X	WALT DISNEY CO	254687106			1/25/2010		2/9/2011	174	121						
28	X	DREYFUS EMG MKT DEBT LO	261980494			10/8/2010		2/9/2011	1,600	1,621						
29	X	DREYFUS EMG MKT DEBT LO	261980494			10/8/2010		4/26/2011	472	469						
30	X	E M C CORP MASS	268648102			7/21/2010		2/4/2011	128	99						
31	X	E M C CORP MASS	268648102			7/21/2010		2/9/2011	106	79						
32	X	E M C CORP MASS	268648102			1/25/2010		2/9/2011	27	17						
33	X	E M C CORP MASS	268648102			1/25/2010		2/17/2011	564	359						
34	X	ECOLAB INC	278865100			1/25/2010		2/9/2011	249	226						
35	X	ECOLAB INC	278865100			1/25/2010		4/12/2011	1,371	1,219						
36	X	ECOLAB INC	278865100			3/23/2010		4/12/2011	762	648						
37	X	FISERV INC	337738108			11/17/2009		8/12/2011	2,151	1,897						
38	X	HEWLETT PACKARD CO	428236103			11/12/2007		2/4/2011	236	240						
39	X	HUSSMAN STRATEGIC GRO	448108100			2/7/2008		2/9/2011	2,300	2,415						
40	X	HUSSMAN STRATEGIC GRO	448108100			2/7/2008		10/21/2011	4,114	5,007						
41	X	INTEL CORP	458140100			11/19/2010		2/4/2011	107	105						
42	X	INTEL CORP	458140100			11/19/2010		4/26/2011	45	42						
43	X	INTEL CORP	458140100			4/11/2007		4/26/2011	134	124						
44	X	IRON MOUNTAIN INC	462846106			7/21/2010		2/4/2011	125	121						
45	X	IRON MOUNTAIN INC	462846106			1/25/2010		3/9/2011	2,054	1,863						
46	X	IRON MOUNTAIN INC	462846106			7/21/2010		3/9/2011	52	48						
47	X	ISHARES S & P 500 INDEX FU	464287200			1/25/2010		2/4/2011	1,970	1,658						
48	X	ISHARES S & P 500 INDEX FU	464287200			1/25/2010		2/9/2011	5,960	4,975						
49	X	ISHARES S & P 500 INDEX FU	464287200			4/26/2011		8/9/2011	2,978	3,499						
50	X	ISHARES S & P 500 INDEX FU	464287200			1/25/2010		8/9/2011	1,375	1,327						
51	X	ISHARES IBOXX \$ INV GR CO	464287242			2/10/2009		2/4/2011	5,363	4,955						



Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss
Long Term CG Distributions														
Short Term CG Distributions														
Amount														
2,546														
0														
103	X	NOVARTIS AG - ADR	66987V109			11/19/2010		2/4/2011	282	283				-1
104	X	ORACLE CORPORATION	68389X105			11/19/2010		2/4/2011	164	142				22
105	X	ORACLE CORPORATION	68389X105			11/19/2010		2/9/2011	131	113				18
106	X	ORACLE CORPORATION	68389X105			6/4/2010		2/9/2011	33	23				10
107	X	ORACLE CORPORATION	68389X105			6/4/2010		2/17/2011	559	383				176
108	X	PIMCO FOREIGN BD FD USD	693390882			8/11/2011		10/21/2011	6,557	6,563				-6
109	X	PROCTER & GAMBLE CO	742718109			3/23/2010		6/13/2011	1,419	1,408				13
110	X	RIDGEWORTH SEIX HY BD-1#	76628T645			11/14/2007		2/9/2011	3,000	3,067				-67
111	X	RIDGEWORTH SEIX HY BD-1#	76628T645			11/14/2007		4/26/2011	604	617				-13
112	X	RIDGEWORTH SEIX HY BD-1#	76628T645			11/14/2007		4/26/2011	208	212				-4
113	X	SPDR DJ WILSHIRE INTERNA	78463X863			11/12/2007		2/9/2011	1,938	1,938				0
114	X	SPDR DJ WILSHIRE INTERNA	78463X863			11/12/2007		8/9/2011	2,526	4,288				-1,762
115	X	SPDR DJ WILSHIRE INTERNA	78463X863			11/12/2007		8/9/2011	1,754	3,001				-1,247
116	X	SPDR DJ WILSHIRE INTERNA	78463X863			12/28/2007		8/9/2011	35	58				-21
117	X	TARGET CORP	87612E106			2/24/2006		2/9/2011	274	271				3
118	X	US BANCORP DEL NEW	902973304			2/4/2011		4/26/2011	151	165				-14
119	X	UNION PACIFIC CORP	907818108			5/14/2010		2/9/2011	480	375				105
120	X	UNITEDHEALTH GROUP INC	91324P102			1/25/2010		2/9/2011	630	498				132
121	X	KRAFT FOODS INC	50075N104			3/23/2010		2/9/2011	149	149				7
122	X	UNITEDHEALTH GROUP INC	91324P102			1/25/2010		6/29/2011	515	332				183
123	X	VANGUARD INTERMEDIATE T	921937819			2/4/2011		2/9/2011	6,087	6,120				-33
124	X	VANGUARD INTERMEDIATE T	921937819			4/26/2011		8/9/2011	2,605	2,490				115
125	X	VANGUARD INTERMEDIATE T	921937819			2/4/2011		10/21/2011	4,429	4,162				267
126	X	VANGUARD INTERMEDIATE T	921937819			2/4/2011		10/21/2011	9,193	8,650				543
127	X	VANGUARD BD INDEX FD INC	921937827			1/25/2010		2/4/2011	4,408	4,416				-8
128	X	VANGUARD BD INDEX FD INC	921937827			1/25/2010		2/9/2011	16,788	16,863				-75
129	X	VANGUARD BD INDEX FD INC	921937827			1/25/2010		8/9/2011	1,630	1,606				24
130	X	VANGUARD BD INDEX FD INC	921937827			11/17/2009		8/9/2011	8,232	8,105				127
131	X	VANGUARD BD INDEX FD INC	921937827			11/17/2009		10/21/2011	18,575	18,377				198
132	X	VANGUARD BD INDEX FD INC	921937827			4/26/2011		10/21/2011	3,569	3,546				23
133	X	VANGUARD EMERGING MARK	922042858			2/4/2011		2/9/2011	687	707				-20
134	X	VANGUARD EMERGING MARK	922042858			7/17/2008		2/9/2011	1,146	1,125				21
135	X	VANGUARD MSCI EMERGING N	922042858			7/17/2008		4/26/2011	352	315				37
136	X	VANGUARD REIT VIPER	922908553			2/7/2008		2/4/2011	1,946	1,966				-20
137	X	VANGUARD REIT VIPER	922908553			7/17/2008		2/4/2011	629	617				12
138	X	VANGUARD REIT VIPER	922908553			7/17/2008		2/9/2011	3,464	3,364				100
139	X	VANGUARD REIT VIPER	922908553			7/17/2008		4/26/2011	3,590	3,300				290
140	X	VANGUARD REIT VIPER	922908553			10/15/2008		4/26/2011	2,129	1,500				629
141	X	VANGUARD REIT VIPER	922908553			7/21/2010		4/26/2011	1,095	876				219
142	X	VANGUARD REIT VIPER	922908553			7/21/2009		4/26/2011	7,179	3,602				3,577
143	X	VANGUARD REIT VIPER	922908553			7/21/2009		8/9/2011	5,412	3,279				2,133
144	X	VISA INC-CLASS A SHRS	92826C839			1/25/2010		7/8/2011	2,333	2,130				203
145	X	VODAFONE GROUP PLC NEW	92857W209			11/17/2009		2/4/2011	145	117				28
146	X	VODAFONE GROUP PLC NEW	92857W209			11/17/2009		2/9/2011	146	117				29
147	X	COOPER INDUSTRIES PLC NE	G24140108			11/19/2010		2/4/2011	312	264				48
148	X	COOPER INDUSTRIES PLC NE	G24140108			11/17/2009		2/9/2011	320	218				102
149	X	COOPER INDUSTRIES PLC NE	G24140108			11/17/2009		3/18/2011	1,310	916				394

**Line 16b (990-PF) - Accounting Fees**

		985	0	0	985
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	985			985
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		718	473	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX				
2	ESTIMATED EXCISE TAX PAID	245			
3	FOREIGN TAX WITHHELD	473	473		
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	2	2		
3	STATE AG FEES				
4					
5					
6					
7					
8					
9					

## Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	1,031,762	1,079,466
1	COMCAST CORP CLASS A		0	1,604		
2	CELANESE CORP		0	2,072		
3	VODAFONE GROUP PLC NEW ADR		0	1,635		
4	MERGER FD SH BEN INT 260		0	22,795		
5	PIMCO FOREIGN BD FD USD H-INST 103		0	59,973		
6	ISHARES TR SMALLCAP 600 INDEX FD		0	40,401		
7	ISHARES S&P MIDCAP 400 VALUE		0	23,427		
8	ISHARES S & P 500 INDEX FUND		0	29,110		
9	LAUDUS MONDRIAN INTL FI-INST 2940		0	55,519		
10	ISHARES S&P MIDCAP 400 GROWTH		0	20,655		
11	ISHARES MSCI EAFE		0	80,693		
12	DREYFUS EMG MKT DEBT LOC C-I 6083		0	36,512		
13	DRIEHAUS ACTIVE INCOME FUND		0	22,950		
14	HUSSMAN STRATEGIC GROWTH FUND 60		0	35,916		
15	VANGUARD REIT VIPER		0	21,232		
16	VANGUARD EMERGING MARKETS ETF		0	34,258		
17	VANGUARD BD INDEX FD INC		0	223,448		
18	SPDR DJ WILSHIRE INTERNATIONAL REA		0	37,339		
19	VANGUARD INTERMEDIATE TERM B		0	75,599		
20	RIDGEWORTH SEIX HY BD-I 5855		0	71,129		
21	CREDIT SUISSE COMM RT ST-CO 2156		0	47,151		
22	AFFILIATED MANAGERS GROUP INC		0	2,433		
23	APACHE CORPORATION COM		0	1,802		
24	APPLE COMPUTER INC COM		0	2,652		
25	AFLAC INC		0	2,389		
26	ABBOTT LABORATORIES		0	3,077		
27	BAKER HUGHES INC		0	2,166		
28	BOEING COMPANY		0	2,218		
29	CVS/CAREMARK CORPORATION		0	2,587		
30	CAPITAL ONE FINANCIAL CORP		0	1,591		
31	CISCO SYSTEMS INC		0	2,468		
32	DIAGEO PLC - ADR		0	1,868		
33	WALT DISNEY CO		0	2,476		
34	E M C CORP MASS		0	1,520		
35	GILEAD SCIENCES INC		0	1,675		
36	HEWLETT PACKARD CO		0	2,542		
37	INTEL CORP		0	1,994		
38	JOHNSON CONTROLS INC		0	2,101		
39	MICROSOFT CORP		0	2,035		
40	NESTLE S A REGISTERED SHARES - ADR		0	1,952		
41	NOVARTIS AG - ADR		0	1,653		
42	ORACLE CORPORATION		0	1,961		
43	SCHLUMBERGER LTD		0	2,168		
44	TJX COS INC NEW		0	2,187		

**Part II, Line 13 (990-PF) - Investments - Other**

	Item or Category	Basis of Valuation	Book Value Beg of Year	Book Value End of Year	1,031,762	1,079,466
45	TEVA PHARMACEUTICAL INDUSTRIES - A		0	3,217		
46	THERMO FISHER SCIENTIFIC INC		0	2,206		
47	UNION PACIFIC CORP		0	2,537		
48	GOLDMAN SACHS GROUP INC		0	2,501		
49	UNITED PARCEL SERVICE-CL B		0	2,090		
50	TARGET CORP		0	2,713		
51	UNITEDHEALTH GROUP INC		0	1,881		
52	BHP BILLITON LIMITED		0	2,438		
53	JPMORGAN CHASE & CO		0	3,154		
54	US BANCORP DEL NEW		0	2,549		
55	ANHEUSER-BUSCH INBEV SPN ADR		0	3,097		
56	COOPER INDUSTRIES PLC NEW IRELAND		0	1,134		
57	CHEVRON CORP		0	2,557		
58	3M CO		0	2,950		
59	BERSHIRE HATHAWAY INC		0	2,400		
60	CONOCOPHILLIPS		0	1,405		
61			1,068,431		1,031,762	1,079,466

**Part III (990-PF) - Changes in Net Assets or Fund Balances**

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**Line 3 - Other increases not included in Part III, Line 2**

1	MUTUAL FUND AND CTF INCOME ADDITIONS	1	1,378
2	Total	2	1,378

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**Line 5 - Decreases not included in Part III, Line 2**

1	MUTUAL FUND AND CTF INCOME SUBTRACTION	1	1,385
2	COST BASIS ADJUSTMENT	2	62
3	Total	3	1,447

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
1	AFLAC INC	001055102		11/17/2009	2/9/2011	287	0	0	225	62	0	0	62
2	APPLE INC	037833100		1/25/2010	9/28/2011	357	0	0	204	153	0	0	153
3	APPLE INC	037833100		1/25/2010	9/28/2011	798	0	0	408	390	0	0	390
4	BAKER HUGHES INC COM	057224107		10/6/2010	2/9/2011	332	0	0	220	112	0	0	112
5	BANK NEW YORK MELLON CORP COM	064058100		11/19/2009	2/9/2011	157	0	0	140	17	0	0	17
6	BANK NEW YORK MELLON CORP COM	064058100		11/19/2009	2/9/2011	64	0	0	56	8	0	0	8
7	BANK NEW YORK MELLON CORP COM	064058100		11/19/2009	2/9/2011	95	0	0	84	11	0	0	11
8	BANK NEW YORK MELLON CORP COM	064058100		12/21/2009	10/12/2011	606	0	0	855	-249	0	0	-249
9	BANK NEW YORK MELLON CORP COM	064058100		12/21/2009	10/12/2011	724	0	0	1,008	-284	0	0	-284
10	CVS/CAREMARK CORPORATION	126650100		1/25/2010	2/4/2011	165	0	0	166	-1	0	0	-1
11	CVS/CAREMARK CORPORATION	126650100		1/25/2010	2/9/2011	167	0	0	166	1	0	0	1
12	CAPITAL ONE FINANCIAL CORP	14040H105		11/17/2009	2/9/2011	255	0	0	199	56	0	0	56
13	CARNIVAL CORP	143658300		1/25/2010	12/1/2011	1,222	0	0	1,243	-21	0	0	-21
14	COMCAST CORP CLASS A	20030N101		7/21/2010	2/9/2011	118	0	0	94	24	0	0	24
15	COMCAST CORP CLASS A	20030N101		7/21/2010	4/26/2011	51	0	0	38	13	0	0	13
16	AFLAC INC	001055102		11/19/2009	2/4/2011	284	0	0	273	11	0	0	11
17	AFLAC INC	001055102		11/17/2009	2/4/2011	284	0	0	225	59	0	0	59
18	COMCAST CORP CLASS A	20030N101		11/17/2009	4/26/2011	102	0	0	63	39	0	0	39
19	CONOCOPHILLIPS	20825C104		4/11/2007	9/2/2011	530	0	0	554	-24	0	0	-24
20	CREDIT SUISSE COMM RT ST-CO #215622544R305	261980494		10/8/2010	2/4/2011	1,140	0	0	1,080	60	0	0	60
21	CREDIT SUISSE COMM RT ST-CO #215622544R305	261980494		10/8/2010	2/9/2011	2,515	0	0	2,380	135	0	0	135
22	CREDIT SUISSE COMM RT ST-CO #215622544R305	261980494		10/8/2010	4/26/2011	1,331	0	0	1,188	143	0	0	143
23	DIAGEO PLC - ADR	25243Q205		11/17/2009	2/9/2011	402	0	0	346	56	0	0	56
24	DIAGEO PLC - ADR	25243Q205		11/17/2009	9/2/2011	724	0	0	623	101	0	0	101
25	WALT DISNEY CO	254687106		11/19/2010	2/4/2011	202	0	0	185	17	0	0	17
26	WALT DISNEY CO	254687106		11/19/2010	2/9/2011	44	0	0	37	7	0	0	7
27	WALT DISNEY CO	254687106		1/25/2010	2/9/2011	174	0	0	121	53	0	0	53
28	DREYFUS EMG MKT DEBT LOC C-1 #608	261980494		10/8/2010	2/9/2011	1,600	0	0	1,621	-21	0	0	-21
29	DREYFUS EMG MKT DEBT LOC C-1 #608	261980494		10/8/2010	4/26/2011	472	0	0	469	3	0	0	3
30	EM C CORP MASS	268648102		7/21/2010	2/4/2011	128	0	0	99	29	0	0	29
31	EM C CORP MASS	268648102		7/21/2010	2/9/2011	106	0	0	79	27	0	0	27
32	EM C CORP MASS	268648102		1/25/2010	2/9/2011	27	0	0	17	10	0	0	10
33	EM C CORP MASS	268648102		1/25/2010	2/17/2011	564	0	0	359	205	0	0	205
34	ECOLAB INC	278865100		1/25/2010	2/9/2011	249	0	0	226	23	0	0	23
35	ECOLAB INC	278865100		1/25/2010	4/12/2011	1,371	0	0	1,219	152	0	0	152
36	ECOLAB INC	278865100		3/23/2010	4/12/2011	762	0	0	648	114	0	0	114
37	FISERV INC	337738108		11/17/2009	8/12/2011	2,151	0	0	1,897	254	0	0	254
38	HEWLETT PACKARD CO	48236103		11/12/2007	2/4/2011	236	0	0	240	-4	0	0	-4
39	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/17/2008	2/9/2011	2,300	0	0	2,415	-115	0	0	-115
40	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/17/2008	10/21/2011	4,114	0	0	5,007	-893	0	0	-893
41	INTEL CORP	458140100		11/19/2010	2/4/2011	107	0	0	105	2	0	0	2
42	INTEL CORP	458140100		11/19/2010	4/26/2011	45	0	0	42	3	0	0	3
43	INTEL CORP	458140100		4/11/2007	4/26/2011	134	0	0	124	10	0	0	10
44	IRON MOUNTAIN INC	462846106		7/21/2010	2/4/2011	125	0	0	121	4	0	0	4
45	IRON MOUNTAIN INC	462846106		1/25/2010	3/9/2011	2,054	0	0	1,863	191	0	0	191
46	IRON MOUNTAIN INC	462846106		7/21/2010	3/9/2011	52	0	0	48	4	0	0	4
47	SHARES S & P 500 INDEX FUND	464287200		1/25/2010	2/4/2011	1,970	0	0	1,658	312	0	0	312
48	SHARES S & P 500 INDEX FUND	464287200		1/25/2010	2/9/2011	5,960	0	0	4,975	985	0	0	985
49	SHARES S & P 500 INDEX FUND	464287200		4/26/2011	8/9/2011	2,978	0	0	3,499	-521	0	0	-521
50	SHARES S & P 500 INDEX FUND	464287200		2/10/2009	8/9/2011	3,363	0	0	1,327	48	0	0	48
51	SHARES IBOXX \$ INV GR CORP BD FD	464287242		5/1/2009	2/4/2011	23,071	0	0	20,616	2,445	0	0	2,445
52	SHARES IBOXX \$ INV GR CORP BD FD	464287242		8/19/2009	2/4/2011	6,972	0	0	6,745	227	0	0	227
53	SHARES IBOXX \$ INV GR CORP BD FD	464287242		11/17/2009	2/4/2011	965	0	0	957	8	0	0	8
54	SHARES IBOXX \$ INV GR CORP BD FD	464287242		5/11/2010	2/4/2011	8,045	0	0	7,945	100	0	0	100
55	SHARES IBOXX \$ INV GR CORP BD FD	464287242		11/19/2010	2/4/2011	751	0	0	771	-20	0	0	-20
56	SHARES IBOXX \$ INV GR CORP BD FD	464287242		4/11/2007	2/4/2011	909	0	0	1,167	-258	0	0	-258
57	SHARES MSCI EAFE	464287465		4/11/2007	2/9/2011	4,874	0	0	6,224	-1,350	0	0	-1,350
58	SHARES MSCI EAFE	464287465		4/11/2007	2/9/2011	4,874	0	0	6,224	-1,350	0	0	-1,350

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
			Long Term CG Distributions	Short Term CG Distributions											
59	ISHARES MSCI EAFE	464287465	2,546	0		4/11/2007	4/26/2011	995	0	1,245	-250	0	0	0	11,977
60	ISHARES MSCI EAFE	464287465				2/7/2008	4/26/2011	1,181	0	1,306	-125	0	0	0	-125
61	ISHARES MSCI EAFE	464287465				2/7/2008	8/9/2011	2,111	0	2,819	-708	0	0	0	-708
62	ISHARES MSCI EAFE	464287465				7/17/2008	8/9/2011	3,605	0	4,667	-1,062	0	0	0	-1,062
63	ISHARES MSCI EAFE	464287465				2/24/2006	8/9/2011	8,034	0	9,786	-1,752	0	0	0	-1,752
64	ISHARES S&P MIDCAP 400 GROWTH	464287606				1/25/2010	2/4/2011	3,637	0	2,697	940	0	0	0	940
65	ISHARES S&P MIDCAP 400 GROWTH	464287606				1/25/2010	2/9/2011	1,585	0	1,585	429	0	0	0	429
66	ISHARES S&P MIDCAP 400 GROWTH	464287606				1/25/2010	4/26/2011	1,233	0	848	385	0	0	0	385
67	ISHARES S&P MIDCAP 400 VALUE	464287705				2/4/2011	2/9/2011	1,257	0	1,243	14	0	0	0	14
68	ISHARES S&P MIDCAP 400 VALUE	464287705				1/25/2010	4/26/2011	519	0	398	121	0	0	0	121
69	ISHARES TR SMALLCAP 600 INDEX FD	464287804				11/12/2007	2/4/2011	2,089	0	1,972	117	0	0	0	117
70	ISHARES TR SMALLCAP 600 INDEX FD	464287804				11/12/2007	2/9/2011	2,607	0	2,433	174	0	0	0	174
71	ISHARES TR SMALLCAP 600 INDEX FD	464287804				2/7/2008	2/9/2011	211	0	181	30	0	0	0	30
72	ISHARES TR SMALLCAP 600 INDEX FD	464287804				2/7/2008	4/26/2011	516	0	421	95	0	0	0	95
73	ISHARES TR SMALLCAP 600 INDEX FD	464287804				7/17/2008	4/26/2011	1,033	0	836	197	0	0	0	197
74	JPMORGAN CHASE & CO	46625H100				7/21/2010	2/4/2011	225	0	201	24	0	0	0	24
75	JPMORGAN CHASE & CO	46625H100				7/21/2010	2/9/2011	45	0	40	5	0	0	0	5
76	JPMORGAN CHASE & CO	46625H100				7/17/2008	2/9/2011	181	0	156	25	0	0	0	25
77	JOHNSON & JOHNSON	478160104				2/24/2006	4/12/2011	2,270	0	2,219	51	0	0	0	51
78	JOHNSON & JOHNSON	478160104				2/10/2009	4/12/2011	299	0	290	9	0	0	0	9
79	JOHNSON & JOHNSON	478160104				1/25/2010	4/12/2011	60	0	64	-4	0	0	0	-4
80	KOHL'S CORP	500255104				8/26/2010	6/29/2011	2,023	0	1,905	118	0	0	0	118
81	KOHL'S CORP	500255104				10/6/2010	6/29/2011	253	0	263	-10	0	0	0	-10
82	KRAFT FOODS INC	50075N104				3/23/2010	12/8/2011	1,598	0	1,285	273	0	0	0	273
83	KRAFT FOODS INC	50075N104				7/21/2010	12/8/2011	217	0	176	41	0	0	0	41
84	LAUDUS MONDRIAN INTL F-INST #2940	51855Q655				10/8/2010	2/9/2011	9,000	0	9,168	-168	0	0	0	-168
85	LAUDUS MONDRIAN INTL F-INST #2940	51855Q655				10/8/2010	4/26/2011	514	0	514	0	0	0	0	0
86	LAUDUS MONDRIAN INTL F-INST #2940	51855Q655				10/8/2010	8/9/2011	76,569	0	73,971	2,598	0	0	0	2,598
87	LAUDUS MONDRIAN INTL F-INST #2940	51855Q655				10/8/2010	8/9/2011	3,543	0	3,423	120	0	0	0	120
88	LAUDUS MONDRIAN INTL F-INST #2940	51855Q655				10/8/2010	10/21/2011	1,098	0	1,055	13	0	0	0	13
89	LAUDUS MONDRIAN INTL F-INST #2940	51855Q655				7/23/2010	10/21/2011	4,623	0	4,213	410	0	0	0	410
90	MERGER FD SH BEN INT #260	589509108				10/8/2010	2/9/2011	894	0	892	2	0	0	0	2
91	MERGER FD SH BEN INT #260	589509108				11/23/2010	2/9/2011	1,022	0	1,021	1	0	0	0	1
92	MERGER FD SH BEN INT #260	589509108				2/8/2011	2/9/2011	499	0	500	-1	0	0	0	-1
93	MERGER FD SH BEN INT #260	589509108				5/13/2010	2/9/2011	84	0	83	1	0	0	0	1
94	MERGER FD SH BEN INT #260	589509108				4/28/2011	8/9/2011	374	0	392	-18	0	0	0	-18
95	MERGER FD SH BEN INT #260	589509108				5/13/2010	8/9/2011	10,461	0	10,562	-101	0	0	0	-101
96	MICROSOFT CORP	594918104				2/24/2008	4/26/2011	158	0	160	-2	0	0	0	-2
97	NESTLE S A REGISTERED SHARES - A	641069406				11/17/2009	2/4/2011	271	0	238	33	0	0	0	33
98	NESTLE S A REGISTERED SHARES - A	641069406				11/17/2009	8/12/2011	633	0	476	157	0	0	0	157
99	NEXTERA ENERGY INC	65339F101				10/15/2008	2/4/2011	273	0	202	71	0	0	0	71
100	NEXTERA ENERGY INC	65339F101				4/11/2007	2/4/2011	927	0	1,046	-119	0	0	0	-119
101	NEXTERA ENERGY INC	65339F101				12/28/2007	2/4/2011	55	0	69	-14	0	0	0	-14
102	NEXTERA ENERGY INC	65339F101				2/7/2009	2/4/2011	545	0	516	29	0	0	0	29
103	NOVARTIS AG - ADR	66987V109				11/19/2010	2/4/2011	282	0	283	-1	0	0	0	-1
104	ORACLE CORPORATION	68389X105				11/19/2010	2/4/2011	164	0	142	22	0	0	0	22
105	ORACLE CORPORATION	68389X105				6/4/2010	2/9/2011	33	0	23	10	0	0	0	10
106	ORACLE CORPORATION	68389X105				6/4/2010	2/9/2011	559	0	383	176	0	0	0	176
107	PIMCO FOREIGN BD FD USD H-INST #11	693390892				8/11/2011	10/21/2011	6,557	0	6,563	-6	0	0	0	-6
108	PROCTER & GAMBLE CO	742718108				3/23/2010	6/13/2011	1,419	0	1,406	13	0	0	0	13
109	RIDGEMOUNT SEIX HY BD-I #5855	76628T645				11/14/2007	2/9/2011	3,000	0	3,067	-67	0	0	0	-67
110	RIDGEMOUNT SEIX HY BD-I #5855	76628T645				11/14/2007	4/26/2011	604	0	617	-13	0	0	0	-13
111	RIDGEMOUNT SEIX HY BD-I #5855	76628T645				11/14/2007	4/26/2011	208	0	212	-4	0	0	0	-4
112	RIDGEMOUNT SEIX HY BD-I #5855	76628T645				11/14/2007	2/9/2011	1,938	0	1,938	0	0	0	0	0
113	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863				11/12/2007	2/9/2011	2,526	0	4,288	-1,762	0	0	0	-1,762
114	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863				11/12/2007	8/9/2011	1,754	0	3,001	-1,247	0	0	0	-1,247
115	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863				11/12/2007	8/9/2011	35	0	56	-21	0	0	0	-21
116	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863				12/29/2007	8/9/2011	35	0	56	-21	0	0	0	-21

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Line	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Amount	
														Long Term CG Distributions	Short Term CG Distributions
					Totals	371,334		0	359,357	11,977	0	0	0	11,977	
117	TARGET CORP	87612E108		2/24/2006	2/9/2011	274	0	0	271	3		0	0	3	
118	US BANCORP DEL NEW	902973304		2/4/2011	4/26/2011	151	0	0	165	-14		0	0	-14	
119	UNION PACIFIC CORP	907818108		5/14/2010	2/9/2011	480	0	0	498	105		0	0	105	
120	UNITEDHEALTH GROUP INC	91324P102		1/25/2010	2/9/2011	630	0	0	498	132		0	0	132	
121	KRAFT FOODS INC	50075N104		3/23/2010	2/9/2011	156	0	0	149	7		0	0	7	
122	UNITEDHEALTH GROUP INC	91324P102		1/25/2010	6/29/2011	515	0	0	332	183		0	0	183	
123	VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	2/9/2011	6,087	0	0	6,120	-33		0	0	-33	
124	VANGUARD INTERMEDIATE TERM B	921937819		4/26/2011	8/9/2011	2,605	0	0	2,490	115		0	0	115	
125	VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	8/9/2011	4,429	0	0	4,162	267		0	0	267	
126	VANGUARD INTERMEDIATE TERM B	921937819		2/4/2011	10/21/2011	9,193	0	0	8,650	543		0	0	543	
127	VANGUARD BD INDEX FD INC	921937827		1/25/2010	2/4/2011	4,408	0	0	4,416	-8		0	0	-8	
128	VANGUARD BD INDEX FD INC	921937827		1/25/2010	2/9/2011	16,768	0	0	16,863	-75		0	0	-75	
129	VANGUARD BD INDEX FD INC	921937827		1/25/2010	8/9/2011	1,630	0	0	1,606	24		0	0	24	
130	VANGUARD BD INDEX FD INC	921937827		1/17/2009	8/9/2011	8,232	0	0	8,105	127		0	0	127	
131	VANGUARD BD INDEX FD INC	921937827		11/17/2009	10/21/2011	18,575	0	0	18,377	198		0	0	198	
132	VANGUARD BD INDEX FD INC	921937827		4/26/2011	10/21/2011	3,569	0	0	3,546	23		0	0	23	
133	VANGUARD EMERGING MARKETS ETF	922042858		2/4/2011	2/9/2011	687	0	0	707	-20		0	0	-20	
134	VANGUARD EMERGING MARKETS ETF	922042858		7/17/2008	2/9/2011	1,146	0	0	1,125	21		0	0	21	
135	VANGUARD MSCI EMERGING MARKETS	922042858		7/17/2008	4/26/2011	352	0	0	315	37		0	0	37	
136	VANGUARD REIT VIPER	922908553		2/7/2008	2/4/2011	1,946	0	0	1,966	-20		0	0	-20	
137	VANGUARD REIT VIPER	922908553		7/17/2008	2/4/2011	629	0	0	617	12		0	0	12	
138	VANGUARD REIT VIPER	922908553		7/17/2008	2/9/2011	3,464	0	0	3,364	100		0	0	100	
139	VANGUARD REIT VIPER	922908553		7/17/2008	4/26/2011	3,590	0	0	3,300	290		0	0	290	
140	VANGUARD REIT VIPER	922908553		10/15/2008	4/26/2011	2,129	0	0	1,500	629		0	0	629	
141	VANGUARD REIT VIPER	922908553		7/21/2010	4/26/2011	1,095	0	0	876	219		0	0	219	
142	VANGUARD REIT VIPER	922908553		7/21/2009	4/26/2011	7,179	0	0	3,602	3,577		0	0	3,577	
143	VANGUARD REIT VIPER	922908553		1/25/2010	7/8/2011	5,412	0	0	3,279	2,133		0	0	2,133	
144	VISA INC-CLASS A SHRS	92826C839		1/25/2010	7/8/2011	2,333	0	0	2,130	203		0	0	203	
145	VODAFONE GROUP PLC NEW ADR	92857W209		1/17/2009	2/4/2011	145	0	0	117	28		0	0	28	
146	VODAFONE GROUP PLC NEW ADR	92857W209		1/17/2009	2/9/2011	146	0	0	117	29		0	0	29	
147	COOPER INDUSTRIES PLC NEW IRELAN	G24140108		11/19/2009	2/4/2011	312	0	0	264	48		0	0	48	
148	COOPER INDUSTRIES PLC NEW IRELAN	G24140108		11/17/2009	2/9/2011	320	0	0	218	102		0	0	102	
149	COOPER INDUSTRIES PLC NEW IRELAN	G24140108		11/17/2009	3/18/2011	1,310	0	0	916	394		0	0	394	



**Part**

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

**Part VI, Line 6a (990-PF) - Estimated Tax Payments**

	Date		Amount
1 Credit from prior year return		1	13
2 First quarter estimated tax payment	5/10/2012	2	245
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment		4	
5 Fourth quarter estimated tax payment		5	
6 Other payments	5/9/2012	6	98
7 Total		7	356