Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning MAR 1, 2012 **, and ending** FEB 28, 2013

Name of foundation: ORVILLE D. & RUTH A. MERILLAT FOUNDATION

A Employer identification number: 38-2476813

Number and street (or P O box number if mail is not delivered to street address): 1800 WEST U.S. 223 | Room/suite

B Telephone number: (517)265-5425

City or town, state, and ZIP code: ADRIAN, MI 49221

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 54,867,982.

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

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

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

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	112.	112.		STATEMENT 1
	4	Dividends and interest from securities	1,022,151.	1,022,113.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	265,622.			
	b	Gross sales price for all assets on line 6a 22,421,657.				
	7	Capital gain net income (from Part IV, line 2)		265,622.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	-27,280.	-27,280.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,260,605.	1,260,567.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	3,786.	3,786.		0.
	b	Accounting fees STMT 5	33,200.	18,260.		14,940.
	c	Other professional fees STMT 6	108,223.	108,223.		0.
	17	Interest				
	18	Taxes STMT 7	34,715.	6,504.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	61.	61.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	179,985.	136,834.		14,940.
	25	Contributions, gifts, grants paid	3,449,550.			3,449,550.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,629,535.	136,834.		3,464,490.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	-2,368,930.			
	b	**Net investment income** (if negative, enter -0-)		1,123,733.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

14471217 759530 MERI6813ANN1 2012.05010 ORVILLE D. & RUTH A. MERILL MERI6811

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	362,053.	479,056.	479,056.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 9	32,758,312.	29,242,515.	30,079,030.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	24,177,337.	25,207,201.	24,309,896.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	57,297,702.	54,928,772.	54,867,982.
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			
	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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	57,297,702.	54,928,772.	
	30 Total net assets or fund balances	57,297,702.	54,928,772.	
	31 Total liabilities and net assets/fund balances	57,297,702.	54,928,772.	

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	57,297,702.
2 Enter amount from Part I, line 27a	2	-2,368,930.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	54,928,772.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	54,928,772.

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				
b	SEE ATTACHED STATEMENT			
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				
b				
c				
d				
e	22,421,657.		22,156,035.	265,622.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				265,622.

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	265,622.
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) If (loss), enter -0- in Part I, line 8	3	N/A

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	4,009,299.	57,070,700.	.070251
2010	4,167,464.	58,207,254.	.071597
2009	4,547,770.	56,174,614.	.080958
2008	7,754,439.	76,179,632.	.101791
2007	5,813,161.	99,360,433.	.058506

2	**Total** of line 1, column (d)	2	.383103
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	.076621
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	54,067,705.
5	Multiply line 4 by line 3	5	4,142,722.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	11,237.
7	Add lines 5 and 6	7	4,153,959.
8	Enter qualifying distributions from Part XII, line 4	8	3,464,490.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b. c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	22,475.
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	22,475.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	22,475.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 41,136.		
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	41,136.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	18,661.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	18,661. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JOHN D. THURMAN Telephone no ▶(517)265-5425
Located at ▶1800 WEST U.S. 223, ADRIAN, MI ZIP+4 ▶49221

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly).				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
RUTH A. MERILLAT 1800 WEST U.S. 223 ADRIAN, MI 49221	PRESIDENT, SECRETARY 0.50	0.	0.	0.
RICHARD D. MERILLAT 1800 WEST U.S. 223 ADRIAN, MI 49221	VICE PRESIDENT, DIRECTOR 0.50	0.	0.	0.
JOHN D. THURMAN 1800 WEST U.S. 223 ADRIAN, MI 49221	TREASURER, DIRECTOR 0.50	0.	0.	0.
TRICIA L.M. MCGUIRE 1800 WEST U.S. 223 ADRIAN, MI 49221	DIRECTOR 0.50	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form **990-PF** (2012)

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
MERRILL LYNCH TRUST COMPANY FSB P.O. BOX 1525, PENNINGTON, NJ 08534	INVESTMENT MANAGEMENT	108,223.
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.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
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	54,249,693.
b	Average of monthly cash balances	1b	641,378.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	54,891,071.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	54,891,071.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	823,366.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	54,067,705.
6	**Minimum investment return.** Enter 5% of line 5	6	2,703,385.

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	2,703,385.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 22,475.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	22,475.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,680,910.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,680,910.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	2,680,910.

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	3,464,490.
b	Program-related investments - total from Part IX-B	1b	0.
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	3,464,490.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,464,490.

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				2,680,910.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 5,813,161.				
b From 2008 7,758,309.				
c From 2009 4,559,702.				
d From 2010 4,167,464.				
e From 2011 4,009,299.				
f **Total** of lines 3a through e	26,307,935.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,464,490.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	3,464,490.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,680,910.			2,680,910.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	27,091,515.			
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	3,132,251.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	23,959,264.			
10 Analysis of line 9				
a Excess from 2008 7,758,309.				
b Excess from 2009 4,559,702.				
c Excess from 2010 4,167,464.				
d Excess from 2011 4,009,299.				
e Excess from 2012 3,464,490.				

** SEE STATEMENT 12

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

RUTH A. MERILLAT

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
MISCELLANEOUS CHARITABLE CONTRIBUTIONS - SEE ATTACHMENT		501(C)(3)		3,449,550.
Total			▶ 3a	3,449,550.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	112.	
4 Dividends and interest from securities			14	1,022,151.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-27,280.	
8 Gain or (loss) from sales of assets other than inventory			18	265,622.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		1,260,605.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,260,605.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 11-14-14 Title: TREASURER

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DOUGLAS A. KELLY, CPA	Douglas Kelly, CPA	1/10/14		P00091369
Firm's name ▶ REHMANN ROBSON			Firm's EIN ▶ 38-3635706	
Firm's address ▶ 555 BRIARWOOD CIRCLE #300 ANN ARBOR, MI 48108			Phone no 734-761-2005	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME - CHECKING	112.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	112.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH 013	608,053.	35,734.	572,319.
MERRILL LYNCH 014	59,306.	2,608.	56,698.
MERRILL LYNCH D40	130,427.	0.	130,427.
MERRILL LYNCH J06	2.	0.	2.
MERRILL LYNCH M77	240,253.	1,865.	238,388.
MERRILL LYNCH M79	24,317.	0.	24,317.
TOTAL TO FM 990-PF, PART I, LN 4	1,062,358.	40,207.	1,022,151.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MERRILL LYNCH D40	-27,280.	-27,280.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-27,280.	-27,280.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,786.	3,786.		0.
TO FM 990-PF, PG 1, LN 16A	3,786.	3,786.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	33,200.	18,260.		14,940.
TO FORM 990-PF, PG 1, LN 16B	33,200.	18,260.		14,940.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE FEES	107,900.	107,900.		0.
MANAGEMENT FEES	323.	323.		0.
TO FORM 990-PF, PG 1, LN 16C	108,223.	108,223.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	6,504.	6,504.		0.
EXCISE TAXES	28,211.	0.		0.
TO FORM 990-PF, PG 1, LN 18	34,715.	6,504.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	61.	61.		0.
TO FORM 990-PF, PG 1, LN 23	61.	61.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	29,242,515.	30,079,030.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,242,515.	30,079,030.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	FMV	25,207,201.	24,309,896.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,207,201.	24,309,896.

FORM 990-PF | LIST OF CONTROLLED ENTITIES PART VII-A, LINE 11 | STATEMENT 11

NAME OF CONTROLLED ENTITY | EMPLOYER ID NO

IQ ABSOLUTE RETURN SELECT (OFFSHORE) FUND, LTD

ADDRESS

P.O. BOX 309 UGLAND HOUSE
GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

NAME OF CONTROLLED ENTITY | EMPLOYER ID NO

IQ GLOBAL LONG/SHORT EQUITY SELECT (OFFSHORE) FUND, LTD

ADDRESS

P.O. BOX 309 UGLAND HOUSE
GRAND CAYMAN, CAYMAN ISLANDS KY1-1104

FORM 990-PF | ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS | STATEMENT 12

PURSUANT TO IRC SECTION 4942(H)(2) AND REG. SECTION 53.4942(A)-3(D)(2), THE ORVILLE D. & RUTH A. MERILLAT FOUNDATION ELECTS TO TREAT CURRENT YEAR QUALIFYING DISTRIBUTIONS IN EXCESS OF THE IMMEDIATELY PRECEDING TAX YEAR'S UNDISTRIBUTED INCOME AS COMING FROM CORPUS.

John Thurman

JOHN THURMAN, TREASURER

ORVILLE D. & RUTH A. MERILLAT FOUNDATION 38-2476813
FISCAL YEAR ENDED FEBRUARY 28, 2013
FORM 990-PF, PART II, BALANCE SHEETS, LINES 1

ACCOUNT	CASH
XXX-XXD40	338,844
XXX-XXD80	354
XXX-XX013	5,142
XXX-XX014	52,053
XXX-XXE14	5,500
XXX-XXM77	5,428
XXX-XXM79	8,785
XXX-XXJ06	1,340
XXX-XX083	0
XXX-XX084	0
SUBTOTAL	417,447
Checking	61,609
TOTAL	479,056

ORVILLE D. & RUTH A. MERILLAT FOUNDATION 38-2476813
FISCAL YEAR ENDED FEBRUARY 28, 2013
FORM 990-PF, PART II, BALANCE SHEETS, LINES 10-13

BOOK VALUE

ACCOUNT	US GOV'T SECURITIES	EQUITIES	MUTUAL FUNDS	CORP BONDS	OTHER	TOTAL
XXX-XXD40		2			2,477,362	2,477,364
XXX-XXD80						-
XXX-XX013			14,163,891			14,163,891
XXX-XX014			1,334,978			1,334,978
XXX-XXE14						-
XXX-XXM77			11,564,036			11,564,036
XXX-XXM79			1,279,608			1,279,608
XXX-XXJ06		900,000			2,979,840	3,879,840
XXX-XX083					11,999,999	11,999,999
XXX-XX084					7,749,999	7,749,999
TOTAL	0	900,002	28,342,513	0	25,207,201	54,449,716

FAIR MARKET VALUE

ACCOUNT	US GOV'T SECURITIES	EQUITIES	MUTUAL FUNDS	CORP BONDS	OTHER	TOTAL
XXX-XXD40		540			1,501,036	1,501,575
XXX-XXD80						-
XXX-XX013			14,588,433			14,588,433
XXX-XX014			1,450,410			1,450,410
XXX-XXE14						-
XXX-XXM77			12,301,047			12,301,047
XXX-XXM79			1,370,499			1,370,499
XXX-XXJ06		368,100			2,876,352	3,244,452
XXX-XX083					12,105,305	12,105,305
XXX-XX084					7,827,203	7,827,203
TOTAL	0	368,640	29,710,390	0	24,309,896	54,388,926

O AND R1 HEDGE FUNDS

Account Number: D40

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	168,000.22	168,000.22		**168,000.22**		
BIF MONEY FUND	40,611.00	40,611.00	1.0000	**40,611.00**		
TOTAL		208,611.22		**208,611.22**		

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ACCELERATE DIAGNOSTICS INC	AXDX	03/02/06	103	0 0097	1 00	5.2400	**539.72**	538.72		
LUMENIS LTD		03/14/05	8	0 1250	1.00	N/A	**N/A**	N/A		
TOTAL					2.00		**539.72**	538.72		

ALTERNATIVE INVESTMENTS Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ML-SILVER LAKE *(OFFSHORE) II CLASS A EST MKT PRICE AS OF 09/28/12*	01/22/04	1,387	1,038.2127	1,479,001.00	573.0000	**794,751.00**			
1MTH ML-SILVER LAKE II *(OFFSHORE) LP CLASS A EST MKT PRICE AS OF 09/28/12*	04/02/07	500	0.0020	1.00	0.5730	**286.50**			
TOTAL				1,479,002.00		**795,037.50**			
TOTAL PRINCIPAL INVESTMENTS				1,687,615.22		**1,004,188.44**	538.72		

Total values exclude N/A items

O AND R1 HEDGE FUNDS   Account Number. D40

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

February 01, 2013 - February 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 21	0.21		.21		
BIF MONEY FUND	130,233 00	130,233.00	1.0000	**130,233.00**		
TOTAL		130,233.21		**130,233.21**		
TOTAL INCOME INVESTMENTS		130,233.21		**130,233.21**		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,817,848.43	**1,134,421.65**	538 72			

ASSETS NOT HELD/VALUED BY MLPF&S

The amounts shown for Assets Not Held/Valued By MLPF&S are for informational purposes only, may vary from values (if any) provided by the issuer or others, and may change. Unless otherwise indicated, the value shown for these investments has been provided by the management, administrator or sponsor of each program or a third-party vendor, in each case without independent verification by MLPF&S. These investments are generally illiquid, not listed on any securities exchange or NASDAQ market, and investors may not be able to sell them or realize amounts shown upon a sale or liquidation. These investments are not registered in the name of nor held by MLPF&S or its nominees and MLPF&S has no responsibility to safekeep, monitor or value these investments MLPF&S makes no representation as to the accuracy of the value(s) provided. MLPF&S does not hold or act as custodian of these investments and they are not covered by SIPC.

ALL OTHER ASSETS NOT HELD/VALUED BY MLPF&S

Description	Quantity	Basis	Est. Value
LOWE REAL ESTATE INCOME & GROWTH PARTNERS LLC	2,000	998,360	705,998

	Basis	FMV
Net Investments	2,816,208.43	1,840,419.65

O AND R FDN2 CASH

Account Number: D80

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 65	0.65		**.65**		
BIF MONEY FUND	164 00	164.00	1.0000	**164.00**		
TOTAL		164 65		**164.65**		
TOTAL PRINCIPAL INVESTMENTS		164 65		**164.65**		

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.35	0.35		**.35**		
BIF MONEY FUND	189.00	189.00	1 0000	**189.00**		
TOTAL		189.35		**189.35**		
TOTAL INCOME INVESTMENTS		189.35		**189.35**		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	354 00	**354.00**				

OANDR1 FIXED INCOME Account Number: 013

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2013 - February 28, 2013

INCOME: Objective is to obtain a continuing stream of income from investments in both fixed-income instruments and equities. In order to satisfy current yield requirements, the investor should be willing to accept the risk of principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s)

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	164.42	164.42		**164.42**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
BLACKROCK STRATEGIC	202,356	2,043,795.59	10.1600	**2,055,936.96**	12,141.37	2,043,795	**12,141**	**67,785**	3.29
INCOME OPPRTNTS PTF INST									
SYMBOL: BSIIX Initial Purchase:12/27/12									
Alternative Investments 100%									
.0020 Fractional Share		*0 02*	*10.1600*	**.02**					*3 29*
DOUBLELINE CORE FIXED	153,767	1,719,247.28	11.3000	**1,737,567.10**	18,319.82	1,712,026	**25,540**	**67,800**	3.90
INCOME FUND CL I									
SYMBOL. DBLFX Initial Purchase 05/24/12									
Fixed Income 100%									
3440 Fractional Share		*3 92*	*11 3000*	**3.89**	*(0.03)*			**1**	*3 90*
EATON VANCE GLBL MACRO	294,962	3,039,993.27	9.8800	**2,914,224.56**	(125,768.71)	3,039,993	**(125,768)**	**114,151**	3.91
ABSOLUTE RETURN CL I									
SYMBOL: EIGMX Initial Purchase 11/23/09									
Alternative Investments 100%									
.2920 Fractional Share		*2 88*	*9 8800*	**2.88**				**1**	*3 91*

OANDR1 FIXED INCOME

Account Number: 013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
LOOMIS SAYLES GLBL BOND FD INSTL CL	82,271	1,367,342.72	17.0300	**1,401,075.13**	33,732.41	1,367,342	**33,732**	**36,117**	2 57
SYMBOL: LSGBX Initial Purchase.05/24/12									
Fixed Income 100%									
.5180 Fractional Share		8.60	17.0300	**8.82**	22			**1**	2 57
PIMCO TOTAL RETURN FUND CL P	154,058	1,578,829.77	11.2300	**1,730,071.34**	151,241.57	1,484,380	**245,690**	**51,747**	2.99
SYMBOL: PTTPX Initial Purchase:02/17/09									
Fixed Income 100%									
.5400 Fractional Share		5 51	11.2300	**6.06**	55			**1**	2 99
PIMCO UNCONSTRAINED BOND FUND CL P	261,370	2,923,330.07	11.5700	**3,024,050.90**	100,720 83	2,923,330	**100,720**	**42,851**	1.41
SYMBOL: PUCPX Initial Purchase:02/25/11									
Alternative Investments 100%									
.6620 Fractional Share		7 38	11 5700	**7.66**	28			**1**	1.41
TEMPLETON GLOBAL TOTAL RETURN FUND CL ADV	125,216	1,491,322.55	13.7800	**1,725,476.48**	234,153.93	1,491,322	**234,153**	**115,073**	6.66
SYMBOL: TTRZX Initial Purchase.11/23/09									
Fixed Income 100%									
.1180 Fractional Share		1.41	13 7800	**1.63**	22			**1**	6.66
Subtotal (Fixed Income)				6,594,210.45					
Subtotal (Alternative Investments)				7,994,222.98					

OANDR1 FIXED INCOME Account Number: !013

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
TOTAL		14,163,890.97		**14,588,433.43**	424,542.46		**526,208**	**495,530**	3.40
TOTAL PRINCIPAL INVESTMENTS		14,164,055 39		**14,588,597.85**	424,542.46			**495,530**	3.40

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.
Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
BIF MONEY FUND	24,977.00	24,977.00	1.0000	**24,977.00**		
TOTAL INCOME INVESTMENTS		24,977.00		**24,977.00**		

Income Debit Balance **19,999.34**

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	14,189,032.39	**14,613,574.85**	424,542.46		**495,530**	3 39

O AND R FDN2 PIA FIX   Account Number: 014

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2013 - February 28, 2013

INCOME: Objective is to obtain a continuing stream of income from investments in both fixed-income instruments and equities. In order to satisfy current yield requirements, the investor should be willing to accept the risk of principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s)

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.18	0.18		**.18**		
BIF MONEY FUND	15,932.00	15,932.00	1.0000	**15,932.00**		
TOTAL		15,932.18		**15,932.18**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
DOUBLELINE CORE FIXED	15,538	173,728.21	11.3000	**175,579.40**	1,851.19	172,999	**2,580**	**6,852**	3 90
INCOME FUND CL I									
SYMBOL: DBLFX Initial Purchase.05/24/12									
Fixed Income 100%									
.0770 Fractional Share		*0.86*	*11.3000*	***.87***	*.01*			**1**	*3 90*
EATON VANCE GLBL MACRO	30,598	314,986.82	9 8800	**302,308.24**	(12,678 58)	314,986	**(12,678)**	**11,842**	3.91
ABSOLUTE RETURN CL I									
SYMBOL: EIGMX Initial Purchase 11/23/09									
Alternative Investments 100%									
.4330 Fractional Share		*4 28*	*9 8800*	***4.28***				**1**	*3 91*
LOOMIS SAYLES GLBL BOND	35,601	520,164.47	17.0300	**606,285.03**	86,120.56	520,026	**86,258**	**15,629**	2 57
FD INSTL CL									
SYMBOL: LSGBX Initial Purchase:06/27/07									

O AND R FDN2 PIA FIX

Account Number: 014

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Fixed Income 100%									
.6080 Fractional Share		9.41	17.0300	**10.35**	94			**1**	2 57
PIMCO TOTAL RETURN FUND CL P SYMBOL: PTTPX Initial Purchase:02/17/09 Fixed Income 100%	8,865	91,091.69	11.2300	**99,553.95**	8,462 26	81,802	**17,751**	**2,978**	2.99
PIMCO UNCONSTRAINED BOND FUND CL P SYMBOL: PUCPX Initial Purchase 08/24/12 Alternative Investments 100%	3,048	34,990.14	11.5700	**35,265.36**	275 22	34,990	**275**	**500**	1 41
7800 Fractional Share		8.95	11 5700	**9.02**	.07			**1**	1 41
TEMPLETON GLOBAL TOTAL RETURN FUND CL ADV SYMBOL: TTRZX Initial Purchase.11/23/09 Fixed Income 100%	16,792	199,992.72	13.7800	**231,393.76**	31,401.04	199,992	**31,401**	**15,432**	6.66
Subtotal (Fixed Income)				1,112,823.36					
Subtotal (Alternative Investments)				337,586.90					

O AND R FDN2 PIA FIX

Account Number: 1014

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
TOTAL		1,334,977.55		**1,450,410.26**	115,432 71		**125,587**	**53,237**	3.67
TOTAL PRINCIPAL INVESTMENTS		1,350,909.73		**1,466,342.44**	115,432.71			**53,237**	3 63

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.16	0.16		**.16**		
BIF MONEY FUND	36,121.00	36,121.00	1 0000	**36,121.00**		
TOTAL		36,121.16		**36,121.16**		
TOTAL INCOME INVESTMENTS		36,121.16		**36,121.16**		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,387,030 89	**1,502,463.60**	115,432.71		**53,237**	3.54

O AND R IVY

Account Number: E14

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.44	0 44		.44		
BIF MONEY FUND	5,498.00	5,498 00	1 0000	**5,498.00**		
TOTAL		5,498.44		**5,498.44**		
TOTAL PRINCIPAL INVESTMENTS		5,498.44		**5,498.44**		

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.10	0 10		.10		
BIF MONEY FUND	1.00	1 00	1 0000	**1.00**		
TOTAL		1.10		**1.10**		
TOTAL INCOME INVESTMENTS		1.10		**1.10**		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	5,499 54	**5,499.54**				

O AND R FDN1 EQUITY   Account Number: M77

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2013 - February 28, 2013

TOTAL RETURN: Objective is to strike a balance between fixed-income instruments for current income and equities for growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	725.94	725 94		**725.94**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ASTON/LAKE PARTNERS	114,533	1,432,886 84	12 8400	**1,470,603.72**	37,716.88	1,432,886	**37,716**	**20,839**	1.41
LASSO ALT FUND CL I									
SYMBOL: ALSOX Initial Purchase:02/25/11									
Alternative Investments 100%									
3710 Fractional Share		*4.64*	*12 8400*	**4.76**	.12			**1**	*1 41*
ISHARES MSCI CDA INDX FD	11,721	319,890.29	28.2200	**330,766.62**	10,876.33	319,890	**10,876**	**6,939**	2.09
SYMBOL: EWC Initial Purchase:07/25/12									
Equity 100%									
ISHARES MSCI EAFE INDEX	49,604	2,608,458.73	58.2150	**2,887,696.87**	279,238.14	2,608,458	**279,238**	**87,203**	3.01
FUND									
SYMBOL: EFA Initial Purchase:07/25/12									
Equity 100%									
ISHARES MSCI EMERGING	27,135	1,179,088.86	43.2050	**1,172,367.68**	(6,721.18)	1,179,088	**(6,721)**	**20,189**	1.72
MKTS INDEX FD									
SYMBOL: EEM Initial Purchase:12/27/12									

O AND R FDN1 EQUITY

Account Number: M77

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Equity 100%									
NATIXIS GATEWAY FUND CL Y *SYMBOL: GTEYX Initial Purchase:02/25/11* *Alternative Investments 100%*	52,263	1,382,319.11	27 8300	**1,454,479.29**	72,160 18	1,382,319	**72,160**	**27,796**	1.91
.6440 Fractional Share		*17 03*	*27.8300*	**17.92**	.89			*1*	*1 91*
PUTNAM CONVERTIBLE *SECURITIES FUND CL Y* *SYMBOL: PCGYX Initial Purchase:02/25/11* *Fixed Income 29% Equity 71%*	70,577	1,481,658.67	21.2700	**1,501,172.79**	19,514.12	1,481,658	**19,514**	**43,535**	2.90
.3550 Fractional Share		*7.50*	*21.2700*	**7.55**	.05			**1**	2.90
SPDR S&P 500 ETF TRUST *SYMBOL: SPY Initial Purchase:08/24/12* *Equity 100%*	15,744	2,237,865.74	151.6100	**2,386,947.84**	149,082.10	2,237,865	**149,082**	**48,854**	2.04
VANGUARD DIVIDEND *APPRECIATION ETF* *SYMBOL: VIG Initial Purchase:03/18/11* *Equity 100%*	17,186	921,838.78	63.8300	**1,096,982.38**	175,143.60	921,838	**175,143**	**24,233**	2.20
Subtotal (Fixed Income)				*435,342.30*					
Subtotal (Equities)				*8,940,599.43*					
Subtotal (Alternative Investments)				*2,925,105.69*					

O AND R FDN1 EQUITY Account Number: ---- M77

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
TOTAL		11,564,036.19		**12,301,047.42**	737,011.23		**737,008**	**279,591**	2.27
TOTAL PRINCIPAL INVESTMENTS		11,564,762.13		**12,301,773.36**	737,011 23			**279,591**	2.27

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
BIF MONEY FUND	31,702.00	31,702.00	1 0000	**31,702.00**		
TOTAL INCOME INVESTMENTS		31,702.00		**31,702.00**		

Income Debit Balance **26,999.82**

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	11,596,464.13	**12,333,475.36**	737,011.23		**279,591**	2.27

O AND R FDN2 EQUITY   Account Number. M79

ACCOUNT INVESTMENT OBJECTIVE

February 01, 2013 - February 28, 2013

GROWTH: Objective is to accumulate wealth over time through price appreciation rather than current income The investor should be willing to accept the risk of price volatility and principal loss in seeking to achieve growth.

If you have changes to your investment objective, please contact your Private Wealth Advisor(s)

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.27	0.27		**.27**		
BIF MONEY FUND	4,799.00	4,799.00	1 0000	**4,799.00**		
TOTAL		4,799.27		**4,799.27**		

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ASTON/LAKE PARTNERS	5,910	74,052.25	12 8400	**75,884.40**	1,832.15	74,052	**1,832**	**1,076**	1.41
LASSO ALT FUND CL I									
SYMBOL: ALSOX Initial Purchase:03/02/11									
Alternative Investments 100%									
.8240 Fractional Share		*10.32*	*12 8400*	***10.58***	*.26*			***1***	*1.41*
ISHARES MSCI CDA INDX FD	1,701	46,510.22	28.2200	**48,002.22**	1,492 00	46,510	**1,492**	**1,007**	2 09
SYMBOL: EWC Initial Purchase.07/25/12									
Equity 100%									
ISHARES MSCI EAFE INDEX	7,201	382,201.34	58.2150	**419,206.22**	37,004.88	382,201	**37,004**	**12,660**	3.01
FUND									
SYMBOL: EFA Initial Purchase:07/25/12									
Equity 100%									

O AND R FDN2 EQUITY Account Number: M79

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
ISHARES MSCI EMERGING MKTS INDEX FD	3,939	171,186 75	43.2050	**170,184.50**	(1,002.25)	171,186	**(1,002)**	**2,931**	1.72
SYMBOL. EEM Initial Purchase 12/27/12									
Equity 100%									
NATIXIS GATEWAY FUND CL Y	2,696	71,281.20	27.8300	**75,029.68**	3,748.48	71,281	**3,748**	**1,434**	1.91
SYMBOL: GTEYX Initial Purchase.03/02/11									
Alternative Investments 100%									
.0460 Fractional Share		1.22	27.8300	**1.28**	.06			**1**	1 91
PUTNAM CONVERTIBLE SECURITIES FUND CL Y	3,586	75,234.21	21 2700	**76,274.22**	1,040.01	75,234	**1,040**	**2,212**	2.90
SYMBOL: PCGYX Initial Purchase:03/02/11									
Fixed Income 29% Equity 71%									
.2780 Fractional Share		5.83	21.2700	**5.91**	08			**1**	2.90
SPDR S&P 500 ETF TRUST	2,286	325,290.11	151.6100	**346,580.46**	21,290 35	325,290	**21,290**	**7,094**	2.04
SYMBOL: SPY Initial Purchase.08/24/12									
Equity 100%									
VANGUARD DIVIDEND APPRECIATION ETF	2,496	133,835.03	63.8300	**159,319.68**	25,484.65	133,835	**25,484**	**3,520**	2.20
SYMBOL. VIG Initial Purchase:03/18/11									
Equity 100%									
Subtotal (Fixed Income)				*22,121.24*					
Subtotal (Equities)				*1,197,451.97*					
Subtotal (Alternative Investments)				*150,925.94*					

O AND R FDN2 EQUITY   Account Number ·M79

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

February 01, 2013 - February 28, 2013

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
TOTAL		1,279,608.48		**1,370,499.15**	90,890.67		**90,888**	**31,937**	2 33
TOTAL PRINCIPAL INVESTMENTS		1,284,407.75		**1,375,298.42**	90,890.67			**31,937**	2.32

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment) Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	0.08	0.08		**.08**		
BIF MONEY FUND	3,986.00	3,986.00	1.0000	**3,986.00**		
TOTAL		3,986.08		**3,986.08**		
TOTAL INCOME INVESTMENTS		3,986 08		**3,986.08**		

LONG PORTFOLIO	*Adjusted/Total Cost Basis*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Estimated Accrued Interest*	*Estimated Annual Income*	*Current Yield%*
TOTAL PRINCIPAL/INCOME INVESTMENTS	1,288,393.83	**1,379,284.50**	90,890 67		**31,937**	2 32

ORVILLE D. & RUTH A. MERILLAT

Account Number: J06

24-Hour Assistance: (866) 4MLBUSINESS
Access Code: 91-656-04506

YOUR WCMA ASSETS

February 01, 2013 - February 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 98	0.98		**.98**		
BBIF MONEY FUND CLASS 3	1,339.00	1,339.00	1 0000	**1,339.00**		
TOTAL		1,339.98		**1,339.98**		

A change in tier assignment will automatically convert the class of BBIF money fund shares held in your account. The WCMA Agreement and Program Description and the BBIF Fund Prospectus contain more details

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ML&CO SRN MLFI-TR *SV=95.41 FRONTIER SRN* *DUE JULY 3,2013*	MLDMV	06/26/08	90,000	10.0000	900,000.00	4.0900	**368,100.00**	(531,900.00)		
TOTAL					900,000.00		**368,100.00**	(531,900.00)		

ALTERNATIVE INVESTMENTS Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
BRENT CLIRN ISSUER BAC *CAP 40 05% SV 109.83 DUE 05/19/14 BUF 5.00%*	11/20/12	185,800	10.0000	1,858,000.00	9.6000	**1,783,680.00**	(74,320.00)		
RICI ARN ISSUER SEK *CAP 12.95% SV 2,819 97 DUE 05/23/13*	03/29/12	112,184	10.0000	1,121,840.00	9.7400	**1,092,672.16**	(29,167 84)		
TOTAL				2,979,840.00		**2,876,352.16**	103,487.84)		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	3,881,179.98	**3,245,792.14**	(635,387 84)			

ORVILLE AND RUTH MERILLAT

Account Number: 083

24-Hour Assistance: (800) MERRILL

YOUR EMA ASSETS

February 01, 2013 - February 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.12	0 12		**.12**		

ALTERNATIVE INVESTMENTS Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
IQ GLOBAL LONG/SHORT	11/01/10	5,000	1,000 0000	5,000,000 00	1,027 5873	5,137,936 50	137,936.50		
EQUITY SELECT (OFFSHORE) FUND LTD CLASS II (N)									
EST MKT PRICE AS OF 12/31/12									
IQ GLOBAL LONG/SHORT	03/01/11	1,780	1,032 4000	1,837,672 00	1,027 5873	1,829,105.39	(8,566 61)		
IQ GLOBAL LONG/SHORT	03/01/11	5,000	1,032 4000	5,162,000 00	1,027.5873	5,137,936.50	(24,063 50)		
(.3180 FRACTIONAL SHARE)	*03/01/11*		*1,029.1509*	*327.27*	*1,027 5873*	*326.77*	*(0.50)*		
Subtotal		*11,780 3180*		*11,999,999.27*		***12,105,305.16***	*105,305.89*		
TOTAL				11,999,999.27		**12,105,305.16**	105,305 89		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	11,999,999.39	**12,105,305.28**	105,305 89			

ORVILLE AND RUTH MERILLAT   Account Number 1084   **24-Hour Assistance: (800) MERRILL**

YOUR EMA ASSETS

February 01, 2013 - February 28, 2013

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0.15	0.15		**.15**		

ALTERNATIVE INVESTMENTS Description	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
IQ ABSOLUTE RETURN	11/01/10	3,750	1,000.0000	3,750,000 00	1,016.3353	3,811,257 38	61,257.38		
SELECT (OFFSHORE) FUND LTD CLASS II (N)									
EST MKT PRICE AS OF 12/31/12									
IQ ABSOLUTE RETURN	03/01/11	3,750	1,012 3000	3,796,125 00	1.016 3353	3,811,257 38	15,132 38		
IQ ABSOLUTE RETURN	03/01/11	201	1,012 3000	203,472.32	1,016 3353	204,283 40	811.08		
(.3980 FRACTIONAL SHARE)	*03/01/11*		*1,009.7487*	*401.88*	*1,016.3353*	*404.50*	*2.62*		
Subtotal		*7,701.3980*		*7,749,999 20*		***7,827,202.66***	*77,203 46*		
TOTAL				7,749,999 20		**7,827,202.66**	77,203.46		

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL	7.749,999.35	**7,827,202.81**	77,203 46			

The Orville D. & Ruth A. Merillat Foundation
FY Ended February 28, 2013
Form 990-PF, Part XV, 3a, EIN 38-2476813
Contributions Paid

Note: All recipients are publicly supported charities

Date	Recipient	City/State	Amount	Purpose
5/14/2012	Adrian College	Adrian, MI	50,000	Opns. Support
5/7/2012	Adrian Police Dept.	Adrian, MI	750	Opns. Support
7/13/2012	Africa Inland Mission, Int'l	Pearl River, NY	6,000	Opns. Support
9/11/2012	American Cancer Society	Adrian, MI	1,000	Opns. Support
7/13/2012	Boys & Girls Club of Lenawee	Adrian, MI	20,000	Opns. Support
9/11/2012	Campus Crusade For Christ, Intl.	Orlando, FL	5,200	Opns. Support
10/12/2012	Campus Crusade For Christ, Intl.	Orlando, FL	3,500	Opns. Support
6/6/2012	Dayspring International	Virginia Beach, VA	20,000	Opns. Support
1/22/2013	Family Outreach Ministries	Toledo, OH	2,000	Opns. Support
5/9/2012	Focus On The Family	Colorado Sprgs., CO	50,000	Opns. Support
10/15/2012	Focus On The Family	Colorado Sprgs., CO	50,000	Opns. Support
8/15/2012	Foundation For Traditional Values	Lansing, MI	4,000	Opns. Support
4/18/2012	Goodwill Industries of SE MI	Adrian, MI	20,000	Opns. Support
2/5/2013	Goodwill Industries of SE MI	Adrian, MI	20,000	Opns. Support
8/23/2012	Great Commission Ministries	Winter Park, FL	5,000	Opns. Support
10/15/2012	Huntington University	Huntington, IN	50,000	Opns. Support
7/18/2012	Judah Christian Community	Columbus, OH	2,000	Opns. Support
1/11/2013	Judah Christian Community	Columbus, OH	3,000	Opns. Support
5/7/2012	LEAHC	Adrian, MI	4,000	Opns. Support
3/6/2012	Lenawee Christian Ministries	Adrian, MI	33,000	Opns. Support
3/9/2012	Lenawee Christian Ministries	Adrian, MI	275,000	Opns. Support
4/12/2012	Lenawee Christian Ministries	Adrian, MI	150,000	Opns. Support
4/24/2012	Lenawee Christian Ministries	Adrian, MI	50,000	Opns. Support
5/11/2012	Lenawee Christian Ministries	Adrian, MI	150,000	Opns. Support
6/8/2012	Lenawee Christian Ministries	Adrian, MI	200,000	Opns. Support
6/26/2012	Lenawee Christian Ministries	Adrian, MI	60,000	Opns. Support
7/2/2012	Lenawee Christian Ministries	Adrian, MI	17,500	Opns. Support
7/10/2012	Lenawee Christian Ministries	Adrian, MI	200,000	Opns. Support
7/13/2012	Lenawee Christian Ministries	Adrian, MI	75,000	Opns. Support
7/31/2012	Lenawee Christian Ministries	Adrian, MI	25,000	Opns. Support
8/10/2012	Lenawee Christian Ministries	Adrian, MI	100,000	Opns. Support
9/21/2012	Lenawee Christian Ministries	Adrian, MI	100,000	Opns. Support
9/28/2012	Lenawee Christian Ministries	Adrian, MI	80,000	Opns. Support
10/5/2012	Lenawee Christian Ministries	Adrian, MI	40,000	Opns. Support
10/11/2012	Lenawee Christian Ministries	Adrian, MI	180,000	Opns. Support
10/26/2012	Lenawee Christian Ministries	Adrian, MI	90,000	Opns. Support
11/9/2012	Lenawee Christian Ministries	Adrian, MI	100,000	Opns. Support

The Orville D. & Ruth A. Merillat Foundation
FY Ended February 28, 2013
Form 990-PF, Part XV, 3a, EIN 38-2476813
Contributions Paid

Note: All recipients are publicly supported charities

Date	Recipient	City/State	Amount	Purpose
11/13/2012	Lenawee Christian Ministries	Adrian, MI	150,000	Opns. Support
11/26/2012	Lenawee Christian Ministries	Adrian, MI	70,000	Opns. Support
12/7/2012	Lenawee Christian Ministries	Adrian, MI	200,000	Opns. Support
12/14/2012	Lenawee Christian Ministries	Adrian, MI	100,000	Opns. Support
1/7/2013	Lenawee Christian Ministries	Adrian, MI	100,000	Opns. Support
1/22/2013	Lenawee Christian Ministries	Adrian, MI	75,000	Opns. Support
2/7/2013	Lenawee Christian Ministries	Adrian, MI	120,000	Opns. Support
2/13/2013	Lenawee Christian Ministries	Adrian, MI	150,000	Opns. Support
5/7/2012	Lenawee County Mission	Adrian, MI	3,000	Opns. Support
9/12/2012	Lenawee County Mission	Adrian, MI	2,000	Opns. Support
9/12/2012	Lenawee United Way	Adrian, MI	4,000	Opns. Support
10/23/2012	Life Action Ministries	Buchanan, MI	2,000	Opns. Support
11/9/2012	Living WaterWorks, Inc.	Adrian, MI	3,000	Opns. Support
8/15/2012	Michigan Family Forum	Lansing, MI	3,000	Opns. Support
7/18/2012	Montessori Children's House	Adrian, MI	3,000	Opns. Support
5/9/2012	Moody Bible Institute	Chicago, IL	50,000	Opns. Support
10/15/2012	Moody Bible Institute	Chicago, IL	50,000	Opns. Support
8/15/2012	Murk Family Ministries, Inc.	New Auburn, WI	1,000	Opns. Support
4/9/2012	Nat'l. Prayer Committee	Colorado Sprgs., CO	2,500	Opns. Support
7/19/2012	Nat'l. Prayer Committee	Colorado Sprgs., CO	1,500	Opns. Support
4/21/2012	Restoration of the Family	Oveido, FL	2,500	Opns. Support
12/5/2012	SHARE Education Services	Adrian, MI	3,500	Opns. Support
10/12/2012	The Daily Bread of Lenawee Cty.	Adrian, MI	1,000	Opns. Support
11/13/2012	The Damascus Road, Inc.	Adrian, MI	1,000	Opns. Support
11/13/2012	The Navigators	Adrian, MI	600	Opns. Support
12/5/2012	The Salvation Army	Adrian, MI	4,000	Opns. Support
5/9/2012	Willow Creek Association	Barrington, IL	50,000	Opns. Support
10/15/2012	Willow Creek Association	Barrington, IL	50,000	Opns. Support
5/7/2012	Young Life of SE MI	Celina, OH	5,000	Opns. Support
		TOTAL	3,449,550	

BY-LAWS

OF

ORVILLE D. AND RUTH A. MERILLAT FOUNDATION

ARTICLE I

Purposes

The Corporation has been formed exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE II

Offices

Section 1. Principal Office. The principal office of the Corporation shall be at such place in Michigan, as may be designated from time to time by the Board of Directors.

Section 2. Other Offices. The Corporation shall also have offices at such other places without, as well as within, the State of Michigan, as the Board of Directors may from time to time determine.

ARTICLE III

Members

The Board of Directors of the Corporation shall act as the Members of the Corporation. Meetings of the Board of Directors shall constitute meetings of the Members.

ARTICLE IV

Board of Directors

Section 1. Number, Term and Qualification. The Board of Directors of the Corporation shall consist of no less than three (3) Directors. The exact number of Directors shall be the number fixed from time to time by the Board. A Director shall be elected for a term of one (1) year and until his or her successor is elected or until his or her earlier resignation, removal or death. The Directors of the Corporation since the last amendment to these By-Laws have been Ruth A. Merillat, Richard D. Merillat and John Thurman. Tricia L.M. McGuire is elected as a Director as of the date of adoption of these By-Laws. Upon the resignation, incapacity or death of Ruth A. Merillat, Richard D. Merillat or John Thurman, Wendy R. Lyon and then Collette C. Cook shall be appointed as a Director. Once appointed as Directors, Wendy R. Lyon and Collette C. Cook shall continue to hold office until their successors are elected or until their earlier resignation, removal or death, along with Ruth A. Merillat, Richard D. Merillat, John Thurman and Tricia L.M. McGuire.

Section 2. Meetings. The annual meeting of the Directors shall be held in each year on the day designated by the Directors at the first annual meeting of the Board of Directors after adoption of these By-Laws. Special meetings may be called at any time by the President.

Section 3. Quorum and Voting. A majority of Directors shall constitute a quorum for any meeting of the Directors, and the concurring vote of a majority of those present at a meeting at which a quorum is present shall be the act of the Board except as a larger vote may be required by the Michigan Nonprofit Corporation Law, the Articles of Incorporation or the By-Laws of the Corporation. In addition to those Directors who are actually present at a meeting, Directors shall for purposes of this section be deemed present at such meeting if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear each other at the same time. If at any meeting there should be less than a quorum present, those present may adjourn the meeting without further notice, from time to time, until a quorum shall be present. Notice of an adjourned meeting shall be given to the extent practicable to other Directors who are not present at the time of adjournment. After a quorum has been established at a meeting of the Board, the subsequent withdrawal of Directors from the meeting so as to reduce the number of Directors present at any meeting to fewer than the number required for a quorum shall not affect the validity of any action taken by the Board at the meeting or any adjournment thereof.

Section 4. Notice. Unless waived, a written, printed, typewritten or electronically transmitted notice of each annual or special meeting stating the day, hour and place, and the purpose or purposes thereof shall be given to or mailed to each Director not more than sixty (60) days nor less than ten (10) days before any such meeting. The Directors shall be responsible for providing such notice in any manner that they agree to among themselves, including electronic transmission.

Section 5. Written Consents and Waivers of Notice. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is delivered to the Corporation, including delivery by electronic transmission, reproduced and filed with the minutes of proceedings of the Board or committee.

Section 6. Committees. The Board of Directors may create such Committees as the Directors may determine, the members of which Committees shall consist of not less than one Director. The Directors may delegate to any such Committee any of the authority of the Directors. A majority of the members of any such Committee shall constitute a quorum, and the act of a majority of the votes cast at a meeting at which a quorum is present shall be the act of the Committee.

Section 7. Transactions with Interested Persons. No contract or other transaction is void or voidable because it is between the Corporation and the Directors or Officers of the Corporation, or between the Corporation and any other person or entity in which one or more of the Corporation's Directors or Officers are directors, trustees or officers or have a financial or personal interest, nor because one or more interested Directors or Officers participate in or vote at the meeting of the Directors or of a Committee of the Directors that authorizes the contract or transaction. The common or interested Directors or Officers may be counted in determining the presence of a quorum at a meeting of the Directors or of a Committee of the Directors that authorizes the contract or transaction.

Section 8. Powers of Directors. The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Internal Revenue Code §501(c)(3) (or a comparable provision of subsequent legislation) not inconsistent with the Michigan Nonprofit Corporation Law, the Articles of Incorporation and the By-Laws of the Corporation.

Without limiting the generality of the duties of the Board of Directors as set forth in the preceding paragraph, the Board of Directors shall:

(a) maintain corporate surveillance over all the Corporation's activities;

(b) determine the Corporation's programs and policies and assure that such policies and programs are designed to serve the philosophies, objectives, and purposes of the Corporation;

(c) approve organization and delegate to the President or his designee the authority to conduct the business of the Corporation and carry out the policies and programs approved by the Board of Directors.

ARTICLE V

Officers

Section 1. Number, Title and Election. The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, such number of Vice Presidents and other officers and assistant officers as the Board of Directors shall deem advisable, each of whom shall be elected by the Board at the annual meeting of the Board. Such officers shall hold office for the term of one year, and until their successors are elected and qualified, except in the event of their earlier death, resignation or removal. Except where otherwise specified in these By-Laws, officers of the Corporation are not required to be Directors and additional officers can be created at any Board meeting.

Section 2. Vacancies. A vacancy in any office because of death, resignation or removal of an officer shall be filled by the Board for the unexpired term of such office.

Section 3. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his resignation in writing to the President or any member of the Board of the Corporation and such resignation may become effective immediately upon delivery of the written notice. An officer of the Corporation may be removed at any time by a vote of the Directors at any meeting of the Board. The election of an officer for a term of office shall not be deemed to create contract rights.

Section 4. President. The President shall be the chief executive officer of the Corporation with all the authority of such a position in a business corporation. The President shall have all authority and responsibility necessary to operate the Corporation in all its activities and departments, subject only to such policies as may be issued by the Board. The President shall act as the fully authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The President shall report as directed to the Board at each meeting.

The President shall sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, or other instruments which the Board has authority to execute except in cases where signing an execution shall have been expressly delegated by the Board or these By-laws, or by statute, to some other officer or agent of the Corporation.

Section 5. Secretary. The Secretary shall keep or cause to be kept all of the records of the Corporation except the financial records, shall record the minutes of the meetings of the Board, send out all notices of meetings, and perform such other duties as may be prescribed by the Board.

Section 6. Treasurer. The Treasurer shall receive, and be custodian of, all money received and expended. The Treasurer shall present to the Board of Directors at the regular meetings a report of the financial condition of the Corporation. The Treasurer also shall present any information required at other meetings, with the approval of the President.

ARTICLE VI

Indemnification of Directors, Officers, Employees and Agents

Each person who at any time is or shall have been a Director, officer, employee or agent of the Corporation, or is or shall have been serving at the request of the Corporation as a member, principal, trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his heirs, executors and administrators, shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Michigan Nonprofit Corporation Law as in effect at the time of the adoption of these By-Laws or as amended from time to time thereafter. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any Director, officer, employee, agent or other person may be entitled in any capacity as a matter of law under any By-Laws, agreement, vote of Directors, or otherwise. If authorized by the Directors, the Corporation may purchase and maintain insurance against liability on behalf of any such person to the full extent permitted by law in effect at the time of the adoption of these By-Laws or as changed from time to time.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall end on the day fixed from time to time by a majority vote of the Directors.

ARTICLE VIII

Conflicts of Interest

Section 1. Disclosure. Each Director, Officer, and any employee or agent of the Corporation shall disclose in writing all conflicts of interest with the Corporation. Without limiting the generality of what may be a conflict of interest, all transactions between the Corporation and any Director, Officer, employee or agent of the Corporation or any person or entity in which any Director, Officer, employee or agent of the Corporation has a personal or financial interest or a possible or potential personal or financial interest shall be considered conflicts of interest for purposes of this Article.

All persons having conflicts of interest required to be disclosed under this section shall make the required disclosure when the conflict of interest arises, before the transaction in question is consummated, and once each calendar year, so long as the conflict exists. All disclosures shall include a description of the relationship or interest causing the conflict, the role in the transaction played by the person having the conflict of interest, and the benefits and detriments accruing to the Corporation and to the person having the conflict of interest from the transaction.

Conflicts of interest involving a Director or any employees or agents of the Corporation shall be reported to the Board of Directors and recorded in the minutes of the meetings of the Board of Directors.

Section 2. Benefits to Corporation. Any contract involving a conflict of interest shall be fair and reasonable to the Corporation. The person or persons having the conflict of interest shall at all times act with good faith toward the Corporation. The Corporation shall recover from the person having the conflict of interest and the party to the transaction other than the Corporation any benefit accruing to the person or party from any transaction that has not been consummated and performed in compliance with this section. All contracts involving a conflict of interest shall contain a provision making the contract subject to this section.

Section 3. Approval of Transaction. No person who has a conflict of interest arising out of a transaction may participate in the authorization by the Corporation of the consummation or performance of the transaction, except to make the disclosures required by this Article and, for Directors only, except to be counted in determining the presence of a quorum at any meeting of the Board of Directors that authorizes the transaction. Any transaction involving a conflict of interest that is otherwise required to be approved by the Board of Directors shall be specifically approved at a meeting held for that purpose and for other purposes, if any, by the affirmative vote of a majority of the disinterested Directors. Any interested Directors may be counted in determining whether a quorum exists.

Section 4. Compensation. Regardless of any personal or financial interest, the Directors may establish reasonable compensation for services rendered to the Corporation by the Directors (for non-Director services) and by the Officers or delegate the authority to do so to one or more Officers or Directors by the unanimous vote of the Directors Without limiting what may be considered compensation, compensation may include reimbursement for out-of-pocket expenses incurred by Directors and Officers in performing the duties of their offices and pension, disability or death benefits.

Section 5. Publication. A copy of this Article shall be given to each Director, Officer, employee authorized to enter into contracts on behalf of the Corporation, or agent of the Corporation when the person first becomes a Director, Officer, employee or agent and periodically thereafter when deemed appropriate by the Directors.

ARTICLE IX

Amendments

The Directors at a meeting held for such purpose may amend these By-Laws by the affirmative vote of the majority of the Directors present at the meeting if a quorum is present. These By-Laws may also be amended by the Directors acting by written consent pursuant to Article IV, Section 5.

Adopted: 1-22-2013, ~~2012~~

ORVILLE D. AND RUTH A. MERILLAT FOUNDATION

By: Ruth A Merillat

Its: PRESIDENT

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	PUBLICALLY TRADED SECURITIES 013	P	VARIOUS	VARIOUS
b	PUBLICALLY TRADED SECURITIES 014	P	VARIOUS	VARIOUS
c	PUBLICALLY TRADED SECURITIES E14	P	VARIOUS	VARIOUS
d	PUBLICALLY TRADED SECURITIES M77	P	VARIOUS	VARIOUS
e	PUBLICALLY TRADED SECURITIES M79	P	VARIOUS	VARIOUS
f	PUBLICALLY TRADED SECURITIES J06	P	VARIOUS	VARIOUS
g	PUBLICALLY TRADED SECURITIES	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	6,757,581.		5,962,895.	794,686.
b	228,302.		177,594.	50,708.
c	30,511.		167,836.	-137,325.
d	9,950,436.		10,272,471.	-322,035.
e	1,270,086.		1,315,739.	-45,653.
f	4,141,708.		4,259,500.	-117,792.
g	2,826.			2,826.
h	40,207.			40,207.
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				794,686.
b				50,708.
c				-137,325.
d				-322,035.
e				-45,653.
f				-117,792.
g				2,826.
h				40,207.
i				
j				
k				
l				
m				
n				
o				

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	265,622.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. ORVILLE D. & RUTH A. MERILLAT FOUNDATION	Employer identification number (EIN) or 38-2476813
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1800 WEST U.S. 223	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ADRIAN, MI 49221	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JOHN D. THURMAN
  1800 WEST U.S. 223 - ADRIAN, MI 49221
  Telephone No. ▶ (517)265-5425 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until OCTOBER 15, 2013 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning MAR 1, 2012 , and ending FEB 28, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 41,136.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 41,136.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

● If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	ORVILLE D. & RUTH A. MERILLAT FOUNDATION	38-2476813
	Number, street, and room or suite no. If a P.O. box, see instructions. 1800 WEST U.S. 223	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ADRIAN, MI 49221	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

● The books are in the care of ▶ JOHN D. THURMAN 1800 WEST U.S. 223 - ADRIAN, MI 49221

Telephone No. ▶ (517)265-5425 FAX No. ▶

● If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

● If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until JANUARY 15, 2014.

5 For calendar year ______ , or other tax year beginning MAR 1, 2012 , and ending FEB 28, 2013 .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 41,136.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 41,136.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Mary K Bugley Title ▶ CPA Date ▶ 10/5/13

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