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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

2012

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

Open to Public Inspection

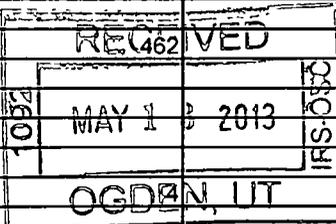
For calendar year **2012** or tax year beginning , and ending

Name of foundation FELTON, OLIVER - CHARITABLE UNITRUST		A Employer identification number 39-6792654
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A. 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
Room/suite		
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,151,693	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

POSTMARK DATE MAY 10 2013

SCANNED MAY 14 2013

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)
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					
4 Dividends and interest from securities		30,887	30,511		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10		11,428			
b Gross sales price for all assets on line 6a 206,020					
7 Capital gain net income (from Part IV, line 2)			11,428		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		42,315	41,939	0	
13 Compensation of officers, directors, trustees, etc		14,801	11,101		3,700
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule)					
b Accounting fees (attach schedule)		1,039			1,039
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		1,488			
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)		4			
24 Total operating and administrative expenses. Add lines 13 through 23		17,332	11,567	0	4,739
25 Contributions, gifts, grants paid		67,611			67,611
26 Total expenses and disbursements Add lines 24 and 25		84,943	11,567	0	72,350
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-42,628			
b Net investment income (if negative, enter -0-)			30,372		
c Adjusted net income (if negative, enter -0-)				0	



For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

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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	587	2,679	2,679
	2	Savings and temporary cash investments	46,782	40,435	40,435
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,031,762	991,255	1,108,582	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,079,131	1,034,369	1,151,696	
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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,079,131	1,034,369	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see instructions)	1,079,131	1,034,369		
31	Total liabilities and net assets/fund balances (see instructions)	1,079,131	1,034,369		

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	1,079,131
2	Enter amount from Part I, line 27a	2	-42,628
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	1,425
4	Add lines 1, 2, and 3	4	1,037,928
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	3,559
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,034,369

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 See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(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	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
b			0	
c			0	
d			0	
e			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	11,428
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 noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	76,586	1,144,073	0.066942
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
2 Total of line 1, column (d)			2 0.275285
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 0.055057
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,108,939
5 Multiply line 4 by line 3			5 61,055
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 304
7 Add lines 5 and 6			7 61,359
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 72,350

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

1 a 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 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		1	304
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	0
3 Add lines 1 and 2		3	304
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	304
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	356	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	356	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	52	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d 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"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 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
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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 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
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?	X	
7 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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MI		
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	
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>		X
10 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)

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ WELLS FARGO BANK N.A. Telephone no ▶ 888-730-4933 Located at ▶ 101N Independence Mall E MACY 1372-062 Philadelphia PA ZIP+4 ▶ 19106-2112			
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 N/A			
16	At any time during calendar year 2012, 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
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? <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	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
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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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	
c	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____		
3a	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	If "Yes," did it have excess business holdings in 2012 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 2012)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2012?		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

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. 101N Independence Mall E MACY1372-062 Phila	Trustee	4.00 14,801		
.....				
.....				
.....				

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		

Total number of others receiving over \$50,000 for professional services



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



0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,093,047
b	Average of monthly cash balances	1b	32,779
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,125,826
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	
3	Subtract line 2 from line 1d	3	1,125,826
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	16,887
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,108,939
6	Minimum investment return. Enter 5% of line 5	6	55,447

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	55,447
2a	Tax on investment income for 2012 from Part VI, line 5	2a	304	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b	2c	304	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	55,143	
4	Recoveries of amounts treated as qualifying distributions	4		
5	Add lines 3 and 4	5	55,143	
6	Deduction from distributable amount (see instructions)	6		
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	55,143	

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	72,350
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	72,350
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	304
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,046

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				55,143
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	1,942			
c From 2009	17,536			
d From 2010	20,081			
e From 2011	20,094			
f Total of lines 3a through e	59,653			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>72,350</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				55,143
e Remaining amount distributed out of corpus	17,207			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	76,860			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	76,860			
10 Analysis of line 9				
a Excess from 2008	1,942			
b Excess from 2009	17,536			
c Excess from 2010	20,081			
d Excess from 2011	20,094			
e Excess from 2012	17,207			

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 2012, 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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) 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 or e-mail 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	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
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	67,611
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

FELTON, OLIVER - CHARITABLE UNITRUST

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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 LUDINGTON 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

6,037

Name

DELTA CTY ASSOC FOR RETARDED CITIZEN

Street

P O BOX 651

City

EXCANABA

State

MI

Zip Code

49829

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,018

Name

UNITED WAY OF DELTA COUNTY

Street

1100 LUDINGTON 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

6,037

Name

WILLIAM BONIFAS FINE ARTS 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

6,037

Name

ST JOSEPH & ST PATRICK CHURCH

Street

709 1ST AVENUE 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

6,037

Name

ESCANABA AREA PUBLIC SCHOOLS

Street

1500 LUDINGTON

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

6,037

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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

49829-2310

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

3,018

Name

BAY DE NOC 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

9,055

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

7,244

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

9,054

Name

ST VINCENT DE PAUL SOCIETY

Street

1014 LUDINGTON STREET

City

ESCANABA

State

MI

Zip Code

49892

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

6,037

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

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

Line	Check "X" to include in Part IV	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	Adjustments	Net Gain or Loss	Totals		
																Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
		Long Term CG Distributions	2,754													206,020	194,592	11,428
		Short Term CG Distributions	0													0	0	0
1	X	AFLAC INC	001055102			11/17/2009		2/21/2012	622	586					0	36		
2	X	ABBOTT LABS	002824100			4/12/2011		2/21/2012	786	709					0	77		
3	X	ABBOTT LABS	002824100			4/12/2011		6/7/2012	429	354					0	75		
4	X	ABBOTT LABS	002824100			2/24/2006		6/7/2012	123	88					0	35		
5	X	ABBOTT LABS	002824100			2/24/2006		7/5/2012	1,361	919					0	442		
6	X	ABBOTT LABS	002824100			2/24/2006		11/7/2012	1,007	1,007					0	479		
7	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		2/9/2012	753	612					0	141		
8	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		2/9/2012	430	243					0	187		
9	X	AFFILIATED MANAGERS GRO	008252108			7/2/2010		8/9/2012	467	243					0	224		
10	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		2/21/2012	719	658					0	61		
11	X	ANHEUSER-BUSCH INBEV SP	03524A108			12/1/2011		7/5/2012	628	479					0	149		
12	X	ANHEUSER-BUSCH INBEV SP	03524A108			9/2/2011		11/16/2012	660	436					0	224		
13	X	APPLE INC	037833100			1/25/2010		2/21/2012	1,015	408					0	607		
14	X	APPLE INC	037833100			1/25/2010		4/11/2012	1,250	408					0	842		
15	X	CHEVRON CORP	166784100			7/17/2008		8/9/2012	335	258					0	77		
16	X	CISCO SYSTEMS INC	17275R102			2/17/2009		2/21/2012	607	560					0	47		
17	X	COMCAST CORP CLASS A	20030N101			11/17/2009		2/21/2012	611	330					0	281		
18	X	BAKER HUGHES INC COM	057224107			11/17/2009		2/9/2012	2,486	2,166					0	320		
19	X	BERKSHIRE HATHAWAY INC	084670702			7/8/2011		2/21/2012	318	306					0	12		
20	X	BERKSHIRE HATHAWAY INC	084670702			1/25/2010		2/21/2012	318	277					0	41		
21	X	BOEING CO	097023105			3/18/2011		2/21/2012	604	554					0	50		
22	X	CYSICAREMARK CORPORATI	126650100			1/29/2010		2/21/2012	661	498					0	163		
23	X	CYSICAREMARK CORPORATI	126650100			1/29/2010		3/12/2012	133	182					0	49		
24	X	CYSICAREMARK CORPORATI	126650100			6/1/2009		3/12/2012	817	550					0	267		
25	X	CELANESE CORP	150870103			11/17/2009		2/21/2012	616	555					0	61		
26	X	COMCAST CORP CLASS A	20030N101			11/17/2009		8/16/2012	136	63					0	73		
27	X	CONOCOPHILLIPS	20825C104			4/11/2007		4/16/2012	370	346					0	24		
28	X	CONOCOPHILLIPS	20825C104			2/10/2009		4/16/2012	242	242					0	128		
29	X	CONOCOPHILLIPS	20825C104			6/1/2009		4/16/2012	1,257	817					0	440		
30	X	DIAGEO PLC -ADR	25423Q205			11/17/2009		5/9/2012	595	595					0	180		
31	X	WALT DISNEY CO	254687106			12/1/2011		2/21/2012	665	578					0	87		
32	X	WALT DISNEY CO	254687106			1/25/2010		8/16/2012	251	151					0	100		
33	X	DREYFUS EMG MKT DEBT LO	261980494			8/1/2011		2/21/2012	1,835	1,835					0	53		
34	X	DRIEHAUS ACTIVE INCOME F	262028855			8/1/2011		8/9/2012	614	622					0	-8		
35	X	E M C CORP MASS	268648102			1/25/2010		8/9/2012	459	290					0	169		
36	X	GILEAD SCIENCES INC	375558103			12/8/2011		8/9/2012	386	273					0	123		
37	X	GILEAD SCIENCES INC	375558103			9/25/2012		9/25/2012	405	234					0	171		
38	X	HEWLETT PACKARD CO	428236103			4/11/2007		8/31/2012	455	1,098					0	-643		
39	X	HEWLETT PACKARD CO	428236103			1/11/2007		8/31/2012	135	385					0	-250		
40	X	HEWLETT PACKARD CO	428236103			7/17/2008		8/31/2012	169	430					0	-261		
41	X	HEWLETT PACKARD CO	428236103			2/10/2009		8/31/2012	84	180					0	-96		
42	X	HEWLETT PACKARD CO	428236103			7/21/2010		8/31/2012	84	232					0	-148		
43	X	HEWLETT PACKARD CO	428236103			7/8/2011		8/31/2012	101	217					0	-116		
44	X	HUSSMAN STRATEGIC GRO	448108100			2/7/2008		2/21/2012	730	952					0	-269		
45	X	HUSSMAN STRATEGIC GRO	448108100			1/30/2008		8/9/2012	688	957					0	-269		
46	X	HUSSMAN STRATEGIC GRO	448108100			2/7/2008		2/21/2012	4,532	6,271					0	-1,739		
47	X	INTEL CORP	458140100			4/11/2007		2/21/2012	216	165					0	51		
48	X	INTEL CORP	458140100			1/25/2010		2/21/2012	378	287					0	91		
49	X	ISHARES S & P 500 INDEX FU	464287200			10/21/2011		2/9/2012	2,173	1,976					0	197		
50	X	ISHARES S & P 500 INDEX FU	464287200			1/29/2010		2/21/2012	2,187	1,769					0	418		
51	X	ISHARES S & P 500 INDEX FU	464287200			1/29/2010		5/9/2012	1,221	995					0	226		
52	X	ISHARES MSCI EAFE	464287465			2/24/2006		2/21/2012	1,193	1,360					0	-167		
53	X	ISHARES MSCI EAFE	464287465			2/24/2006		2/21/2012	1,690	1,945					0	-255		
54	X	ISHARES MSCI EAFE	464287465			2/24/2006		8/9/2012	5,222	6,336					0	-1,114		
55	X	ISHARES MSCI EAFE	464287465			2/24/2006		11/16/2012	5,475	6,597					0	-1,122		
56	X	ISHARES S&P MIDCAP 400 GF	464287606			10/21/2011		2/9/2012	2,083	1,852					0	221		
57	X	ISHARES S&P MIDCAP 400 GF	464287606			8/9/2012		2/21/2012	1,215	1,078					0	137		
58	X	ISHARES S&P MIDCAP 400 GF	464287606			8/9/2012		11/16/2012	1,398	1,411					0	-13		
59	X	ISHARES S&P MIDCAP 400 VA	464287705			1/29/2010		2/21/2012	3,771	2,986					0	785		
60	X	ISHARES S&P MIDCAP 400 VA	464287705			1/29/2010		2/21/2012	1,181	929					0	252		
61	X	ISHARES S&P MIDCAP 400 VA	464287705			8/9/2012		5/9/2012	2,305	1,858					0	447		
62	X	ISHARES S&P MIDCAP 400 VA	464287705			8/9/2012		11/16/2012	1,217	1,245					0	-28		
63	X	ISHARES TR SMALLCAP 600 I	464287804			7/17/2008		2/9/2012	4,621	3,642					0	979		
64	X	ISHARES TR SMALLCAP 600 I	464287804			7/21/2010		2/9/2012	2,500	1,851					0	649		
65	X	ISHARES TR SMALLCAP 600 I	464287804			10/21/2011		2/9/2012	1,667	1,416					0	251		
66	X	ISHARES TR SMALLCAP 600 I	464287804			10/21/2011		2/21/2012	1,208	1,030					0	178		
67	X	ISHARES CORE S&P SMALL-C	464287804			8/9/2012		11/16/2012	1,716	1,786					0	-70		
68	X	JPMORGAN CHASE & CO	46625H100			7/17/2008		2/21/2012	39	39					0	0		

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

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals		Valuation Method	Cost, Other Basis and Expenses		Net Gain or Loss
								Capital Gains/Losses	Other sales		Expense of Sale and Cost of Improvements	Depreciation	
								206,020	0	194,592	0	11,428	0
69	X	IPMORGAN CHASE & CO	46625H100		8/15/2008		2/21/2012	655	646				9
70	X	LAUDUS MONDRIAN INTL FUND	51855O665		2/13/2012		2/13/2012	2,342	2,370				-28
71	X	LAUDUS MONDRIAN INTL FUND	51855O665		2/13/2012		8/9/2012	4,277	4,281				-4
72	X	LAUDUS MONDRIAN INTL FUND	51855O665		2/13/2012		1/12/2010	10,582	10,493				89
73	X	MERGER FUND BEN INTL 260	599509108		5/13/2010		8/9/2012	891	878				13
74	X	MICROSOFT CORP	594918104		2/24/2006		2/21/2012	594	506				88
75	X	NESTLE S.A. REGISTERED SH	641069406		11/17/2009		8/9/2012	378	380				32
76	X	ORACLE CORPORATION	66987V109		6/4/2010		2/21/2012	599	473				126
77	X	PIMCO FOREIGN BD FUND	693390882		2/13/2012		2/21/2012	2,377	2,381				-4
78	X	PIMCO FOREIGN BD FUND	693390882		2/13/2012		5/9/2012	1,564	1,531				33
79	X	PIMCO FOREIGN BD FUND	693390882		2/13/2012		8/9/2012	454	436				18
80	X	PIMCO FOREIGN BD FUND	693390882		8/11/2011		8/9/2012	15,343	14,719				624
81	X	RIDGEWORTH SEIX HY BD-I	76628T645		11/14/2007		2/21/2012	2,132	2,277				-145
82	X	RIDGEWORTH SEIX HY BD-I	76628T645		11/14/2007		8/9/2012	6,672	7,017				-345
83	X	SPDR DJ WILSHIRE INTERNA	78463X863		12/28/2007		2/21/2012	1,763	2,762				-999
84	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/2/2011		2/21/2012	144	166				-22
85	X	SPDR DJ WILSHIRE INTERNA	78463X863		7/17/2008		5/9/2012	1,878	2,375				-497
86	X	SPDR DJ WILSHIRE INTERNA	78463X863		7/17/2008		11/16/2012	910	1,051				-141
87	X	SPDR DJ WILSHIRE INTERNA	78463X863		5/2/2011		11/16/2012	1,345	1,415				-70
88	X	SPDR DJ WILSHIRE INTERNA	78463X863		4/29/2011		11/16/2012	316	332				-16
89	X	TJX COS INC NEW	872540109		6/29/2011		2/21/2012	595	443				152
90	X	TJX COS INC NEW	872540109		6/29/2011		4/11/2012	752	495				257
91	X	TARGET CORP	87612E106		2/24/2006		2/21/2012	628	650				-22
92	X	TEVA PHARMACEUTICAL IND	881624209		4/20/2010		2/21/2012	362	502				-140
93	X	TEVA PHARMACEUTICAL IND	881624209		9/27/2010		2/21/2012	272	327				-55
94	X	TERMO FISHER SCIENTIFIC	86356102		4/12/2011		8/9/2012	514	503				11
95	X	3M CO	86578Y101		12/15/2010		2/21/2012	438	440				-2
96	X	3M CO	86578Y101		2/4/2011		2/21/2012	438	433				5
97	X	US BANCORP DEL NEW	902973304		9/29/2012		2/21/2012	611	577				34
98	X	UNION PACIFIC CORP	907818108		5/14/2010		2/21/2012	669	450				219
99	X	UNION PACIFIC CORP	907818108		8/12/2011		2/21/2012	523	523				0
100	X	UNITED PARCEL SERVICE-CL	911312106		4/28/2011		2/21/2012	610	610				0
101	X	UNITEDHEALTH GROUP INC	91324P102		1/24/2010		2/21/2012	387	335				52
102	X	UNITEDHEALTH GROUP INC	91324P102		2/9/2012		2/21/2012	221	133				88
103	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		2/21/2012	4,104	4,112				-8
104	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		2/21/2012	16,477	16,361				52
105	X	VANGUARD INTERMEDIATE T	921937819		2/9/2012		8/9/2012	2,939	2,887				52
106	X	VANGUARD INTERMEDIATE T	921937819		2/4/2011		8/9/2012	1,069	979				90
107	X	VANGUARD SHORT TERM BC	921937827		4/28/2011		2/21/2012	1,623	1,612				11
108	X	VANGUARD SHORT TERM BC	921937827		4/28/2011		2/21/2012	2,433	2,418				15
109	X	VANGUARD SHORT TERM BC	921937827		2/10/2009		2/21/2012	6,650	6,492				158
110	X	VANGUARD SHORT TERM BC	921937827		7/17/2008		8/9/2012	10,300	10,313				-13
111	X	VANGUARD MSCI EMERGING	922042858		7/17/2008		2/21/2012	1,368	1,395				-27
112	X	VANGUARD MSCI EMERGING	922042858		7/21/2010		2/21/2012	1,985	1,840				145
113	X	VANGUARD MSCI EMERGING	922042858		8/9/2011		2/21/2012	793	736				57
114	X	VANGUARD MSCI EMERGING	922042858		8/9/2011		2/21/2012	387	370				17
115	X	VANGUARD MSCI EMERGING	922042858		8/9/2012		11/16/2012	2,988	3,076				-88
116	X	VANGUARD REIT VIPER	922908553		10/21/2011		2/21/2012	4,505	3,903				602
117	X	VANGUARD REIT VIPER	922908553		10/21/2011		2/21/2012	61	54				7
118	X	VANGUARD REIT VIPER	922908553		7/21/2009		2/21/2012	1,471	736				735
119	X	VANGUARD REIT VIPER	922908553		7/21/2009		5/9/2012	1,632	763				869
120	X	VODAFONE GROUP PLC NEW	92857W209		7/21/2009		8/9/2012	657	296				361
121	X	COOPER INDUSTRIES PLC NB	G24140108		11/17/2009		8/9/2012	386	305				81
122	X	COOPER INDUSTRIES PLC NB	G24140108		11/17/2009		11/30/2012	2,064	1,134				930
123	X	EATON CORP PLC	G29183103		11/30/2012		12/17/2012	8	8				0

Part I, Line 16b (990-PF) - Accounting Fees

		1,039	0	0	1,039
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	1,039			1,039

Part I, Line 18 (990-PF) - Taxes

		1,488	462	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	462	462		
2	PY EXCISE TAX DUE	670			
3	ESTIMATED EXCISE PAYMENTS	356			

Part I, Line 23 (990-PF) - Other Expenses

		4	4	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ADR FEES	4	4		

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

	Asset Description	Basis of Valuation	Book Value Beg. of Year	1,031,762	991,255	1,108,582
			Book Value End of Year	FMV End of Year		
1			0			
2	AFLAC INC		0	1,803	2,125	
3	AFFILIATED MANAGERS GROUP INC		0	1,335	2,863	
4	APACHE CORPORATION COM		0	2,822	2,276	
5	APPLE COMPUTER INC COM		0	1,836	4,790	
6	BOEING COMPANY		0	1,663	1,809	
7	CVS/CAREMARK CORPORATION		0	1,406	2,224	
8	CAPITAL ONE FINANCIAL CORP		0	1,591	2,317	
9	CISCO SYSTEMS INC		0	2,576	2,987	
10	DIAGEO PLC - ADR		0	1,453	2,448	
11	WALT DISNEY CO		0	1,748	2,888	
12	E M C CORP MASS		0	1,230	1,822	
13	GILEAD SCIENCES INC		0	1,169	2,204	
14	INTEL CORP		0	1,542	1,691	
15	JOHNSON CONTROLS INC		0	2,673	2,147	
16	MERGER FD SH BEN INT 260		0	21,918	22,142	
17	MICROSOFT CORP		0	1,529	1,576	
18	NESTLE S A REGISTERED SHARES - ADR		0	1,666	2,281	
19	NOVARTIS AG - ADR		0	1,333	1,582	
20	ORACLE CORPORATION		0	1,488	2,199	
21	PIMCO FOREIGN BD FD USD H-INST 103		0	48,832	49,380	
22	SCHLUMBERGER LTD		0	2,535	2,495	
23	TJX COS INC NEW		0	1,250	2,038	
24	TEVA PHARMACEUTICAL INDUSTRIES - A		0	2,389	1,718	
25	THERMO FISHER SCIENTIFIC INC		0	1,703	2,232	
26	TOTAL FINA ELF S A ADR		0	1,760	2,028	
27	UNION PACIFIC CORP		0	2,088	3,646	
28	MCKESSON CORP		0	1,896	1,939	
29	GOLDMAN SACHS GROUP INC		0	2,501	2,041	
30	UNITED PARCEL SERVICE-CL B		0	1,568	1,770	
31	TARGET CORP		0	2,063	2,485	
32	UNITEDHEALTH GROUP INC		0	1,413	2,332	
33	BHP BILLITON LIMITED		0	2,438	2,039	
34	ISHARES TR SMALLCAP 600 INDEX FD		0	33,280	51,624	
35	JPMORGAN CHASE & CO		0	2,469	3,078	
36	US BANCORP DEL NEW		0	1,973	2,332	
37	ISHARES S&P MIDCAP 400 VALUE		0	17,904	23,181	
38	ISHARES S & P 500 INDEX FUND		0	25,215	32,493	
39	ANHEUSER-BUSCH INBEV SPN ADR		0	1,525	2,447	
40	LAUDUS MONDRIAN INTL FI-INST 2940		0	49,480	50,392	
41	ISHARES S&P MIDCAP 400 GROWTH		0	20,429	28,145	
42	ISHARES MSCI EAFE		0	64,446	66,697	
43	CHEVRON CORP		0	2,298	3,244	
44	DREYFUS EMG MKT DEBT LOC C-I 6083		0	56,206	58,054	
45	DRIEHAUS ACTIVE INCOME FUND		0	22,328	22,603	
46	3M CO		0	2,077	2,228	

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

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

1	COST BASIS ADJUSTMENT	1	577
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	848
3	Total	3	1,425

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

1	MUTUAL FUND & CTF INCOME SUBTRACTION	1	3,163
2	PY RETURN OF CAPITAL ADJUSTMENT	2	396
3	Total	3	3,559

4/25/2013 12.13.51 PM - WWS - FELTON, OLIVER - CHARITABLE UNITRUST

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

Long Term CG Distributions	Amount		CUSIP #	How Acquired	Date Acquired	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gain/Loss Minus Excess of FMV Over Adjusted Basis of Losses
	2,754	0													
1 AELAC INC	001055107	0	001055107	2/1/2010	2/1/2010	632	0	0	586	38	0	0	0	0	0
2 ABBOTT LABS	002824100	0	002824100	4/12/2011	4/12/2011	786	0	0	709	77	0	0	0	0	0
3 ABBOTT LABS	002824100	0	002824100	4/12/2011	4/12/2011	438	0	0	354	84	0	0	0	0	0
4 ABBOTT LABS	002824100	0	002824100	2/24/2008	6/15/2012	133	0	0	98	35	0	0	0	0	0
5 ABBOTT LABS	002824100	0	002824100	2/24/2008	7/15/2012	919	0	0	1,361	442	0	0	0	0	0
6 ABBOTT LABS	002824100	0	002824100	2/24/2008	1/17/2012	1,466	0	0	1,072	394	0	0	0	0	0
7 AFFILIATED MANAGERS GROUP INC	002823108	0	002823108	10/12/2011	2/9/2012	753	0	0	243	510	0	0	0	0	0
8 AFFILIATED MANAGERS GROUP INC	002823108	0	002823108	7/2/2010	6/9/2012	430	0	0	243	187	0	0	0	0	0
9 AFFILIATED MANAGERS GROUP INC	002823108	0	002823108	7/2/2010	6/9/2012	467	0	0	243	224	0	0	0	0	0
10 ANHEUSER-BUSCH INBEV SPN ADR	035244108	0	035244108	12/1/2011	7/15/2012	628	0	0	479	149	0	0	0	0	0
11 ANHEUSER-BUSCH INBEV SPN ADR	035244108	0	035244108	9/2/2011	11/16/2012	660	0	0	438	224	0	0	0	0	0
12 ANHEUSER-BUSCH INBEV SPN ADR	035244108	0	035244108	1/25/2010	2/21/2012	1,015	0	0	408	607	0	0	0	0	0
13 APPLE INC	037833100	0	037833100	1/25/2010	4/11/2012	1,250	0	0	408	842	0	0	0	0	0
14 APPLE INC	037833100	0	037833100	7/17/2008	6/9/2012	335	0	0	258	77	0	0	0	0	0
15 CHEVRON CORP	167641100	0	167641100	2/17/2011	2/21/2012	607	0	0	560	47	0	0	0	0	0
16 CISCO SYSTEMS INC	20030N101	0	20030N101	1/17/2009	2/21/2012	611	0	0	330	281	0	0	0	0	0
17 COMCAST CORP CLASS A	657224107	0	657224107	11/17/2009	2/9/2012	2,495	0	0	2,186	309	0	0	0	0	0
18 BAKER HUGHES INC COM	084670102	0	084670102	7/8/2011	2/21/2012	318	0	0	306	12	0	0	0	0	0
19 BERKSHIRE HATHAWAY INC	084670102	0	084670102	1/25/2010	2/21/2012	318	0	0	277	41	0	0	0	0	0
20 BERKSHIRE HATHAWAY INC	084670102	0	084670102	3/18/2011	2/21/2012	604	0	0	554	50	0	0	0	0	0
21 BOEING CO	097023105	0	097023105	1/25/2010	2/21/2012	661	0	0	496	165	0	0	0	0	0
22 CVSCAREMARK CORPORATION	126550100	0	126550100	1/25/2010	2/21/2012	182	0	0	133	49	0	0	0	0	0
23 CVSCAREMARK CORPORATION	126550100	0	126550100	6/13/2011	2/21/2012	817	0	0	550	267	0	0	0	0	0
24 CVSCAREMARK CORPORATION	126550100	0	126550100	1/25/2010	2/21/2012	616	0	0	555	61	0	0	0	0	0
25 CELANESE CORP	150870103	0	150870103	8/13/2011	2/21/2012	370	0	0	346	24	0	0	0	0	0
26 COMCAST CORP CLASS A	20030N101	0	20030N101	11/17/2009	4/16/2012	370	0	0	242	128	0	0	0	0	0
27 CONOCOPHILLIPS	20825C104	0	20825C104	4/17/2009	4/16/2012	1,237	0	0	817	440	0	0	0	0	0
28 CONOCOPHILLIPS	20825C104	0	20825C104	6/10/2009	4/16/2012	1,237	0	0	817	440	0	0	0	0	0
29 CONOCOPHILLIPS	20825C104	0	20825C104	11/17/2009	5/9/2012	595	0	0	415	180	0	0	0	0	0
30 DARGO PLC - ADR	252430205	0	252430205	12/1/2011	2/21/2012	665	0	0	578	87	0	0	0	0	0
31 WALT DISNEY CO	254881106	0	254881106	1/25/2010	6/16/2012	251	0	0	151	100	0	0	0	0	0
32 WALT DISNEY CO	254881106	0	254881106	8/11/2011	2/21/2012	1,888	0	0	1,888	0	0	0	0	0	0
33 DREYFUS FMS MKT DEBT LOC C-1 608	261980494	0	261980494	8/11/2011	8/9/2012	614	0	0	53	581	0	0	0	0	0
34 DREYFUS FMS MKT DEBT LOC C-1 608	261980494	0	261980494	1/25/2010	8/9/2012	459	0	0	290	169	0	0	0	0	0
35 DREYFUS FMS MKT DEBT LOC C-1 608	261980494	0	261980494	1/25/2010	8/9/2012	459	0	0	290	169	0	0	0	0	0
36 DREYFUS FMS MKT DEBT LOC C-1 608	261980494	0	261980494	1/25/2010	8/9/2012	459	0	0	290	169	0	0	0	0	0
37 GILD SCIENTIFICS INC	375558103	0	375558103	12/8/2011	9/9/2012	405	0	0	224	181	0	0	0	0	0
38 GILD SCIENTIFICS INC	375558103	0	375558103	1/28/2011	9/9/2012	405	0	0	224	181	0	0	0	0	0
39 GILD SCIENTIFICS INC	375558103	0	375558103	4/11/2007	8/31/2012	455	0	0	1,098	-643	0	0	0	0	0
40 HEWLETT PACKARD CO	438235103	0	438235103	11/3/2007	8/31/2012	135	0	0	385	-250	0	0	0	0	0
41 HEWLETT PACKARD CO	438235103	0	438235103	7/17/2008	8/31/2012	169	0	0	430	-261	0	0	0	0	0
42 HEWLETT PACKARD CO	438235103	0	438235103	2/10/2008	8/31/2012	84	0	0	130	-46	0	0	0	0	0
43 HEWLETT PACKARD CO	438235103	0	438235103	7/21/2010	8/31/2012	84	0	0	232	-148	0	0	0	0	0
44 HEWLETT PACKARD CO	438235103	0	438235103	7/21/2010	8/31/2012	101	0	0	217	-116	0	0	0	0	0
45 HUSMAN STRATEGIC GROWTH FUND	446108100	0	446108100	2/7/2008	8/9/2012	730	0	22	652	78	0	0	0	0	0
46 HUSMAN STRATEGIC GROWTH FUND	446108100	0	446108100	1/30/2008	8/9/2012	680	0	0	657	23	0	0	0	0	0
47 HUSMAN STRATEGIC GROWTH FUND	446108100	0	446108100	2/7/2008	8/9/2012	4,532	0	0	6,274	-1,742	0	0	0	0	0
48 INTEL CORP	455140100	0	455140100	4/11/2007	2/21/2012	216	0	0	165	51	0	0	0	0	0
49 INTEL CORP	455140100	0	455140100	1/25/2010	2/21/2012	378	0	0	197	181	0	0	0	0	0
50 INTEL CORP	455140100	0	455140100	1/25/2010	2/21/2012	2,173	0	0	1,761	412	0	0	0	0	0
51 INTEL CORP	455140100	0	455140100	1/25/2010	2/21/2012	2,173	0	0	1,761	412	0	0	0	0	0
52 INTEL CORP	455140100	0	455140100	1/25/2010	2/21/2012	1,221	0	0	955	266	0	0	0	0	0
53 INTEL CORP	455140100	0	455140100	2/24/2006	2/21/2012	1,193	0	0	1,360	-167	0	0	0	0	0
54 INTEL CORP	455140100	0	455140100	2/24/2006	2/21/2012	1,590	0	0	1,943	-353	0	0	0	0	0
55 INTEL CORP	455140100	0	455140100	2/24/2006	1/16/2012	5,222	0	0	6,336	-1,114	0	0	0	0	0
56 INTEL CORP	455140100	0	455140100	2/24/2006	1/16/2012	2,063	0	0	2,587	-524	0	0	0	0	0
57 INTEL CORP	455140100	0	455140100	10/21/2011	2/21/2012	1,388	0	0	1,411	-23	0	0	0	0	0
58 INTEL CORP	455140100	0	455140100	8/9/2012	2/21/2012	1,388	0	0	1,411	-23	0	0	0	0	0
59 INTEL CORP	455140100	0	455140100	1/25/2010	2/21/2012	1,161	0	0	929	232	0	0	0	0	0
60 INTEL CORP	455140100	0	455140100	8/9/2012	2/21/2012	2,305	0	0	1,858	447	0	0	0	0	0
61 INTEL CORP	455140100	0	455140100	8/9/2012	2/21/2012	1,217	0	0	1,245	-28	0	0	0	0	0
62 INTEL CORP	455140100	0	455140100	7/17/2008	2/21/2012	4,621	0	0	3,642	979	0	0	0	0	0
63 INTEL CORP	455140100	0	455140100	7/17/2008	2/21/2012	2,500	0	0	1,851	649	0	0	0	0	0
64 INTEL CORP	455140100	0	455140100	10/21/2011	2/21/2012	1,667	0	0	1,416	251	0	0	0	0	0
65 INTEL CORP	455140100	0	455140100	10/21/2011	2/21/2012	1,208	0	0	1,030	178	0	0	0	0	0
66 INTEL CORP	455140100	0	455140100	8/9/2012	2/21/2012	1,716	0	0	1,788	-72	0	0	0	0	0
67 INTEL CORP	455140100	0	455140100	7/17/2008	2/21/2012	39	0	0	39	0	0	0	0	0	0
68 INTEL CORP	455140100	0	455140100	8/15/2008	2/21/2012	655	0	0	646	9	0	0	0	0	0
69 INTEL CORP	455140100	0	455140100	2/13/2012	2/21/2012	2,342	0	0	2,370	-28	0	0	0	0	0
70 INTEL CORP	455140100	0	455140100	2/13/2012	2/21/2012	4,277	0	0	4,281	-4	0	0	0	0	0
71 INTEL CORP	455140100	0	455140100	11/23/2010	8/9/2012	10,562	0	0	10,493	69	0	0	0	0	0
72 INTEL CORP	455140100	0	455140100	5/13/2010	8/9/2012	891	0	0	878	13	0	0	0	0	0
73 INTEL CORP	455140100	0	455140100	2/24/2006											

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

	Date	Amount
1 Credit from prior year return		0
2 First quarter estimated tax payment	5/9/2012	356
3 Second quarter estimated tax payment		
4 Third quarter estimated tax payment		
5 Fourth quarter estimated tax payment		
6 Other payments		0
7 Total		356