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 11/01 **, 2012, and ending** 10/31, 20 13

Name of foundation: WESTERSTROM CHARITABLE TRUST

A Employer identification number: 58-6249967

Number and street (or P O box number if mail is not delivered to street address): P O BOX 40200, FL9-100-10-19

Room/suite:

B Telephone number (see instructions): 404- 842-1870

City or town, state, and ZIP code: JACKSONVILLE, FL 32203.0200

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)* ▶ $ 3,075,974.

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 ▶ ☐

ENVELOPE POSTMARK DATE MAR 1 1 2013

SCANNED MAR 20 2014

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	49,729.	49,575.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	100,481.			
	b	Gross sales price for all assets on line 6a 1,423,931.				
	7	Capital gain net income (from Part IV, line 2)		100,481.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	3,852.			STMT 5
	12	**Total** Add lines 1 through 11	154,062.	150,056.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	15,107.	11,330.		3,777.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 6	1,250.	NONE	NONE	1,250.
	c	Other professional fees (attach schedule) STMT 7	19,038.	14,538.		4,500.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 8	896.	896.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	271.			271.
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 9	1.	1.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	36,563.	26,765.	NONE	9,798.
	25	Contributions, gifts, grants paid	130,100.			130,100.
	26	**Total expenses and disbursements** Add lines 24 and 25	166,663.	26,765.	NONE	139,898.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-12,601.			
	b	**Net investment income** (if negative, enter -0-)		123,291.		
	c	**Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	112,150.	141,242.	141,242.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 10	2,528,369.	2,488,583.	2,934,732.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,640,519.	2,629,825.	3,075,974.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	2,640,519.	2,629,825.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	2,640,519.	2,629,825.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,640,519.	2,629,825.	

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	2,640,519.
2	Enter amount from Part I, line 27a	2	-12,601.
3	Other increases not included in line 2 (itemize) ▶ ADJUST FOR CURRENT YEAR END SALES	3	2,153.
4	Add lines 1, 2, and 3	4	2,630,071.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	246.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,629,825.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,423,931.		1,323,450.	100,481.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) 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	
a				100,481.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 100,481.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	144,588.	2,765,076.	0.052291
2010	136,947.	2,999,634.	0.045655
2009	130,904.	2,743,995.	0.047706
2008	166,857.	2,575,880.	0.064777
2007	170,744.	3,389,067.	0.050381

2	**Total** of line 1, column (d)	2	0.260810
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052162
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,882,149.
5	Multiply line 4 by line 3	5	150,339.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,233.
7	Add lines 5 and 6	7	151,572.
8	Enter qualifying distributions from Part XII, line 4	8	139,898.

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	1	2,466.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,466.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,466.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 388.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	388.
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	2,078.
10	**Overpayment.** If line 10 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

Website address ▶ N/A

14 The books are in care of ▶ BANK OF AMERICA, NA Telephone no. ▶ (404)842-1870

Located at ▶ 3414 PEACHTREE RD NE, ATLANTA, GA ZIP+4 ▶ 30302

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 |

		Line	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.

		Line	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)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)*	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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**	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?	**7b**	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LARRY B HOOKS 3414 PEACHTREE RD NE STE 722, ATLANTA, GA 30326	TRUSTEE 5	15,107.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,776,000.
b	Average of monthly cash balances	1b	150,040.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,926,040.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,926,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,891.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,882,149.
6	**Minimum investment return.** Enter 5% of line 5	6	144,107.

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	144,107.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,466.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,466.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	141,641.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	141,641.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	141,641.

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	139,898.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	139,898.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	139,898.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					141,641.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				130,082.	
b Total for prior years: 20 10 ,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	NONE				
b From 2008	NONE				
c From 2009	NONE				
d From 2010	NONE				
e From 2011	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 139,898.					
a Applied to 2011, but not more than line 2a				130,082.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2012 distributable amount					9,816.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					131,825.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9:					
a Excess from 2008	NONE				
b Excess from 2009	NONE				
c Excess from 2010	NONE				
d Excess from 2011	NONE				
e Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 12

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 17				130,100.
Total . . . . . . ▶ **3a**				130,100.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	49,729.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	100,481.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b FEDERAL TAX REFUND			1	3,852.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				154,062.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 154,062.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ Larry B. Hooth 12/17/13 ▶ Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ELAINE R JARRETT	E R Jarrett	12/13/13		P00022366
Firm's name ▶ BANK OF AMERICA, N.A.			Firm's EIN ▶ 94-1687665	
Firm's address ▶ PO BOX 40200 JACKSONVILLE, FL 32203-0200			Phone no 877-446-1410	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABBOTT LABORATORIES	77.	77.
ABBVIE INC COM	48.	48.
ALLERGAN INCORPORATED	32.	32.
AMERICAN EXPRESS CO	106.	106.
AMERISOURCEBERGEN CORP COM	30.	30.
ANADARKO PETROLEUM CORP	13.	13.
APACHE CORPORATION	27.	27.
APPLE INC COM	1,029.	1,029.
BARD C R INCORPORATED	59.	59.
BARRICK GOLD CORPORATION	273.	273.
BAXTER INTERNATIONAL INC	354.	354.
BECTON DICKINSON & COMPANY	206.	206.
BLACKROCK INC CL A	45.	45.
BOFA GOVERNMENT RESERVES TRUST CLASS	9.	9.
CME GROUP INC COM	88.	88.
CVS CAREMARK CORP COM	148.	148.
CANADIAN PAC RY LTD 00	148.	148.
CATERPILLAR INCORPORATED	182.	182.
CELANESE CORP DEL SER A COM	11.	11.
CHEVRONTEXACO CORP COM	320.	320.
CHUBB CORPORATION	238.	238.
CISCO SYSTEMS INCORPORATED	292.	292.
CITIGROUP INC NEW COM	3.	3.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	3,180.	3,180.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	2,385.	2,385.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	2,866.	2,866.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,144.	1,144.
COLUMBIA SMALL CAP GROWTH I FUND CLASS Z	142.	142.
COMCAST CORP NEW CL A COM	37.	37.
CONOCOPHILLIPS COM	574.	574.
CUMMINS ENGINE INC	249.	249.
DELL INC	72.	72.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEVON ENERGY CORPORATION	191.	191.
DR PEPPER SNAPPLE INC COM	449.	449.
E M C CORP MASS	72.	72.
ECOLAB INCORPORATED	35.	35.
EXELON CORP COM	772.	772.
EXXON MOBIL CORPORATION	477.	477.
FASTENAL CO COM	432.	432.
FEDERATED STRATEGIC VALUE FUND INSTL	4,790.	4,790.
FEDEX CORP	5.	5.
FREEPORT-MCMORAN COPPER & GOLD INC COM	121.	121.
GLAXO PLC	466.	466.
HALLIBURTON CO	14.	14.
HEWLETT PACKARD CO COM	62.	62.
HONEYWELL INTERNATIONAL INC	18.	18.
HUNT J B TRANSPORT SERVICES INC COM	132.	132.
HUSSMAN INVT STRATEGIC GROWTH FUND	551.	551.
INTERNATIONAL BUSINESS MACHS	46.	46.
ISHARES TR S & P GLOBAL INFO TECHNOLOGY	399.	399.
J P MORGAN CHASE & CO COM	86.	86.
JOHNSON & JOHNSON	600.	600.
LORILLARD INC COM	146.	146.
LOWES COMPANIES INCORPORATED	61.	61.
MARKET VECTORS ETF TR AGRIBUSINESS ETF	620.	620.
MARKET VECTORS AFRICA INDEX ETF	1,010.	1,010.
MASTERCARD INC CL A COM	20.	20.
MCDONALDS CORP	28.	28.
MEDTRONIC INC	362.	362.
MICROSOFT CORPORATION	627.	627.
MOLSON COORS BREWING CO CL B	556.	556.
MONDELEZ INTL INC COM	27.	27.
MONSANTO CO NEW COM	444.	444.
NEWMONT MINING CORP	426.	426.
NIKE INC CL B	28.	28.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NOBLE ENERGY INC COM	15.	15.
NORTHROP CORPORATION	381.	381.
PNC BK CORP	249.	249.
PEPSICO INCORPORATED	619.	619.
PERRIGO CO	17.	17.
PFIZER INC	93.	93.
PHILIP MORRIS INTL INC COM	98.	98.
PIMCO COMMODITY REALRETURN STRATEGY FUND	4,469.	4,469.
PIMCO ALL ASSET ALL AUTH FUND INSTL CL	5,332.	5,332.
PROCTER & GAMBLE CO COM	393.	393.
QUALCOMM INC	444.	444.
SCHLUMBERGER LIMITED	245.	245.
SCHRODER EMERGING MKT EQUITY FUND INV CL	1,152.	1,152.
SCHWAB CHARLES CORP NEW COM	207.	207.
SIGMA ALDRICH CORP	52.	52.
STANLEY BLACK & DECKER INC COM	27.	27.
STARBUCKS CORP COM	323.	323.
STATE STREET CORP	14.	14.
SUNTRUST BANKS INCORPORATED	74.	74.
TARGET CORP	431.	431.
TORCHMARK CORP	54.	54.
TRACTOR SUPPLY CO COM	163.	163.
TRAVELERS COS INC COM	218.	218.
US BANCORP DEL COM NEW	345.	345.
UNION PAC CORP COM	181.	181.
UNITED TECHNOLOGIES CORP	41.	41.
VANGUARD FTSE EMERGING MKTS ETF	3,669.	3,669.
VIACOM INC CL B COM	43.	43.
VISA INC CL A COM	213.	213.
VODAFONE GROUP PLC NEW SP ADR	52.	52.
WAL-MART STORES INCORPORATED	472.	472.
WEIGHT WATCHERS INTL INC.	4.	1.
WELLS FARGO COMPANY	511.	511.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WYNN RESORTS LTD COM	192.	41.
XEROX CORPORATION	10.	10.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	36.	36.
AON PLC COM	33.	33.
COVIDIEN PLC COM	62.	62.
INVESCO LTD COM	64.	64.
ACE LTD COM	52.	52.
TYCO INTL LTD NEW F COM	70.	70.
COPA HOLDINGS SA CL A COM	149.	149.
TOTAL	49,729.	49,575.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND	3,852.
TOTALS	3,852.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES - BOA	11,341.	11,341.	
INVESTMENT ADVISORY FEES	3,197.	3,197.	
OTHER PROFESSIONAL FEES - CHAR	4,500.		4,500.
TOTALS	19,038.	14,538.	4,500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	63.	63.
FOREIGN TAXES ON QUALIFIED FOR	462.	462.
FOREIGN TAXES ON NONQUALIFIED	371.	371.
TOTALS	896.	896.

WESTERSTROM CHARITABLE TRUST 58-6249967

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT FEE	1.	1.
TOTALS	1.	1.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED		2,488,583.	2,934,732.
	TOTALS	2,488,583.	2,934,732.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
SALES ADJUSTMENTS		245.
ROUNDING		1.
	TOTAL	246.

RECIPIENT NAME:
LARRY B HOOKS
ADDRESS:
3414 PEACHTREE RD NE, SUITE 722
ATLANTA, GA 30326
RECIPIENT'S PHONE NUMBER: 404-842-1870

RECIPIENT NAME:
FIRST BAPTIST CHURCH OF TYRO
ADDRESS:
305 ARROWWOOD ROAD
TYRON, GA 30290
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ATLANTA HUMANE SOCIETY
ADDRESS:
981 HOWELL MILL RD, NW
ATLANTA, GA 30318
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GOOD SAMARITAN HEALTH CENTER
ADDRESS:
1015 DONALD LEE HOLLOWELL PKWY
ATLANTA, GA 30318-6653
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE LIONHEART SCHOOL
ADDRESS:
225 ROSWELL ST.
ALPHARETTA, GA 30009
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CMC INITIATIVE FOR
PHI SIGMA LAMBDA
ADDRESS:
950 GLENVERNESS DR.
MARIETTA, GA 30068
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ELAINE CLARK CENTER
ADDRESS:
5130 PEACHTREE BLVD
CHAMBLEE, GA 30341
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,100.

RECIPIENT NAME:
LUTHERAN CHURCH OF THE REDEEMER
ADDRESS:
731 PEACHTREE ST NE
ATLANTA, GA 30308-1281
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
THE SALVATION ARMY
GEORGIA DIVISION
ADDRESS:
1190 W DRUID HILLS DRIVE, SUITE 150
ATLANTA, GA 30329
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
VISITING NURSE/HOSPICE OF ATLANTA
ADDRESS:
5775 GLENRIDGE DR., NE
ATLANTA, GA 30328
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ATLANTA MISSION
ADDRESS:
P.O. BOX 1807
ATLANTA, GA 30301-1807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ALZHEIMER'S ASSOCIATION,
ATLANTA AREA CHAPTER
ADDRESS:
41 PERIMETER CENTER EAST, STE 550
ATLANTA, GA 30346
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
AMERICAN CANCER SOCIETY
ADDRESS:
P.O. BOX 56567
ATLANTA, GA 30343
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 9,000.

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

RECIPIENT NAME:
PLEASANT PLAINS BAPTIST CHURCH
ADDRESS:
P. O. BOX 96
HARRISON, GA 31035-0096
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 130,100.

WESTERSTROM CHARITABLE TRUST
58-6249967
Balance Sheet
10/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	141241.810	141,241 81	141,241 81
008252108	AFFILIATED MANAGERS GROUP	127 000	15,708.25	25,074 88
015351109	ALEXION PHARMACEUTICALS INC	151.000	6,365 96	18,565.45
018581108	ALLIANCE DATA SYS CORP	94.000	17,373 21	22,283 64
023135106	AMAZON COM INC	96 000	16,676 73	34,946.88
025816109	AMERICAN EXPRESS CO	246.000	14,578 43	20,122.80
037833100	APPLE INC	65.000	43,119 22	33,975.63
04314H204	ARTISAN INTERNATIONAL FUND	4524 887	120,000 00	134,027.15
04314H881	ARTISAN INTL VALUE FUND	2510 986	80,000 00	95,618.35
067901108	BARRICK GOLD CORP	677 000	20,226 68	13,127 03
071813109	BAXTER INTL INC	216 000	12,725 78	14,227 92
075887109	BECTON DICKINSON & CO	139 000	11,663.48	14,613 07
09062X103	BIOGEN IDEC INC	90.000	8,574.16	21,977 10
12572Q105	CME GROUP INC	195 000	14,772.04	14,470 95
126650100	CVS CAREMARK CORP	173 000	7,706.05	10,770 98
13342B105	CAMERON INTL CORP	344 000	19,406.54	18,871.84
13645T100	CANADIAN PAC RY LTD	158 000	18,375.31	22,605.06
148887102	CATAMARAN CORP	484 000	24,653.09	22,733.48
151020104	CELGENE CORP	158 000	18,227.80	23,461.42
156782104	CERNER CORP	372 000	14,812.92	20,843.16
166764100	CHEVRON CORP	80.000	8,453.06	9,596 80
169656105	CHIPOTLE MEXICAN GRILL INC	29 000	7,229.40	15,282 13
171232101	CHUBB CORP	180 000	14,565.60	16,574 40
17275R102	CISCO SYS INC	511 000	10,723.90	11,528 16
177376100	CITRIX SYS INC	361 000	26,018.00	20,497 58
19765J814	COLUMBIA SMALL CAP INDEX FUND	8654 431	140,081.38	200,176 99
19765J830	COLUMBIA MID CAP VALUE FUND	8012 295	95,495.93	148,948 56
19765P232	COLUMBIA MID CAP GROWTH FUND	5080 581	123,303.52	169,742.21
19765P596	COLUMBIA SMALL CAP GROWTH I	1929 012	50,000.00	71,045 51
20825C104	CONOCOPHILLIPS	241 000	12,526 26	17,672 53
231021106	CUMMINS INC	172 000	19,969.39	21,847 44
25179M103	DEVON ENERGY CORP NEW	269 000	14,581.41	17,006 18
26138E109	DR PEPPER SNAPPLE INC	429 000	19,114.70	20,313 15
278865100	ECOLAB INC	150 000	14,096.22	15,900 00

WESTERSTROM CHARITABLE TRUST
58-6249967
Balance Sheet
10/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
30161N101	EXELON CORP	674 000	20,399 82	19,235 96
30219G108	EXPRESS SCRIPTS HLDG CO	202.000	12,499.32	12,629 04
30231G102	EXXON MOBIL CORP	256.000	22,419.92	22,942 72
30303M102	FACEBOOK INC	446.000	17,761.19	22,391 43
314172560	FEDERATED STRATEGIC VALUE FUND	24366 472	125,000 00	141,325 54
375558103	GILEAD SCIENCES INC	428 000	24,253 74	30,462 90
37733W105	GLAXOSMITHKLINE PLC	260 000	11,657 91	13,683 80
38259P508	GOOGLE INC	33 000	25,138 40	34,009 14
42805T105	HERTZ GLOBAL HLDGS INC	658 000	16,509 21	15,107 68
445658107	HUNT J B TRANS SVCS INC	271.000	16,842 93	20,333 13
464287291	ISHARES TR	450.000	25,096 50	35,212 50
466001864	IVY ASSET STRATEGY FUND	910 747	25,000 00	27,877 97
478160104	JOHNSON & JOHNSON	180 000	11,961 34	16,669 80
53578A108	LINKEDIN CORP	66 000	7,477.93	14,762 22
57060U605	MARKET VECTORS ETF TR	570 000	25,022.81	29,873.70
57060U787	MARKET VECTORS AFRICA INDEX ETF	895 000	24,800.45	28,237 25
585055106	MEDTRONIC INC	441.000	20,443 88	25,313 40
594918104	MICROSOFT CORP	615.000	17,505.01	21,774 08
60871R209	MOLSON COORS BREWING CO	579 000	26,324 52	31,266 00
61166W101	MONSANTO CO	314 000	29,102 73	32,932 32
651639106	NEWMONT MNG CORP	462 000	18,994 58	12,594 12
666807102	NORTHROP GRUMMAN CORP	185.000	12,631 78	19,889.35
693475105	PNC FINL SVCS GROUP INC	283.000	17,507.94	20,808.99
713448108	PEPSICO INC	323.000	22,894 23	27,161 07
714199106	PERMANENT PORTFOLIO	806 614	40,000 00	38,870.73
722005667	PIMCO COMMODITY REALRETURN	24212 864	186,762 89	136,802.68
72200Q182	PIMCO ALL ASSET ALL AUTH FUND	8944 630	100,000 00	93,381 94
741503403	PRICELINE COM INC	39.000	20,347.15	41,099 37
742718109	PROCTER & GAMBLE CO	241.000	16,941.61	19,460 75
747525103	QUALCOMM INC	278 000	10,208.16	19,318.22
808090757	SCHRODER EMERGING MKT EQUITY	11370 208	145,000.00	156,454 06
808513105	SCHWAB CHARLES CORP NEW	1503 000	27,184 30	34,042 95
826552101	SIGMA ALDRICH CORP	120 000	9,142 99	10,371 60
855244109	STARBUCKS CORP	391.000	19,364 18	31,690 55

WESTERSTROM CHARITABLE TRUST
58-6249967
Balance Sheet
10/31/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
867914103	SUNTRUST BKS INC	297 000	8,726.13	9,991 08
874039100	TAIWAN SEMICONDUCTOR MFG LTD	804 000	12,742 92	14,801.64
87612E106	TARGET CORP	331 000	20,411 46	21,445.49
891027104	TORCHMARK CORP	141 000	7,818.45	10,273.26
892356106	TRACTOR SUPPLY CO	354 000	17,491 14	25,257 90
89417E109	TRAVELERS COS INC	149.000	11,636 89	12,858 70
90130A101	TWENTY-FIRST CENTY FOX INC	430 000	15,095 24	14,654 83
902973304	US BANCORP DEL	526 000	17,437 42	19,651.36
922042858	VANGUARD FTSE EMERGING MKTS	2600.000	109,079.88	108,849.00
92826C839	VISA INC	138 000	12,568 18	27,140.46
931142103	WAL-MART STORES INC	335 000	23,331 08	25,711.25
949746101	WELLS FARGO & CO	500 000	17,748.17	21,345 00
G60754101	MICHAEL KORS HLDGS LTD	342 000	21,174.05	26,316 90
		Totals.	2,629,824.66	3,075,974 06